

BY-LAWS OF THE WINDWARD ORCHID SOCIETY, INCORPORATED

Article I

Name, Office

- Section 1 **Name** – The name of this corporation is The Windward Orchid Society, Incorporated.
- Section 2 **Principal Office** – The principal office of the corporation shall be located in the City and County of Honolulu, State of Hawaii.
- Section 3 **Seal** – The corporation shall have a corporate seal which shall be a circular impression with the name of the corporation and the year of its incorporation (1977). The letters “WOS” shall be located in the center of the seal.
- Section 4 **Insignia** – The corporation may have such official insignia as may be approved by the board of directors.

Article II

Objectives and Purposes

As stated in Article III of the corporation’s Charter of Incorporation, the objectives and purposes of the corporation are as follows:

- a. To be a non-profit and non-political horticultural organization.
- b. To promote, carry on, and aid in every way possible the culture of orchids of all kinds.
- c. To conduct, or cause to be conducted, scientific research for the culture of orchids of all kinds.
- d. To acquire and disseminate information relating to the culture of orchids of all kinds, through the media, exhibitions, lectures, publications, and otherwise; and, by these means, to aid those interested in the culture of orchids of all kinds.
- e. To make awards in the form of certificates, medals, and otherwise, for excellence and proficiency in the culture of orchids of all kinds.
- f. To generally extend the knowledge, production, use and appreciation of orchids of any kind and in any manner.

Article III

Membership

Section 1. The membership of the corporation consists of four (4) regular classes and one special class of members.

- a. Charter (Special class)
- b. Regular
- c. Life Time
- d. Honorary, and
- e. Associate

The membership of the corporation will be referred to as “the Society”.

Charter Members. The group of persons who participated in the organization of the corporation are designated as charter members. The designation is for recognition purposes only and carries no special privileges.

Regular Members. Regular members are those persons who have paid their membership dues and who comply with the rules and regulations of the corporation.

Life Members. Life membership may be obtained by any person who has made payment of a single life-time dues amount as set by the board of directors. Life members are exempted from the payment of dues thereafter, and shall have all the privileges of a regular member for life.

Honorary Members. Any member or friend of the Society who is considered to have rendered invaluable service to the corporation may be nominated by a majority of the board of directors’ membership and approved by the general membership. Honorary members are exempt from payment of all dues and assessments and shall have all privileges of a regular member for life.

Associate Members. Associate members are spouses or partners of regular members. They must comply with all requirements of regular membership except for the annual dues, and have all the privileges and benefits of regular members.

Section 2. **Dues and Assessments** – Dues and assessments shall be determined by the board of directors. Any member who fails to pay dues or assessments within three months after they become due shall cease to be a member in good standing.

Section 3. **Expulsion** – Any member may be expelled by a two-thirds vote of the total membership of the board of directors for actions not in the best interest of the Society. The member under consideration for expulsion shall be given an adequate opportunity to be heard by the board.

Section 4. **Forfeiture** – A member shall forfeit all rights privileges, and interest of whatever kind in the corporation upon their termination of membership for whatever reason.

Article IV

Membership Meetings

Section 1. **Regular Meeting** – There are a minimum of six (6) regular membership meetings during the year. The June membership meeting is known as the annual membership meeting.

Section 2. **Workshop Meeting** – Workshop meeting may be held when called by the program committee chairperson.

Section 3. **Special Meeting** – Special membership meetings may be held whenever called by the president, the recording secretary, or any three (3) directors.

Section 4. **Quorum** – Twenty percent (20%) of the membership in good standing is a quorum for the transaction of business.

Section 5. **Program** – Programs may be conducted at any membership meeting even though a quorum is not present.

Article V

Board of Directors

Section 1. **Number, Classification, and Terms of Office** – The number of directors are fifteen (15), five (5) of whom are the elected officers. The immediate past president is a director for a term concurrent with the newly-elected (or re-elected) president. The remaining nine (9) directors are elected by the members of the corporation and serve terms of three (3) years, with three (3) elected each year.

Section 1a. **First Directors Election** – For the first election of the nine elected directors, three shall be elected for special 1-year terms, three shall be elected for special 2-year terms, and three shall be elected for regular 3-year terms.

Section 2. **Power and Duties** – The business and property of the corporation are managed and controlled by the board, which has authority to exercise the power granted to the corporation by its Charter of Incorporation and by the laws of the State of Hawaii.

Section 3. **Removal** – Any director may be removed by the majority vote of the membership or by a two-thirds vote of the board's total membership. The director under consideration for removal shall be given an adequate opportunity to be heard.

- Section 4. **Vacancies** – In case of any vacancy on the board, the board may elect a successor at its next meeting to fill the unexpired term, or, if a quorum no longer exists, the membership may elect replacements at their next meeting.
- Section 5. **Meetings** – The board meets at least six (6) times a year. Special meetings of the board may be held whenever called by the president, the recording secretary, or any three (3) directors.
- Section 6. **Quorum** – Nine (9) directors constitute a quorum for the transaction of business.
- Section 7. **Remuneration** – No salary or other remuneration will be paid to any board member for services rendered in connection with the exercise of their duties.
- Section 8. **Eligibility** – Any members in good standing shall be eligible for election to the board of directors.

Article VI

Officers

- Section 1. **Officers** - The officers of the corporation are a president, a vice-president, a recording secretary, a corresponding secretary, and a treasurer, all of whom are elected by the members at the meeting prior to the annual membership meeting. The officers are eligible for not more than four(4) consecutive terms in the same office.
- Section 2. **Removal, Vacancies and Eligibility** –By-laws V-3, V-4, and V-8 apply to all officers as well as the board of directors.
- Section 3. **Powers and Duties of the President** – The president presides at all meetings of the Society and of the board. The president shall enforce the by-laws. The president has general supervision over all affairs of the corporation, and shall make an annual report on the state of the corporation at the annual meeting. The president, with the recording secretary, signs all authorized written contracts and obligations, excepting corporate checks. No contract or other obligation shall be valid and binding upon the corporation unless the by-laws is complied with. The president shall perform such other duties as may be assigned by the board.
- Section 4. **Powers and Duties of the Vice-President** – The vice-president automatically assumes the duties of the president if the president is absent, disabled, resigns or a vacancy occurs in that office for any other reason. Workload permitting, the vice-president shall also assist the other officers in their duties when requested. The vice-president may additionally be assigned other duties by the board.
- Section 5. **Powers and Duties of the Recording Secretary** – The recording secretary keeps true records of all meetings of the Society and of the board. The recording secretary has general charge of the records, documents and library of the corporation and also is the custodian of the seal of the corporations, and the committee reports and miscellaneous supplies and equipment of the corporation.

The recording secretary, in accordance with the laws of the State of Hawaii, shall keep in the principal office of the corporation the original or a copy of the by-laws as amended or otherwise altered to date, certified by proper officers. This certified set of by-laws shall be open to review by the members at reasonable times.

The recording secretary shall file with the Department of Commerce and Consumer Affairs of the State of Hawaii within thirty (30) days after adoption, a certified copy of the corporation's by-laws, and any amendments or changes therein, and shall also file, whenever changes occur, the names and addresses of the officers of the corporation.

Section 6. Powers and Duties of the Corresponding Secretary – The corresponding secretary shall maintain records of all the members of the Society, including their last known residential or mailing address and shall promptly notify the treasurer of any change in the membership records.

The corresponding secretary shall write and keep copies of the correspondence of the corporation and send notices for membership meetings.

The corresponding secretary also assists the recording secretary and performs the duties of the recording secretary in the recording secretary's absence.

Section 7. Powers and Duties of the Treasurer – The treasurer receives all monies belonging to the corporation and disburses them at the direction of the membership, the board, or any committee empowered by the board. All corporate checks shall be signed by the treasurer and the president or any other officer as designated by the board. The treasurer keeps full and accurate financial accounts in books and records belonging to the corporation in such manner as directed or approved by the board, and these books and records shall be open to inspection at reasonable times by any member. The treasurer submits a financial report at the annual meeting, with an auditor's report attached to it, and he or she shall submit such reports relating to the finances of the corporation whenever he or she is asked to do so by the board. The treasurer shall be bonded in such amounts as the board deems desirable. The accounts, books and other financial records of the corporation shall be audited at least annually by a qualified professional accountant appointed by the board.

Article VII

Rules of Order

Robert's Rules of Order, Revised, shall govern the proceedings of all meeting of this corporation, except as provided by these by-laws.

Article VIII

Committees

Section 1. **In General** – This by-law applies to all committees, except as otherwise specified.

All chairpersons are appointed by the president.

The terms of the chairpersons and committee members shall be for one (1) year, or until their respective successors have been appointed.

In case any chairperson or committee member vacates his or her membership in any committee for any reason, a successor shall be appointed or be designated to hold committee membership for the unexpired portion of the term of his or her predecessor until the appointment or designation of his or her successor.

A majority of the membership of each committee constitutes a quorum for the transaction of committee business.

Any chairperson or member of any committee may be removed by the president

Section 2. **Standing Committees** – There shall be Membership, Nominating, Exhibition, Hospitality, and Program Committees, and a Historian.

The vice-president shall be a member of all committees and act as a liaison between the committees and the board of directors.

Each standing committee shall submit timely requests for funds, together with proposed plans and projects and recommendations, to the board for approval. Each standing committee shall confer and collaborate with the other standing committee whenever it is in the best interest of the corporation to do so. Each standing committee chairperson is responsible for the organization of his or her committee and shall submit an annual written report to the president before the annual meeting.

Section 3. **Powers and Duties of the Exhibition Committee** – The Exhibition Committee makes plans for all shows, including the dates, place and time and arrangements for admission. Responsibility for all shows sponsored by the corporation, or in which it participates, rests on this committee.

Section 4. **Powers and Duties of the Program Committee** – The Program Committee prepares programs for all meetings of the Society. It is responsible for the presentation of interesting and beneficial programs.

Section 5. **Powers and Duties of the Membership Committee** – The Membership Committee is responsible for the recruiting of new members and the attendance record of members at all membership meetings.

- Section 6. **Powers and Duties of the Hospitality Committee** – The responsibility of the Hospitality Committee is limited to extending the Hospitality of the Society to its new members and to providing refreshments at membership meetings. Outside of small funds needed for refreshments, the committee is not to make any expenditures.
- Section 7. **Powers and Duties of the Nominating Committee**- The duty of the Nominating Committee is to present nominations at the membership meeting immediately prior to the annual membership meeting.
- Section 8. **Powers and Duties of the Historian** – The Historian keeps a record of articles and events of interest concerning the Society, such as news items and pictures taken at different occasions.
- Section 9. **Special Committees** – The board of directors may establish special committees which shall have powers and duties as the board may delegate.

Article IX

Elections

Officers for the ensuing year and three (3) directors are elected by the members at the meeting prior to the annual membership meeting. Any member in good standing is eligible for any elected office.

Article X

Prizes and Awards

- Section 1. The board of directors has the right to appropriate money for medals, certificates or other awards as they think is in the best interests of the society, and for the fulfillment of its objectives and purposes as set forth in Article II.
- Section 2. **Orchidist of the Year:**
 - a. Purpose – To recognize an outstanding member who has made significant contributions in time, service, participation, performance, etc. in the current year for which that person is nominated.
 - b. Qualifications – Must be a member of WOS for at least three consecutive years.
 - c. A former recipient may be again recognized after a five year interval.
 - d. The board may establish additional qualifications for the selection of “Orchidist of the Year”.

Section 3. **Orchidist of the Decade:**

- a. Purpose – To recognize an outstanding member who has made significant contributions in time, service, participation, performance, achievements, etc. in the last ten years for which that person is nominated.
- b. Qualifications – Must be a member of the WOS for at least twelve years.
- c. A former recipient may again be recognized after a twelve year period.
- d. The board may establish additional qualifications for the selection of “Orchidist of the Decade”.

Section 4. **Value of Awards:**

- a. The value of the awards must be consistent from year to year, allowing for a ten percent deviation from the previous year.
- b. These awards will be made at the annual meeting.

Article XI

Fiscal Year

The corporation shall have a fiscal year which shall end on June 30.

Article XII

Change of By-Laws

These by-laws may be amended or repealed, and a new lawful set of by-laws may be adopted, at any regular membership meeting by two-thirds vote, provided the proposed amendment or new set of by-laws has been presented in writing for consideration at the previous membership meeting.

Article XIII

Distribution on Dissolution

If the corporation dissolves, the board of directors will distribute the assets and accrued income to the University of Hawaii for orchid research.

Article XIV

Liabilities of Officers and Directors

- Section 1. **Not Liable** – No officer or director of the corporation is liable for the acts, defaults, or negligence of any other officer or director, or for any act of the Society or of the board of directors, or for any loss sustained by the corporation, unless the same has resulted from his or her own wrongful act.
- Section 2. **Indemnified** – Every officer or director of the corporation shall be indemnified and insured by the corporation against personal loss, cost, or expenses incurred in consequence of any authorized act done or authorized contract entered into in good faith on behalf of the corporation or in the performance of any authorized act as such officer or director.

Approved March 07, _____, 2012

President



Recording Secretary

J. Haninga