



## **BYLAWS**

**ORCHID SOCIETY OF ALBERTA**

**Application**

We, the undersigned, hereby declare that we desire to form a society under The Societies Act, F.S.A. 1980, and that:

1. The name of the society is ORCHID SOCIETY OF ALBERTA.
2. The objectives of the society are, as a horticultural organization, for non-profit purposes, to promote, carry on and aid in every way the development, improvement and preservation of orchids of all kinds. These activities include, but are not limited to, the importation and improvement by cultivation and hybridization of non-native orchids and the preservation and perpetuation of native orchids; to conduct or cause to be conducted researches for the improvement, development or preservation of orchids and for the promotion of a higher degree of competence and efficiency in the growing thereof; to collect information relating to the growing and development of orchids; to disseminate information concerning the culture, hybridization or development of orchids by means of exhibitions, lectures, publications, or otherwise; to assist those engaged in the growing of orchids by such researches and dissemination; to make awards in the form of certificates, medals or otherwise, for excellence in the development or culture of orchids; and generally to extend the knowledge, production, use and appreciation of orchids of any kind and in any manner.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

NAME (SIGNATURE)

OCCUPATION

ADDRESS

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WITNESS

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**BYLAWS OF THE  
ORCHID SOCIETY OF ALBERTA**

**Table of Contents**

Chapter I:	Definitions and General .....	1
Chapter II:	Admission, Withdrawal and Expulsion of Members .....	4
Chapter III:	Family Membership .....	4
Chapter IV:	Junior Members .....	5
Chapter V:	Senior Members .....	5
Chapter VI:	Senior Couple Membership .....	5
Chapter VII:	Membership Fees and Privileges of Members, Family Memberships, Junior Members, Senior Members and Senior Couple Memberships and Remission of Membership Fees .....	6
Chapter VIII:	Board of Directors .....	6
Chapter IX:	President .....	7
Chapter X:	Vice President .....	7
Chapter XI:	Past President .....	8
Chapter XII:	Secretary .....	8
Chapter XIII:	Meeting Coordinator .....	8
Chapter XIV:	Treasurer .....	8
Chapter XV:	Membership Chairperson .....	9
Chapter XVI:	Plant Sales Chairperson .....	9
Chapter XVII:	Raffle Coordinator .....	10
Chapter XVIII:	Editor .....	10
Chapter XIX:	Library Chairperson .....	10
Chapter XX:	Social Convener .....	11
Chapter XXI:	Show Chairperson .....	11
Chapter XXII:	Directors-at-Large .....	11
Chapter XXIII:	Auditing .....	11
Chapter XXIV:	Meetings .....	12
Chapter XXV:	Voting .....	12
Chapter XXVI:	Remuneration .....	12
Chapter XXVII:	Borrowing Powers .....	13
Chapter XXVIII:	Financing – Other .....	13
Chapter XXIX:	Bylaws .....	13
Chapter XXX:	Awards .....	13
Chapter XXXI:	Liabilities .....	13
Chapter XXXII:	Dissolution .....	14
Chapter XXXIII:	Nomination and Election of Officers .....	14
Chapter XXXIV:	Seal .....	14

The Name of the Society

**ORCHID SOCIETY OF ALBERTA**

**Chapter I: Definitions and General**

1. In these Bylaws the following terms and expressions shall have the meanings set opposite them respectively.

<u>Expression</u>	<u>Meaning</u>
“Society”	Orchid Society of Alberta.
“Bylaws”	the Bylaws of the Society for the time being in force.
“Board”	the Board of Directors.
“Board of Directors”	the body in which the government of the Society is vested in accordance with the Bylaws. It shall consist of the President, the Vice-President, the Past President, the Secretary, the Meeting Coordinator, the Treasurer, the Membership Chairperson, the Plant Sales Chairperson, the Editor, the Library Chairperson, the Social Convener, the Show Chairperson and three Directors at Large, and any other such person as may be deemed necessary at an annual general meeting.
“President”	the person for the time being elected to the Office of the President in accordance with the Bylaws.
“Vice-President”	the person for the time being elected to the Board of Directors in accordance with the Bylaws
“Past-President”	the person for the time being elected to the Board of Directors in accordance with the Bylaws.
“Secretary”	the person for the time being elected or appointed to the Office of Secretary of the Society in accordance with the Bylaws.
“Meeting Coordinator”	the person for the time being elected or appointed to the Office of Meeting Coordinator of the Society in accordance with the Bylaws.
“Treasurer”	the person for the time being elected or appointed to the Office of Treasurer in accordance with the Bylaws.

<u>Expression</u>	<u>Meaning</u>
“Membership Chairperson”	the person for the time being elected or appointed to the Office of Membership Chairperson in accordance with the Bylaws.
“Plant Sales Chairperson”	the person for the time being elected or appointed to the Office of Plant Sales Chairperson in accordance with the Bylaws.
“Raffle Coordinator”	the person for the time being elected or appointed to the Office of Raffle Coordinator in accordance with the Bylaws.
“Editor”	the person for the time being elected or appointed to the Office of Editor of publications of the Society in accordance with the Bylaws.
“Library Chairperson”	the person for the time being elected or appointed to the Office of Library Chairperson of the Society in accordance with the Bylaws.
“Social Convener”	the person for the time being elected or appointed to the Office of Social Convener of the Society in accordance with the Bylaws.
“Show Chairperson”	the person for the time being elected or appointed to the Office of Show Chairperson of the Society in accordance with the Bylaws.
“Directors at Large”	three persons for the time being elected or appointed to the Office of Director at Large and any other such person as may be deemed necessary at an annual general meeting of the Society in accordance with the Bylaws.
“Member”	any person who is for the time being a Member of the Society in accordance with the Bylaws.
“Family Membership”	any group of two related persons residing at the same address who are for the time being Members of the Society in accordance with the Bylaws.
“Senior Member”	an individual who is 65 years of age or older on or before December 31 of the current membership year, who is for the time being a Member of the Society in accordance with the Bylaws.
“Senior Couple Membership”	any group of two related persons residing at the same address, who are 65 years of age or older on or before December 31 of the current membership year, who are for the time being Members of the Society in accordance with the Bylaws.

<u>Expression</u>	<u>Meaning</u>
“Junior Member”	an individual who is 18 years of age or younger on or before December 31 of the current membership year, who is for the time being a Member of the Society in accordance with the Bylaws.
“Affiliated Member”	any body or society which is for the time being an Affiliated Member of the Society in accordance with the Bylaws.
“Corporate Member”	any business wishing to support the Society.
“Honorary Member”	the Board may award an honorary membership to any person they consider to be worthy of that honor. Honorary memberships are accorded for a term of one year, and may be renewed annually at the discretion of the Board.
“Life Member”	Life membership in the Society shall be available at the price of 20 times the current annual membership fee. Life members may also be accorded such membership in recognition of outstanding service to the Society, at the discretion of the Board. This award must be ratified by the membership at any general meeting.
“Year”	the fiscal year of the Society, which is from December 1 to November 30, as required by the Societies Act for filing an Annual Return to Alberta Consumer and Corporate Affairs.
“the Seal”	the Common Seal of the Society.

2. All the existing Bylaws are hereby revoked and these Bylaws are substituted in their place.
3. Wherever the context or meaning requires, words in the singular shall include the plural and vice-versa and words importing the masculine gender shall include the female.
4. Except where provided in the Bylaws, the rules of procedure shall be those set out in Roberts’ Rules of Order.

## **Chapter II: Admission, Withdrawal and Expulsion of Members**

5. Any person who is interested in orchids is eligible to become a Member of the Society provided that:
  - (1) such person may be admissible only as an individual in his or her own right and name; and
  - (2) such person shall then be entitled to enjoy the rights and privileges of a Member for so long as his or her membership subsists; and
  - (3) such person has paid the required membership fee
6. The Board may admit as Affiliated Members any bodies or societies which in the opinion of the Board have objectives similar to the objectives of the Society, and provide for participation by an Affiliated Member in such of the Society's rights and privileges and upon such terms and conditions as the Board may from time-to-time prescribe. Subject thereto and except as otherwise provided in the Bylaws, an Affiliated Member shall be deemed to be a Member for all the purposes of the Bylaws.
7. Any member wishing to withdraw from membership may do so and may send a notice in writing to the Board through its Secretary.
8. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of two months from the beginning of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated.
9. Any member, including members of the Board, upon a two-thirds vote of all members of the society in good standing in attendance at a duly called general meeting, may be expelled from membership for any cause which the Society may deem reasonable.
10. The Board may suspend, time specific, a member's membership for any cause which the Board may deem reasonable. The suspension shall require a three-quarters vote of the total Board. The suspended member shall have the right to appeal first to the Board for a hearing and then to the general membership at a duly called general meeting.

## **Chapter III: Family Membership**

11. Two members of the same family are eligible to take a Family Membership in the Society, subject thereto and except as otherwise provided in the Bylaws and provided that:
  - (1) each person in the family be admissible only as an individual in one's right and name; and
  - (2) such person shall then be entitled to enjoy the rights and privileges of a Member for so long as the Family Membership subsists.

12. Both partners of a Family Membership are eligible to stand for election or appointment to the Board, subject to the provision of the Bylaws.
13. Each of the two persons in a Family Membership shall have one vote.
14. The annual fee for Family Membership shall be established by the Board and may be adjusted from time to time as the Board deems appropriate

**Chapter IV: Junior Members**

15. Any person who is under the age of 18 and who is interested in orchids is eligible to be a Junior Member of the Society, provided that he shall cease to be eligible as a Junior Member at the end of the calendar year in which he or she attains the age of 18 years.
16. Junior Members shall not be entitled to vote and shall not be eligible for election or appointment to the Board.
17. The annual fee for a Junior Member shall be established by the Board, and may be adjusted from time to time as the Board deems appropriate.

**Chapter V: Senior Members**

18. Any person who is over the age of 65 and who is interested in orchids is eligible to be a Senior Member of the Society.
19. Senior members shall have all the rights and privileges of regular members.
20. The annual fee for a Senior Member shall be established by the Board, and may be adjusted from time to time as the Board deems appropriate.

**Chapter VI: Senior Couple Membership**

21. A senior couple who is interested in orchids is eligible to take a Senior Couple Membership of the Society, subject thereto and except as otherwise provided in the Bylaws and provided that:
  - (1) each person is over the age of 65; and
  - (2) each person in the senior couple be admissible only as an individual in one's right and name; and
  - (3) such person shall then be entitled to enjoy the rights and privileges of a Member for so long as the Senior Couple Membership subsists.
22. Each of the two persons in a Senior Couple Membership shall have one vote.
23. Both partners of a Senior Couple Membership are eligible to stand for election or appointment to the Board, subject to the provision of the Bylaws.
24. Each of the two persons in a Senior Couple Membership shall have one vote.
25. The annual fee for Senior Couple Membership shall be established by the Board and may be adjusted from time to time as the Board deems appropriate.

**Chapter VII:            Membership Fees and Privileges of Members, Family Members, Junior Members, Senior Members and Senior Couple Memberships and Remission of Membership Fees**

26.    The Board shall from time-to-time recommend the membership fees, rights and privileges of Members, Family Members, Junior Members, Senior Members and Senior Couple Members and the date or dates on which membership fees shall be due. Except where the Board shall recommend otherwise, the annual membership for any year is payable in advance of November 1 of that year.
27.    Subject as otherwise provided in the Bylaws, every Member, with the exception of Junior members, shall have one vote on any matter in relation to which a vote is required to be taken.
28.    A Member whose membership fee or any part thereof is in arrears shall not be entitled to vote on any matter or to exercise any other rights or privileges of a Member, until such time as the required monies have been paid.
29.    The Board may in any case remit or waive the payment of the whole or any part of any membership fee or arrears of membership fees for whatever reason and for whatever period and in whatever manner it shall think proper.
30.    The Board may create and award Life and Honorary memberships. Life Memberships must be ratified by a majority vote of all members of the society in good standing in attendance at a duly called general meeting.
31.    A Member, subject to provisions in these Bylaws, shall be entitled to participate in and benefit from lectures, social events or other functions sanctioned by the Society.
32.    Every member shall be eligible to stand for election to the Board, except as provided through these Bylaws.
33.    Affiliated Members shall not be permitted to vote and they are not eligible to stand for election to the Board.

**Chapter VIII:           Board of Directors**

34.    The Board shall, subject to the Bylaws and directions given it by majority vote at any general meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President.
35.    A special meeting of the Board may be called on the instructions of any two Board members provided they request the President in writing to call such a meeting, and state the business to be brought before the meeting.
36.    Meetings of the Board shall be called by ten days notice in writing delivered to each member, or by three days notice by electronic mail or telephone.

37. Any five Board members shall constitute a quorum, and meetings shall be held without notice if such a quorum is present. However, any business transactions at such meetings shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
38. The Board shall review and approve a yearly program for the Society as developed by the Meeting Coordinator.
39. The Board shall establish committees, assign duties and provide budgets for the committees to follow.
40. The Board shall maintain a site on the worldwide web providing information to the general public about the Society and its activities.
41. The Board may appoint a website manager for the purposes of designing, developing, and maintaining the Society website.
42. The Board shall ensure the completion and filing of the Annual Report with Alberta Consumer and Corporate Affairs, as well as any other required reports.
43. The Board shall recommend participation of the Society at out of town orchid shows and other relevant events.
44. The Board shall make recommendations upon matters pertaining to fundraising.
45. The Board shall decide on the location of the Society's business address.
46. Board members unable to attend a Board Meeting shall be required to forward any pertinent information so this information is available at the meeting.
47. Any member of the Board who misses three consecutive Board meetings without due cause or without providing notification before such meetings, may be asked to resign from the Board.
48. All Board Members shall be given a copy of the Bylaws and they shall be required to familiarize themselves with all of the contents.
49. General members may attend Board Meetings upon written request to the President. General members in attendance at Board Meetings are not accorded voting privileges on matters considered by the Board.

## **Chapter IX: President**

50. The President shall be ex-officio a member of all Committees. He or she shall, when present, preside at all meetings of the Society and of the Board. In his or her absence the Vice President shall preside at any such meetings, and in the absence of both, a Chairperson may be elected by the meeting to preside thereat.

## **Chapter X: Vice President**

51. The Vice President shall, in the absence of the President, assume the responsibilities of the President.

52. The Vice President shall assume other responsibilities as assigned by the President and/or the Board.

#### **Chapter XI: Past President**

53. The Past President, if available, shall chair a nomination committee which shall propose to the Board for consideration, a slate of Board nominees for the upcoming membership year.
54. The Past President, if available, shall function in an advisory role to the President and the Board.
55. The Past President may be asked by the President and/or Board to assume other responsibilities from time to time.
56. The Past President shall have all the rights and privileges of a Board member so long as his or her membership is current.

#### **Chapter XII: Secretary**

57. It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. He or she shall have charge of the Seal of the Society, which seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his or her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.
58. The Secretary shall maintain records of financial reports, of minutes of the Society and Board meetings and all Society correspondence. These files shall be available to members upon request. Any expense incurred to provide copies of these files shall be borne by the requesting member.

#### **Chapter XIII: Meeting Coordinator**

59. The Meeting Coordinator shall establish a yearly program of guest speakers and presentations for the Society meetings.
60. The Meeting Coordinator shall present a detailed report of all matters pertaining to guest speakers and presentations for Society meetings to the Board whenever requested.

#### **Chapter XIV: Treasurer**

61. The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He or she shall properly account for the funds and inventory of the Society and keep such books as may be directed. He or she shall present a detailed account of receipts and disbursements to the Board whenever requested and shall

prepare for submission to the first general meeting following the end of the fiscal year a statement, duly audited as hereinafter set, of the financial position of the Society, and submit a copy of same to the Secretary for the records of the Society. The office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

62. The Treasurer shall be responsible for collecting money from the Chairperson of the various Society committees and from private vendors and shall present a full and detailed account of receipts pertaining to these sales to the Board whenever requested.
63. All cheques for payment of accounts must be signed by any two of: Treasurer, President, Secretary.

#### **Chapter XV:           Membership Chairperson**

64. The Membership Chairperson shall keep a register of present Members of the Society and their current addresses and telephone numbers, and shall collect and receive the annual dues or assessments levied by the Society, such monies to be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.
65. The Membership Chairperson shall remove from the Society's rosters any Members whose annual fees remain unpaid two months after the first day of the current membership year, unless instructed otherwise by the Board.
66. The Membership Chairperson shall provide an updated roster of the membership to the Editor on a monthly basis.
67. The Membership Chairperson shall present a detailed account of receipts to the Board and the Treasurer whenever requested.

#### **Chapter XVI:          Plant Sales Chairperson**

68. The Board shall direct the Plant Sales Chairperson to coordinate the Society's plant sales at general meetings, shows and exhibitions.
69. The Plant Sales Chairperson shall collect monies from Society's plant sales and plant orders, such monies to be promptly turned over to the Treasurer for deposit in the Society's bank account.
70. The Plant Sales Chairperson shall be responsible for the reasonable care of Society plants and is not liable for any loss.
71. The Plant Sales Chairperson shall present a detailed account of receipts and disbursements pertaining to his duties to the Treasurer whenever requested.
72. The Plant Sales Chairperson shall operate under a set of regulations, provided by the Board, governing the operation of members' sales table at general meetings and other Society events.

## **Chapter XVII: Raffle Coordinator**

73. The Board shall direct the Raffle Coordinator to coordinate the Society's raffles at general meetings, shows and exhibitions.
74. The Raffle Coordinator shall collect monies from Society's raffles, such monies to be promptly turned over to the Treasurer for deposit in the Society's bank account.
75. The Raffle Coordinator shall be responsible for the reasonable care of Society plants and is not liable for any loss.
76. The Raffle Coordinator shall present a detailed account of receipts and disbursements pertaining to his/her duties to the Treasurer whenever requested.
77. The Raffle Coordinator shall operate under a set of regulations, provided by the Board, governing the operation of the raffle table at general meetings and other Society events.

## **Chapter XVIII: Editor**

78. The Board may direct the Editor to collect information of value and interest to the Members and to edit, publish and distribute a newsletter to Society members. The Board shall further direct the Editor in matters the Board sees appropriate.
79. The Editor may solicit advertisements for a newsletter on behalf of the Society and collect monies for advertising, such monies to be promptly turned over to the Treasurer for deposit in the Society's bank account.
80. The Editor shall present pertinent data concerning Society publications to the Board whenever requested.
81. The Editor shall present a detailed account of receipts and disbursements pertaining to his duties to the Treasurer whenever requested.

## **Chapter XIX: Library Chairperson**

82. The Board shall direct the Library Chairperson to coordinate the affairs of the Society's Library.
83. The Library Chairperson shall maintain the Society's collection of books, photographs, films and handbooks on orchid shows and orchid judging.
84. The Library Chairperson shall make purchases of library materials on behalf of the Society and coordinate the ordering of books for members, and maintain the Society's subscriptions to periodicals, in accordance with a library budget, as approved by the Board.
85. The Library Chairperson shall present a full and detailed account of receipts and disbursements pertaining to his duties to the Board and Treasurer whenever requested.

**Chapter XX: Social Convener**

86. The Board shall direct the Social Convener to coordinate social functions for the Society.
87. The Social Convener shall collect donations at social functions and shall present a detailed account of receipts and disbursements pertaining to the Board whenever requested.

**Chapter XXI: Show Chairperson**

88. The Board shall direct the Show Chairperson to coordinate the Society's annual orchid show and sale. The Show Chairperson is empowered to form such committees as he or she deems necessary in order to coordinate this event.
89. The Show Chairperson shall coordinate the hosting of guest speakers, judges and other dignitaries attending the Society's orchid show.
90. The Show Chairperson shall prepare and present a budget and submit a detailed account of receipts and disbursements pertaining to orchid shows to the Treasurer whenever requested.
91. The Show Chairperson in accordance with directives from the Board shall clarify pre-sale regulations with each seller before shows.
92. The Show Chairperson shall have the care and responsibility for previous and current show supplies and records, and shall be required to forward these items to his or her successor.
93. The Show Chairperson shall present a detailed report of all matters of import pertaining to Society shows and exhibits to the Board whenever requested.
94. The Show Chairperson, or any member of the Show Committee or the Society, is not responsible for the mechanics or expense of returning plants or flowers to participants in the Society's annual orchid show and sale, nor shall they be held responsible if plants are returned in a damaged condition.

**Chapter XXII: Directors-at-Large**

95. The Directors-at-Large may perform a variety of duties as directed by the Board.

**Chapter XXIII: Auditing**

96. The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two Non-Board members of the Society appointed for that purpose by the Board. November 30<sup>th</sup> in each year shall be the end of the fiscal year of the Society.
97. The books and records of the Society may be inspected by any member of the Society at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Any expenses incurred to provide this information shall be borne by the requesting members. Each member of the Board shall at all times have access to such books and records.

## **Chapter XXIV: Meetings**

98. The Society shall hold an Annual General Meeting on or before November 30<sup>th</sup> in each year, of which meeting ten days' notice shall be given to all members, but the non-receipt of such notice by any member shall not invalidate the proceedings of any meeting. At this meeting all Directors of the Board shall be elected for the ensuing season. Pursuant to provisions in these bylaws, the Board shall include: President; Vice President, Secretary, Meeting Coordinator, Treasurer, Membership Chairperson, Plant Sales Chairperson, Editor, Library Chairperson, Social Convener, Show Chairperson and Directors-at-Large. They shall serve until their successors are elected and installed.
99. Special Meetings may be called at any time by the President, or one-fifth of the members of the Society upon at least seven days' notice, specifying the place, the day and the hour of the meeting. In the case of special business, the general nature of such business shall be given to the members by mail or electronic mail, but the non-receipt of such notice by any member shall not invalidate the proceedings of any meeting.
100. The Society shall hold general meetings at a time and place determined by the Board, of which meetings seven days' notice shall be given to all members by either public announcement or in a Newsletter. These meetings shall facilitate general activities of the Society including plant and supply sales, library and social functions, orchid exhibits, presentations and a general business session. All Board members and the President shall be accessible to the membership at these meetings.
101. One-fifth of Society members in good standing shall constitute a quorum at any meeting. If a quorum is not attained at that meeting, at a subsequent next meeting called within one week, any members in attendance shall constitute a quorum.
102. At any Society meeting the President shall abstain from voting on any matter and cast a vote only in the case of a tie vote.

## **Chapter XXV: Voting**

103. Any member who has not withdrawn from membership, nor has been suspended nor expelled as herein provided, shall have the right to vote at any meeting of the Society. Such votes must be made in person and not by proxy or otherwise.

## **Chapter XXVI: Remuneration**

104. Officers of the Board or members of the Society may be reimbursed for expenses incurred in the operation of the society provided such expenses have been approved by the Board in advance of their being incurred. Unless authorized by a vote of the membership at a general meeting, and unless notice of same shall have been given, no officer or member of the Society shall receive any remuneration for his or her services.

## **Chapter XXVII: Borrowing Powers**

105. For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the membership, and in no case shall debentures be issued without the sanction of a special resolution of the membership.

## **Chapter XXVIII: Financing – Other**

106. Subject to article 42, for the purpose of carrying out its objectives, the Society may raise money by any such means acceptable under the provisions of the Society's Act.
107. The Board shall have the responsibility to handle applications for financial grants and any reporting procedures as may be required.

## **Chapter XXIX: Bylaws**

108. The Bylaws may be rescinded, altered or added to by a "Special Resolution".
109. Proposed changes to the Bylaws shall be brought to the Board for consideration and then made available to the membership over two consecutive months via the Society website and the Library. Voting on the Bylaw changes shall occur at the second general meeting after notice has been served.
110. The current Bylaws of the Society are required reading for all Board members.

## **Chapter XXX: Awards**

111. The Society shall annually give out the Ingrid Ostrander Service Award according to provisions set out in the Society's Schedule of Awards.
112. The Society shall make awards to Society members who enter plants at the Orchid Society of Alberta orchid show for categories set out in the Society's Schedule of Awards.

## **Chapter XXXI: Liabilities**

113. No convener of any committee or any other member of the Board or the Society shall contract any liability or incur any expenditure which has not first been authorized by the Board.
114. The Society shall not be held responsible for any loss or damage of plant entries or personal property in any show or exhibition sponsored, organized or endorsed by the Society.
115. No exhibitor at a Society show or exhibition shall have any claim on the Society, or its Board, or any of its members for any loss.

**Chapter XXXII: Dissolution**

116. In the event of Dissolution of the Society, any property or monies remaining after the satisfaction of all debts and liabilities shall be given or transferred to any organization designated by the members of the Society at or before the time of dissolution.

**Chapter XXXIII: Nomination and Election of Officers**

117. The Board, acting on the advice of the Past President, shall draw up a proposed slate of nominees to stand for election for the ensuing year. The slate may be augmented by nominations from the floor at the time of election.

118. All nominations to the Board must be seconded by general members.

119. No person shall hold the office of President more than two consecutive years, except as allowed in the Bylaws or by recommendation of the Board and approval of the membership at the Annual General Meeting. A past president who has served a term of two consecutive years may resume the office of President following a hiatus of one year from the last term served.

120. The election of all officers shall be by ballot or acclamation at the Annual General Meeting.

121. The term of all Board positions is one year except as allowed in the Bylaws.

122. A Board vacancy occurring during the term of office may be filled by Board appointment. A Board position not filled at the time of elections may be filled by appointment of the Board.

**Chapter XXXIV: Seal**

123. The Board may authorize a Seal for the use of the Society. Such authorized Seal will be kept in the custody of the Secretary and shall be affixed to such documents as the Board may direct.

DATED THIS \_\_\_\_\_ Day of \_\_\_\_\_ 20\_\_.