

Constitution of the Denver Orchid Society

(revised March 10, 2015)

Article I. Name

Sec. 1: This organization shall be known as the Denver Orchid Society

Sec. 2: This society shall operate as a non-profit organization.

Article II. Objectives

Sec. 1: The objectives of the Society are to:

- A. Encourage greater appreciation of and interest in orchids, and to disseminate information of interest and help to the members.
- B. Stimulate the study and culture of orchids.
- C. Promote conservation of native orchids.
- D. Maintain affiliation with the American Orchid Society and other similar societies and associations.

Article III. Membership

Sec. 1: There shall be three classes of membership: Active, Lifetime and Honorary. An active member shall be one actively engaged in growing orchids, and shall be required to pay annual dues. A Lifetime member shall be one who elects to pay ten times the current rate for dues levels listed in the By-Laws under Section II. Dues, Part A. An honorary member shall be one so elected by the Society in recognition of their special service to the Society, and shall not be required to pay dues.

Sec. 2: Applications for membership must be signed by the applicant and approved by the Board of Trustees. (See Standing Rule II)

Sec. 3: Annual dues for active members shall be established in the By-Laws.

Sec. 4: Any member who fails to pay his dues within thirty days of the January meeting shall be automatically dropped from the Society. Reinstatement can be made by payment of the full calendar year's dues.

Article IV. Government

Sec. 1: The business of the Society shall be managed by a Board of Trustees. No member of the Board of Trustees of this Society shall delegate any of its or his authority, rights, or power conferred by the Constitution of By-Laws, unless such delegation is specifically prescribed or permitted.

Sec. 2: The Board of Trustees shall consist of the President, Vice-President, Treasurer, Secretary and two (2) other members. The officers shall be elected by the new board from the six (6) board members, preference being given to senior members. The President, Vice-President, Treasurer, and Secretary shall be elected in this order, a simple majority being necessary to elect.

Sec. 3: Three (3) new board members shall be elected by the members of the Society at the Annual (December) Meeting. The new board members shall serve a term of three (3) years and shall take office at the board meeting following the Society's Annual Meeting. The new board shall elect its officers. Members shall not be re-elected to the board within one (1) year of the expiration of a previous term on the board. Two (2) consecutive absences or excessive absence from board meetings may require resignation from the board.

Sec. 4: The Board of Trustees shall meet quarterly; additional meetings may be called at the discretion of the President. The last board meeting of the year must be held between the December Annual Meeting of the Society and the Society's January meeting, and shall be for the purpose of installing new members of the board, election of new officers, and such other business as may properly come before the board.

Sec. 5: A quorum of the board must be present to transact Society business. A quorum of the board shall consist of four (4) members, two (2) of whom must be officers. A simple majority shall prevail in all cases except amendment of the By-Laws.

Article V. Meetings

Sec. 1: The frequency and time of regular meeting of the Society shall be established in the By-Laws.

Sec. 2: Special meetings of the Society may be called by the presiding officer, by the Board of Trustees, or by petition of at least twenty (20) percent of the members of the Society.

Sec. 3: "Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by the Constitution of By-Laws.

Article VI. Elections and Voting

Sec. 1: Election of new members of the Board of Trustees shall take place at the Society's Annual (December) Meeting.

Sec. 2: A slate of nominees for vacancies on the Board of Trustees shall be presented to the Society by the board. Additional nominations may be made from the floor.

Sec. 3: Each active member shall be entitled to one vote on all matters brought before the Society. Any such members may vote by written proxy. Honorary members shall not be entitled to vote.

Sec. 4: The Board of Trustees may authorize a mail ballot on any question. Consecutively numbered ballots shall be distributed not less than five (5) or more than ten (10) weeks before the closing date for voting. Ballots shall be signed by the voting member and shall be received and tabulated by a committee appointed by the Board of Trustees. The results shall be announced at the Society meeting following the closing date for voting.

Article VII. Official Duties

Sec. 1: The duties of the officers of the Society shall be those usually incumbent upon such officers and shall be further specified by the Board of Trustees.

Article VIII. Funds

Sec. 1: The funds of the Society shall be expended only by duly authorized officers. No obligations shall be made in excess of funds actually on hand, and no member or group of members may incur any indebtedness in the name of the Society except by approval of the Board of Trustees.

Sec. 2: Whenever the treasury balance becomes insufficient for the Society's needs, the Board of Trustees shall recommend a specific, equal assessment for every member, to be voted upon at the next Society meeting.

Sec. 3: The Board of Trustees shall decide each year on the necessary funds to carry over to the following year for the solvency and future plans of the Society.

Sec. 4: The Board of Trustees shall appoint a special auditing committee that will meet with the Treasurer and audit all records prior to the Annual Meeting. All records of the Society shall be open to inspection by any member.

Article IX. Amendments

Sec. 1: This Constitution may be amended, altered or repealed by the membership of the society at any meeting by an affirmative vote of two-thirds (2/3) of the Society membership, provided:

1. Changes have been discussed at a regular meeting of the Society during the current year, and
2. Written notice of such pending action is sent to every active member of the Society prior to the meeting at which such action may be taken.

Sec. 2: The By-Laws may be amended, altered, or repealed by the Board of Trustees at any meeting by an affirmative vote of two-thirds (2/3) of the full board membership.

Article X. Data

Initial organization of the Society on 5 December 1951

Original Constitution amended 7 March 1960.

Revision of Constitution and separate composition of By-Laws ratified by the membership 4 March 1971

Constitution amended 5 June 1980.

Standing Rules adopted December 1991

Amendments to the Consitution

Date	Change	Approval	Comments

