

**BYLAWS
OF
NATURE COAST ORCHID SOCIETY, INC.**

A not-for-profit Corporation incorporated under the laws of the State of Florida. Nature Coast Orchid Society, Inc. is herein referred to as "NCOS" throughout these By-Laws.

ARTICLE I - OFFICES

The principal office of the corporation shall be in the State of Florida as presently outlined in the Articles of Incorporation. If any changes of office location or registered agent is made, the Treasurer shall notify the public office designated by law, of the change.

ARTICLE 2 - PURPOSES

Section 1

The purposes for which this corporation has been organized are as stated in the Articles of Incorporation, which may be amended as required.

Section 2

The NCOS is organized for education among its members in order to develop and extend knowledge concerning cultivation and hybridization of orchids and to promote the conservation and protection of native species including for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 4

No substantial part of the activities of the corporation shall be carrying on of propaganda, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office

Section 5

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which

are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 3 - MEMBERSHIP AND DUES

Section 1.

Membership shall be open to anyone interested in orchids. The dues for members will be in such amounts as shall be determined by the Executive Board and approved by a Membership vote. Dues are payable in January of each year and members who join after June would pay a pro-rated rate.

Section 2

Dues are non-refundable. Guests are expected to pay membership dues after two free meetings.

Section 3.

A Welcome Packet will be given to all new members.

ARTICLE 4 - MEMBER MEETINGS

Section 1.

Regular meetings of the NCOS shall be held on the third Saturday of each month and at such other times as designated by the Executive Board. Five (5) days' notice shall be given to the membership prior to such meetings. Notice may be given by Newsletter or by e-mail. In the event of emergency or cancellation of members' meeting, members without e-mail shall be notified by telephone.

Section 2. MEMBER MEETING QUORUM

A quorum at a regular or special meeting shall consist of the members present. Each member is entitled to one vote on each matter presented for vote at the meeting.

Section 3.

On the occasions where we will have no speaker, or if the speaker does not have plants for sale, our members may bring in up to ten orchids and/or other orchid related material for sale at that meeting.

ARTICLE 5 - ELECTION OF OFFICERS

Section 1

At the February Executive Board Meeting, the Executive Board shall appoint a Nominating Committee consisting of three (3) persons.

Section 2. NOMINATING COMMITTEE

At the April members' meeting, the Nominating Committee shall present a slate of candidates for office.

Section 3. ELECTION

At the May member's meeting the Election of Officers shall be held. Nominations may be made from the floor provided prior consent has been obtained from the nominee. Terms of office for each candidate will be one year.

Section 4. INSTALLATION

At the June members' meeting the Installation of Officers shall be held.

Section 5. VACANCIES

Vacancies among the Officers shall be filled at a special election by the membership at the regular meeting after each vacancy has occurred, to fill the unexpired term of Office.

ARTICLES 6 - OFFICERS

Section 1. ELECTED OFFICERS

The elected Officers of the Club shall be a President, First Vice-President, Second Vice President, Secretary and Treasurer.

Section 2. PRESIDENT

The President shall preside at all membership meetings and of the Executive Board, and shall serve as an ex-officio member of all committees. The President will appoint an audit committee to review reports annually and shall appoint all Committee Chairs, subject to approval of the Officers.

Section 3. FIRST VICE-PRESIDENT

The 1st Vice-President of the NCOS shall perform the duties of the President in his or her absence and shall also perform such duties as may be delegated to this office by the President.

Section 4. SECOND VICE-PRESIDENT

The 2nd Vice-President of the NCOS shall perform the duties of the President in his or her absence and also serve as Program Chairperson.

Speakers (a person whose primary business it is to sell orchids, or is in the professional realm of growing orchids) shall be paid their standard fee, regardless of Club membership status. This fee should be paid in accordance with the recommendation of the Executive Board. This fee is to be set forth at the time of scheduling their visit to our club.

Section 5. SECRETARY

The Secretary shall be responsible for all writings and correspondence that are authorized by the Executive Board of Directors or the President and shall have custody of the ByLaws. The Secretary shall keep accurate and complete Minutes of all the meetings of the Executive Board and shall furnish a copy of the Board Minutes to the President. The Secretary shall have custody of the Seal of the corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors.

Section 6. TREASURER

The Treasurer shall receive all monies belonging to the NCOS, and disburse same under the direction of the Executive Board. The Treasurer shall give an account of receipts and disbursements at each meeting and submit for Audit such accounts at the end of the year. One copy of the Treasurer's monthly report will be filed with the Secretary, and one with the President. The Treasurer shall submit a tax form to the IRS and ensure our 501(c) (3) status is up to date, as well as file any state tax form(s) necessary to assure our corporate status. The Treasurer shall also notify the public office designated by law of any Agent change or agent change of address. The President will appoint an audit committee to review reports annually and submit such audit in writing at the annual meeting of the Board in July.

ARTICLE 7 - EXECUTIVE BOARD

Section 1.

The Executive Board shall consist of the elected Officers, the past President and Committee Chairs. The Executive Board shall be responsible for the day-to-day activities of the NCOS and to insure a smooth transition of business from year to year.

Section 2. EXPENSES

Any money needing to be spent by Committee Chairs needs to have prior approval from the Executive Board. REFER HERE TO ARTICLE 8.4 FINANCIAL APPROVAL

Section 3. REMOVAL

Anyone on the Executive Board may be removed at any time by a two-thirds majority vote of the Executive Board at any regular board meeting, if in their judgment such member, either by illness, neglect, lack of interest, or other cause, shall not adequately attend to their duties.

Section 4. RESIGNATION

Anyone on the Executive Board may resign at any time by giving written notice to the board, the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective. Each retiring

Officer shall surrender all papers and other items of their Office (elected and appointed) to their successor within thirty (30) days.

ARTICLE 8 – EXECUTIVE BOARD MEETINGS

Section 1. TIME

The Executive Board shall meet monthly, prior to the regular members' meeting, and at such times as deemed necessary. The July meeting shall be recognized as its annual meeting.

Section 2. COMMUNICATION

Executive Board Members may also participate in any meeting through the use of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with one another or through any technology allowable under law.

Section 3. QUORUM

A quorum at a meeting of the Executive Board shall consist of five (5) or more Executive Board Members present and voting. Each Executive-Board Member present shall have one vote.

Section 4. FINANCIAL AUTHORIZATION

The Executive Board shall be authorized to spend an amount up to \$500.00 for anything that benefits the NCOS. Amounts above this sum must have the approval of the members at a regular members' meeting.

At the first meeting during the year, the Treasurer shall submit an itemized budget of projected expenses for each committee that will have a need for financing during the year, with approval by the Board and the membership. If the Executive Board approves these projected budget amounts with membership approval, no additional approval is needed for the committees to spend this budgeted amount.

Section 5. CANCELTION OF MONTHLY BOARD MEETING

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment and next scheduled meeting shall be given to all directors whether present or not.

ARTICLE 9 – BY-LAWS AND RULES OF ORDER

Section 1. CONFLICT

If there be any conflict between the provisions of the Articles of Incorporation and these By-Laws, the provisions of the Articles of Incorporation shall govern.

Section 2. AMENDMENTS

These By-Laws may be amended or changed with approval by the Executive Board, and then a written presentation of the changes being presented to the members four (4) weeks before members are asked to approve the changes. A two-thirds (2/3) vote of the members present and voting at a regular meeting of the members will then approve the changes.

Section 3. ROBERTS RULES OF ORDER

The rules contained in the latest edition of 'Robert's Rules of Order' shall govern the NCOS in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, By-Laws or Rules and Regulations of the Club. Interpretation of the Robert's Rules of Order is vested in the Officers of the NCOS.

ARTICLE 9 - RECOMMENDED ORDER OF MEMBERS' MEETING

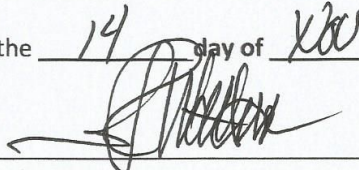
1. CALL TO ORDER
2. INTRODUCE GUESTS & ASK NEW MEMBERS TO IDENTIFY THEMSELVES
3. SECRETARY'S REPORT
4. TREASURER'S REPORT
5. ASK FOR COMMITTEE REPORTS
6. ASK FOR ANY OLD BUSINESS
7. NEW BUSINESS
8. SHOW AND TELL
9. PROGRAM SPEAKER
10. RAFFLE
11. ADJOURNMENT

ARTICLE 10 - DISSOLUTION

Upon dissolution of the NCOS, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code. Distribution shall be first distributed to another tax exempt orchid society or to the American Orchid Society.

The foregoing By-Laws were adopted by the Officers of the NCOS and entered into their Board minutes:

On the 14 day of Nov, 2018



President

Patricia Baig

Treasurer

Patricia Huske

Secretary

The foregoing By-Laws were adopted by the Members of the Nature Coast Orchid Society, Inc.
and entered into their minutes:
