

Victoria Orchid Society

Constitution and By-Laws

Established 1971, Previous revision 2006, this revision 2011/6/28. Society number S9123

Constitution

1. The name of the Society is the Victoria Orchid Society
2. The objectives of the Society are:
 - a) to promote interest in the cultivation of orchids.
 - b) to further the improvement and preservation of all kinds of orchids and their habitat;
 - c) to actively support the collection of information, research and distribution/dispersal of knowledge on all aspects of orchidology;
 - d) to co-operate and /or affiliate with other orchid organizations.
3. The operation of the Society shall be carried out on Vancouver Island, south of the 49th Parallel.

By-Laws

1. Membership in the Victoria Orchid Society shall be open to all.
2. Persons shall be admitted to membership in the Society in one of the following classes:
 - a) **Regular Members** are persons paying the annual fee decreed by the Society and who shall enjoy all privileges of membership in the Society.
 - b) **Household Members** are persons who reside with a Regular Member of the Society, paying the annual fee decreed by the Society, and who shall enjoy all privileges of Regular Members of the Society save for the receipt of a monthly newsletter and/or any other regular publication.
 - c) **Life Members** are persons who have paid a fee equaling the sum of the annual fee for a period of ten years at the time of payment of such Life Membership; or who are persons whom the Society wishes to compliment and who have been elected by a majority of the members present at any Regular Meeting or Annual Meeting, and who shall enjoy all privileges of membership in the Society.
 - d) **Honourary Members** are persons whom the Society wishes to compliment and who have been elected annually by a majority of the members present at any Regular or Annual Meeting. An Honourary Member may attend all meetings of the Society but he or she does not have the right to make motions or to vote on motions, nor is he or she eligible for election as an officer of the Society.
 - e) At no time shall either annual or life memberships be refunded.
3. Any member over the age of nineteen, who has paid fees applicable to his or her class of membership for the current year, shall be deemed to be a member in good standing and therefore entitled to vote at the Regular and Annual Meetings of the Society.
4. All members over the age of nineteen, other than Honourary members, and in good standing shall be eligible to be elected as Officers of the Society.

- 5 For the purposes of membership fee, the year shall be deemed to commence on September 1, the start of the fiscal year.
- 6 A member who has not paid his or her membership fees on or before the First day of December shall be deemed to have resigned from the Society, and his or her name shall be removed from the Register of Members.
- a) A member may be expelled by a special resolution of the members passed at a Regular meeting
 - b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the Regular meeting before the special resolution is put to a vote.
- 7 General:
- a) All meetings of the Society shall be governed by Robert's Rules of Order, Revised.
 - b) Proxy voting will not be allowed.
 - c) Except where specified, motions will require a simple majority vote to pass.
 - d) Notices may take the form of an electronic newsletter as well as a mailed Newsletter to those who require it.
 - e) A quorum for Regular Meetings and Annual General Meetings shall consist of not less than ten members in good standing.
 - f) A quorum for any meeting of the Executive Council shall consist of five Officers.
 - g) The Society shall not exercise any borrowing powers.
- 8 The Regular Meetings of the Society shall be held monthly with the exception of the months of July, August and December at a place and on a date determined by the Executive Council. The Executive Council shall cause the date, time and place of the Regular Monthly Meetings to be published in the Monthly Newsletter at least three weeks prior to the meeting.
- 9 The Executive Council shall meet monthly with the exception of the months of July, August and December. The President shall call all such meetings.
- 10 The order of business at a Regular Meeting shall normally be:
- a) The minutes of the previous Regular Meeting
 - b) The Executive Council Report
 - c) The Treasurer's Report
 - d) Other business
 - e) The Orchidist program, and
 - f) Adjournment
- 11 The Annual Meeting of the Society shall be held at a place as outlined in Section 3 of the Constitution once every Calendar year. The Executive Council shall cause the date, time and place of the Annual Meeting to be Published in the Monthly Newsletter at least three weeks prior to the Annual Meeting.
- 12 The order of business at the Annual Meeting shall normally be:
- a) The minutes of the previous Annual Meeting
 - b) The President's Report
 - c) The Secretary's Report
 - c) The Treasurer's Report including a review of the financial position of the Society
 - d) The appointment of two persons to conduct the Review Engagement for the following year.
 - f) Committee Reports
 - g) The Election of Officers
 - h) General Business, and
 - i) Motion of Adjournment.

- 13 The Executive Council of the Society shall consist of the following, who shall be called the Officers of the Society.
- a) The President
 - b) The Vice President
 - c) The Secretary
 - d) The Treasurer
 - e) The immediate Past President, and
 - d) no less than five and no more than ten Directors.
 - e) each Officer shall have equal vote and equal authority on decisions made by the Council.
- 14 The Executive Council shall conduct the routine business of the Society.
- 15 The President may nominate another officer to attend on his or her behalf for any Executive Council Meeting.
- 16 An extraordinary meeting of the Executive Council shall be called by the Secretary only on the written request of any five officers who shall state in the request the business to be transacted at such meetings. The Secretary shall notify all Officers of the time and place of an extraordinary meeting at least two days before the meeting is scheduled to take place. Such notification shall state the business to be transacted and only such business shall be transacted.
- 17 An officer who is absent from three consecutive monthly meetings of the Executive Council shall be deemed to have resigned from the Executive Council unless the Council accepts his reason for such absence.
- a) A member may be expelled from the Executive Council by a special resolution of the members passed at a Regular meeting.
 - b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the Regular meeting before the special resolution is put to a vote.
- 18 The President may invite any person who is not a member of the Executive Council to address the Council at its meetings if in his or her opinion such an invitation will assist the Council, but no person who is not an elected officer of the Society shall have the right to make motions or to vote on motions at the Executive Council's meetings.
- 19 The **President** shall be elected at the Annual Meeting for a term of one year and shall assume the duties immediately after the adjournment of the Annual meeting. The President shall preside at all meetings of the Society except as hereinafter provided, may be a member of any committee, and shall perform such other duties as the Executive Council may decide pertain to the office of the President.
- 20 The **Vice-President** shall be elected at the Annual Meeting for a term of one year and shall assume the duties immediately after the adjournment of the Annual meeting. The Vice-President shall, in the absence of the President, perform the president's duties and such other duties as the Society may decide pertain to the office of the Vice-President.
- 21 In the event of the proposed absence of both the President and the Vice-President from any meeting of the Society, the Officers present shall appoint an officer to preside at that meeting.
- 22 The **Secretary** shall be elected at the Annual Meeting for a term of one year and shall assume the duties immediately after the adjournment of the Annual Meeting. The Secretary shall record the minutes of all Regular, Annual and Executive Council meetings in a book provided for that purpose, shall notify members of all meetings and shall perform such other duties as the Society may decide pertain to the office of the Secretary.
- 23 The **Treasurer** shall be elected at the Annual Meeting for a term of one year and shall assume the duties immediately after the adjournment of the Annual meeting. The Treasurer shall keep a complete and accurate record of all the Society's financial transactions; shall present an statement of the Society's financial position to

the Annual Meeting; shall supervise the Society's financial transactions; shall advise the Society on financial matters and shall perform such other duties as the society may decide pertain to the office of Treasurer.

- 24 In the event of the illness, death, resignation or expulsion of the President, Vice President, Secretary or Treasurer, the Executive Council shall appoint a member of the Society to act in that capacity and shall cause an election for the said office to be held at a Regular Meeting within one month of the appointment of such a member. A member elected as President, Vice President, Secretary or Treasurer at a Regular Meeting shall hold office until the next Annual Meeting.
- 25 In the event of the death, incapacitation, resignation or expulsion of any other Director an election for the vacant office to be held within one month of the date upon which the office was vacated. This person will serve the remainder of the term for which the officer who is being replaced was originally elected.
- 26 The Officers of the Society shall be elected by majority ballot, save in the event there is only one nominee for an office, then he or she shall be declared elected.
- 27 The Executive Council shall appoint one of its members to be chairman of any committee it deems necessary and subject to the approval of the Executive Council; he or she shall have power to co-opt any member of the Society to serve on that committee.
- 28 The Society's financial accounts shall be reviewed by two members appointed by the Executive Council, neither of whom shall be the Treasurer. A review shall be made at the request of the Executive Council and in any case before the Annual Meeting.
- 29 The Treasurer shall arrange with the Executive Council that the Society's cheques are to be signed by the Treasurer and one other of the President, the Vice-President, Secretary or the Past President, and, in the event that the provisions of Bylaw 27 have been invoked, by the Treasurer and the Officer appointed by the Executive Council to act as President, or the Past President.
- 30 Directors shall normally be elected at the Annual Meeting and shall serve for a term of one year, except that bylaw 13(f) requires a minimum of five Directors be elected at the Annual Meeting, the remaining five positions may be filled at any General Meeting and the Officers so elected will serve only for the year in which their election was undertaken.
- 31 No Officer shall be a salaried official of the Society but any member may be granted an honorarium in the amount approved by a majority vote at an Annual Meeting.
- 32 The formation of a Study Group/Committee may be authorized by the Executive Council on the application of any ten members.
- 33 Any person who is a member of the Society in good standing shall be permitted to participate in the activities of a Study Group or any other Committee.
- 34 The Chairman of the Study Group/Committee shall be elected by the group to serve for a term of one year, but his or her appointment shall be subject to the approval of the Executive Council.
- 35 The Chairman of a Study Group/Committee shall cause an account of the Group's financial transactions to be kept and made available for review at the request of the Executive Council.
- 36 The funding of any Study Group/Committee, known as a float, may be undertaken by the Executive Council only after an overall budget estimate for such a Group has been approved by a majority vote at any Regular Meeting.
- 37 Property and funds accruing to a Study Group shall remain at the disposal of that group save that funds in excess of the provided float shall be returned to the Society's general fund. In the event that a Study Group ceases its activities, the Executive Council shall cause the funds and property of that Group to be kept for a period of three months and failing the reforming of that Group, it's property and funds shall be returned to the Society's general fund.

- 38 The Executive Council shall cause the Monthly Newsletter and any other regular or special publication to be published under the direction of the President or other Officer delegated by the Council. The Newsletter shall include notices of general interest, resolutions as required by the bylaws of the Society, and any other items as directed by the Executive Council. The Newsletter may be disseminated electronically as well as mailed to those who require it.
- 39 The By-Laws of the Society may be amended by special resolution at any Regular or Annual Meeting of the Society by 75% majority vote of members in good standing present at that meeting, provided that the proposed amendment or amendments shall have been published in the Monthly Newsletter at least three weeks prior to the date of the meeting at which the amendment or amendments are to be voted upon.
- 40 The Seal of the Society shall be held by the President or Secretary and shall be used as directed by the Executive Council.
- 41 The Executive Council may appoint a Society Historian to maintain annual files for historical purposes.