

BYLAWS
of the
SOUTHERN TIER ORCHID SOCIETY, INCORPORATED

Latest amendment date, 2020

ARTICLE I
NAME AND AFFILIATION

The name of the organization is the SOUTHERN TIER ORCHID SOCIETY, INCORPORATED (STOS). The organization is a society incorporated in the State of New York on January 28, 1992, as a Domestic, Not-for-Profit Corporation, Type A, County BROOME. STOS has a Federal Employer Identification Number (EIN), which is 16-1402794 (confirmed by IRS 2/2/07).

STOS is not a charitable organization under IRS rules and donations to the organization are not tax deductible. STOS is not exempt from paying NY State sales tax on items purchased for STOS. STOS does not need to collect sales tax on dues or items sold unless it operates a shop or store. STOS must file an IRS form each year.

The fiscal year of the Society is defined as January 1 through December 31 of each year. The administrative year is defined as November 1 through October 31 of each year.

STOS is an Affiliated Society of the American Orchid Society (AOS).

ARTICLE II
PURPOSE

The purpose of the Society is to be an educational organization to bring together individuals from the public who are interested in the care and culture of orchids; or who are interested in any other orchid-related endeavor, such as art, education, writing, photography, etc.; in order that experience and knowledge may be shared for the benefit of all.

ARTICLE III
MEMBERSHIP AND DUES

Any person interested in the care and culture of orchids or in any orchid-related endeavor as stated in Article II, is eligible for membership. Membership is activated and contingent upon paying dues. Three classes of membership are recognized

- Individual
- Household
- Lifetime

Individual and Household Membership dues rates shall be set by the membership at the Annual Meeting. If not addressed, they shall remain the same as the previous year. Reduced, partial-year, new member dues can be set by the membership or by the executive Board by majority vote.

Annual dues are payable at the Annual Meeting in December and are delinquent after the February meeting. Delinquent memberships have no vote in membership decisions. Memberships delinquent after May 1 will be dropped from the rolls, including newsletter and other mailings, until full annual membership is paid.

Lifetime Members are elected by the Society upon nomination at the Annual Meeting. Lifetime Membership is in recognition of outstanding service to the Society. The Lifetime Membership roster will be kept by the Treasurer, and passed down to the succeeding Treasurer upon election. Lifetime members and their household are exempt from paying dues.

Individual members will have one vote on any question before the membership. Household and Lifetime memberships will have one vote for each participating member, up to a total of two votes per membership.

A member in good standing is up-to-date on yearly dues. A Lifetime member is exempt from dues and is always in good standing.

ARTICLE IV OFFICERS AND ELECTIONS

The officers of the Society are President, Vice President, Secretary, and Treasurer. These officers plus the immediate Past President, the AOS Representative, and the three (3) elected Board Members at Large make up the Executive Board of the Society and all are voting members. The Executive Board may also be referred to as the Board; they are one and the same.

A Nominating Committee, formed by the Executive Board, will consist of the Board plus the chairs of committees and other appointed positions, as willing. Officers may advise on nominations but they cannot vote if there is more than one candidate being considered. Nominations from the general membership must be received two (2) weeks before the September meeting or six (6) weeks before the date of the election. No nominations from the floor are allowed. The nominating committee will present the slate of Officers and necessary Board Members at the September meeting. All nominees for all officers or Board members must be members in good standing and must be vetted by the nominating committee. Any nominees for officer or Board member may be rejected by a 2/3 majority vote of the Board if determined to not be in the best interest of the organization.

Officers, the AOS Representative, and Board Members at large will be elected by plurality vote of all members in good standing, present and voting at the meeting each October. Each membership – Individual, Household, and Lifetime – may vote as outlined in Article III. The Nominating Committee will present vetted candidates for each position individually, with election by show of hands. In the event that a meeting cannot be held due to emergencies, inclement weather, an epidemic, or other condition as decided by a plurality of the Board, or is held online, voting by email or US post mail will be allowed. In this case a plurality of all votes received by members in good standing within a two week time, starting from the original date of the October meeting will be required for election. The address to be used will be the official email address of the STOS as posted on the web site and the US Post mail address will be that of one of the Executive Board Members, relayed by phone to any members not having internet access. Officers and Board Members will assume their duties on November 1.

Term of office for all officers is one (1) year, from November 1 to October 31. Board Members at large are elected for a staggered term of three years, such that no more than one Board Member is elected each year, unless a vacancy has occurred. All Executive Board members may be re-elected as needed, with new members encouraged to run.

The Executive Board can remove any officer or Board member for cause by a $\frac{3}{4}$ majority of the votes cast by the rest of the Board, not including the person to be removed or abstentions. The Board must vote, provide written or email notification to the individual of the action, and the action must be confirmed by a majority vote of the members in good standing at the next regular meeting. In the event a meeting cannot be held due to circumstances as described above, an email or US post vote will be allowed, with a majority of votes cast required for confirmation. Votes must be received within two weeks of the original meeting date.

If Officers or Executive Board Members are unable or unwilling to complete their term, vacancies, regardless of how they occur, will be filled as follows:

- President – The Vice President will assume the duties of the President until November 1
- Vice President – The Executive Board, by plurality vote of its members, shall elect a Vice President to serve until November 1.
- Secretary – The Executive Board, by plurality vote of its members, shall elect a Secretary to serve until November 1.
- Treasurer – The Executive Board, by plurality vote of its members, shall elect a Treasurer to serve until November 1.
- AOS Representative – The Executive Board, by plurality vote of its members, shall elect an AOS Representative to serve until November 1, and will notify AOS in writing of the change.
- Past President – The Past President will not be replaced on the Executive Board if he or she does not participate.

- Board Members – The Executive Board, by plurality vote of its members will nominate a member in good standing to fill the remainder of the Board Member’s three-year term. This nominee, along with any from the floor, will stand for election at the next regular meeting of the membership and will be elected in the same manner described under elections and will serve out the remainder of the three-year term.

ARTICLE V

DUTIES OF OFFICERS AND BOARD MEMBERS

The President will preside at all meetings at which he or she is present and will exercise general supervision over the affairs and activities of the Society. The President is the official spokesperson for the Society. The President will suggest additional committees as required from the members in good standing. The President will obtain Board approval for any actions involving monetary policy, committee membership or other areas having significant impact on the organization. Approval will be granted by a majority vote of Board members. The President will oversee the publication of the newsletter by the Newsletter Editor and the maintenance of the Web site by the Webmaster.

The Vice President will perform the duties of the President in the absence or inability of the latter and serve as the parliamentarian at all meetings.

The Secretary will keep and publish minutes of all General Membership and Executive Board meetings. The Secretary is responsible for all Society correspondence, notifying the State and IRS of official Society address changes and notifying the bank(s) of officer, signatory, and address changes. All records are to be passed to the new Secretary upon election to form a permanent record.

The Treasurer will collect and record dues paid, maintain records of members in good standing and will pass this information to the Newsletter Editor. The Treasurer will receive all Society monies and pay out all Society monies, by check only, to cover those budgeted expenses of the Society, or, as are approved by the Treasurer and one other member of the Executive Board, or by the membership for unbudgeted expenditures. The Treasurer will be responsible for the timely filing of all IRS and other required forms.

The Treasurer will report the following at each meeting: amount and source or receiver of moneys received and dispersed since the last report and the amount of money in the treasury on the date of the report. At the Annual Meeting the Treasurer shall give a summary of all income and disbursements for the year and how they compare to the budget. All records and account access will be turned over to the incoming Treasurer by November 1 and will be audited by the Executive Board at their next meeting to assure that all bills have been paid, all funds are accounted for, all committee moneys have been returned to the general fund and that the newly adopted budget accurately reflects expected income and expenditures.

The AOS Representative will provide the link between the AOS and the Society; bring to the attention of the members at each meeting items of interest from the AOS; and encourage individual AOS membership. The outgoing AOS Representative will inform the AOS of changes in the AOS Representative.

The Executive Board Members, along with the other Coordinators and Committee members, will be the counseling and advisory Board for the Society. The Board will meet at least quarterly and more often as needed. Board meetings may be in person or online at a time convenient for the Board members. All Executive Board meetings are open to the General Membership and will be announced at least one week in advance. Major decisions of the Executive Board must be confirmed at the next General Membership meeting. Board approval for expenses, committee members, and other items may be obtained via email provided a majority of the Board responds.

ARTICLE VI COMMITTEES

There are the following Coordinators or Standing Committees and Chairs, with duties and responsibilities as set by the Executive Board and approved by the General Membership:

Show Committee – A Show Committee Chair and 2-3 members will be appointed by the Board as needed. Chair will keep Board informed of all significant actions and seek approval for significant monetary expenditures. The show chair is responsible for submitting the application for an AOS judged show, securing judges, procuring the venue and vendors, and supervising committee members and volunteers with all other aspects of the Show.

Plant Auction Committee – The Chair and 1-2 members will be appointed by the Executive Board as needed. Duties include ordering plants, tabulating, pricing, storing and properly labeling the plants and creating printed plant lists. The Chair will seek plant suggestions from the membership and orders must stay within the budget.

Meeting Program Coordinator – will be appointed by the Board as needed. Speakers arranged by the Coordinator must be approved by the Board.

Newsletter Editor – Appointed by the Board as needed. Responsible for requisitioning content and publishing a monthly newsletter from September through May. The Editor will also maintain a list of member names and emails, and members in good standing, kept current with input from the Treasurer.

Web Master – Appointed by the Board as needed. Responsible for keeping the website up to date and posting the most current information in a timely manner. Only items relating to STOS,

other orchid clubs, or orchids in general may be posted. No other commercial, charitable items or private videos may be posted.

Social Media Coordinator (Facebook and Instagram) – Appointed by the Board as needed. Responsible for posting news, pictures, and other items of interest. Only items relating to STOS, other orchid clubs, or orchids in general may be posted. No other commercial, charitable items or private videos may be posted.

Librarian – Appointed by the Board as needed. Responsible for handling checkout and return of books by members at monthly meetings. Only members in good standing may borrow books. In the event that the librarian cannot attend a meeting, a Board member will assist. Librarian will also purchase books or other materials with approval by the Board.

The President, upon approval from the Executive Board, may form other committees as needed. Chairs and members of committees are appointed with majority Board approval, from General Members in good standing. Approval may be via email.

ARTICLE VII MEETINGS

General Membership meetings are held each month except June, July and August. The Election is held at the October meeting. The Annual Meeting is held in December and serves to report on and summarize the health and activities of the Society. The budget will be presented for adoption at the January meeting. All general meetings are held on the third Sunday of each month, unless rescheduled by the Executive Board and notification is made to the membership at least two weeks in advance. All members will be notified of the time and place of all meetings in a manner decided by the Executive Board, at least two weeks in advance for in person meetings. A majority of the responding Executive Board is required to cancel meetings if conditions warrant. Notification will be made by e-mail or phone.

The normal order of business at General Membership meetings is:

- Approval of the minutes of the previous meeting
- Treasurer's Report
- AOS Representative's Report
- Board and Committee reports
- Old business
- New business
- Break
- Raffle
- Show Table
- Program

Special General Membership meetings may be called by a majority vote of the Executive Board to address critical or immediate issues. Written notice of these meetings must be emailed no later than two weeks in advance of the special meeting. These meetings, in the case of emergencies or other conditions, as approved by the responding majority of the Board, can be in forms other than physical, in person meetings.

ARTICLE VIII QUORUM AND VOTING

The total members in good standing present at any general meeting as outlined in “Meetings” will be considered a quorum for all voting purposes. In the event that an in-person meeting cannot be held due to emergencies or other conditions as described in Article IV or the meeting is held online, the total members in good standing responding via email or US post within a two week time, starting from the original date of the meeting will be considered a quorum for all voting purposes. All decisions of the Board and the General Membership require a simple majority, except election of officers as described in “Officers and Elections” and Amendments to the Bylaws, described in the subject Article.

ARTICLE IX DISSOLUTION

If for any reason the Society ceases to function, the Treasurer or other members of the Executive Board will secure all records and funds and other assets of the organization for a period of not more than one year. After that time, if the Society has not reorganized, books and other physical assets of the Society will be sold or donated and all monetary assets will be donated to the American Orchid Society (AOS) with the following restrictions:

This gift will be reserved for the reestablishment of the Southern Tier Orchid Society (or as below) for a period of not less than one year or more than three years from the date of receipt by the American Orchid Society. These funds will be returned upon request from a legally, newly established or reestablished affiliated society serving the approximately same geographic area. The AOS has the right to retain an agreed upon amount of the gifted funds to cover costs of maintaining this reserve. After the defined time period, the total gift is restricted to the mission of establishing and supporting Affiliated Societies and Judging Centers.

No assets or funds will transfer to the benefit of any individual.

ARTICLE X
AMENDMENTS TO BYLAWS

The Bylaws may be amended or revised at any General Membership or Annual Meeting. No Amendment or Revision can be voted on until the meeting following the one at which it was discussed and comments from the floor agreed upon. See Article VII Meetings for special conditions. A two-thirds majority of members in good standing present or responding is required to pass a revision or Amendment to the Bylaws. All Revisions or Amendments will be recorded at the end of this document, with the date of the adoption and a general description of the change.

ARTICLE XI
CONDUCT OF MEETINGS

For all matters not specifically addressed in this document, Robert's Rules of Order, latest revision will dictate the conduct of all meetings. The Vice President serves as the Parliamentarian.

REVISIONS

Original bylaws – Written at Society's founding. Original adoption date unknown.

Overall revisions – Presented to the Society by the Bylaws Committee on February 20, 2005 and adopted March 20, 2005.

New revisions – Revisions presented to the Society on February 18, 2007 and adopted on the same date. Draft posted on website for three weeks prior to adoption.

Updated revisions – Presented to the Society on October 25 and adopted on November 15, 2020

These revisions redefine the nominating committee, spell out the conditions for eligibility of officers and Board members and outline the duties and limitations of officers and committee chairs. A new administrative year is defined, different from the fiscal year. The process for voting via email is laid out and the Society dissolution process is amended.