



# BYLAWS

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**Contents**

BYLAWS of the NEW HAMPSHIRE ORCHID SOCIETY, INC. .... 3

ARTICLE I: Name..... 3

ARTICLE II: Purpose and Organization ..... 3

    Section A. Purpose ..... 3

    Section B. Organization ..... 3

    Section C. Principal Office ..... 4

ARTICLE III: Membership and Dues ..... 5

    Section A. Membership ..... 5

        1. Regular members ..... 5

        2. Life Members..... 5

        3. Honorary Members ..... 5

    Section C: Dues..... 6

Section D: Liabilities of Members ..... 7

ARTICLE IV: Governing Body..... 7

ARTICLE V: Officers..... 10

    Section A. Officers and Duties ..... 10

        1. The President ..... 10

        2. The Vice President..... 12

        3. The Secretary ..... 12

        4. The Treasurer ..... 13

Section B. Term of Office..... 15

Section C. Election..... 15

    1. Nominating Committee ..... 15

    2. Election of Officers..... 16

ARTICLE VI: Society Meetings..... 17

    Section A. Monthly Meetings ..... 17

    Section B. Annual Meeting..... 17

    Section C. Special Meetings ..... 17

    Section D. Voting..... 18

    Section E. Rules ..... 18

**ARTICLE VII: Standing Committees and Ad-Hoc Committees ..... 18**

1. Advertising/Publicity: ..... 19

2. AOS and Affiliated Society Representative: ..... 19

3. Editorial: ..... 20

4. Hospitality: ..... 21

5. Library: ..... 21

6. Historian..... 21

7. Membership:..... 22

8. Show:..... 22

9. Show Table:..... 24

10. Programs:..... 25

11. Risk Management ..... 25

12. Auction ..... 26

13. Conservation and Education ..... 26

14. Social Media Liaison ..... 26

ARTICLE VIII: Properties ..... 27

ARTICLE IX: Contracts ..... 27

ARTICLE X: Policies ..... 28

ARTICLE XI: Changes to the Bylaws..... 29

## **BYLAWS of the NEW HAMPSHIRE ORCHID SOCIETY, INC.**

As adopted on 10-Aug-02<sup>1</sup>

### **ARTICLE I: Name**

This society shall be known as New Hampshire Orchid Society, Inc. incorporated in the State of New Hampshire, hereafter referred as “NHOS”.

### **ARTICLE II: Purpose and Organization**

#### **Section A. Purpose**

The purpose of NHOS is to:

Provide the public interested in orchids, information on the preservation, cultivation, hybridization, and uses of orchids by means of exhibits, lectures, publications, and other such activities as may be necessary to effectuate such purposes.

#### **Section B. Organization**

NHOS may affiliate with other similar organizations but will remain forever an independent, sovereign organization.

1. NHOS shall, always, be operated solely and exclusively for scientific and or educational purposes related to the study of orchids, their propagation, culture, care and development.
2. No part of the net earnings of NHOS shall be used to the benefit of any member, trustee, officer of NHOS or any private individual (except that reasonable compensation may be paid for services rendered to or for NHOS). No member, trustee, officer of NHOS or any private individual shall be entitled to share in the distribution of any of NHOS assets on dissolution of NHOS.
3. No substantial part of the activities of NHOS shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Internal Revenue Code Section 501 (h)]. Nor shall NHOS participate in or

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<sup>1</sup> Adopted 10-Aug-2002

intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

4. NHOS shall not participate in any transaction resulting in the diversion of its income or assets to any officer, employee, contributor, other than in payments reasonable compensation for personal services actually rendered to NHOS and members shall not receive compensation for services to NHOS other than reimbursement for expenses related to those services.
5. Notwithstanding any other provisions of these articles, NHOS is organized exclusively for one or more of the purposes as specified in IRC 501(C)(3) of the Internal Revenue Code of 1954 and shall not carry on any activities not permitted to carried on by a corporation exempt from Federal income tax under IRC 501 (C)(3) or corresponding provisions of any subsequent Federal Tax laws.
6. In the event of dissolution, all of the remaining assets and property of NHOS shall, after necessary expenses thereof, be distributed to another organization exempt under IRC 501(C)(3), or corresponding provisions of any subsequent Federal Tax Laws, or to the Federal government, or state, or local government of the public purpose, subject to the approval of a Justice of the Supreme Court of the State of New Hampshire.

### **Section C. Principal Office**

The principal business office for the corporation is to be the Old Town Hall of Bedford, NH. The secretary shall provide for filing of appropriate documents with the Secretary of State and Clerk of the town in which the business is carried on, pursuant to RSA 292:7.<sup>2</sup>

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## **ARTICLE III: Membership and Dues**

### **Section A. Membership**

**1. Regular members** in NHOS may include any person or two persons living at the same address, regardless of race, sex, color or religion, with an interest in orchids. Two persons living at the same address will receive one copy of NHOS mailings; however, each person will be entitled to one vote. Application for membership shall be made to the Membership Chairperson and, upon payment of the appropriate dues as specified in Article III; Section C. the applicant shall be considered a Member.

**2. Life Members** may include any person or two persons living at the same address, regardless of race, sex, color or religion, with an interest in orchids and who pay the one-time Life Membership Fee as specified in Article III; Section C. Such Membership is permanent unless otherwise requested by the Life Member. Two persons living at the same address will each be entitled to one vote; however, they will receive one copy of NHOS mailings.

Exception: In event of dissolution of a marriage or partnership where the persons involved in the Life Membership no longer reside at the same address, the Life Membership in its entirety will reside with only one of the original members. If the person not included in the Life Membership wishes to become a Life Member, then dues will be calculated as outlined in Section C: Dues, paragraph 2.<sup>3</sup>

**3. Honorary Members** may include any person or two persons living at the same address, regardless of race, sex, color or religion, or a commercial orchid entity, or affiliated society with an interest in orchids and who is nominated, by petition of the Board of Directors, and upon 2/3 vote of the Board of Directors is then elected by a 2/3 vote of the Members present at the Annual Meeting or at any regular monthly meeting where there is a quorum. Such membership is permanent unless otherwise requested by the Honorary Member. Two persons living at the same address will only receive one copy of NHOS mailings. Honorary Members are not entitled to vote at membership meetings or to hold office within NHOS.

The term Member as used hereafter shall refer to such Regular, Life and Honorary Members as defined above. The Board may establish other categories of membership with such requirements and privileges as the Board may determine.

1. All Regular and Life Members in good standing are entitled to one vote per person at all membership meetings.<sup>3</sup>
2. Honorary members are not entitled to vote at membership meetings or to hold office within NHOS.
3. There shall be no proxy voting.<sup>4</sup>

### Section C: Dues

The annual Regular Member dues and the Life Member fee shall be determined by the Board of Directors and voted upon at the Annual Meeting of NHOS. Any change in the dollar amount required for dues requires a 2/3 vote of the voting members in good standing present at that Meeting.

Lifetime membership dues shall be ten times the annual dues and shall be payable on September 1. Upon payment of said dues a lifetime member shall be exempt from all future dues' payments.

New members joining in the last four months (May, June, July and August) of the fiscal year (fiscal year is defined as from 9/1 – 8/31) will be considered as having paid dues for the following membership year. Persons joining at the annual Show and Sale and deemed to be new members will receive membership for the current fiscal year in which they joined plus one more year. Exception: if the Show and Sale date were to change to 9/1 – 12/31, then the new member joining at the show would be responsible for membership dues at the onset of the next fiscal year.

A “new member” is defined as a person/family who has never been a member of the Society or has been a member at one time but their membership has lapsed for a minimum of 5 fiscal years.

No dues or assessments shall be required of Honorary Members.

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<sup>3</sup> Amended 08-Aug-2020

<sup>4</sup> Adopted 08-Aug-2020

No dues or assessments shall be refundable.

### **Section D: Liabilities of Members**

Members, as such, shall not be creditors shall look only to the assets of the Society for payment. The Society shall, to the extent practicable and permitted by law, maintain liability insurance on behalf of its members against any expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by such members in their capacity as such as a result of any threatened lawsuit, pending or compel personally liable for any debts, liabilities or obligations of the Society, and any and all cited action or proceeding, whether civil, criminal, and administrative or investigative.<sup>5</sup>

### **ARTICLE IV: Governing Body**

The Governing Body of NHOS, known as “The Board of Directors”, (or the Board), shall consist of the Officers as named in Article V, Section A, together with four elected trustees and the immediate past president who shall be considered a non-elected trustee. Notice , via the official channel, of the time, place and purpose of any special meeting of the members shall be given not less than twelve (12) days nor more than ninety (90) days before the date fixed for the meeting, not including the day of mailing nor day of meeting. Said notice shall be given 1) by providing a copy of said notice to each member of record as recorded on the membership list by the Membership Chairman, 2) sent by the official communication channel, which is email unless unavailable. In emergency situations the above required notice of special meetings will be waived.<sup>6</sup>

The Board of Directors shall be vested with authority to carry on the business and management of NHOS’s affairs and shall hold meetings in not less than ten months of the fiscal year, unless extenuating circumstances such as a National, State or Weather emergency prevents such meeting. These meetings may be called by either the President or the Board at a time and place of their choosing.

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<sup>5</sup> Adopted 10-Nov-2001

<sup>6</sup> Amended 08-Aug-2020



1. A quorum at any meeting of the Board is determined by the following calculation: the total number of currently active NHOS Board of Director members assigned to the NHOS Board divided by 2 and then add 1; Example: 8 currently active NHOS Board of Director Members divided by 2 = 4 plus 1 = 5; 5 NHOS Board of Director members is a quorum.<sup>7</sup>
2. Any Officer or Trustee may be removed from the Board, at any time, by a majority vote of the remaining Board members, at any meeting of the Board, if, in their judgement, such Officer or Trustee, either by illness or any other cause, shall not adequately have attended to their duties. Any Board member who fails to attend four consecutive meetings of the Board will be deemed to not be adequately attending to their duties and will be replaced by a different member in accordance with Article V, Section A, Item 1 for the rest of his/her term.<sup>8</sup>
4. The President or the Board of Directors as specified in Article V, Section A, Item 1 shall fill all vacancies among the Officers and trustees.
5. Meeting of the Board shall be maintained as open meetings. Any member may submit agenda items to the President; the member may then be invited to present these proposals to the Board; however, only Board members shall vote. The member's participation in discussion at the Board meeting shall be limited to that member's specific proposals.
6. At the request of the President, or the Board of Directors of New Hampshire Orchid Society, under extenuating circumstances such as a National, State or Weather emergency, electronic NHOS Board of Director Meetings can be convened for legal and binding voting.<sup>9</sup>
  - a. Once determined by the NHOS President or the Board of Directors, that an electronic NHOS Board of Director Meeting is warranted the President will determine time/place and electronic means to be utilized. All NHOS Members will be notified via the website and a special group email outlining the time/place and electronic means with specific directions to be utilized for access. In the event NHOS Members do not have access to the website or email, notification will be made by phone.<sup>10</sup>
  - b. For voting purposes, this special electronic NHOS Board of Director meeting must represent in attendance a quorum of the current members of the NHOS

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<sup>7</sup> Adopted 08-Aug-2020

<sup>8</sup> Amended 10-Nov-2001

<sup>9</sup> Adopted 08-Aug-2020

<sup>10</sup> Adopted 08-Aug-2020

- Board of Directors. A quorum for electronic meetings, as determined by the formula outlined in Article IV, paragraph 2, is needed on the electronic call to constitute a quorum and for legal and binding voting to take place.<sup>11</sup>
- c. Special electronic NHOS Board of Director Meetings can be conducted via any form of electronic means available, such as but not limited to, video conference, teleconference etc. The electronic means utilized must be readily usable and available to all NHOS Board of Director members.<sup>12</sup>
  - d. NHOS Board of Director members present, via electronic means, will identify themselves, via a roll call, so as to be included in the NHOS Board of Director Minutes of the Meeting, and to determine if the pre-requisite number needed for the quorum has been met.<sup>13</sup>
  - e. Any NHOS Board of Director member attending via electronic means will be deemed present and will remain on the call until adjournment of the meeting unless a personal emergency arises during the meeting.<sup>14</sup>
  - f. All motions voted on (with the quorum requirement met), via electronic means, by the NHOS Board of Directors, will be deemed valid and binding.<sup>15</sup>
7. At the request of the President, or the Board of Directors of New Hampshire Orchid Society, under extenuating circumstances such as a National, State or Weather emergency, electronic Membership Meetings and Annual Membership Meetings can be convened for legal and binding voting.<sup>16</sup>
- a. Once determined by the NHOS President or the Board of Directors, that an Electronic Meeting is warranted the President will determine time/place and electronic means to be utilized. All NHOS Members will be notified via the website and a special group email outlining the time/place and electronic means with specific directions to be utilized for access. In the event NHOS Members do not have access to the website or email, notification will be made by phone.<sup>17</sup>
  - b. For voting purposes, this special electronic meeting must represent in attendance a quorum of the current members of NHOS Membership Members (Article VI, Section A., Item 1) for a regular Membership Meeting, and (Article VI, Section B, Item 2) is needed for an Annual Membership

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<sup>11</sup> Adopted 08-Aug-2020

<sup>12</sup> Adopted 08-Aug-2020

<sup>13</sup> Adopted 08-Aug-2020

<sup>14</sup> Adopted 08-Aug-2020

<sup>15</sup> Adopted 08-Aug-2020

<sup>16</sup> Adopted 08-Aug-2020

<sup>17</sup> Adopted 08-Aug-2020

Meeting on the electronic call to constitute a quorum and for legal and binding voting to take place.<sup>18</sup>

- c. Special Electronic NHOS Meetings can be conducted via any form of electronic means available, such as but not limited to, video conference, teleconference etc. The electronic means utilized must be readily usable and available to all NHOS members.<sup>19</sup>
- d. NHOS members present, via electronic means, will identify themselves, via a roll call, to determine if the pre-requisite number needed for the quorum has been met.<sup>20</sup>
- e. All motions voted on (with the quorum requirement met), via electronic means, by the NHOS Membership, will be deemed valid and binding.<sup>21</sup>

## **ARTICLE V: Officers**

### **Section A. Officers and Duties**

The Officers of NHOS shall be President, Vice-President, Secretary and Treasurer.

- 1. The President:** is NHOS's chief spokesperson and shall preside at all meetings of NHOS and the Board of Directors and shall perform the recognized functions of the office, which are to include general supervision of the affairs of NHOS.

The President shall prepare an agenda for all meetings of the Board, including such items as suggested by other NHOS or Board members. The President shall provide this agenda to the Board at least 10 days prior to each meeting of the Board, if such time between meetings is available.

The President shall sign all written contracts and agreements for NHOS as specified in Article IX. The President shall ensure that the Bylaws are enforced.

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<sup>18</sup> Adopted 08-Aug-2020

<sup>19</sup> Adopted 08-Aug-2020

<sup>20</sup> Adopted 08-Aug-2020

<sup>21</sup> Adopted 08-Aug-2020

The President shall establish such committees as are necessary to conduct the affairs of NHOS beyond those Standing Committees identified in Article VII. The President shall be an ex-officio member of all committees, except the Nominating Committee.

The bylaws provide that because of the office held, the president is automatically a member of certain boards and committees. Such members are termed ex officio members. An ex officio member is not elected or appointed to a committee, but becomes a member when elected or appointed to a particular office. When an ex officio member ceases to hold office, that person's membership on the committee terminates, and the new holder of the office assumes the ex officio membership. For example, the president is often an ex officio member of all committees except the nominating committee and the treasurer is usually an ex officio member of the finance committee and is excluded from the audit committee.

Unless the organization's governing documents provide otherwise, an ex officio member has all the rights, responsibilities, and duties of other members of the committee, including the right to vote. The ex officio member is a full-fledged working member of a committee and is counted in determining the quorum. Anyone who is not expected to be a regular working member of the committee should be designated as an advisory or consultant member instead of being given ex officio status. An advisory or consultant member has the right to attend meetings and participate in debate, but is not counted in determining the quorum and does not have the right to propose motions or vote.

Except as noted in Article V, Section C, Subsection 1, the President shall appoint, with the advice and consent of the Board and with appropriate notice to the general membership of such vacancies, one chairperson for each standing committee. Each chairperson shall be appointed for a one-year term with the privilege of reappointment for a second year. Upon the request of the chairperson, and with approval of the Board, the President may extend the term of that committee chairperson.

In the event a Board member resigns or is otherwise no longer able to serve, the President shall, with reasonable haste and with the advice and consent of the Board, appoint an alternate to fill the vacancy. This alternate shall be a member in good standing of NHOS.

The President shall prepare an annual written report for the membership to be delivered at the Annual Meeting.

The President shall vote at all meetings of the Board, according to *American Institute of Parliamentarians Standard Code of Parliamentary Procedure, Copyright 2012*, which permit presidential voting when the vote is by ballot and in all cases where, by voting, the vote would change the result.

2. **The Vice President:** shall preside over all meetings of NHOS in the absence or disability of the President. The Vice President is the Program Chairman and as such provides the programs for the monthly membership meetings; may be directed to perform special projects requested by the President or the Board (See Article VII: Standing Committees, Section 10).<sup>22</sup>

If the office of President becomes vacant, the Vice President shall assume all responsibilities of the office of President for the conclusion of the term of the President (See Article V, Section A, Subsection 1).<sup>23</sup>

3. **The Secretary:** shall keep a true record of all meetings of NHOS and the Board and shall record action taken at these meetings. The Secretary shall provide each member of the Board with a copy of the minutes of membership and Board meetings.

The Secretary shall handle all correspondence as requested by the President.<sup>24</sup>

If the President and Vice President are absent from any meeting, the Secretary shall call the meeting to order, and shall preside for the duration of the meeting or until either the President or the Vice President arrive at which time they shall assume their duties.

The Secretary shall maintain a list of the location of society records and equipment and this record will be kept with both the Secretary and the President, with a copy of these records contained in a binder located in the NHOS Library. The Secretary shall store records, correspondences, and notes of NHOS, and shall maintain and update a log of elections of Board members with the dates of terms of office and replacements as necessary.<sup>25</sup>

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<sup>22</sup> Amended 08-Aug-2020

<sup>23</sup> Amended 08-Aug-2020

<sup>24</sup> Amended 08-Aug-2020

<sup>25</sup> Amended 08-Aug-2020

Upon termination of the Secretary's term of office, they shall turn over to the incoming Secretary all papers, correspondences, records, back files and archives of NHOS.

**4. The Treasurer:** shall receive all dues from and shall oversee their collection by a duly appointed Membership Chairperson. The Treasurer shall receive all moneys belonging to NHOS and shall disburse the same under the direction of the Board, or any committee empowered by the Board to pay obligations of NHOS. The Treasurer shall make appropriate payments, in a timely manner, for all recurring expenses such as meeting place rent, post office box rent, bulk mail permits, and insurance renewals. The Treasurer shall make appropriate payments for all expenses such as but not limited to meeting place rent, post office box rent, bulk mail permits, insurance renewals, speaker fees and expenses on or before the due date.

The Treasurer shall maintain a list of all donations made to NHOS including the name of the donor along with the amount of the donation. The Treasurer shall provide any receipts that may be required by the IRS for charitable contributions made by donor.

The Treasurer shall submit to the Board, for their approval, the NHOS proposed budget for the next fiscal year at least 90 days prior to the conclusion of the current fiscal year for discussion, updates and revisions. This budget shall be published in the NHOS newsletter 60 days prior to the end of the current fiscal year with the notice of the Annual Meeting allowing for questions and revisions.

The Treasurer shall present a report of the current finances at each Board meeting.

The Treasurer shall prepare an annual report for the membership, in writing, and deliver at the Annual Meeting. This written report will be forwarded to the Secretary.

The Treasurer's books shall be reviewed each year. A formal review will be performed by a professional Bookkeeper hired by NHOS and not associated with the New Hampshire Orchid Society.<sup>26</sup>

The Treasurer's books and accounts shall, at all reasonable times, be open to inspection by any Member of the Board. The Treasurer shall present a statement of the accounts at each Annual Meeting of NHOS including a written report of the previous fiscal year to include the balance sheet, statement of revenues, expenses and account balances. The Treasurer shall, at the discretion of the Board, be

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<sup>26</sup> Adopted 08-Aug-2020

adequately bonded upon assuming office. If the Board requires a bond, then NHOS shall underwrite its cost.

The Treasurer shall be responsible for the financial oversight of any shows and exhibits sponsored by NHOS. If a show or exhibit is held, the Treasurer shall assist the Show Chairman in selecting a responsible controller for same, with Board approval. The Treasurer shall assist that comptroller in the execution of their duties or may assume those duties if necessary and desirable.

1. The fiscal year of NHOS shall be from September 1 to August 31.
2. Operating funds of NHOS shall be maintained in a demand deposit account in a bank insured by the Federal Deposit Insurance Corporation. These funds shall be subject to withdrawal upon the signature of the Treasurer and/or the President. Other funds may be held or invested at the discretion of the Board.

Fund Accounts are gifts or contributions received for a specific purpose/cause and should comply with laws regarding solicitation of funds and legal accounting requirements to segregate those funds whose use is intended by the donor to be restricted to a particular purpose. The Fund accounts are: Grace Barwood Fund, Ovid Slavin Fund, Michael Worth Fund, Marcia Epstein Fund, Lee Soule Fund, Jim Campbell Fund and Chuck Wingate Fund and are kept separate from NHOS Operating funds invested in secured accounts. These donations are intended to be fund specific awards that are given out at the annual NHOS Show and Sale.

3. Non-budgeted expenditures of up to \$1000 for the needs of NHOS shall only be made with the consent of the Board. Gifts and donations made by NHOS to an individual or non-profit organization of up to \$250 shall only require approval of the Board. Expenditures, gifts, and donations made by NHOS exceeding the previously named limits shall be submitted to the general Membership and approved by a standing vote of a majority of those present and entitled to vote.
4. The Treasurer shall adhere to the Financial Management Policy when executing their duties.

## **Section B. Term of Office**

1. The term of office of the President, Vice President, Secretary and Treasurer all shall be two years. The President and Vice President shall serve only one term in their office, except following a partial term. The Treasurer and Secretary shall serve no more than two consecutive terms in their office, but their terms can be extended with the advice and consent of the Board.<sup>27</sup>
2. The term of office of Trustees shall be two years. Trustees shall be elected on an alternating basis, two one year and two the next, all for two-year terms. Trustees shall serve no more than two consecutive terms, except following a partial term; however, following a one-year period after their last term in office, they may be re-elected.
3. No individual shall hold more than one office at a time.
4. If a Board member is no longer able to serve, the President, with the advice and consent of the Board, shall appoint an alternate to fill the vacancy (see Article V, Section A, Item 1).

## **Section C. Election**

All Officers shall be elected at the Annual meeting. Trustees, as required, shall also be elected at the Annual Meeting.

### **1. Nominating Committee**

The Nominating Committee shall consist of three individuals. At the regular May membership meeting each year, the President shall announce the appointment of the Nominating Committee Chairman, chosen from the current Board, without Board approval.<sup>28</sup> The Chairman shall select from the general membership but not including the current Board members, the two remaining nominating committee members.

- a. The President shall with the advice and consent of the Board, appoint an alternate to fill any vacancy occasioned by the resignation or failure of any member of the Nominating Committee to serve.

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<sup>27</sup> Amended 08-Aug-2020

<sup>28</sup> Amended 08-Aug-2020



- b. The Nominating Committee shall present a list of willing candidates for Officers and Trustees at the July Membership Meeting.<sup>29</sup> All such nominations shall be made with the prior consent of the nominees who shall declare that they are aware of the duties of office as set forth in these Bylaws.

The Nominating Committee shall ensure that at least one eligible candidate be nominated for each open office. The list of nominees shall be sent to NHOS members with the notice of the Annual Meeting.

- c. Any member, in good standing, of NHOS shall be eligible for nomination, provided they meet the requirements of these Bylaws specified in Article V, Section B.
- d. No member of the Nominating Committee shall, solely by his or her service on that committee, be ineligible for nomination.

## 2. Election of Officers<sup>30</sup>

1. Nominations from the floor will also be in order at the Annual Meeting provided those being nominated clearly express their willingness to serve at the time of nomination and their understanding of the duties of the office to which they are being nominated.
2. Elections shall be held immediately following the close of nominations. Each candidate receiving a majority of votes cast shall be elected.
3. Where there is more than one candidate listed for an office, voting shall be by written ballot.
4. Newly elected Officers and Trustees shall take office following the close of the annual meeting.<sup>31</sup>

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<sup>29</sup> Amended 08-Aug-2020

<sup>30</sup> Amended 08-Aug-2020

<sup>31</sup> Amended 08-Aug-2020

## **ARTICLE VI: Society Meetings**

### **Section A. Monthly Meetings**

1. Monthly meetings, also known as Membership Meetings, are generally held on the second Saturday of each month. Notice of meetings shall be sent via official channel to all Society members at least one week prior to these meetings.<sup>32</sup>
2. A quorum at the Monthly Meeting shall consist of at least 30 voting members.

### **Section B. Annual Meeting**

1. The annual meeting shall be held in August, unless otherwise decided by the Board.<sup>33</sup>
2. A quorum at the Annual Meeting shall consist of at least 30 voting members.
3. The Annual Reports of the President and Treasurer shall be made at this meeting.
4. Election of Officers and Trustees shall be held at this meeting, as specified, according to Article V, Section C, and Subsection 2.
5. The Annual Budget submitted by the Treasurer and approved by the Board as specified in Article V, Section A, Subsection 4, shall be voted on at this meeting.

### **Section C. Special Meetings**

1. The President, with the consent of the Board, may call special meetings of NHOS.
2. Notice shall be sent to members, by the official channel, not less than 12 days or neither more than 90 days before the fixed day of the meeting not including the day of the mailing nor the day of the meeting.<sup>34</sup>

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<sup>32</sup> Amended 08-Aug-2020

<sup>33</sup> Amended 08-Aug-2020

<sup>34</sup> Amended 08-Aug-2020

### Section D. Voting

Election of Officers, Trustees, Amendments, and Decisions affecting the interests of NHOS shall be by standing vote or written ballot if so required by Article V, Section C, Subsection 2, of those members in good standing present at the time of the vote.

### Section E. Rules

The rules contained in the current edition of, *Copyright 2012*, shall govern NHOS in all cases to which they are applicable, and which are not inconsistent with these Bylaws and special rules of order that NHOS may adopt.

## ARTICLE VII: Standing Committees and Ad-Hoc Committees

To better conduct the affairs of NHOS, the following Standing Committees shall exist, and their responsibilities shall be at least as stated below but may include other duties and responsibilities as requested by the Board.

Only members in good standing are allowed to serve on any Standing Committee. Sturgis defines “Members in Good Standing” as persons who have met all their financial obligations to the organization such as being current with membership dues. To remain in good standing, a member must continue to fulfil their financial obligation to the organization.

Each Standing Committee shall consist of one Chairperson, appointed by the President and with the advice and consent of the Board. A Standing Committee Chairperson shall whenever possible appoint a Vice Chairperson who will act in the absence of the Chairperson at any meetings of that committee. The Chairperson of that Standing Committee shall determine the number of persons needed to fulfill the duties of that committee.

Standing Committee Chairpersons are not positions on the Board; however, a Board member may be appointed as a Standing Committee Chairperson. A Board Member shall be the Chairperson of more than one Standing Committee. Chairpersons for Standing Committees may be requested by the Board to be present at Board meetings to deliver a committee report or to participate in discussions that pertain

to that Standing Committee’s responsibilities. All Standing Committee Chairpersons shall be listed in the NHOS Newsletter.<sup>35</sup>

Ad-Hoc Committee otherwise known as a Special Committee differ from Standing Committees in that they are formed to carry out a particular task and then cease to exist once the task has been completed (i.e., Annual Meeting Picnic Committee).

An Ad-Hoc or Special Committee must consist of members in good standing and are charged with performing a specific task assigned by the organization. Even if it is called by another name, such as ad-hoc committee, a task force, a commission or anything else, and unless otherwise designated by the organization, groups of members that are performing a specific task assigned by the organization are, in practice, special committees and are subject to the same rules as special committees.

### **1. Advertising/Publicity:**<sup>36</sup>

Advertising/Publicity is responsible for overseeing all advertising related to NHOS.

The Committee shall notify local newspapers, television, radio stations, and social media using their free public service features to inform the public of all Society events.

### **2. AOS and Affiliated Society Representative:**<sup>37</sup>

AOS and Affiliated Society Representative shall serve as the primary liaison between NHOS and the American Orchid Society, Orchid Digest, the Native Orchid Conference, the Slipper Alliance, the International Phalaenopsis Alliance, and any other groups approved by the Board of Directors.

The Committee shall receive and disperse to the appropriate Society Chairpersons Officers or Members, information received from the AOS, such as program information to the Vice President and publication and media suggestions to the Librarian.

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<sup>35</sup> Amended 08-Aug-2022

<sup>36</sup> Amended 08-Aug-2020

<sup>37</sup> Amended 08-Aug-2020

The Committee shall recommend subscription renewal, and award ordering deadlines; present such information to the Board for approval and funding; also complete the application for AOS judging at the annual NHOS Orchid Show, submitting several months before the show date.

The Committee shall promote membership of all groups affiliated with NHOS and shall be responsible for promoting affiliated groups at all functions of NHOS, except Board meetings.

The Committee shall keep each of the affiliated societies informed of all changes to the most current contact information for NHOS, including but not limited to officers, mail address email contact, website and appropriate telephone numbers.

The Committee shall provide a listing of affiliated awards including but not limited to the Orchid Digest Diamond Award recipients, AOS, and other awards in the newsletter and on the NHOS website.<sup>38</sup>

### 3. Editorial:<sup>39</sup>

The Editorial Committee shall keep all Society members informed as to the present and future activities of NHOS and its members through the production and dissemination of NHOS's monthly newsletter.

The Committee shall assemble all information for the newsletter and ensure that information published is accurate, including for example, spelling and correctness of plant names to the best of their ability.

The Committee shall publish the newsletter on a timely manner to be sure it arrives at least one week prior to all meetings for even the most distant recipient.

The Committee shall oversee the production of other publications as requested by the Board.

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<sup>38</sup> Adopted 08-Aug-2020

<sup>39</sup> Amended 08-Aug-2020

#### 4. Hospitality:<sup>40</sup>

The Hospitality Committee shall oversee the refreshment table at Membership Meetings and shall encourage Society Members to participate in providing refreshments.

The Committee shall provide a means for donations to be made for refreshments and shall submit all collected money to the Treasurer.

Where purchases of refreshments are required, all receipts shall be submitted to the Treasurer.<sup>41</sup>

#### 5. Library:<sup>42</sup>

The Library Committee shall maintain NHOS's library including adequate records of all its books and publications.

The Committee shall, under policies and procedures approved by the Board, establish and provide the means whereby these materials are made available to the members for their use. The Committee shall recommend purchases of books to the Board and upon their approval make the purchases.

#### 6. Historian<sup>43</sup>

The Historian Committee maintains a listing of honors and awards of NHOS. These honors and awards shall be made available at the request of the Board but are not otherwise to be used by the members.

The Committee shall keep a historical record of the activities of NHOS to include, at least, the names of all present and past Officers, Trustees, Committee Chairpersons and a record of significant Society events such as Annual Meetings, picnics, field trips shows, exhibits, guests and speakers. Whenever possible this record shall include photographs and newspaper clippings. This historical record shall be maintained in an orderly manner, arranged chronologically, and available for use by NHOS.

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<sup>40</sup> Amended 08-Aug-2020

<sup>41</sup> Amended 08-Aug-2020

<sup>42</sup> Amended 08-Aug-2020

<sup>43</sup> Adopted 08-Aug-2020

## 7. Membership:<sup>44</sup>

The Membership Committee Shall create and maintain a list of the name, address, e-mail address and phone number of each Society member which is only available for current members on the NHOS website.<sup>45</sup> This list shall identify all current Officers, Trustees, Life Members, Honorary Members, and Committee Chairpersons. This list shall be used for all Society mailings and shall be used to determine if an individual is a member in good standing within NHOS. Further, the Board shall use this list to determine the count of members in good standing when requested. This membership listing is for NHOS use only; it is not intended to be sold or otherwise distributed for personal business.<sup>46</sup>

The Committee shall provide an application form for individuals wishing to join NHOS and should make these available at all NHOS functions, except Board meetings. As new members join NHOS, the Membership Committee shall provide the Editorial Committee with only their names for publication in the monthly newsletter (consult Section C: Dues).<sup>47</sup>

The Committee shall be responsible for collecting membership dues and shall disburse all collected dues to the Treasurer in a timely manner.<sup>48</sup>

The Committee shall be responsible for updating the membership listing using criteria listed in Section C: Dues and provide a current listing (as of April 1st) to the Board of Directors by the April 1<sup>st</sup>. Information in this listing is to include: Member name, Membership level, Membership status, Member since, Renewal due on, Renewal date last changed. The information contained in this listing will be used as input into the budget for the upcoming fiscal year.

## 8. Show:<sup>49</sup>

The Show Committee Team “also known as the core Show Committee Team” shall be responsible for the oversight of the annual NHOS show and sale, if there is one.

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<sup>44</sup> Amended 08-Aug-2020

<sup>45</sup> Amended 08-Aug-2020

<sup>46</sup> Amended 08-Aug-2020

<sup>47</sup> Amended 08-Aug-2020

<sup>48</sup> Amended 08-Aug-2020

<sup>49</sup> Amended 08-Aug-2020

Said chair shall be appointed within six weeks following the conclusion of the Show and Sale so that planning for the subsequent year may commence as quickly as possible. Said appointment shall be made subject to Article V, Section A, under the President.

The Show Committee Team will consist of the Show Chair, Vice Chair and Co-Vice Chair and the Show Chair will appoint the Vice Chair and Co-Vice Chair. This committee, under the direction of the Show Chair, will be responsible for the oversight and direction of the NHOS Show and Sale. *The Show Committee Team will request records from the previous Show Chair and shall establish show date, hours of operation, location of show and sale and alternate date in case of a conflict.* The Show Chair shall determine the show theme, the artwork will be a collaboration within the Show Committee Members.<sup>50</sup>

The Show Committee Team shall select a Committee Chairperson for each area identified below and outline the strategy and goal. The Committee Chairperson is responsible for selecting the members they wish to be on their team. Collaboration between the Show Committee Team and Committee Chairpersons is paramount for success.

The identified areas needing Committee Chairpersons are listed below. This list is not an inclusive listing and can be changed at any time when a deficiency or redundancy has been identified:

- Staging; Exhibitors and Vendors
- Judging, Clerking
- Plant Entry
- NHOS Display
- NHOS Co-Op Table
- NHOS Admissions
- Trophies, Ribbons and Awards
- Hospitality
- Membership Information and packets, culture sheets
- Lectures and Demonstrations
- Show Signage (outside of venue) road signs
- Show Signage (inside venue) to include Speaker, Vendor and Exhibit/Exhibitor listings, Membership, Admissions, Conservation, NHOS Member Co-Op.
- Printing/mailing of postcards

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<sup>50</sup> Adopted 08-Aug-2020



- Publicity
- Social Media
- NHOS Show Program listing.
- The Show Committee Team will arrange for first Show Planning meeting eight (8) months prior to show date with all Committee Chairpersons and will coordinate all activities, seek input, monitor progress and provide direction.

The Show Committee Team will schedule regular Show Committee Meetings five (5) months prior to the show date and then proceed on a monthly basis until the Show date.

The Show Committee Team will invite sister societies to attend and display at the Show.

The Show Committee Team will arrange for printing of the NHOS Show and Sale Information. All items used for advertising/notification of the NHOS Show and Sale must be consistent utilizing the current artwork.

The Show Chair will arrange for a postmortem one month following the conclusion of the NHOS Show and Sale.

### 9. Show Table:<sup>51</sup>

The Committee shall be responsible for ensuring that facilities are provided at the membership meetings for the display and judging of orchids grown by members of NHOS.

The Committee shall establish and make available in written form, upon request, the rules governing the judging of displayed orchids, including judging categories, criteria and awards.

The Committee shall provide to the Editor the Show table awards, including photographs of the previous month, providing correct spelling and plant names to the best of their ability. (Please consult Show Table Guidelines located on the website for more information).<sup>52</sup>

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<sup>51</sup> Amended 08-Aug-2020

<sup>52</sup> Amended 08-Aug-2020

## **10. Programs:**<sup>53</sup>

The Program Committee shall be responsible for ensuring that monthly membership programs are conducted efficiently. This includes at a minimum the following items.

The Committee shall be responsible for preparation of such materials as requested to organize the recruitment of speakers for the monthly membership programs. These materials may include such items as a task checklist, but not limited to, a task checklist, speaker requests, follow-up letters, arrangements for room and board, confirmation letters, etc. The above information will be provided on the “New Hampshire Orchid Society Program Speaker Checklist” located on the website.<sup>54</sup>

The Committee shall be responsible for selecting, interviewing, and scheduling speakers and topics that are of interest to the membership

The Committee shall be responsible for assisting/providing travel and lodging arrangements for the speaker.

The Committee shall be responsible for insuring that that all materials that are needed by the speaker are available and function properly.

The Committee shall be responsible for ensuring that all financial transactions between the society and the speaker are proper and that the society’s financial obligations to the speaker are met in a timely manner.<sup>55</sup>

## **11. Risk Management**<sup>56</sup>

The Risk Management Committee responsibilities include reviewing and maintaining the bylaws, creating and maintaining a Society Handbook, and advising the Board on risks and safety issues. Ensure that all policies adopted by NHOS are compliant with

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<sup>53</sup> Amended 08-Aug-2020

<sup>54</sup> Amended 08-Aug-2020

<sup>55</sup> Adopted 14-Apr-2001 (programs formed as a new standing committee.)

<sup>56</sup> Amended 08-Aug-2020

applicable law and that Conflict-of-Interest statements are obtained from Board Members, Committee Chairs and Vendors at least annually.<sup>57</sup>

## **12. Auction**<sup>58</sup>

The Auction Committee shall be responsible for organizing the annual fundraising auction, if held. This includes soliciting donations from vendors and members, arranging for proper care of the plants before the auction, including any treatment for disease or insects, and organizing the day of auction activities, including setup, record keeping and auctioneers.

The Auction Committee shall be responsible for any Special Member Auction requests. Please consult the Member's and Vendor's Auction Guidelines located on the website.<sup>59</sup>

## **13. Conservation and Education**<sup>60</sup>

The Conservation and Education Committee shall be responsible for promoting the interests of orchid conservation and education for the society. This should include but not be limited to activities such as providing liaison with governmental agencies and other societies make suggestions for speakers and presentations, organizing field trips, facilitating opportunities for increased sharing among interested people, and providing information for the newsletter and website.<sup>61</sup>

## **14. Social Media Liaison**

The Social Media Liaison is responsible for:

- Development and implementation strategy for NHOS' social media presence.
- Create and post engaging content to social media platforms frequently.

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<sup>57</sup> Adopted 10-Nov-2001

<sup>58</sup> Amended 08-Aug-2020

<sup>59</sup> Adopted 10-Aug-2002

<sup>60</sup> Amended 08-Aug-2020

<sup>61</sup> Adopted 10-Aug-2002

- Assist in the creation and editing of written, video, and photo content.
- Attend NHOS meetings/events/orchid shows and produce content to distribute to social media platforms.
- Interact with users and respond to social media messages, inquiries, and comments.
- Work with the NHOS Board of Directors to create and distribute content to promote NHOS upcoming events, items of interest etc. as needed.

### **ARTICLE VIII: Properties**

The equipment of NHOS shall be for the use of NHOS and shall not be for personal use.

NHOS's Library and other educational materials belonging to NHOS shall be for the use of members only. Their use shall be governed by appropriate rules established by the Library Chairperson(s).

### **ARTICLE IX: Contracts**

NHOS will, from time to time, be required to enter into contracts in order to conduct its business. The President shall, with one other Officer or Trustee, sign all written contracts and obligations. The second signature will usually be the Secretary but due to the particular nature of some contracts, may not always be the Secretary. No contract is binding on NHOS unless signed as required above.

All contracts are to be reviewed with the Board and copies are to be filed with the Secretary.

## ARTICLE X: Policies<sup>62</sup>

Policies serve as an agreement and a guide for procedural operations and result when there is a recurring problem, which is in conflict with the beliefs and philosophy of NHOS requiring adoption. Policies reflect the tenets of the NHOS Board of Directors on which current and future decisions will be made.

The Policies will reside on the website for member viewing, in the NHOS Library in a binder and in the possession of the Secretary. The Secretary will be responsible for their accuracy and may be required to interpret when necessary.

The NHOS Board of Directors will be responsible for the creation, adoption and amendment of all policies by a majority vote once a quorum has been established.

Policies will be reviewed, by the Board, every two years commencing with the beginning of the Fiscal Year which is September 1<sup>st</sup>. Any additions, deletions or enhancements will be via Board discussion and approval and must be completed by November 30<sup>th</sup>.

All hardcoded references must be checked yearly, by the Secretary, to assure they are still current. Any changes in State or Federal guidelines must be investigated for compliance; any change/s found will be brought to the attention of the Board and noted on the Policy affected. Following completion of the review the policies will be posted on the website and filed in the binder located in the NHOS Library and in the possession of the Secretary.

Current Policies (with associated worksheets and forms) are:

- Code of Ethics Policy
- Conflict of Interest Policy
- Expense Reimbursement Policy
- Financial Management Policy
- Harassment Policy
- The Orchid Digest Diamond Award of Excellence Policy and Submission Form

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<sup>62</sup> Adopted 14-Aug-2021

## ARTICLE XI: Changes to the Bylaws

NHOS's Bylaws may be amended by a 2/3 vote of the members present at any regular meeting of the membership or at any special meeting called for that purpose, providing in either case that a quorum is present. Written notice of the meeting and a copy of the proposed amendments shall be sent by the official communication channel, which is email unless unavailable, to the members at least one week prior to the meeting before the meeting at which they are to be presented.<sup>63</sup>

A current copy of the bylaws will be documented and available for all members as well as in the Society's Handbook. When sections of the bylaws are updated, a notation will be added to the end of the section, indicating when the section was updated, e.g., "Adopted 15-Sep-01 ", "Amended 15-Sep-01" or for sections with multiple updates, "Adopted 12-Apr-99, Amended 15-Sep-00, Amended 13-Jul-01". Any changes in NHOS's Bylaws are binding from the date of adoption (10-Aug-02).<sup>64</sup>

<sup>1</sup> These bylaws make assumptions regarding past bylaws votes, including the fact that the 95-bylaw vote was legit. The Sept. 00 bylaw vote, while not being legit, is included here on the assumption a new vote will be made soon. NHOS Bylaws as Adopted 10-Aug-02.

<sup>2</sup>	<sup>3</sup> Amended 08-Aug-2020	<sup>4</sup> Amended 08-Aug-2020
<sup>5</sup> Adopted 08-Aug-2020	<sup>6</sup> Adopted 10-Nov-2001	<sup>7</sup> Amended 08-Aug-2020
<sup>8</sup> Adopted 08-Aug-2020	<sup>9</sup> Amended 10-Nov-2001	<sup>10</sup> Adopted 08-Aug-2020
<sup>11</sup> Adopted 08-Aug-2020	<sup>12</sup> Adopted 08-Aug-2020	<sup>13</sup> Adopted 08-Aug-2020
<sup>14</sup> Adopted 08-Aug-2020	<sup>15</sup> Adopted 08-Aug-2020	<sup>16</sup> Adopted 08-Aug-2020
<sup>17</sup> Adopted 08-Aug-2020	<sup>18</sup> Adopted 08-Aug-2020	<sup>19</sup> Adopted 08-Aug-2020
<sup>20</sup> Adopted 08-Aug-2020	<sup>21</sup> Adopted 08-Aug-2020	<sup>22</sup> Adopted 08-Aug-2020
<sup>23</sup> Amended 08-Aug-2020	<sup>24</sup> Amended 08-Aug-2020	<sup>25</sup> Amended 08-Aug-2020
<sup>26</sup> Amended 08-Aug-2020	<sup>27</sup> Adopted 08-Aug-2020	<sup>28</sup> Amended 08-Aug-2020
<sup>29</sup> Amended 08-Aug-2020	<sup>30</sup> Amended 08-Aug-2020	<sup>31</sup> Amended 08-Aug-2020
<sup>32</sup> Amended 08-Aug-2020	<sup>33</sup> Amended 08-Aug-2020	<sup>34</sup> Amended 08-Aug-2020
<sup>35</sup> Amended 08-Aug-2020	<sup>36</sup> Amended 08-Aug-2020	<sup>37</sup> Adopted 08-Aug-2020
<sup>38</sup> Amended 08-Aug-2020	<sup>39</sup> Adopted 08-Aug-2020	<sup>40</sup> Amended 08-Aug-2020
<sup>41</sup> Amended 08-Aug-2020	<sup>42</sup> Amended 08-Aug-2020	<sup>43</sup> Amended 08-Aug-2020
<sup>44</sup> Adopted 08-Aug-2020 (Historian formed as new Standing Committee)		
<sup>45</sup> Amended 08-Aug-2020	<sup>46</sup> Amended 08-Aug-2020	<sup>47</sup> Amended 08-Aug-2020
<sup>48</sup> Amended 08-Aug-2020	<sup>49</sup> Amended 08-Aug-2020	<sup>50</sup> Amended 08-Aug-2020
<sup>51</sup> Adopted 08-Aug-2020	<sup>52</sup> Adopted 08-Aug-2020	<sup>53</sup> Adopted 08-Aug-2020
<sup>54</sup> Adopted 08-Aug-2020	<sup>55</sup> Adopted 08-Aug-2020	<sup>56</sup> Adopted 08-Aug-2020

<sup>63</sup> Amended 10-Aug-2020

<sup>64</sup> Adopted 10-Aug-2002

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| <sup>57</sup> Amended 08-Aug-2020  | <sup>58</sup> Amended 08-Aug-2020 | <sup>59</sup> Adopted 08-Aug-2020 |
| <sup>60</sup> Adopted 14-Apr-2001 (Programs formed as new Stand Committee) |                                   |                                   |
| <sup>61</sup> Amended 08-Aug-2020  | <sup>62</sup> Amended 08-Aug-2020 | <sup>63</sup> Adopted 10-Nov-2001 |
| <sup>64</sup> Adopted 08-Aug-2020  | <sup>65</sup> Adopted 10-Aug 2002 | <sup>66</sup> Amended 08-Aug-2020 |
| <sup>67</sup> Amended 08-Aug-2020  | <sup>68</sup> Amended 08-Aug-2020 | <sup>69</sup> Adopted 14-Aug-2021 |
| <sup>70</sup> Amended 08-Aug-2020  | <sup>71</sup> Adopted 10-Aug-2002 |                                   |

The original copy of this document is located on the personal computer of Susan Usseglio current Secretary of NHOS and is editable. September 7, 2022 SCU