

# BYLAWS

## GNTOS Constitution

### **Article I – Name**

This organization shall be called the Greater North Texas Orchid Society. We are a 501c5 organization.

### **Article II – OBJECT**

The object of this organization shall be to stimulate a general interest in orchids through the exchange of information of mutual interest relative to their propagation, growth, and culture.

### **Article III – Membership**

Membership in the Society shall be open to anyone having an active horticultural interest in orchids and willingness to exhibit and further the general interest in orchids. There shall be four (4) classes of membership:

Active, Honorary, Charter, and Silver Anniversary.

### **Article IV – Officers**

There shall be a President, a Vice President, a Secretary, and a Treasurer. There shall be an Executive Board consisting of these officers and the immediate Past President.

### **Article V – Amendments**

This Constitution may be amended by two-thirds (2/3) vote of the membership at any regular meeting, provided written notice of such amendment has been sent to each member electronically or by US Postal mail ten (10) days prior to such meeting or that members have been notified at the preceding regular meeting.

### **Article I – Name**

The name of this organization shall be the Greater North Texas Orchid Society and shall in these Bylaws be referred to as “The Society.”

### **Article II – Membership**

Section 1. Membership shall be composed of four (4) classes:

1. Active Members who pay dues and have the right to vote and hold office.
2. Honorary Members who are not required to pay dues and who do not have the right to vote and hold office.
3. Charter Members who are not required to pay dues, have voting powers, and may hold office
4. Silver Anniversary Members who are not required to pay dues but have the right to vote and hold office. These members shall have been dues paying members for twenty-five consecutive years.

Section 2. Membership shall be accorded upon submission of a membership form, accompanied by dues, to the Treasurer. Honorary membership shall be bestowed upon vote of the members of the Society and is intended to recognize those individuals who have contributed outstanding service to the Society. Silver Anniversary Membership recognizes those who have been members of the Society for twenty-five or more consecutive years.

Section 3. No one may remain a member who has perpetrated a crime against the Society or who has been found guilty of perpetrating a crime against a member of the Society. Furthermore, after due notice of hearing, the Board, by a two thirds (2/3) vote, may suspend or expel a member for violation of civil or State Law or Society Bylaws.

Section 4. Communication to the Membership may be done by e-mail or US Postal Service.

## **Article III – Dues**

The dues of the Society shall be set by the board and approved by the membership, whenever changed. Upon approval by the membership, dues will be

updated on the membership form and on the Society's web site. Special assessments, if called for by the President, shall be approved by the affirmative vote of two-thirds (2/3) of the active members present at a regular meeting of the members.

Members who have not paid their dues by the last day of January are automatically terminated from membership and will not be listed in the published roster. A terminated member may be reinstated upon payment of dues for the current calendar year, but not without a lapse in membership. Dues for the new members shall be reduced to one-half (1/2) after July 1.

## **Article IV – Meeting of Members**

Section 1. Regular meetings of the members of the Society shall be held at such place and time set by the board and approved by the membership.

Section 2. A quorum shall consist of twenty (20) members or one third (1/3) of the active members of the Society, whichever is smaller.

Section 3. When a quorum is present at any meeting, the vote of the majority of the active members present shall decide any question brought before such a meeting, unless the question is one upon which, by express provisions of the Status or Charter of the Bylaws, a different vote is required, in which case such express provisions shall govern and control the decision of each question.

Section 4. Each member shall have one vote. Active members shall be entitled to vote by proxy only upon questions requiring two-thirds (2/3) vote, and in such cases the instrument appointing the proxy must be

delivered to the Secretary in a sealed envelope two (2) days prior to the meeting at which it is to be used. Proxies shall not be opened prior to the regular balloting. No person may vote in person and by proxy at the same meeting.

## **Article V – Election of Directors and Officers**

Section 1. Directors (who shall in these Bylaws be referred to as members of the Executive Board) shall be nominated at the regular November meeting of the members of the Society, and shall be elected by the members at the regular December meeting of the members. The President shall have appointed, at the regular October meeting of the members of the Society, a Nominating

Committee consisting of (5) members and this Committee shall present, at the November meeting, a proposed slate of members of the Executive Board, per GNTOS Constitution, article IV. The slate so presented shall specify which offices each of the nominees shall occupy. Nominations for members of the Executive Board shall also be taken from the floor at the November meeting, and each such nomination shall specify the office the nominee shall occupy.

The election of members of the Executive Board at the December meeting shall be by written ballot if more than one person is recommended to be a particular officer of the Society. The election of members of the Board shall be by majority vote.

Section 2. The December meeting of the members of the Society shall close with the installation of the newly elected officers.

Section 3. No person who is not an active member shall hold any office in the Society.

Section 4. A member of the Executive Board or any other elected or appointed position must vacate the position if he fails to join the Society for the year in which he is elected or appointed.

## Article VI – Executive Board

Section 1. The Executive Board shall consist of five (5) members, and shall be referred to in these Bylaws as the Executive “Board”.

Section 2. Meetings of the Executive Board shall be held semiannually, or on call of the President, or of a quorum of members.

Section 3. A vacancy on the Executive Board not filled by election of new officers shall be filled by appointment by the President. The Executive Board may declare vacant a position held by any officer failing to attend three (3) consecutive meetings of the Executive Board without just cause.

Section 4. A quorum of the Executive Board shall consist of four (4) members.

Section 5. In order that the transaction of business of the organization shall not suffer, the President may refer to the Executive Board matters of business which do not require two-thirds (2/3) vote of the members of the Society. An annual budget to be submitted by the President in accordance with Article VII of these Bylaws, shall be approved by a majority of the Executive Board.

## Article VII – Officers

Section 1. The officers of the Society shall be a President, a Vice President, a Secretary, and a Treasurer.

A. The President shall be the Chief Executive Officer of the Society, and shall preside at all regular and called meetings and at all meetings of the Executive Board. The President shall make appointments to Committees and positions in accordance with Article IX of these Bylaws and any other Committees that he or she shall deem necessary. The President shall publish a monthly newsletter for the members of the Society which shall include a copy of the record of the previous regular meeting of the members of the Society prepared by the Secretary

in accordance with section 1.C. of Article VII of these Bylaws. The President shall submit an annual budget, including local show expenses, to the Executive Board for approval and shall distribute copies of the approved budget to the members of the Society by the regular March meeting. All expenditures by the Treasurer must be approved by the President. The President shall not approve expenditures which exceed the budget without prior Executive Board approval.

- B. The Vice President shall serve as Program Chair and shall, in the absence of the President, perform all the duties of the President’s office. The Vice President may appoint two (2) members to assist as required.
- C. The Secretary shall keep a permanent record of all regular and special meetings, and shall provide a copy of each record to the President for duplication and distribution with the President’s Newsletter. The Secretary shall also keep in safe custody the seal of the Society; and, when authorized, affix the same to any instrument requiring it.
- D. The Treasurer shall collect dues and deposit them according to the laws of the State of Texas, and shall keep up-to-date records of membership. There shall be a detailed quarterly Treasurer’s report and a report at any meeting if requested. A yearly audit review by a CPA shall be performed and reported in full at the annual meeting preceding the first meeting of the new year.

Section 2. The Officers of the Society shall hold office for a period of one (1) year from the date of their installation or until such later date as their successors are chosen and installed. No Officer except treasurer may serve for more than two (2) consecutive terms in the same office. At the expiration of terms of office, all Officers shall deliver to their successors all records belonging to their offices. Such transfer shall be completed before the next regular meeting of the members of the Society.

## Article VIII – Amendments

These Bylaws may be amended by a vote of two-thirds (2/3) of the members present in person or represented by proxy at any regular meeting, provided that written notice of such proposed amendment has been sent to each active member ten (10) days prior to such meeting or that members have been notified at the preceding regular meeting of the Society.

## Article IX – Committees and Appointees

Each committee/appointee will have a folder detailing duties and procedures to be followed – a job description. This folder will be updated as needed by the current appointee, and at the end of their term, passed to their successor. Along with the folder, the appointee will maintain an inventory of all goods and materials received, acquired, used, or disposed of during the year to be passed on to the successor with the duties folder.

There shall be standing Committees as follows:

- A. Greeting – The appointees named by the President shall be responsible for greeting and introducing new members and for bringing prospective members to the treasurer.
- B. Plant Table – The President shall appoint a Chair responsible for plant table judging and also keeping the accumulative points. Judging the plant table is a privilege of any current member of the Society.
- C. Show – The Show Committee shall consist of a Chair, 1st Vice Chair, and 2nd Vice Chair. When the Chair has served, the 1st Vice Chair will move into the Chairs position and the 2nd Vice Chair will move up to 1st Vice Chair. The President appoints a new 2nd Vice Chair, and any vacancies that may occur in chain of responsibility. Moving through the chairs serves to provide ample training in show planning.

D. Snooper's Table – The Chair of this Committee shall be appointed by the President and shall, in turn, appoint up to three (3) committee members, if deemed necessary. The Committee shall be responsible for conduction of plant sales at the regular meetings of the members of the Society. A single Committee member shall act as sole cashier at each meeting.

E. Library – Up to two (2) librarians shall be appointed by the President. The librarians shall be responsible for organizing and maintaining the library of the Society, for keeping a permanent record of the holdings of the Society at the regular meetings, and to the Dallas Judging Center, and last, but not least, for purchasing new materials for the library, with Executive Board approval.

F. Facilities and Equipment – The Chair shall be appointed by the President and shall, in turn, appoint up to three (3) committee members as required. This committee shall be responsible for opening, preparing, cleaning, and closing the hall used for regular meetings of the Society, for maintaining equipment owned by the Society, and for keeping a permanent record of the equipment owned by the Society.

G. Raffle Plants and Sales – Two (2) appointees shall be named by the President. One appointee shall be responsible for procuring and housing raffle plants (as needed) while the other appointee shall be responsible for the purchase and sale of raffle tickets at regular meetings of the Society. Both appointees shall be responsible for conducting the raffle.

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H. Yearbook – One (1) appointee shall be named by the President and shall be responsible for updating and publishing the yearbook of the Society.

I. Refreshments – One (1) or Two (2) appointee(s) shall be named by the President and shall be responsible for contacting those members assigned to provide refreshments at the regular meeting of the Society, and for purchasing supplies as needed for hospitality.

J. Special Plant Sales – The Chair shall be appointed by the President and shall, in turn, appoint up to three (3) committee members. This committee shall be responsible for organizing one or two special plant sales per year, if deemed necessary by the President of the Society.

K. Corresponding Secretary – The President may appoint a Corresponding Secretary, who is not a board member, and who shall attend to the correspondence of the Society not covered by the Secretary.

L. Webmaster – The president shall appoint a Webmaster who will be in charge of design and maintenance of the Society's Web page. This person is also responsible for procuring web space and domain name registration at the lowest price practicable. This position is reappointable.

M. Publicity – The president shall appoint a Publicity Chair who will be in charge of overseeing and coordinating the publicity efforts, press releases, etc, on behalf of the Society.

## **Article X – Rules of Order**

When matters of procedure are not specifically provided for in the Charter of these Bylaws, Robert's Rules of Order shall be the accepted authority governing any meetings of the members and of the Executive Board.

## **Article XI – SWROGA Directors**

There shall be two (2) Directors to the Southwest Regional Orchid Growers Association. One shall be nominated each year by the Nominating Committee provided for in Article V of these Bylaws, and elected for a two (2) year term at the December meeting.

## **Article XII – AOS Representative**

The AOS Representative will be appointed by the Executive Board for a 2-Year term. Duties include giving periodic reports to the Society on AOS news, issues, and business, as well as rights and benefits of membership.

## **Article XIII – Society Commitments**

No member of the Society may make commitments, or bind the Society in any way, without prior approval of the Board. Expenditures of up to \$50 may be made only with prior written approval by the President. Expenditures of over \$50 may be made only with prior written approval of the Board. Reimbursement of approved expenses will be done only upon presentation of receipts.

This is the end of the Bylaws.