

Bylaws of the  
Coalition for Orchid Species  
(COS = Cause)

**1. Name**

- a. The name of this organization shall be The Coalition For Orchid Species

**2. Object, aims, and purposes**

- a. The Coalition for Orchid Species is a non-profit organization established for the purposes of :
  - i. Scientific research and study of naturally occurring orchid species and natural hybrids, their preservation, evolution, culture, propagation, care, and development
  - ii. Dissemination of educational information and knowledge about orchid species as well as the fostering of appreciation for the beauty and botanical diversity of naturally occurring Orchidaceas
  - iii. Cooperation with appropriate national and international organizations or groups in the conservancy and rescue of threatened orchid species.
- b. The object and purpose of this organization being research, conservation and education, no part of its earnings or capital shall inure to the use or benefit of any individual member nor shall any individual member derive any monetary benefit from any of the organization's rescue, conservation, or research activities.
- c. The organization shall not engage in any activities which are not permitted by the Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**3. Membership**

- a. The classes of membership in the Coalition for Orchid Species shall be:
  - i. Regular, with one vote and eligible to hold office
  - ii. Supporting, with one vote and not eligible to hold office.
  - iii. Life, with one vote and eligible to hold office
- b. Status of classes for individual membership may be reviewed from time to time or upon member's request.
- c. Any person (excluding commercial orchid growers) interested in the object, aims, and purposes of the COS shall be eligible for a Regular Membership.
  - i. Regular Member candidates must:
    - 1. Complete the application form
    - 2. Be approved by a majority of a quorum of the Board of Directors
    - 3. Pay membership dues for one year

4. Pledge to uphold, work for, and remain faithful to the object, aims, and purposes of the COS as stated above under Section 2 of these bylaws
  - d. Any corporate entity or incorporated society which wishes to support the aim, purposes, and objectives of the COS shall be eligible for a Supporting membership.
    - i. Commercial orchid growers shall be included under supporting members in order to lessen any perceived conflict of interest as the COS pursues conservation issues of international as well as national scope
    - ii. Supporting membership candidates must:
      1. Complete the application form
      2. Pay the supporting membership dues for one year
      3. Be approved by a majority of a quorum of the Board of Directors
      4. Pledge to uphold, work for, and remain faithful to the object, aims, and purposes of the COS as stated above under section 2 of these Bylaws.
  - e. Any person eligible for Regular membership may opt for Life membership,
    - i. Life membership candidates must:
      1. Complete the application form
      2. Be approved by a majority of a quorum of the Board of Directors
      3. Pay a single premium of 20 times the regular membership dues for one year
      4. Thereafter pay no annual dues
      5. The Board of Directors may also grant a free life membership to any person as recognition of outstanding service to the COS or its objectives.
      6. Pledge to uphold, work for, and remain faithful to the object, aims, and purposes of the COS as stated above under section 2 of these Bylaws.
  - f. Dues
    - i. Annual dues are payable on the first day of October for the ensuing year. There shall be no refunds.
    - ii. Any regular membership shall terminate if dues are not paid by January first of the year for which they are due.
    - iii. Membership may be reinstated upon reapplication. Members with unpaid dues are not in good standing and therefore shall not be permitted to vote.
    - iv. Resignation obviates accrual of dues.

- v. Any membership of any type may be voided by a vote of a majority of a quorum of the Board of Directors after a proper investigation and hearing
- vi. Notices of annual dues payable shall be sent by mail to all regular members on or about September first each year by the Secretary
- vii. Any dues paid after July first, even if by a new member, shall be applied to the ensuing year
- g. Officers and Directors
  - i. The Officers and Board of Directors of the organization shall be comprised solely of regular or life members.

#### **4. Board of Directors**

- a. The Board of Directors shall consist of the Officers, of the organization (President, Vice-President, Secretary, and Treasurer) and three Directors (one Director is to be elected each year for a term of three years each). The immediate past President shall also serve as an ex-officio, non-voting member of the Board of Directors for one year. This establishes a total board of seven members. Any additional Special Directors as the Board deems necessary may be added by a majority vote of the Board of Directors
- b. The Board of Directors shall have complete charge and direction of the affairs and business of the organization, the care and the management of the organization's funds and other property with the power to dispose of them as may best serve the interest of the organization and promote the purposes for which this non-profit organization is organized. The Board shall conduct all business of the organization in its regular and specially-called board meeting.
- c. The Board shall present to the general membership items of interest discussed at its meeting; minutes of the Board meeting and monthly financial reports shall be available to the membership at each regular meeting.
- d. Four members of the Board shall constitute a quorum (50% plus 1)
- e. Any officer or Director may be removed by a majority vote of the Directors at a meeting of the Board if such officer or Director shall not have adequately attending to his or her duties. Unexcused absence from three (3) Board meetings in one year is cause for such removal.
- f. A vacancy of the Board shall be filled by the Executive Committee, at the 2<sup>nd</sup> meeting after the vacancy occurs, by a majority vote. The candidate elected shall serve until the next regular election to be succeeded by a candidate to fill the unexpired term.

## **5. Officers and Their Duties**

### **a. In general**

- i.** The officers shall be elected by the voting members at the November General Meeting.
- ii.** No person shall serve more than two (2) consecutive terms as President
- iii.** The President and the Secretary shall sign all written contracts or other written obligations and no contract shall be binding unless so signed. A majority vote of a quorum of the Board shall determine approval of all written contracts.

### **b. President shall:**

- i.** Preside at all meetings
- ii.** Enforce the provisions of the Bylaws
- iii.** Make a written report about the activities of his office at the end of each year
- iv.** Assign additional duties to any Board Member as deemed necessary.

### **c. Vice President shall:**

- i.** In the absence of the President, perform all the duties of the President
- ii.** Perform additional duties as may be assigned by the President.

### **d. Secretary shall:**

- i.** In the absence of the President and Vice President, perform all the duties of the President
- ii.** Make a complete record of the Board of Directors Meetings
- iii.** Make an Agenda if requested
- iv.** Send a copy of the record and/or agenda to each member of the Board, one copy to be filed and one copy to be available ~~at the regular Coalition meeting~~
- v.** Keep a current record of the names and addresses and phone numbers of all Coalition members
- vi.** Prepare and publish an annual roster and distribute it to the membership
- vii.** Provide a current list of members to the nominating committee
- viii.** Have charge of all records and other documents belonging to the COS
- ix.** Notify Board members of date, time and location of meetings of the Board
- x.** Perform additional duties (clerical and others) as may be assigned by the President

- e. The Treasurer shall:
  - i. Deposit the funds of the Coalition in the Coalition's name in such banks or brokerage firms as determined by the Finance Committee
  - ii. Be responsible for the collection of funds due the Coalition
  - iii. Disburse funds at the direction of the Board or a committee empowered by the Board
  - iv. Maintain the financial records of the Coalition
  - v. Make a report of the current finances at each Board meeting and provide one copy to the Secretary to be filed with the minutes, and one copy to be available at the regular Coalition meeting for membership to read
  - vi. Maintain all ledger accounts current and complete
  - vii. Prepare an Annual Report for the Fiscal year which will be audited or reviewed by an independent auditor or audit committee selected by the Board
  - viii. Be responsible for seeing that all State and Federal tax forms are prepared and filed within the allowable filing period
  - ix. Be a member of the Finance Committee and the Budget Committee
  - x. Prepare and co-sign all issued checks with the President

## 6. Committees

- a. Executive Committee
  - 1. Shall consist of the Officers of the organization
  - 2. The President shall act as Chairman
  - 3. Shall only be called to meet and deal with emergencies which might occur in the interim period between monthly board meetings
  - 4. Shall have all the authority of the entire Board of Directors, except the right to elect Officers or Directors
  - 5. All actions of the Executive Committee will be subject to ratification by the Board of Directors
  - 6. Meeting shall be reported in the same manner as monthly Board meetings.
- ii. Nominating Committee
  - 1. Shall consist of three members who shall be selected by the Board of Directors, by secret ballot, at the August Board meeting. They shall nominate a President, a Vice President, a Treasurer, a Secretary, and one (1) Director (for a three year term) for the ensuing fiscal year which shall begin on January 1.

2. Shall submit its slate to the Board at the September Board meeting
- iii. Standing Committees
    1. Chairmen of Standing Committees shall be appointed by the President as an early Order of Business at the first meeting of the Board of Directors in January, save and except in cases where the Coalition's Charter or Bylaws shall otherwise provide. These appointments must be approved by the Board of Directors. All Chairmen shall submit a written report of their committee's activities to the President at the May Board meeting, so that the President has time to include them in his year-end report to the membership at the November meeting. The President shall be, ex officio, a member of all committees. A written notice ten (10) days in advance of the meeting date is required for all standing committees. The Standing Committees shall be:
      2. Conservation Committee
        - a. Shall promote exchange of pollen and species among non-commercial conservationists
        - b. Shall support and/or engage in conservation projects and species rescue operations.
        - c. Shall engage in political action to promote appropriate conservation legislation
        - d. Shall cooperate with the Education Committee in disseminating information and providing educational programs relating to conservation of orchid species
      3. Finance & Budget Committee
        - a. Shall have the treasurer of the COS serve as Chairman
        - b. Shall see that the Board of Directors is advised when an auditor is to be designated
        - c. Shall determine which banks to use
        - d. Shall determine which types of accounts
        - e. Shall decide on investments
        - f. Shall assist in preparing monthly reports to the Board
        - g. Shall prepare grant and contract applications
        - h. Shall create grant and contract guidelines
        - i. Shall develop fund raising projects
        - j. Shall prepare budget

4. Education & Library Committee
  - a. Shall plan and organize classes, seminars and other special events concerning orchid species to attract and educate the general public
  - b. Maintain a Speaker's Bureau from among Association members. Publish and distribute Speaker's List
  - c. Actively promote seminars and talks for AOS judges on orchid species
  - d. Work with show committee in planning educational exhibits of orchid species
  - e. Appoint a librarian
  - f. Oversee maintenance of library materials and equipment, i.e. projector, screen, slides, videocassette, etc.
  - g. Prepare annual Education Budget
5. Research & Publication Committee
  - a. Shall support and encourage research relating to orchid species
  - b. Shall cooperate with the Education & Library Committee to identify research materials to be made available to the membership
  - c. Publish pamphlets, booklets, newsletter or other publication to advance knowledge about orchid species and their conservation
  - d. Produce articles on orchid species for publication in appropriate journals
  - e. Develop research policy and proposals for submissions for approval of the Board
  - f. Institute, rate and oversee the performance of such research and report at least annually on the results obtained
  - g. Cooperate with the Board of Directors to solicit and obtain funds that will enhance the research and education programs
6. Public Relations & Show Committee
  - a. Develop, plan for promoting various programs of the association
  - b. Develop a newsletter and distribute it

- c. Direct the participation of the association in AOS and other shows
  - d. Appoint Exhibition Director who will coordinate all show efforts (design, acquisition of plants, putting up exhibits)
  - e. Appoint Director of Hospitality yearly – to provide for refreshments
  - f. Develop an AOS Sanctioned Species Specialty Show
7. Such other committees as the president and Board shall deem necessary

## **7. Meetings**

- a. The regular meeting of the association shall be held on the ~~last Friday~~ of each month unless otherwise ordered by Board of Directors
- b. The regular meeting on the ~~last Friday~~ of January shall be known as the annual Membership, Business, and Awards Meeting and shall be for the purpose of receiving reports of the officers and committees, presentation of awards, other business that may arise, and the installation of new officers for the coming year
- c. 25% members of the association present and voting shall constitute a quorum
- d. Meetings of the Board of Directors shall be held on the ~~first Thursday~~ of each month as such time and place as the Board may determine, unless otherwise ordered by action of the Board

## **8. Elections**

- a. The Nominating Committee shall submit its list of nominees to the Board of Directors at the September Board meeting
- b. The Slate of Nominees, will be presented to the members at the regular October meeting, and in the Newsletter which shall be mailed to all members
- c. Additional Nominees
  - i. Any member may place additional nominees on the slate:
    - 1. By submitting the name or names of the nominees for the office to the Secretary of the organization two weeks prior to the November meeting
  - ii. Nomination may be made from the floor at the November general meeting
  - iii. All such nominations, either in writing to the Secretary or from the floor, must be accompanied by a written permission from the nominee indicating that the nominee will serve the office if elected, or the nominee's affirmation in person at the November meeting in the case of nomination from the floor
- d. Elections will be held at the regular November meeting

- e. Officers elected at the November meeting will be installed at the Annual Membership, Business and Awards meeting in January
- f. Uncontested election of officers shall be by voice vote. In case there are two or more persons nominated for the same office, voting will be by written ballot. All votes must be cast in person and proxy votes shall not be honored
- g. A vacancy of the Board shall be filled by the Executive Committee, at the 2<sup>nd</sup> meeting after the vacancy occurs, by a majority vote. The candidate elected shall serve until the next regular election to be succeeded by a candidate to fill the unexpired term

**9. Fiscal Year**

- a. The fiscal year of the COS shall begin on January 1 and end on December 31

**10. Parliamentary Authority**

- a. The rules contained in the current edition of Robert's Rules of Order shall govern the Coalition in all cases where they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Coalition may adopt
- b. A Parliamentarian may be appointed by the President to serve at the Board of Directors meeting. Parliamentarian will not have voting privileges.

**11. Amendment or Revision of Bylaws**

- a. Any amendment to these Bylaws must first be approved by a majority of the Board of Directors and submitted to the membership and shall not be effective until approved by a majority of the members in attendance at any regular, special, or annual meeting or the general membership, the call for which was given at the previous regular monthly meeting and circulated to the membership in the Coalition Newsletter or in a separate mailing

**12. Order of Business**

- a. The order of business at all meetings will be determined by the presiding official.

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