

**THE ORCHID SOCIETY OF WESTERN PENNSYLVANIA, INC.
BY-LAWS**

ARTICLE I GENERAL

Section 1:

The name of this Society shall be **THE ORCHID SOCIETY OF WESTERN PENNSYLVANIA, INC.** (henceforth referred to as the Society).

Section 2

This Society shall operate as a 501(c)(3) nonprofit organization.

Section 3

The office of this Society shall be located in Allegheny County, Pennsylvania except for the mailing address of the current Secretary of the Society.

ARTICLE II PURPOSE

Section 1: Mission Statement

The Society's purpose is to stimulate interest in the exchange of information about the culture, conservation, and exhibition of orchids. The Society shall bring together orchid growers and the public at large by means of meetings, public exhibitions, publications and other appropriate venues devoted to advancing knowledge and appreciation of orchids.

Section 2: Affiliations

This Society's purpose will also be accomplished by supporting the mission of and providing financial or other contributions to related local, regional and national organizations. The Society shall be affiliated with the American Orchid Society and other organizations as voted by the membership.

Section 3: Purpose

The Society shall at all times be operated solely and exclusively for the purposes stated above. The Society will not carry out any other activities not permitted to be carried out by a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue code or the corresponding provision of any future United States Internal Revenue Law.

The Society shall not participate in any transaction resulting in a diversion of its income or assets to any officer, director, member, employee or contributor, other than the payment of reasonable compensation for services approved by the Board of Directors that are actually rendered to the Society.

ARTICLE III MEMBERSHIP

Section 1: Statement of Nondiscrimination

Membership shall be open to any person interested in the purposes of the Society regardless of race, creed, color, gender, sexual preference, residence, age, handicap or national origin.

Section 2: Procedure

A person may become a member by submitting an application for membership and paying dues in accordance with these By-Laws.

Section 3: Rights

All paid-up members have the right to vote and to hold office.

Section 4: Lifelong Membership

An individual may be nominated for Lifelong membership by a majority vote of the Board of Directors and elected by a vote of the majority of the membership present at a regular meeting.

Lifelong members shall pay no dues and shall enjoy all the privileges associated with regular Society membership.

Section 5: Reciprocal membership

A member in good standing may transfer from another orchid society upon presentation of documentation.

ARTICLE IV DUES

Section 1: Determination of dues structure

The dues structure shall be annually reviewed by the Treasurer and any recommended changes must be approved by the Board of Directors and the membership.

Section 2: Levels of membership

Membership dues shall be assessed on an individual and family basis.

Section 3: Fiscal Year

The fiscal year shall be June 1 – May 31. Each member will pay annual dues to the Treasurer by May 31st. Members who initially join the Society after March 1st will be considered paid members through May 31st of the following year.

Section 4: Dropped membership

Any member in default in payment of dues after six months will be automatically dropped from the Society and its mailing list. Membership may be reinstated upon payment for the current fiscal year.

Section 5: Removal from membership

A member may be removed upon receipt of a written complaint of conduct deemed prejudicial to the Society and subsequent to an investigation by an impartial appointed committee of the Board of Directors. Any such member must be first served with written notice of the accusations against him/her and must be afforded opportunities to rebut in person and/or writing. The subcommittee recommendation must be ratified by a majority vote of the Board of Directors to be considered final.

ARTICLE V THE BOARD OF DIRECTORS

Section 1: Duties and Responsibilities

The Board of Directors shall be responsible for the management of the business and operations of the Society in accordance with the Articles of Incorporation and these By-laws.

The OSWP requires an active and engaged Board of Directors to ensure its growth and success. All Board members are expected to be informed about the OSWP's mission, policies and programs and to contribute time and effort to seeing that these general goals are met. Members' responsibilities include: serving on OSWP committees, task forces or special assignments; acting as an ambassador for the organization; and participation. Members are expected to make every effort to attend Board and committee meetings, to contribute to discussion, and to support OSWP functions. Members are expected to follow conflict of interest and other policies and to assist the Board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements

Section 2: Composition

The Board of Directors shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, and five Directors elected from the active membership at large who are in good standing. The immediate past President shall serve as an ex officio, nonvoting member of the Board of Directors for two years.

Section 3: Executive Committee

The Executive Committee shall consist of the President, First Vice President, Second Vice President, Secretary, and Treasurer. Except for the power to amend the articles of incorporation and By-Laws, the Executive Committee shall have all the powers and authority of the Board to undertake needed emergency action in the intervals between Board meetings and such actions are subject to review by the full Board of Directors. A quorum shall consist of 50% of the Committee.

Section 4: Nominations

The Nominating Committee shall prepare a slate of candidates for Officers and Directors, nominating at least one person for each office. The Committee shall present its nominations to the Society at the regularly scheduled April meeting. Additional nominations may be made from the floor at the April meeting. No nomination is valid without the consent of the nominee, in writing if the nominee is absent. The proposed

ballot will also be disseminated electronically or by mail at least ten (10) days before the scheduled Annual Meeting.

Section 5: Election

The Officers and Directors shall be elected by a majority of the membership present or by proxy at the Annual Meeting in May. Officers and Directors may be elected by adoption of the slate presented by the Nominating Committee. If there is more than one candidate for an office, election shall be by ballot and a majority of those present or by proxy shall elect. Each member in good standing shall be entitled to vote in person or by written proxy.

Section 6: Term of Office

Officers and Directors shall hold office from June 1 through May 31 of the following year. With the exception of the Treasurer, no Officer or Director shall serve more than two consecutive terms per position. They shall be eligible for nomination and re-election to the office after the lapse of two years.

Section 7: Vacancies

Any vacancy among the officers or directors shall be filled for the unexpired term by majority vote of the Board of Directors. Persons so appointed shall serve until the expiration of the original term. Interim appointments shall not count toward a consecutive term limitation unless the appointment is for a period of more than six months.

Section 8: Removal

In the event of repeated failure to perform the minimum duties of the office to the satisfaction of the Board of Directors, the officer, director or any of the appointed members of the Board shall be warned that his/her performance is unsatisfactory. After 60 days, if his/her performance is still unanimously deemed unsatisfactory by the remaining Board members, the position shall be deemed vacated.

Section 9: Meetings

The Board of Directors shall meet at the call of the President or of the majority of members of the Board. They shall hold meetings at least three times a year. The Secretary/designee will disseminate notice of these meetings electronically, by phone or by mail to all members prior to the meeting at least ten (10) days before that meeting.

Section 10: Quorum

50% of the Board of Directors shall constitute a quorum at any Board meeting. If a quorum is not present, votes may be taken by e-mail, phone or in writing.

Section 11: Conflicts of Interest

Whenever a member of the Board of Directors has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of the

Society to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 12: Compensation

All members of the Board of Directors will serve without compensation.

Section 13: Transfer of Office of Treasurer

Upon the transfer of the office of Treasurer, the Board of Directors shall review the treasury. At the same time, the Board of Directors shall review the Incorporation and Non-profit status of the Society.

ARTICLE VI DUTIES OF OFFICERS

The Society's officers shall consist of a President, First Vice President, Second Vice President, Treasurer and Secretary.

Section 1: President

The President shall preside at all meetings of the Society and the Board of Directors. The President is responsible for the overall day-to-day operations of the Society and acts as administrative head of the Society.

The President shall appoint all Committee Chairs and shall be an ex officio member of all Standing Committees except the Nominating Committee. The President shall appoint positions such as librarian, historian, newsletter editor, Phipps liaison and AOS representative. Other positions may be created as deemed necessary by the President with the approval of the Board of Directors

Section 2: First Vice President

The First Vice President shall organize the programs for monthly meetings and shall perform such duties as prescribed by the Board of Directors or the President. The First Vice President shall perform the duties of the President in his or her absence and shall assume the position of President if the office falls vacant.

Section 3: Second Vice President

The Second Vice President shall be responsible for Mini-Classes preceding the monthly meetings and may be asked by the President to perform other responsibilities. The Second Vice President shall perform the duties of the First Vice President in his or her absence and shall assume the position of First Vice President if the office falls vacant.

Section 4: Secretary

The Secretary shall handle all official correspondence, maintain the records of the Society, and keep accurate minutes of all regular Society and Board of Directors meetings. The Secretary is responsible for ensuring that the names and addresses of all members are up-to-date in electronic and/or printed version.

Section 5: Treasurer

The Treasurer shall be responsible for the safekeeping and administering of the Society's finances.

The Treasurer shall keep an accurate and up-to-date record of all receipts and disbursements of the Society. He or she will receive all moneys belonging to the Society and deposit said funds in the name of the Society in accounts authorized by the Board of Directors; disburse funds authorized by the Board of Directors in accordance with the budget of the Society; prepare financial statements at least quarterly that will be made available to the membership for review at regular meetings; and file all necessary state and federal tax forms within allowable filing periods.

The Treasurer will also prepare the annual budget report for the Board of Directors' review and approval prior to the regularly scheduled April meeting and approval by the membership at the Annual Meetings. Items which have not been included in the budget, and which are in excess of an amount stipulated in the petty cash policy, must be authorized by the Board of Directors in accordance with procedures before payment is made.

The Treasurer will also develop written petty cash and other fiscal policies and procedures for approval by the Board of Directors to help ensure there is appropriate oversight.

In the event that the Treasurer is unable to perform the aforementioned duties, the President shall assume the responsibilities of the Treasurer until the Treasurer is able to assume responsibilities or is replaced in accordance with these By-Laws. To facilitate contingency responsibilities, the President shall be included as an authority for disbursements on all the Society's accounts.

In the case of the Treasurer's death, resignation, retirement or removal from office, all books, papers, vouchers, money and property of whatever kind in his or her possession or under his or her control will be returned and recognized as belonging to the Society.

ARTICLE VII: DUTIES OF DIRECTORS

The Directors shall serve in an advisory capacity and shall carry out duties as prescribed in the By-laws and as requested by the President.

Directors are responsible for oversight of the business and operations of the society, for monitoring finances and approving a budget, and for considering and recommending long-range options and strategies.

Directors shall serve on at least one standing or ad hoc committee and should be prepared to provide leadership for scheduled events in the absence of volunteers from the general membership.

Directors are expected to attend a majority of Society meetings, Board meeting and events.

ARTICLE VIII COMMITTEES

Section 1: Committee Selection

The President shall appoint standing, specific event and ad hoc Committees and positions as needed, and these shall perform tasks as assigned. During their tenure persons occupying these chairs and positions shall be invited to participate in Board of Directors meetings to provide advice and consultation, but they do not have a vote.

Section 2: Nominating Committee

The Nominating Committee shall include three (3) members appointed by the President: a Chair and two others. No more than one current Board member may participate in the Nominating Committee; other committee members selected from the general membership must have at least two years of active Society participation.

Section 3: Audit Committee

A three (3) person Committee, that includes at least two (2) regular members who are not Board Members, will be appointed by the President by the 4th quarter of the fiscal year. The Treasurer shall not be a member of the Audit Committee. The Committee shall audit the accounts of the Society at the end of the fiscal year and shall report to the new Board of Directors by the second quarter of the Fiscal Year.

The Committee's Report of the Society's financial position and any subsequent Board of Directors' recommendations will be reported to the membership at the next regularly scheduled Society meeting.

At the request of the Board of Directors, a formal review of the books may be requested. An independent auditor certified to perform such review would be retained.

Section 4: Committee Meetings

All Committees shall meet at the call of their respective Chairs or of any two members of the Committee.

Section 5: Committee Responsibilities

Each Committee Chair shall prepare and submit to the membership at the annual meeting a detailed written report of the activities and financial expenditures of the committee. These reports shall be filed with the permanent records of the Society.

ARTICLE IX SOCIETY MEETINGS

Section 1: Regular meetings

There shall be one meeting each month, except during the month in which a show is held, July and August.

Section 2: Special meetings

Special meetings of the Society may be called at any time by the President, by a majority of the Board of Directors, or by 20% of the membership.

Section 3: Annual Meeting

An annual meeting for election of Officers and Directors, for receiving the annual reports of the current Officers, Committee Chairs and persons occupying appointed positions, and for approval of next year’s budget shall be held in May of each calendar year.

Section 4: Notification

The Secretary/designee will disseminate a Notice of all membership meetings, regular or special, in writing or electronically at least ten (10) days prior to the meeting.

Section 5: Quorum

Twenty percent (20%) of the members in good standing shall constitute a quorum to transact Society business.

Section 6: Parliamentary Authority

The rules of Parliamentary practice comprised in Robert’s Rules of Order, Revised, shall govern proceedings of this Society, subject to special rules which have been or may be adopted.

ARTICLE X AMENDMENTS OF BY-LAWS

Section 1: Procedure

These By-Laws may be amended or altered at a special meeting called for that purpose or at any regular meeting sixty (60) days after the membership is given written notice, electronically or by mail, of the proposed amendment. Amendments to the By-Laws require a two-thirds majority of the votes cast either in person, by mail, or electronically.

ARTICLE XI DISSOLUTION

Section 1: Procedure

This Society may be dissolved by a two-thirds vote of the entire membership in good standing at a special Society meeting called only for this purpose. Voting may be in person or in writing, including electronic communication. The Secretary shall send written notice of this meeting, electronically or by mail, to the entire Society a minimum of sixty (60) days prior to the meeting.

In the event of dissolution of the Society, none of the assets of the society shall be distributed to Society members. Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Society, dispose of the remaining assets by distributing them exclusively to organizations that qualify as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954 whose activities and purposes are aligned with the mission of the Society.