

**CONSTITUTION AND BY-LAWS**  
**OF THE**  
**CENTRAL VANCOUVER ISLAND ORCHID SOCIETY**  
CONSTITUTION Revised November 2001

1. The name of the Society is the Central Vancouver Island Orchid Society.
2. The purposes of the Society are:
  - a) to promote and disseminate interest in the cultivation of orchids;
  - b) to further the improvement and preservation of all kinds of orchids and their habitat;
  - c) to actively support the collection of information, research and diffusion of knowledge on all aspects of orchidology;
  - d) to cooperate and/or affiliate with other orchid organizations.

**BY -LAWS**

1. Membership in the Central Vancouver Island Orchid Society shall be open to all.
2. Persons shall be admitted to membership in the Society in one of the following classes:
  - a) Regular Members, who shall be any persons residing in a single household and paying the annual fee decreed by the Society and who shall enjoy all privileges of membership in the Society.
  - b) Life Members, who shall be persons whom the Society wishes to compliment whose names have been put forth to the executive council for consideration. They shall be then elected by a majority of the members present at any regular or annual meeting. A Life Member may attend all meetings of the Society and shall not be liable for any fees, but unless he or she shall have been a Regular Member when elected to Life Membership, he or she does not have the right to make motions or to vote on motions, nor is he or she eligible for election as an Officer of the Society.
3. Any member who has paid the fees applicable to his or her membership for the current year, shall be deemed to be a member in good standing and therefore entitled to vote at the regular and annual meetings of the Society .
4. For the purposes of membership fees, the year shall be deemed to commence on the first day of September .
5. All members in good standing shall be eligible to be elected as Officers of the Society.
6. A member who has not paid his or her membership fees on or before the first day of December shall be deemed to have resigned from the Society , and his or her name shall be removed from the register of members.
7. Any orchid and/or horticultural organization desiring to affiliate with the Society shall make such application in writing to the Secretary of the Parent Society, for approval by the members present at the first regular or annual meeting following upon receipt of the application.

8. Affiliation with the Society shall become effective following payment of the annual affiliation fee decreed by the Society, and shall entitle the affiliated organization to receive two copies of any Newsletter and/or any other regular publication.
9. The President of an affiliated organization shall be an Honorary Vice-President of the Society .
10. An Honorary Vice-President of the Society shall be entitled to attend all meetings of the Society but shall not be entitled to make motions nor vote on motions, nor shall he or she be eligible for election as an Officer of the Society unless he or she is also a member of the Society in good standing.
11. The Regular Meetings of the Society shall be held monthly with the exception of the months of July and August at a place and on a date determined by the Executive Council but which shall normally be the Saturday preceding the fourth Wednesday in each month. The Executive Council shall cause the date, time and place of the Regular Meetings to be published in a newsletter.
12. The Executive Council shall meet when needed, such meetings normally to be held on the day of the Regular Meeting, and the President shall call all such meetings.
13. The Executive Council shall report to the members at Regular Meetings or Annual Meeting for approval of its deliberations.
14. A quorum for Regular Meetings shall consist of fifteen members in good standing.
15. The order of business at a Regular Meeting shall normally be:
  - a) Minutes from the previous meeting,
  - b) The Treasurer's report,
  - c) The Executive Council report,
  - d) Other business,
  - e) The Orchid program and
  - t) Adjournment.
16. The Annual Meeting of the Society shall be held at a place as outlined in Section 11 of the by-laws on a Saturday in June as determined by the Executive Council. The Executive Council shall cause the date, time and place of the Annual Meeting to be published in a Newsletter which is to be published at the beginning of May.
17. The order of business at the Annual meeting shall normally be:
  - a) The Minutes of the previous Annual Meeting,
  - b) the President's report,
  - c) the Treasurer's report,
  - d) the Committee reports,
  - e) any general business, and
  - 1) the election of Officers,
  - g) adjournment.

18. The Executive Council of the Society shall consist of the following who shall be called the Officers of the Society .
  - a) the President
  - b) the Vice-President
  - c) the Secretary
  - d) the Treasurer
  - e) the immediate past President, and
  - t) no less than 1 (one) and no more than 10 (ten) Directors.
19. The Executive Council shall conduct the routine business of the Society.
20. A quorum for any meeting of the Executive Council shall consist of the President or Vice-President, and any four Officers.
21. The President may nominate any Officer to attend on his or her behalf any of the Executive Council meetings.
22. An extraordinary meeting of the Executive Council shall be called by the Secretary only on the written request of any five Officers who shall state in the request the business to be transacted at such a meeting. The Secretary shall notify all Officers of the time and place of an extraordinary meeting at least seven days before the meeting is scheduled to take place. Such notification shall state the business to be transacted and only such business shall be transacted.
23. An Officer who is absent from three consecutive monthly meetings of the Executive Council shall be deemed to have resigned therefrom unless his or her reason for such absence is accepted by the Council.
24. The President may invite any person who is not a member of the Executive Council to address the Council at its meetings if in his or her opinion such an invitation will assist the Council, but no person who is not an elected Officer of the Society shall have the right to make motions or to vote on motions at the Executive Council's meetings.
25. The President shall be elected at the Annual Meeting for a term of one year and shall assume the duties as of July first. The President shall preside at all meetings of the Society except as hereinafter provided, may be a member of any committee, and shall perform such other duties as the Society may decide pertain to the office of President.
26. Any member in good standing immediately prior to the Annual Meeting shall be eligible to be elected President.
27. The Vice-President shall be elected at the Annual Meeting for a term of one year and shall assume duties as of July first. The Vice-President shall in the absence of the President perform the duties of President and shall perform such other duties as the Society may decide pertain to the office of Vice-President.
28. In the event of the proposed absence of both the President and Vice-President from any meeting of the Society the Officers present shall appoint an Officer to preside at that meeting.

29. The Secretary shall be elected at the Annual Meeting for a term of one year and shall assume duties as of July first. The Secretary shall record the minutes of all Regular, Annual and Executive Council Meetings in a book provided for that purpose, and shall notify members of all meetings and shall perform such other duties as the Society may decide pertain to the office of Secretary .
30. The Treasurer shall be elected at the Annual Meeting for a term of one year and shall assume the duties by January first after the audit of the accounts. The Treasurer shall keep a complete and accurate record of all the Society's financial transactions, and shall present an audited statement of the Society's financial transactions, shall advise the Society on financial matters and shall perform such other duties as the Society may decide pertain to the office of Treasurer .
31. In the event of either the death or the resignation of either the Secretary or the Treasurer, or when in the opinion of the Executive Council either Officer is unable to discharge his or her duties efficiently for any reason whatsoever, the President shall appoint a member of the Society to act in that capacity and shall cause an election for the said office to be held at a Regular Meeting within one month of the appointment of such member. A member elected as either Secretary or Treasurer at a Regular Meeting shall hold office until the next Annual Meeting.
32. In the event of the death, incapacitation or resignation of both the President and the Vice-President, the Executive Council shall appoint an Officer to act as President. The Officer so appointed shall cause an election for the offices of President and Vice-President to be held at a Regular Meeting within one month of the appointment. A member elected as President or Vice-President at a Regular Meeting shall hold office until the next Annual Meeting.
33. The Officers of the Society shall be elected by a majority ballot, save that in the event there is only one nominee for an office, he or she shall be declared elected.
34. The Executive Council shall appoint one of its members to be Chairperson of any committee it deems necessary and subject to co-opt any member of the Society to serve on that committee.
35. No Officer shall be chairperson of more than one committee at the same time.
36. The Society's financial accounts shall be audited by two members appointed by the Executive Council, neither of whom shall be the Treasurer. An audit shall be made at the request of the Executive Council and in any case before the January regular Meeting.
37. The Treasurer shall arrange with the Society's bank for the Society's cheques to be signed by anyone of the President, and the Treasurer, and one other Officer or in the event that the provisions of by-law thirty two have been invoked, by the Treasurer and the Officer appointed by the Executive Council to act as President.
38. No person or persons shall be empowered to borrow money for or in the name of the Society from any source whatsoever .

39. Directors shall normally be elected at the Annual Meeting and shall serve for a term of one year, except that whereas by-law 18f requires a minimum of one Director, five persons shall be elected at any Regular Meeting, as deemed necessary by the members to perform a specified function, and these Officers so elected will serve for the year in which their election was undertaken.
40. In the event of the death, incapacitation or resignation of a Director or Vice-President, the President shall cause an election for the vacant office to be held within three months of the date upon which the office was vacated and the Officer so elected shall serve for the remainder of the term for which the Officer being replaced was originally elected.
41. No Officer shall be a salaried official of the Society but any member may be granted an honorarium in an amount approved by a majority vote at an Annual Meeting.
42. No member shall hold the office of President for more than two consecutive terms.
43. The formation of a study group shall cause an account of the Group's financial transactions to be kept which shall be made available for audit at the request of the Executive Council.
44. No person who is not a member in good standing of the Society shall be permitted to participate in the activities of a study group or any other committee.
45. The Chairperson of a study group shall be elected by the group to serve for a term of one year but his or her appointment shall be subject to the approval of the Executive Council.
46. The Chairperson of a study group shall cause an account of the Group's financial transactions to be kept which shall be made available for audit at the request of the Executive Council.
47. The funding of any study group may be undertaken by the Executive Council only after the approval by a majority vote at any regular meeting of an overall budget estimate for such a group.
48. Property and funds accruing to a study group shall remain at the disposal of the group save that in the event that a study group ceases its activities the Executive Council shall cause the funds and property of that group to be kept for a period of three months and failing the reforming of that group, its property and funds shall be disposed of by the Executive Council in the best interests of the Society .
49. Members wishing to move a resolution which, if adopted, will affect the finances of the Society , directly or indirectly, shall submit the resolution in writing to the Secretary prior to any Regular meeting Such a resolution shall be tabled at the Regular Meeting when it is submitted, and voted upon by the membership at the following Regular Meeting, notwithstanding provisions of by-law 14.
50. The Executive Council shall cause the monthly Newsletter and/or any other regular or special publication to be published under the direction of the President or another Officer delegated by the Council. The Newsletter shall include notices of general interest, resolutions as required by the by-laws of the Society, and any other items as directed by the Executive Council.

51. The Executive Council is authorized to incur expenditures on behalf of the Society in keeping with all by-laws, in an amount not to exceed \$300.00 (three hundred dollars) without reference to the General membership.
52. The by-laws of the Society may be amended by a special resolution at any Regular or Annual Meeting of the Society by a 75% majority vote of the members present at that meeting, provided that the proposed amendment or amendments shall have been published in the monthly newsletter at least three weeks prior to the date of the meeting at which the amendment or amendments are to be voted upon.
53. A member or director contravening the provisions of the Constitution or the by-laws thereunder or whose activities are deemed to be contrary to the good conduct of the business of the Society may be expelled from the Society .
54. Expulsion from the Society shall only be effected after the member or director subject to the expulsion has been afforded the opportunity to justify his or her actions to the membership at a Regular or General Meeting.
55. A motion to expel a member or director may be introduced and voted upon at a Regular or Annual Meeting, and must be approved by 75% of the members present at such a meeting.
56. Expulsion from the Society shall not entitle anyone to a refund of the annual membership fee or any part of that fee.
57. The Seal of the Society shall be held by the President or the Secretary, and shall be used as directed by the Executive Council.

| NAME  | ADDRESS | OCCUPATION |
|-------|---------|------------|
| _____ | _____   | _____      |
| _____ | _____   | _____      |
| _____ | _____   | _____      |
| _____ | _____   | _____      |

Witnessed by: Name- \_\_\_\_\_

Address \_\_\_\_\_

Occupation \_\_\_\_\_

Dated this- \_\_\_\_ day November of 2001.