

# **BY-LAWS - GOLD COAST CYMBIDIUM GROWERS SOCIETY**

## **Article I. Members**

Section 1. Membership: Applications for membership shall be submitted to the Director of Membership with the appropriate amount of fees.

Section 2. **Honorary** Life Membership shall be awarded by majority vote of the presiding Board to **anyone** having made-outstanding contributions to the Society. **Only one Honorary membership may be granted in a fiscal year. Said member is not required to pay membership dues.**

Section 3. Any paid member may attend any Board meeting, but without voice or vote.

Section 4. **Behavior by any member, which is deemed to be detrimental to the Gold Coast Cymbidium Growers by 3/4 vote of the Board of Directors, may be subject to sanctions.**

## **Article II. Dues**

Section 1. Dues shall be paid annually. Dues for the following year are payable in September and become delinquent at the November meeting. Life members shall be exempt from further payment of dues.

Section 2. Members whose dues are delinquent will not be eligible to vote and will be dropped from the membership roster. A member who is dropped from the Society for a non-payment of dues may be reinstated for the remainder of the year upon full payment of dues.

Section 3. No refund of dues shall be made if a member resigns before the close of the fiscal year.

## **Article III. Duties of Officers**

Section 1. **President:** The president shall preside at all meetings where present, shall exercise general supervision over the affairs and activities of the Society, and shall be ex-officio a member of all committees except the Nominating Committee.

Section 2. **Vice President:** The Vice President shall assume the duties of the President during his or her absence. He/She shall also be Chair of the Program Committee and shall be responsible for the programs for each regular meeting. The Vice President shall see that notice of the program is given to the Newsletter Editor in sufficient time for publication.

Section 3. Secretary: The secretary shall keep true minutes of all the meetings of the Society and the Board of Directors. He/She shall conduct all necessary correspondence.

Section 4. Treasurer: The Treasurer shall receive and deposit the funds of the Society in the name of the Society in such bank or banks as may be designated by the Board of Directors. Such funds shall be paid out only on the check of the Society signed by the Treasurer or President as needed. Books and accounts shall at all reasonable times be open to the inspection of any member of the Board of Directors or an Auditor. The proposed budget for the upcoming fiscal year, which runs from July 1 to June 30, will be presented and approved at the joint Board meeting in June with copies available to the membership at large at the September meeting. Tax payments and reports are handled by the Treasurer and reported at each Board Meeting.

Section 5. Director of Ways and Means: Coordinate plans to direct the Society toward in fund raising activities, including but not limited to obtaining and selling orchid supplies and plants for resale to the membership.

Section 6. Director of Membership: Accept new memberships and collect dues. He/She will furnish membership information to prospective members. He/She shall keep an up-to-date register of the names and contact information for all members of the Society. He/She shall supply to the Newsletter Editor a monthly list of the names of any new members.

Section 7. Directors at Large: There shall be three Directors at Large whose duties shall be defined by the Presiding Board.

Section 8. Past President: The Past President shall act as advisor to the Board of Directors with full voting privileges.

Section 9. Each office shall carry only one vote.

#### **ARTICLE IV. BOARD OF DIRECTORS**

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

Section 2. Any Officer or Director may be removed by majority vote of the Board of Directors (or remaining Directors) at any meeting of such Directors, if, in their judgment, such Officer or Director either by illness, neglect, lack of interest, or other cause, shall not have adequately attended to his/her duties.

Section 3. All vacancies among the Officers and Directors of the Society shall be filled with an appointment by the President, with majority vote approval of the Board of Directors at their next meeting after such vacancy shall have occurred, for the unexpired term of such Officer or Director.

Section 4. The President or any three officers may call special meetings of the Board of Directors at any time or place. Notice shall be given either by mail, e-mail, fax or telephone. There shall be at least two (2) days notice before all such special meetings.

Section 5. There shall be a joint meeting of the retiring officers of the Society and the newly elected officers in June. The purpose of this meeting is to assist the new officers in becoming acquainted with their duties and to approve the budget for the upcoming fiscal year.

## **ARTICLE V. OFFICERS - QUALIFICATIONS AND COMPENSATIONS**

Section 1. Only members in good standing shall be eligible to be nominated or serve as Officers or Heads of Committees.

Section 2. All Officers and Committee Chairs shall serve voluntarily and without compensation.

## **ARTICLE VI. COMMITTEES**

Section 1. Nominating Committee: Utilizing a Board of Directors meeting and the regular club meeting in February, the Nominating Committee shall be established using the following procedure: At a Board of Directors meeting prior to the regular February club meeting, a chair and one member of the Nominating Committee shall be nominated from and elected by the Board of Directors. At the regular February club meeting, three (3) more members shall be chosen from the general membership, to complete the Nominating Committee.

Section 2. Individuals shall be appointed by the President for the following duties: Newsletter Editor, CSA Representative (must be a member of CSA), Publicity Chair, Orchid Show Chair, Plant Sales Chair, Opportunity Ticket Sales Chair, and Refreshment Chair.

## **ARTICLE VII. MISCELLANEOUS**

Section 1. Order of Business. The Board of Directors will conduct normal, routine business.

Section 2. Individual Board Member Expenditure. Any member of the Board shall be authorized to spend up to and including \$100 should an occasion arise, without prior approval of the Board.

### **ARTICLE VIII. PARLIAMENTARY AUTHORITY**

Section 1. Robert's "Rules of Order, Revised" latest edition shall be the parliamentary authority for this Society.

### **ARTICLE IX. AMENDMENTS**

Section 1. These By-Laws may be amended in the same manner as amendments to the Constitution set forth in Article VII of the Constitution.

### **ARTICLE X. DISSOLUTION**

Section 1. Two thirds (2/3) of the attending membership must approve if for any reason the Society is to be disbanded.

Section 2. Should the Society be dissolved at any time, its assets and all income accrued shall thereupon be ~~equally distributed to the Cymbidium Society of America and The American Orchid Society.~~ distributed to a non-profit organization chosen at a designated meeting with the approval of a (2/3) majority of the attending membership. Only exception is any property owned by the CSA which is to be returned to the CSA.

Typed: October 9, 2019  
EWCaughlan  
Board Approved: January 20, 2019

# CONSTITUTION - GOLD COAST CYMBIDIUM GROWERS SOCIETY

## Purpose of the Constitution

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

### Article I - Name

This Society shall be called the "Gold Coast Cymbidium Growers".

### Article II - Purpose

The purpose of this Society, a non-profit, educational organization, shall be to bring together, at regular intervals, those who are interested in the study and culture of Cymbidiums and other cool growing orchids; to exchange ideas and experiences relating thereto; to learn from educational programs; to promote a knowledge of orchids through education of the public and participate in the public and private exhibitions and displays of orchids.

### Article III - Membership

Membership shall be open to anyone interested in cool growing orchid culture, subject to compliance with the By-Laws of this organization.

### Article IV - Officers

Section 1. The officers of this Society shall be a President, Vice President, Secretary, Treasurer, Immediate Past President and five directors - three at Large, one Director of Membership, and one Director of Ways and Means.

Section 2. The officers shall be nominated by the Nominating Committee. The proposed slate of officers must be published in the Society publication and mailed to all members in good standing prior to the regular April meeting. Further nominations may be made from the floor at the regular April meeting or submitted in writing to the Secretary in time to be read at that meeting. Election will take place at the May meeting, which will be designated the annual meeting. Each officer is to be elected in turn after an opportunity for additional nominations from the floor.

Section 3. A term of office shall be considered as two years. No officers shall be eligible to more than ~~two~~ two consecutive 2-year terms in the same office. In the event that no member agrees to serve in one of these offices, a waiver for a specific officer to serve a successive 2-year term may be granted by a two-thirds vote of members present at the general meeting.

Section 4. The officers shall assume the duties of their respective offices ~~prior to the September meeting~~ on July 1<sup>st</sup>.

## **Article V - Board of Directors**

Section 1. The Board of Directors shall consist of the elected officers of the Society and the immediate Past President. All will have voting privileges.

Section 2. Vacancies occurring in the Board of Directors during the term of office shall be filled with an appointment by the President with majority vote approval of the Board of Directors. Such appointees shall serve only until the next election of officers.

Section 3. Six board members shall constitute a quorum.

## **Article VI - Meetings**

Section 1. Unless otherwise ordered by the Society or by the Board of Directors, regular meetings shall be held September through May.

Section 2. The annual meeting shall be held in May.

Section 3. The Board of Directors shall meet from time to time at the discretion of the President or by request of five (5) Board members.

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

## **Article VII - Amendments**

Any proposed amendment to this Constitution or By-Laws may be submitted in writing at any regular Board meeting of the Society. Such proposed amendments must be signed by at least three (3) members in good standing before being submitted. They shall then be read aloud by the secretary at the next open meeting. After such reading and written notification in the announcements of the following regular meeting, the proposed amendment may be voted on at that meeting. It shall become part of the Constitution or By-Laws if approved by a two-thirds (2/3) majority of the members present and voting at said meeting.

## **Article VIII - Dissolution**

Section 1. Two-thirds (2/3) of the current membership must approve, if for any reason the Society is disbanded.

Section 2. In the event of dissolution, all monies and properties shall be ~~equally divided among the Cymbidium Society of America, The Orchid Digest Corporation, and The American Orchid Society.~~ distributed to a non-profit organization chosen at a designated meeting with the approval of (2/3) majority of the attending membership. Any properties owned by CSA must be returned to the CSA.

Typed: October 17, 2019\_\_EW Caughlan  
Approved: December 20, 2019