

BY-LAWS of the
NORTH EASTERN NEW YORK ORCHID SOCIETY
Incorporated Aug 15,1977
Revised June 1988 and September 2014

Filed in Schenectady County

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North Eastern New York Orchid Society, Inc

ARTICLE I — Name

The name of the corporation is “North Eastern New York Orchid Society, Inc”. The abbreviated form of this name is “NENYOS”, spelled in capital letters without punctuation between the letters.

ARTICLE II — Objectives

The purpose or purposes for which the corporation is formed are as follows:

The association of persons interested in growing, studying or enjoying orchids and the promotion of these interests by appropriate joint activities; the exhibition of orchids to each other and to interested persons in the general public; exchange of plants; provision of a forum for discussions, workshops, displays and lectures and exchange of information and experience related to orchids and their horticulture; provision for group purchase and group trips related to orchids; promotion of the conservation of orchids in nature, particularly those species indigenous to northeastern United States and generally to extend the knowledge, production and appreciation of orchids of any kind.

ARTICLE III—Form of Organization

- (a) The society shall be incorporated under the Not-for-Profit Corporation Law of the State of New York as defined in subparagraph (a)(5) of Section 102 (Definitions) of that law.
- (b) The organization shall consist of its membership, officers and directors, and appointed groups or committees as defined in these By-laws.

ARTICLE IV — Directors

(a) The directors shall be:

- (1) Ex officio: NENYOS President

NENYOS Vice President
NENYOS General Secretary
NENYOS Treasurer
NENYOS Immediate Past President

(2) At Large: Three NENYOS members, elected as directors-at-large. The method of election shall be the same as prescribed in Article X of these By-laws for nomination and election of officers.

(b) Term of Office

(1) Initial: Ex officio directors will hold office from the date of incorporation through September 14, 1978; At large directors will hold office from the date of incorporation through September 14, 1977; the one vacant at-large directorship will be filled according to Article X (f) at the time of incorporation with the term to extend to September 14, 1977

(2) Subsequent: Ex officio directors will serve for terms coincident with their tenure as officers starting January 1, 1989. (Effective July 1988 by vote of membership) At-large directors will be elected every year ending in an odd number starting September 15, 1977.

(c) Chairman: The President of NENYOS shall be chairman of the board, ex-officio. The Vice President of NENYOS shall be vice chairman of the board, Ex-officio.

(d) Meetings of the Board of Directors will be called at the order of the chairman.

(e) Duties: The board will generally direct the officers in the conduct of the affairs of NENYOS, advise the President and other officers, approve acts and resolutions in accordance with Article VII (c), approve in advance of each fiscal year a budget according to which the Society's assets or anticipated

revenues may be spent and to provide the Secretary a verbatim record of all enactments, directives and resolutions of the Board of Directors.

ARTICLE V — Officers

- (a) The officers of the Society shall be: President, a Vice-President, a Secretary, a Special Secretary and Treasurer.
- (b) The initial officers immediately after incorporation shall be those in officer immediately prior to incorporation. Any office vacant at the time of incorporation shall be filled by the Board of Directors acting under Article VIII (c). Subsequent to incorporation, officers shall be elected to office biannually, the first term starting Sept. 15, 1978. The method of nomination, election, and related procedures shall be as described in Article X.
- (c) Term of office: The term of each officer shall be for 2 years except for the Special Secretary whose term shall persist indefinitely until the office is vacated by the Special Secretary or otherwise under the Provision of these By-laws. Offices shall not be eligible for election to or hold the same office more than two terms in immediate sequence. (This was amended September 2014, approved by the Board, to read that there is no longer a limit to the number of 2 year terms that an officer can hold consecutively.) In the event a President holds office for an immediate second term, the Immediate-Past President shall be the same person who served as such in the preceding term of office. A similar rule shall apply to the Immediate-Past-Vice-President.
- (d) Each officer shall be a member in good standing of the Society at the time of election or appointment.
- (e) DUTIES of the President: It shall be the duty of the President to preside at all meetings of the Board of Directors and of the Society and to call all meetings of these bodies; to exercise general supervision of the affairs of the Society; to appoint officers or task leaders other than

the regular officers and to appoint corresponding committees or task forces; to provide to the members once a year a plan of activities and a budget for the following year and an activities and financial report for the past year. The budget and financial report shall be estimated and detailed according to generally accepted accounting practice. In addition to the assistance of the Treasurer or other officers as prescribed by these By-laws, the President must use such other assistance, such as auditing, as may be ordered by the Board of Directors.

- (f) Vice-President: In the absence or disability of the President, his duties shall be performed by the Vice President. If the President and Vice President are absent from a meeting, the remainder of the Board of Directors shall elect a temporary chairman to perform their duties at that meeting, and may at its discretion order a special election to fill either or both offices for the balance of their term.
- (g) Secretary: The secretary shall maintain custody of the Charter of Incorporation and the By-laws, including amendments and revisions and shall maintain a list of all current members, with their addresses. He shall have these documents or true copies thereof available for inspection by any member at any regular meeting of the Society. The Secretary shall distribute copies of the current list of members to the members at least once a year.

The Secretary shall keep records and minutes of meetings of the Society and of the Board of Directors, specifically including records of motions carried or lost, enactments and resolutions. These records shall be available as ordered by the Board of Directors.

The Secretary shall notify members and Directors of meetings of their respective bodies and shall include in such notifications statements of agenda or other information as presented or instructed by the President or the Board of Directors. The Secretary shall make available to nomination and balloting

committees or appointees as authorized by these By-laws or by the Board of Directors the current list of members with addresses.

The Secretary shall receive and maintain all correspondence to the Society as a corporation and shall reply to such as instructed by the Board of Directors and shall inform the Board of the contents of such correspondence not later than the next meeting.

- (h) The Special Secretary's duty shall be solely to receive any official communications to the corporation from the Secretary of State of New York and promptly transmit it to the Secretary.
- (i) Treasurer: The Treasurer shall collect and maintain custody of all funds and other financial assets of the Society and shall disburse same as and to the extent authorized by these By-laws or as ordered by the Board of Directors or any appointee authorized by the Board to pay obligations of the Society. Treasurer shall deposit all funds promptly after receipt in such bank as may be designated by the Board of Directors; such deposits to be made in the name of the Society; maintain records of the financial activities and status of the Society in conformance with accepted accounting practice, current to at least the last meeting of the Board and shall at any reasonable time specified by the Board make such records available to the Board or its designee.

The Treasurer shall prepare a financial statement of the Society for the past fiscal year at a time designated by the Board such that it may be audited, submitted to the Board and then presented to the membership not later than January 31st under the joint responsibility of the President and the Treasurer. (This was changed from July 31 by membership vote July 1988)

The Treasurer shall assist the President to prepare a budget for the following fiscal year, especially with respect to pattern of

past expenditures and income, anticipated costs and revenue and format compatible with the Treasurer's official records.

ARTICLE VI — Committees and Task Forces

- (a) All committees and task forces shall be appointed by the President, subject to the approval of the Board acting under Article VIII(c). The President shall designate the chairman or leader and shall provide a written statement of objectives, delegated authority and tenure.
- (b) The tenure of any committee shall not extend beyond term of office of the President who appointed it, but the succeeding President may renew the committee as though it were a new one.
- (c) The President shall be an ex-officio member of all committees. The Treasurer shall be an ex-officio member of all committees having a substantial concern with the financial affairs of the Society, and shall be so designated by the President. The Secretary shall be an ex-officio member of an Membership committee.

ARTICLE VII — Control of Assets and Liabilities

- (a) Upon incorporation, the Society shall take over all assets and all outstanding liabilities of the Society as it existed prior to incorporation. The Treasurer shall prepare a statement documenting these assets and liabilities within ten days after incorporation. Approval of this statement by the Board acting under Article VIII(c) shall make the transfer of these assets and liabilities binding on the incorporated Society and the preceding unincorporated Society.
- (b) The assets and income of the Society shall be maintained and disbursed only within the limits and restrictions of these By-laws. The Board shall monitor such maintenance and disbursements by examination of the Treasurer's records at any reasonable time at its discretion and shall require summary reports from the Treasurer at each regular

meeting of the Board and may require auditing of the Society's financial records at any reasonable time and in any reasonable manner at its discretion. The membership, acting within the restrictions of Article IX, may require examination and auditing of the financial records and, as a separate act under that article, order any action it considers appropriate, within the other limitations of these By-laws.

- (c) Upon dissolution of this corporation, if it should occur, the assets of the corporation shall be used first to pay the corporation's proper obligations. If there are residual assets, they may be transferred to a not-for-profit corporation or entity or otherwise assigned to some public purpose but this shall not preclude return to members of any assets identifiable as unspent portions of their respective inputs. The choice of possible disposal of residual assets shall be contingent upon approval under Article VIII, Paragraphs (b) and (c).
- (d) No assets or revenue of the Society shall be disbursed except in accordance with the budget as approved under Article IV(e). This does not preclude adoption of a revised budget by the Board, acting under Article VIII(c), but should such revision be enacted, the President must promptly inform the membership, by written notice, of the fact and substance of the revision.

ARTICLE VIII — Levels of Authority for Transactions

The affairs of the Society shall be conducted by the Board of Directors and Officers, including their appointees or delegates authorized in conformance with the By-laws. All transactions, acts or resolutions on behalf of the Society, not otherwise authorized or limited by the By-laws shall require, to be validly authorized, approval or ratification in one of the following categories, as provided under the relevant article of the By-laws:

- (a) An affirmative vote of the majority of all members in good standing responding at the time of sending ballots to the

- members, the mechanisms of notification and voting to conform to Article XVIII, or
- (b) An affirmative vote of the majority of a quorum of members present at a business meeting of the Society responding to a motion presented at that meeting either with or without prior notice, or
 - (c) An affirmative vote of a majority of all members of the Board of Directors, or
 - (d) A direct act by an Officer of the Society, in his own discretion, acting within the authority otherwise granted him by the By-laws, or
 - (e) A direct act by an appointee of the Board or of an Officer (e.g., a committee or task force chairman) acting within the instructions that constitute part of the appointment.

ARTICLE IX — Direct Initiation and Recall by Membership.

(a) The members may initiate an action by petition. It shall be mandatory upon President to submit such petition for ratification by the membership under Article VIII(a) or (b), according to the substance of the petition in relation to these By-laws, not later than 30 days after submission of the petition if the petitioned proposition is otherwise permissible under these By-laws and if said petition is:

- (1) In the form of a written statement of objectives or of a motion, and
- (2) States reasons for said petition, and
- (3) Bears dated signatures of not less than 20% of membership in good standing at the date of submission, and
- (4) Is submitted to the President and any or all of the Directors not more than 30 days after the earliest date of petitioner's signature. It is mandatory for the Board to take the petitioned action not later than 30 days after submission of a petition that is valid according to the provisions of this article.

- (b) Any officer of the Society may be removed from his office before the normal end of their term if a petition demanding removal is submitted to the Board and if such petition:
 - (1) States the reasons for such removal, and
 - (2) Bears the dated signatures of not less than a simple majority of all members in good standing at the date of submission, and
 - (3) Submission of the petition to the President and any or all of the Directors is not more than 30 days later than the earliest petitioner's signature. Such separation from office shall be effective not later than five days after submission of such petition. The Board shall direct the officer to be so removed.

ARTICLE X — Nominations and Elections

- (a) Election of Officers and Directors-at-Large for terms prescribed by these By-laws and voting on propositions when so ordered by the Board shall be by written ballot and shall be effective according to Article VIII(a).
- (b) At each ballot voting, each member shall receive an individual ballot, and if there are joint memberships each party to the joint membership shall receive an individual ballot.
- (c) Nominations for officers and Directors-at-Large in regular elections shall be made not later than September 30 of the year in which the respective terms are to begin. Ballots shall be mailed not later than October 7 of that year and shall be counted not later than October 31 of that year. The elected Officers and Directors shall be notified promptly after the counting. The membership shall be notified in the next mailing of a meeting announcement but not later than November 15.
- (d) In regular or special elections, The Board shall establish a committee to nominate persons for each office to be voted on; appoint tellers to count votes, set the day and place of counting and generally provide for a fair and orderly voting.

(e) In regular or special elections, the Board shall approve the form of the ballot which shall include, in addition to the official nominees, space for a write-in name for each office voted on. The chairperson of the Nominating Committee shall obtain the consent of the proposed nominee before submitting their name for inclusion on the ballot.

(f) In event of vacancy of any office or membership on the Board prior to the normal end of tenure of that position, the Board shall, in its discretion, appoint a member to fill the office until the next regular election for that office. Under either alternative the office shall be filled not later than 45 days after it becomes vacant.

ARTICLE XI — By-laws Initial Adoption, Revisions and Amendments

- (a) Initial adoption of these By-laws shall be effective if approved by a special voting as prescribed in the motion on this subject carried at the meeting of members September 18, 1976. This motion is reproduced as Appendix A, attached to these By-laws. These By-laws shall be effective after incorporation if approved at the special voting and if incorporation is carried through, notwithstanding that the special vote shall take place before application for incorporation.
- (b) Proposed amendments and revisions of these By-laws shall become effective only if ratified under Article VIII(a). The form of the proposals, form of ballot, notifications, dates of ballot distribution and procedures of counting shall be regulated and prescribed by the Board.

ARTICLE XII — Parliamentary Procedure

All meetings of the Board of Directors, and all business meetings of the general membership and all formal meetings of committees and task forces shall conduct procedure according to Roberts' Rules as set forth in "Parliamentary Procedure at a Glance", 1971 edition, O.Garfield Jones, editor.

ARTICLE XIII — General Meetings

There shall be general business meetings which may be combined with horticultural and social meetings, at such time and place as the Board, in its discretion, may order for the purpose of keeping the membership promptly informed of the business affairs of the Society and for the purpose of submitting matters to the membership where this is appropriate. There shall be one general meeting not later than January 31 at which the president shall present the annual financial report for the past fiscal year and shall present the Budget, as approved by the Board for the ensuing fiscal year. There shall be one general meeting not later than January 15 at which the President shall present a review of the Society's activities during the past twelve months. There shall be one general meeting not later than February 15 at which the President shall present an outline of the Society's planned activities for the next twelve months.

ARTICLE XIV — Quorums

- (a) Not less than one third of the members in good standing shall constitute a quorum for any reason or special business meeting of the Society.
- (b) Three quarters of the full membership of the Board, or the nearest whole number less than three quarters shall constitute a quorum for a business meeting of the Board.

ARTICLE XV — Membership

- (a) The members of this society shall be those persons who are members in good standing at the time of incorporation and of other persons who may be elected to the membership by the Board acting under Article VIII(c).
- (b) The Board shall define classes of membership if there is more than one class, and shall define age or residence or other limitations to eligibility, if any, and shall define term "good standing" in relation to membership. but these

limitations shall become effective only if ratified by the membership acting under Article VIII(a).

- (c) All members shall be entitled to equal voice in votes, equal privilege of participation in all affairs of the Society except that dues may be established differently for different classes of membership.

ARTICLE XVI — Dues

- (a) The Board shall set dues for each class of members, with the approval of the membership under Article VIII(a).
- (b) Annual dues shall become payable January 1, for the following year.
- (c) A grace period from January 1st to March 15th shall be allowed for payment of dues. A person in arrears in dues payment beyond March 31 shall be considered to have resigned their membership. (Revised by the Board Sept 2014 to limit grace period to February 15th.)

ARTICLE XVII — Fiscal Year

The Society shall keep financial records, budget funds and assign disbursements on the basis of a fiscal year from January 1 through December 31 of that same year. (This was changed from July 1/June 30 by membership vote June, 1988)

ARTICLE XVIII — General Limitations

- (a) The Society shall conform at all times and in all its actions with all cognizant laws; national, state and local. A special reference is made to sales and income tax codes and regulations which prevail at the time of respective transactions, and to the Not-for-Profit Corporation law of NY State, which in the event of any conflict with these or future By-laws shall take precedence and indicate the need for revision of the By-laws.
- (b) There shall be no discrimination by reason of sex in respect to any of the rights, privileges, or duties of members or officers or general activities of the Society.

Whenever, in these By-laws or any future By-laws or regulations of the Society, reference is made to only one gender in words that normally are inflected for gender or imply only one gender, it shall be understood that the words are used in a generic sense and are intended to apply to both genders and shall have equal force for all individuals without regard to sex.

- (c) No member, officer, committee or similar group, nor the Board have the power to bind the members, officers, committee, or similar group personnel, or directors personally. All persons or corporations extending credit to or contracting with or having claims against the Society shall look only to the funds and property of the Society for payment of any debt, damage, judgement, decree, or any money that may otherwise become due or payable to them from the Society, so that neither the members nor the officers, present or future, shall be personally liable therefor.
- (d) No part of the income of the Society shall inure to any private individual nor shall the Society participate in any transaction resulting in the division of its income or assets to any individual or body other than it shall pay reasonable compensation for any service or material actually rendered to the Society, except that the Society may establish prizes and certificates under the provisions of its By-laws and it may divert some or all of its assets to some public purpose by action similar to that required for an amendment to these By-laws.

March 4, 2015