

ARTICLE I The Club

The name of this club shall be the Garden Island Orchid Society, Inc.

ARTICLE II Objects and Purposes

As a non-profit and non-political scientific and horticultural organization, to promote, carry on, and aid in every possible way, the culture of orchids of all kinds; to acquire and disseminate information relating to said culture, through the media of exhibitions, lectures, and otherwise, and by these means, to aid those interested in said culture of orchids; to make awards in the form of certificates, medals, and otherwise, for excellence and proficiency in said culture of orchids; and generally, to extend the knowledge, production, use, and appreciation of orchids, of any kind and in any manner.

ARTICLE III Membership

Section 1. The membership of the Garden Island Orchid Society, Inc. shall consist of those persons who have paid their annual dues, and shall have complied with such rules and regulations as promulgated by said club.

Section 2. Annual Dues. The annual dues shall be such amounts as shall from time to time be determined by the club. Any member who shall fail to pay any duly authorized financial obligations due and owing to the club shall forthwith cease to be a member until such time as the obligation aforementioned shall have been paid.

Section 3. Forfeiture. Upon termination of membership of any member for whatever cause, said member shall forfeit all rights and privileges as a member of the society and shall forfeit all interest, property or otherwise, therein.

ARTICLE IV Meetings

Section 1. Regular Meetings. There shall be a minimum of six regular meetings during the year and these shall be held on the second Friday of February, April, June, August, October, and the first Friday of December. In case of any change, the members must be notified in advance.

Section 2. Annual Meeting. The annual meeting shall be held in December. The newly elected officers shall be installed bi-annually according to elected terms, and the Ex-officio shall be introduced during this meeting.

Section 3. Special Meetings. Special meetings may be called from time to time whenever the President, as stated in Article VI, shall deem such meetings to be necessary. The time and place of such meetings shall be announced by the President.

Section 4. Quorum. One-fourth of the membership as of the date of the meeting shall constitute a quorum for the transaction of business.

ARTICLE V Board of Directors

Section 1. Number and Term of Office. The number of directors who shall constitute the board shall be at least eight, four of whom shall be elected officers, one Ex-officio, and three or more shall be committee chairpersons, appointed by the President. They shall serve terms concurrent with their elected or appointed tenure.

Section 2. Powers and Duties. The business and property of the Society shall be managed and controlled by the Board, who shall have full and complete authority to exercise all the powers granted to the Society by its Charter of incorporation, and by the laws of the State of Hawaii.

ARTICLE VI Officers

Section 1. Officers. The officers of the club shall be President, Vice President, Secretary and Treasurer. The Ex-officio of the club shall be the past President or any person from the previous Board chosen by the Board prior to their expiration of office.

Section 2. Term of Office. The term of office for each of the four officers elected by the members, and the Ex-officio, shall be for two years, to expire at the first Board meeting of the following year after an election. At this time, the changeover of officers and their duties shall take place.

Section 3. Powers and Duties of the President. The President shall preside at all meetings of the club and shall see that the by-laws are enforced and shall call such meetings as are herein provided to be called by him/her. The President shall have general supervision over all the affairs of the club and with the Secretary, sign all authorized written contracts, or other obligations. No contract or other obligation shall be valid and binding upon the club unless this provision is complied with.

Section 4. Powers and Duties of the Vice President. In the absence or disability of the President, his/her powers and duties shall be assumed and performed by the Vice President. The Vice President shall be the Program Coordinator, which duties include obtaining speakers for society meetings and other special functions as needed.

Section 5. Powers and Duties of the Secretary. The Secretary shall keep accurate minutes and attendance of Board members at all regular and Board meetings of the Society. He/she shall maintain a society calendar, including all society meetings and activities, dates and places of shows and have general charge of the records, documents, and committee reports. He/she shall conduct all official correspondence of the club. The Secretary, in accordance with the laws of the State of Hawaii, shall keep the original or a copy of the by-laws as amended or otherwise altered to date, certified by the President or other proper officer, which shall be open to inspection by the member's at all reasonable times. He/she shall file with the Department of Regulatory Agencies of the State of Hawaii within thirty days after adoption a certified copy of its by-laws, and any amendments or changes therein, and shall also file from time to time, whenever changes occur, the names and addresses of the officers of the Corporation.

Section 6. Powers and Duties of the Treasurer. The Treasurer shall receive all moneys belonging to the club. He/she must determine deadlines in advance and make appropriate payments prior to due dates for recurring expenses such as meeting place rent and etc. He/she shall disburse payment under the direction of the President or any committee empowered, to pay the obligations of the club. All checks drawn by the club shall bear the signature of the Treasurer and/or another officer to be designated by the President. The Treasurer shall deposit the funds of the club, in the name of the club, in such depositories as may be designated from time to time by the Board. The Treasurer shall keep full and accurate financial accounts in books and records belonging to the club in such manner as directed or approved by the Board, and said books and records shall be open to inspection at all times by any officer. The Treasurer shall submit a financial report at each meeting. The accounts, books and other records of the Treasurer shall be audited at least annually by a committee composed of three members appointed by the President.

ARTICLE VII Committees

Section 1. Chairperson and Term. The By-Laws Committee shall solicit the membership for volunteers to fill chairperson positions for all standing committees. All chairpersons shall be appointed for a term of two years to run concurrently with the term of office of the elected officers. Their term will expire at the first Board meeting of the following year after an election. At this time, the changeover of each committee's chairperson and their duties shall take place. For any reason, when a chairperson must vacate his/her position, a successor shall be appointed by the President. Any chairperson or member of any committee except the elected officers may be subject to removal at any time by the President.

Section 2. Standing Committees. There shall be a committee for each of the following; Audio/Video, Bulletin, By-laws, Librarian, Membership, Plant Name Tag, Publicity, Refreshments, Shows, Show Display and Show Judging. Each Committee shall be guided by the duties stated and directed by the Board. All financial commitments will be reviewed by the Board, taking into consideration the needs of each committee.

Section 3. Special Committees. The President may appoint special committees, which shall be vested with such powers and duties as the President may delegate.

ARTICLE VIII Nominations and Elections

Section 1. Nomination. The By-Laws Committee shall nominate the officers and at the same time, solicit the membership for volunteers to fill chairperson positions for all standing committees. A complete roster of nominees will be submitted to the President by September 1 of an election year, for the Board to review. Upon approval, the slate of nominees will be posted in the October bulletin with elections to be held at the October meeting. Additional nominations for any office may be made from the floor at the October meeting. Such nominees must be present at the meeting, or if absent, their written consent must be presented prior to their nomination.

Section 2. Election. The election of officers shall be by majority vote of the members present at the October meeting. Election will be held under the direction and supervision of the By-laws Committee.

ARTICLE IX Change of By-Laws

These by-laws may be amended or repealed, and new by-laws may be made at any meeting of the club at which a quorum shall be present, by the affirmative vote of not less than two-thirds of the members present; provided, however, that no amendment, repeal, or new by-laws may be at any meeting, unless the substance of the proposed changes shall have been stated in the notice of the meeting, which notice shall be given not less than two weeks prior to said meeting.

ARTICLE X Rules of Order

Robert's Rules of Order revised shall govern the proceedings of all meetings of the club and its constituent parts except as provided by these By-laws.