

# **Constitution of the Diablo View Orchid Society, Inc.**

## **The Purpose of the Constitution**

The Constitution lays down the fundamental principles of which the Society is to operate. The By-Laws establish the rules of guidance under which it is to function.

### **Article 1. Name**

This corporation shall be called “The Diablo View Orchid Society, Inc.” established as a 501c(3) corporation.

### **Article 2. Purpose**

The purpose of this non-profit organization is to bring together at frequent intervals those who are interested in the Family Orchids with the purpose of exchanging ideas and experiences related thereto. The society will promote or participate in public or private exhibitions and displays of orchids for the benefit of the public and to disseminate information and instruction by publication, advertisement, or any other method. The society will also purchase, lease, hold, sell, develop, mortgage, convey, or otherwise acquire or dispose of real or personal property necessary or proper for the carrying out of the purpose of this Society.

### **Article 3. Membership**

The membership shall be open to all individuals who are interested in the Family Orchids, subject to the provisions of the By-Laws of this Society. Individuals will not be discriminated against due to race, color, ethnicity, national origin, religion, gender, sexual orientation, disability or age. All activities of the Diablo View Orchid Society, Inc. are conducted in accordance with the principle of nondiscrimination and mutual respect. Further, the Diablo View Orchid Society, Inc. does not condone or endorse any conduct that is not in accord with these principles.

### **Article 4. Officers and Board of Directors**

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

Section 2. The Board of Directors shall consist of the elected officers, the Immediate past President and at least five elected Directors at Large.

Section 3. No officer, with the exception of the Treasurer, shall be eligible for more than two consecutive terms in the same office or until his or her successors are elected.

Section 4. The Board of Directors shall assume the duties of their respective offices at the January meeting following their installation at the December meeting.

## **Article 5. Fiscal Year**

Section 1. The Society's Fiscal Year shall run from January 1<sup>st</sup> through December 31<sup>st</sup>.

## **Article 6. Meetings**

Section 1. Unless otherwise ordered by the Board of Directors, general meetings shall be held monthly.

Section 2. The Annual General Meeting of the Society shall be held in January. All voting members present at the Annual General Meeting shall constitute a quorum. Majority to pass a motion at the Annual General Meeting shall be two-thirds of voting members present.

Section 3. The Board of Directors shall meet monthly. The President may also call special Board of Directors meetings when necessary.

## **Article 7. Amendments**

Any proposed amendment to this Constitution may be submitted in writing at any regular meeting of the Society. Such proposed amendment must be signed by six (6) active members of good standing of the organization, before being submitted to the meeting and shall be read to the meeting by the Secretary. After such notice it may be voted on at the next regular meeting and shall become a part of the Constitution only if approved by a two-thirds majority of the members voting at said meeting.

## **By-Laws of the Diablo View Orchid Society, Inc.**

### **Article 1. Members**

Section 1. Admission: The public may be admitted to any of three classes of membership established by this By-Laws. Admission to membership shall be upon proper application to the Membership Chairperson, together with payment of the prescribed dues.

Section 2. Rights and Privileges: The rights and privileges of the several classes of membership shall be established from time to time by the Board of Directors. The rights and privileges of each member shall be those in effect at the commencement of the member's current term of membership. In all matters placed before the membership for determination, each member shall have one vote. Every member may attend any meeting of the Board of directors, but may not speak unless recognized by the chairperson, and will have no voting privileges.

Section 3. Classes: There shall be three (3) classes of membership in the Society:

1. ***Honorary Life Membership.*** Available to those who wish to demonstrate his or her continuing substantial financial support of the purposes of the Society. Also, the Board of Directors may grant to an active member of good standing the Honorary Life Membership for his or her countless and continuous voluntary hours of work above and beyond the call of duty.
2. ***Business Membership.*** Available to enterprises and organizations that wish to demonstrate their continuing support of the purposes of the Society by either participating in the annual shows or advertising in our membership newsletter and roster.
3. ***General Membership.*** Applies to immediate family living at the same address. 'Family' is defined as respective spouses or significant others and their dependent children to age 18.

Section 4. Non-liability: No member shall be personally liable for debts, obligations or liabilities of the Society.

Section 5. Termination: Membership may be refused or terminated upon a hearing and unanimous action of the Board of Directors and equitable refund of dues shall be made.

## **Article 2. Dues**

Section 1. Determination: the Board of Directors shall determine the dues of the several classes of membership.

Section 2. Payable Date: Dues are payable on the first day of January and considered delinquent on the first day of March, at which time all rights and privileges shall be revoked. New members joining after July 1 of any year shall pay one-half of the applicable annual dues for that year.

Section 3. Refunds: No refunds of dues paid shall be made to any resigning member.

## **Article 3. Duties of Officers**

Section 1. President: The President shall preside at all meetings when present, shall exercise general supervision over the affairs and activities of the Society, and shall be ex-officio a member of all committees except the Nominating Committee. The President will only vote to break a tie.

Section 2. Vice-President: The Vice President shall assume the duties of the President during his or her absence. The Vice President shall assume the duties of the Program Chairperson, scheduling speakers for the general meeting and securing plants for the opportunity table. They will also act as hospitality chairperson for the guest speakers.

Section 3. Secretary: The Secretary shall keep a true record of all meetings of the Society and the Board of Directors. The Secretary shall conduct all correspondence of the Society and keep copies of it.

Section 4. Treasurer: The Treasurer shall receive and deposit the funds of the Society in the name of the Society in such bank or banks as may be designated from time to time by the Board of Directors. Such funds shall be paid out only on the check of the Society signed by the President or Treasurer. The Treasurer shall be bonded at the discretion of the Board of Directors. Books and accounts shall at all reasonable times be open to the inspection of any member of the Board of Directors and Auditor. A General Member may view accounts upon written request to the Treasurer.

An audited Treasurer's Report for the preceding fiscal year shall be presented at the Board of Directors meeting no later than the end of the first quarter on the succeeding year and will be made available upon written request to members of good standing. The proposed budget for the current year will be approved at the January meeting of the Board.

Section 5. Directors at Large: Shall be available to assist whenever possible in the affairs and activities of the society or as seen fit by the President.

Section 6. Immediate Past President: Shall server as advisor to the current Board of Directors. He or she shall be available to assist whenever possible in the affairs and activities of the society or as seen fit by the President.

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

Section 1. The Board of Directors shall have the power to conduct, manage, and control the affairs and business of the Society and to make rules consistent with the laws of the State of California for the guidance of the officers and management of the affairs of the Society and subject to the instructions and/or approval of the membership.

Section 2. Seven members of the Board of Directors shall constitute a quorum.

Section 3. Any officer or director may be removed by two-thirds vote of the Board of Directors at any meeting of such directors, if, in their judgement, such Officer either by illness, neglect, lack of interest, or other cause, shall not have adequately attended to his or her duties.

Section 4. The Officers and Directors of the Society shall fill all vacancies at the next Board of Directors meeting after such vacancy shall have occurred. The newly appointed Officer shall serve in full capacity the duties of that position for the remainder term of that elected year.

#### **Article 5. Election of Officers**

Section 1. a) At the regular October meeting of the Society, the nominating committee is presented to the general membership and announces the search for next year's elected officials.

b) The proposed slate of officers must be published in the November Society newsletter and presented at the November General meeting.

- c) Further Nominations may be made from the floor at the regular November meeting or submitted in writing to the Secretary in time to be read at the November meeting.
- d) Should there be two or more nominees for any office, a ballot shall be presented at the December meeting. A majority of all votes cast by members in good standing at the December meeting shall be necessary to constitute an election. Voting may be by voice vote or by secret ballot as decided by the membership present at the December meeting.

Section 2. Only active members in good standing shall be eligible to be nominated or to serve as officers or heads of committees.

Section 3. All Officers and Committee Chairpersons shall serve voluntarily and without compensation.

Section 4. The outgoing Board of Directors must meet with the newly elected Board of Directors in December of each year at which time all applicable reports shall be made.

#### **Article 6. Committees**

Section 1. Nominating Committee: A committee of 3 members shall be selected each year as follows: the Immediate Past President serving as chairperson and two members in good standing nominated by the chairperson.

Section 2. Other committees may be created, and their members appointed, as the Board of Directors shall from time to time require.

Section 3. Committee Chairpersons: Committee chairpersons do not cast a vote in society business.

#### **Article 7. Order of Business**

Section 1. Routine business normally shall be conducted by the Board of Directors.

#### **Article 8. Dissolution**

Section 1. Should the Society be dissolved at any time, its assets and all income accrued thereon shall be distributed to any other orchid related non-profit organization, as chosen by the elected officials of the Society.

#### **Article 9. Parliamentary Authority**

Section 1. Meetings of the Society and Board of Directors shall be conducted in conformity with *Robert's Rules of Order*, revised, latest edition.

## **Article 10. Amendments**

Section 1. These By-Laws may be amended in the manner provided for amendments to the Constitution, as set forth in Article 7 of the Constitution of the Society.

Original accepted by the Franchise Tax Board, State of California.

Constitution and By-Laws amendments presented and approved by the membership on January 13<sup>th</sup> 2005; amended on January 12, 2017 and December 7, 2023.