

**THE ORCHID DIGEST CORPORATION
BYLAWS 2003 REVISION**

The following provisions are to be found in the Articles of Incorporation and may only be changed by amendment of the Articles of Incorporation.

1. NAME - The **Orchid Digest**

Rationale: The Orchid Digest Corporation is an unfortunate name in that it implies too many that the organization is a business.

2. PURPOSE –

The purpose of the **Orchid Digest** is not for pecuniary profit or gain. As a horticultural educational organization, the purpose of the corporation shall be:

- A. To disseminate information on culture, hybridizing, and other phases of orchidology; and to publish such materials, in book or other form in addition to the **Orchid Digest**, that are of benefit to members and the general public.
- B. To finance and operate the activities and duties heretofore performed by the Orchid Society of California in connection with the publication of the **Orchid Digest**.
- C. To cooperate in and take part in activities of other corporations or societies with purposes similar to those of this corporation.
- D. Serve an educational function in providing the general public with botanical and horticultural information.
- E. Exercise all other powers granted to not-for-profit corporations under the laws of the State of California

Note: While the changes above probably should be made, they are part of our Articles of Incorporation and can only be changed by amendment of those Articles.

Article I. BYLAWS

ARTICLE I – OFFICES

- 1.1 The principal office of the **Orchid Digest** in the State of California shall be located in the County of Los Angeles. The **Orchid Digest** may have such other offices, either within or without the State of California, as the Board of Directors may determine or as the affairs of the **Orchid Digest** may require from time to time.

Article II. ARTICLE II – MEMBERS

- 2.1 Members of the **Orchid Digest** shall consist of persons interested in advancing the purposes of the **Orchid Digest**.
- 2.2 The classes of membership of the **Orchid Digest** and the qualifications and rights of the members of such classes shall be as follows:

ANNUAL MEMBERS – shall pay the fees and dues prescribed in Article X and shall receive all notices and the **Orchid Digest** and all rights of membership.

LIFE MEMBERS – of record shall be exempt from all membership fees and dues and shall receive all notices and the **Orchid Digest** and shall have all rights of membership. This class of membership is no longer offered.

ASSOCIATE MEMBERS –Additional individuals residing at the same address as an Annual Member in good standing are eligible for Associate Membership upon payment of such fees and dues as prescribed in Article X. Such members shall not receive the **Orchid Digest** or other publications of the corporation, except notices and ballots.

- 2.3 All applications for membership shall be addressed to the Membership Secretary of the **Orchid Digest**. Each application shall be accompanied by the membership fee and dues prescribed in Article X.
- 2.4 Election of members – Members shall be elected to membership by the Board of Directors. An affirmative vote of a majority of the directors present at a board meeting shall be required for election.
- 2.5 Voting Rights – Each member shall be entitled to one vote on each matter submitted to a vote of the members.
- 2.6 Termination of Membership –
 - a. Membership of any member over sixty (60) days in arrears shall be terminated automatically.
 - b. Life members shall be terminated at the end of the calendar year in which the death occurred.
 - c. The Board of Directors, by affirmative vote of 2/3 of all members of Board, may suspend or expel a member for cause after an appropriate hearing.
- 2.7 Transfer of Membership – Membership in the **Orchid Digest** is not transferable or assignable.
- 2.8 All Officers, Directors, Committee Chairs, Committee members, and **Orchid Digest** Representatives must be Members of the **Orchid Digest**.

Article III. ARTICLE III – MEETINGS OF MEMBERS

- 3.1 Annual Meeting – The Annual Meeting of the members shall be held in the spring of each year, the exact date to be determined by the Board of Directors.
- 3.2 Special Meetings – Special Meetings of the members may be called by the President, Board of Directors, or on request of not less than 10% of the members having voting rights. The purpose or purposes for which the Special Meeting is called shall be stated in the notice and only such business may be considered at the Special Meeting.
- 3.3 Place and Time of Meeting – The Board of Directors shall designate a place, which may either be within or without the State of California, as the place of the meeting for the Annual Meeting or any other Meeting called by the Board of Directors, and shall fix the date and time for all such meetings.

- 3.4 Notice of Meetings – Notice of meetings of the members may be given either by mailing a copy of such notice to each member at his or her address shown on the records of the corporation or by publishing in the **Orchid Digest** at least (60) days in advance of such meeting.
- 3.5 Quorum – If a quorum is not present at any meeting of the members, the meeting may be adjourned to a definite place and time, not exceeding sixty (60) days thereafter, without notice other than announcement at the meeting. A quorum shall consist of twenty-five (25) members present in person or duly authorized proxy.

ARTICLE IV – BOARD OF DIRECTORS

- 4.1 General Powers – Powers of the corporation, except as otherwise provided, shall be exercised by the Board of Directors, each of whom must be a member of the corporation.
- 4.2 Number, Tenure and Qualifications – The Board of Directors shall consist of twenty-one (21) members, five (5) of whom shall be President, First Vice President, Second Vice President, Secretary, and Treasurer-all serving ex-officio as provided in Article V. In addition, the retiring President shall become a member of the Board of Directors until succeeded by the next retiring President. The fifteen (15) directors shall be members at large and each shall be elected for a term of three (3) years; but the respective terms of these directors shall be so staggered that five (5) of the terms shall expire and be filled by vote of the members at the Annual meeting held each year. No director shall serve more than two (2) full terms successively. All Directors shall be required to attend at least one (1) Board of Directors meeting yearly unless excused by vote of the Board of Directors.
- 4.3 Powers and Duties – The Board of Directors shall have general charge and direction of the corporation's funds, and other property, with power to invest, reinvest and transfer the same at their discretion; and they shall consider and pass upon all questions of the appropriation of money, including the amounts to be appropriated for prizes and publications. In furtherance and not by way of limitation of the foregoing powers and those provided by law, the directors shall have power to acquire and maintain such office or offices, to appoint or employ (with or without compensation) such employees and subordinate officers, including an Executive Director and Membership Secretary, to employ such counsel and make such other expenditures as they may deem necessary or desirable for the furtherance of the purposes of the corporation. All such employees and subordinate officers shall be required to attend at least one (1) Board of Directors meeting yearly unless excused by vote of the Board of Directors.
- 4.4 Removal – An officer or director at large may be removed from office by a 2/3 majority vote of all board members present at any meeting of the Board if in their judgment such officer or board member, either by reason of illness, neglect or lack of interest or other cause, shall not have attended to his duties.
- 4.5 Vacancies – The President is empowered to temporarily fill the un-expired term of any vacancy in any office or Directorship because of death, resignation, removal, disqualification or otherwise. Such appointment is subject to approval by the Board of Directors.

- 4.6 Regular Meetings – A regular meeting of the Board of Directors shall be held without other notice than this Bylaw, the first meeting to be held immediately after and at the same place as, The Annual Meeting of the members. At this meeting the time and the place, physical or virtual, of the second meeting shall be decided. The Board of Directors may provide by resolution the time and the place, either within or without the State of California, for holding of additional meetings of the Board of Directors without other notice than such resolution.
- 4.7 Special Meetings – Special meetings of the Board of Directors may be called by or at the request of the President or any six (6) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place either within or without the State of California, as a place for holding any special meeting of the Board of Directors called by them.
- 4.8 Notice – Notice of any Special Meeting of the Board of Directors shall be given at least twenty (20) days previously thereto, by written notice, delivered personally or sent by mail, telegram, or electronic mail (e-mail) to each director at the address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, in a sealed enveloped, as addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail has been dispatched with notice to notify sender of delivery and notice is duly received. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting shall be specified in the notice.
- 4.9 Manner of Acting – At the meetings of the Board of Directors, a quorum shall consist of eight (8) members present in person. The act of a majority of directors at which a quorum is obtained, shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.
- 4.10 Agenda – An Agenda approved by the President will be sent to all officers, Directors and committee chairpersons thirty (30) days prior to each regular meeting by the Secretary. Agenda items may be submitted to the President by any member of the **Orchid Digest** but sufficient time should be allowed for approval by the President and for mailing by the Secretary.

Article V. ARTICLE V – OFFICERS

- 5.1 The Officers of the corporation shall consist of a President, a First Vice President, a Second Vice President, Secretary, and Treasurer, all of whom ex-officio shall also be Directors.
- 5.2 Election and Term of Office – The officers of the corporation shall be elected bi-annually at the Annual Meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected.

- 5.3 Removal – Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.
- 5.4 Vacancies – A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the un-expired portion of the term in accordance with Article IV paragraph 4.5.
- 5.5 President – The President is the Chief Policy and Executive Officer of the **Orchid Digest**. It shall be the duty of the President to preside at all meetings of the Board of Directors and of the members. The president shall have the power to appoint all committees, with the approval of the Board of Directors. The President shall be an ex-officio member of all committees, except the Nominating Committee. The President shall perform such other duties as may be delegated to him by the Board of Directors. The President may delegate to the Executive Director duties as deemed advisable. The President shall, with the Secretary, sign all written contracts and obligations, unless otherwise delegated by the Board of Directors, and no contract shall be valid and binding upon the Corporation unless so signed. The President shall Chair the Executive Committee and shall preside at all meetings of the Executive Committee.
- 5.6 Vice-Presidents – In the absence of the President or in the event of the inability or refusal to act, the First Vice President or if not being present the Second Vice President shall perform the duties of the President, and when so acting shall have all of the powers of and be subject to all restrictions upon the President. The Vice Presidents shall perform such other duties a from time to time may be assigned to them by the President or the Board of Directors. If the President and if both Vice-Presidents shall be absent from any meetings, the Secretary shall call the meeting to order, and a temporary Chair shall be elected.
- 5.7 Secretary – The Secretary shall conduct the correspondence of the corporation and shall keep copies of the same. The Secretary shall keep a true record of all meetings and the Annual Meeting of the members. The Secretary shall give notice of all meetings in accordance with these Bylaws and shall give notice to each person of his election to office in the corporation. The Secretary shall make reports to the Board of Directors and perform such other duties as may be ordered by the Board of Directors. The Secretary shall have general charge of the records of the Society and may delegate to the Executive Director such duties as he/she may deem advisable. The Secretary shall, with the President, sign all written contracts and obligations unless otherwise delegated by the Board of Directors.
- 5.8 Treasurer – The Treasurer shall be the Officer with ultimate oversight responsibility for the finances of the Corporation and shall perform duties outlined by the Board of Directors. The Treasurer may delegate to the Executive Director such duties as deemed advisable. The Treasurer shall receive moneys or receive deposit records of all moneys belonging to the corporation, shall disburse same under the direction of the Board of Directors, or any committee empowered by the Board of Directors, to pay obligation of the Corporation. The Treasurer shall deposit the funds of the corporation in the name of the corporation in such bank or banks as may be designated from time to time by the Board of Directors. The Treasurer shall render to the Board of Directors, as it shall require, an accounting of the finance of the corporation. The Treasurer's books and accounts shall at all reasonable times be open to inspection by any director and of an auditor selected by the Board of Directors. The Treasurer's accounts for the preceding fiscal year shall be audited and shall be approved by the President.

Article VI. ARTICLE VI – COMMITTEES

- 6.1 Executive Committee - The Executive Committee shall consist of the President, Immediate Past President, First Vice President, Second Vice President, Secretary, Treasurer, one member of the Publication Committee and one (1) other member of the Board of Directors, nominated by the President and which shall be approved by the Board of Directors. The Executive Director and the Parliamentarian shall be ex-officio members of the committee. The Executive Committee shall have the power to act for the Board of Directors in case of an emergency or when it is impractical to convene the Board of Directors. The Executive Committee shall serve as a committee on finances, legislation, public relations, and on such other matters as the Board of Directors may specifically delegate to it. The Executive Committee shall hold their regular meeting at a time prior to the regular Board of Directors meeting.
- 6.2 Standing Committee – The Board of Directors shall establish a Membership Committee, a Publications Committee and may create and appoint such standing committees as it may from time to time deem necessary for the promotion and proper conduct of the objectives of the corporation. All members of the corporation shall be eligible to membership upon all committees so created. Any committee member may be removed by the Board of Directors whenever in their judgment the best interests of the corporation shall be served by such removal.
- 6.3 Membership Committee – The membership shall consist of one (1) member (representative) of each Affiliated Society and such others as appointed by the Board of Directors. The Chairman shall periodically, but not less than semiannually inform members, the latest developments and directions of the **Orchid Digest**. It shall also be the responsibilities of the chairperson to solicit subjects for the betterment of the **Orchid Digest**. A report shall be made at the semi-annual meetings of the Board of Directors as to the projects in force and the progress achieved.
- 6.4 Publications Committee – It shall be the responsibility of the Publications Committee to provide the first class articles and excellent photographic illustrations for the **Orchid Digest**. The committee shall also be responsible for other publications.
- 6.5 Term of Office – Each member of a committee shall continue as such until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member ceased to qualify as a member thereof.
- 6.6 Chairperson – One member of the committee shall be appointed as chairperson by the person or persons authorized to appoint the members thereof.
- 6.7 Vacancies – Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.
- 6.8 Quorum – Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum.

- 6.9 Rules – Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Article VII ARTICLE VII – CHECKS, DEPOSITS

- 7.1 Contracts – The Board of Directors may authorize any office or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- 7.2 Checks, Drafts, Etc. – All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 7.3 Deposits – All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- 7.4 Gifts – The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or any special purpose of the corporation.

Article VIII. ARTICLE VIII – BOOKS AND RECORDS

- 8.1 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the meetings – Annual, Executive Committee, Board of Directors, and committees having any authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by a member, or his agent or attorney, for any proper purpose at any reasonable time.

Article IX. ARTICLE IX – FISCAL YEAR

- 9.1 The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article X. ARTICLE X – MEMBERSHIP FEES AND DUES

- 10.1 The annual dues of the members and associate members shall be in such amount as shall be determined by the Board of Directors at the Spring Meeting and shall be paid annually.
- 10.2 No dues shall be refundable, unless requested due to duplication of payment.

Article XI. ARTICLE XI – NOMINATIONS AND ELECTIONS

- 11.1 The members shall, every other year at the annual meeting of the members elect a Nominating Committee of five (5) members of the corporation. Said Committee shall serve for a period of two years.

- 11.2 Committee shall prepare a slate of nominees for the Board of Directors, President, First Vice president, Second Vice President, Secretary and Treasurer as required, such Nominating Committee making its report at the fall meeting of the Board of Directors. This report shall in no event be given to the Secretary of the corporation later than the fall meeting prior to the year they are to be elected. The Secretary shall include the names of the persons nominated in the Notice of the Annual Meeting.
- 11.3 The Nominating Committee shall prepare a slate of nominees to succeed itself, said slate shall in no event be given to the Secretary of the corporation later than the fall meeting prior to the year they are to be elected. The Secretary shall include the names of the persons nominated in the Notice of the Annual Meeting.
- 11.4 Other nominations for such officers and Board of Directors and Nominating Committee may be made by fifty (50) members of the corporation at their expense provided such nominations are furnished in writing to the Secretary at least thirty (30) days in advance of the Annual meeting. The Secretary shall not be required to send such nominations to the members, but members making such nomination (s) may request the sending of communications and proxies at their expense in advance of the Annual Meeting. The Secretary shall present such nomination (s) to the chairman at the Annual Meeting.
- 11.5 Election of the Board of Directors, Officers and Nominating Committee by the members shall be by ballot or if a single slate is presented by voice vote of the members and a plurality shall elect.
- 11.6 No person shall be voted on for any such office or directorship or elected thereto at such Annual Meeting or any adjournment thereof, or at any special meeting of the corporation, unless nominated as aforesaid; provided however, that if any person nominated by the Nominating Committee shall be unable or refuse to serve, a substitute nomination may be made and approved at the following Board of Directors meeting. Refer to Article IV section 4.5.
- 11.7 Newly elected officers and directors shall take office immediately after the close of the Annual Meeting at which they were elected. A meeting of the new Board of Directors shall be held at that time for the approval of newly appointed committees and other such business as to properly come before this Board.

Article XII. ARTICLE XII – AFFILIATED SOCIETIES

- 12.1 Any orchid society whose membership includes a minimum of five (5) who are also members of the **Orchid Digest** may become an Affiliated Society with the approval of the Secretary, subject to the approval of the Board of Directors at their next meeting.
- 12.2 Application for such approval shall be made in writing to the agent appointed by the Board of Directors of the **Orchid Digest** and shall contain such information as shall be prescribed by the **Orchid Digest** Board of Directors. The agent shall submit such applications to the Board of Directors for approval at their next meeting.
- 12.3 Each Affiliated Society may report its activities to the Secretary of the **Orchid Digest**.
- 12.4 Each Affiliated Society shall name one of its members to serve as their representative and as a member of the membership Committee within three (3)

months after qualifying as an Affiliated Society; otherwise the President of said society will be assumed to be the representative.

- 12.5 No Affiliated Society or any other officer, trustee or member thereof shall have the power to act for the **Orchid Digest** in any manner, as agent or otherwise, nor to bind the **Orchid Digest** in any manner financially or otherwise. No Affiliated Society shall have any proprietary or other interest of any kind in the name, the **Orchid Digest** or any combination of such words with other words, its right to such name, being only to use thereof at the pleasure of the **Orchid Digest**, and permission to use such name may be withdrawn at any time by the Board of Directors, except that an Affiliated Society may, in addition to its name, use the wording "Affiliated with the **Orchid Digest**".

Article XIII. ARTICLE XIII – SEAL

- 13.1 The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Incorporated January 5, 1948, California."

Article XIV. ARTICLE XIV – WAIVER OF NOTICE

- 14.1 Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of California or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XV. ARTICLE XV – AMENDMENTS TO THE BYLAWS

- 15.1 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the directors present at any regular meeting of the Board of Directors or at any special meeting, if at least thirty (30) days written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

Article XVI. ARTICLE XVI – CONSTRUCTION OF BYLAWS

- 16.1 On all questions as to the construction of meaning of the Bylaws and rules of the **Orchid Digest** the decision of the Board of Directors shall be final. Roberts Rules of Order shall govern in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or special rules of this corporation.

Article XVII. ARTICLE XVII – PARLIAMENTARIAN

- 17.1 A parliamentarian may be appointed by the President.

Article XVIII. ARTICLE XVIII – EXECUTIVE DIRECTOR

- 18.1 The Board of Directors, with the recommendation of the Executive Committee, may appoint the Executive Director, and set the terms of appointment.
- 18.2 Appointment of an Executive Director is not mandatory. Said appointment being made when and if the Board of Directors and Executive Committee believe that said appointment is in the best interests of the Corporation.

- 18.3 The Executive Committee is empowered to make an interim appointment where necessary, and to set the interim terms of appointment until the next meeting of the Board of Directors.
- 18.4 Amendments of the terms of appointment during the Executive Director's term of appointment shall follow the same procedure, but only substantive changes need be presented to the Board of Directors.
- 18.5 The Executive Director shall be directly responsible to the Officers and Directors of the Corporation, under whose authority and direction he/she shall oversee and manage the daily operations of the Corporation as communicated to him/her by the Officers and Directors.
- 18.6 The position of Executive Director is not compatible with any employee position, nor is it compatible with any elected position of the Corporation.

Article XIV. ARTICLE XIV – DISSOLUTION CLAUSE

- 19.1 Upon the dissolution of the **Orchid Digest** the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the **Orchid Digest**, distribute the assets of the Corporation exclusively for the educational and/or scientific purposes of the **Orchid Digest** directly or to an organization or organizations designed and operated exclusively for educational and/or scientific purposes as shall at the time qualify for exemption from Federal Income Taxes under Section 501C(3) of the internal Revenue Code.

The Orchid Digest Corporation Bylaws

Amended March, 1997, Annual Meeting of Members Santa Barbara, CA.

Amended May, 1998, Annual Meeting of Members, Toronto, Ontario, Canada

Amended October 2003, Annual Meeting of Members, Hilo, Hawaii