

# The Oregon Camellia Society

## CONSTITUTION AND BY-LAWS

### DIVISION I - CONSTITUTION

#### ARTICLE I - NAME

The name of this organization shall be the Oregon Camellia Society, hereafter referred to as the "Society" or the "OCS".

#### ARTICLE II - OBJECTIVES

Section 1. Its objectives shall be to promote and stimulate interest in growing and caring for Camellia, to improve the standards of horticulture, to expand and improve knowledge of the propagation culture and showing of Camellias and to bring the beauty of Camellias to many who would not be aware of the value of these plants.

Section 2. Its motto shall be "Know, Grow and Show Camellias".

#### ARTICLE III - MEMEBERSHIP

All persons who are interested in the culture and growing of Camellias may become members.

#### ARTICLE IV - APPLICATION OF INCOME AND FUNDS

The income and funds of this Society shall be applied towards the promotion of the objectives of this Society, which in all cases shall remain a non-profit organization.

#### ARTICLE V - OFFICERS

Section 1. The Officers of this Society shall be a President, First Vice-President, Second Vice-President, Secretary, Treasurer, and six Board Members, two to be elected for three-year terms each year.

Section 2. The Elected Officers and Board Members shall constitute the Governing Board. The retiring President shall be an Ex-officio member of the Board. The Board shall be empowered to transact all regular business of the OCS, except the election of the Officers and may make any recommendations to this organization that it deems appropriate.

## ARTICLE VI - ELECTIONS

Section 1. At the January meeting each year the President shall appoint a Nominating Committee consisting of a Chair and two other Society Members. At the March meeting this Committee shall nominate one or more candidates for each elective office.

Section 2. Additional nominations may be made from the floor.

Section 3. A candidate must consent to nomination prior to election.

Section 4. The election of the Officers and new Board Members shall be by written ballot at the April meeting. If there is but one nominee for any office, it shall be in order to move that the sitting Secretary cast a unanimous ballot for that nominee.

Section 5. A candidate who receives the majority vote of those present and eligible to vote shall be deemed elected.

## ARTICLE VII - TERMS OF OFFICE

Section 1. Newly elected Officers and Board Members shall be installed at the May meeting and shall be installed at the beginning of the meeting.

Section 2. Each Officer shall serve a term of one year.

Section 3. Each Board Member shall serve a term of three years.

## ARTICLE VIII - AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

This Constitution and the By-laws may be amended, altered or rescinded at any regular meeting by two-thirds vote of those present and eligible to vote, provided that the proposed changes shall have been presented to the Board and have been read at the previous regular meeting and provided the members shall have been notified in writing of the proposed changes prior to the meeting of voting.

## DIVISION II - BY-LAWS

### ARTICLE I - MEMBERSHIP AND DUES

Section 1. The annual dues of this organization shall be set by a two-thirds vote of the Governing Board; however, annual dues of this organization will be capped at no more than the annual dues of the American Camellia Society (ACS). The dues rate set by the vote of the Governing Board will be recorded in the minutes and published in the newsletter at the earliest convenience of the Secretary or Editor.

Section 2. The current annual dues of this Organization will be republished in the last newsletter of the previous fiscal year. Proposed changes in dues will be announced in the newsletter a minimum of 14 days prior to a vote by the Governing Board to change the annual dues.

Section 3. At the discretion of the Treasurer, any member who is six months in arrears and has been notified in writing or by email of the arrearage may be dropped from the membership roll.

### ARTICLE II - FISCAL YEAR

The fiscal year shall be from July 1 through June 30 of the following year.

### ARTICLE III - DUTIES OF OFFICERS

Section 1. **The President** shall a) preside at all meetings of this Organization and its Governing Board; b) represent the interests of the Society when interacting with the representatives of state or local governments, other non-profit organizations, public gardens, or public or private venues as consistent with the Objectives of the Society; c) after seeking the advice of the other members of the Governing Board, appoint various non-elected positions, which may include the following: any committee chairs; an Editor of the OCS Newsletter (at the request and consent of the Secretary); a Parliamentarian, (upon the request of two or more Society Members), representatives of the OCS to umbrella organizations to which the Society is entitled to representation (e.g. the ACS) or other positions as created and approved by the Governing Board.

Section 2. In the absence of the President, the **First Vice President** shall perform the duties of the President and shall be Chair of the Program Committee, charged with the responsibility of lining up

programs for the meetings.

Section 3. In the absence of the President and the First Vice President, the **Second Vice President** shall perform the duties of the President and shall be Chair of the Membership Committee. This Committee is charged with the responsibility of greeting and welcoming all new members, guests and visitors; provide advice to the President for the appointment of non-elected positions; and with making efforts to secure additional members.

Section 4. The **Secretary** shall a) keep accurate and complete minutes of all meetings of this Organization and of its Governing Board; b) shall conduct the regular correspondence of this organization and such other duties as the President may require. The Secretary shall provide copies of the minutes of the Board and regular meetings to the Editor for inclusion in the meeting notices.

Section 5. The **Treasurer** shall receive and account for all money of the Society; shall keep these funds in an official depository bank and shall disperse these funds to pay such bills as approved by the Governing Board; and, shall act as the lead Officer for matters pertaining to the keeping of tax records for the Society. At the end of the Treasurer's term of office, he or she shall submit the books for audit to a Fiscal Oversight Committee consisting of one Board Member appointed by the President and one at large member not holding elected office, to be appointed by the President based on the advice of the Second Vice President.

#### ARTICLE IV - GOVERNING BOARD

Section 1. The Governing Board shall be comprised of all the elected Officers, the six Board Members and the immediate Past President and shall be the governing body of this organization. The Past President shall be an ex-officio member.

Section 2. The duties of the Governing Board shall be:

- A. to plan activities and programs to achieve the objectives of this Society;
- B. to conduct the necessary business of the Society;
- C. to approve the plans of the Standing committees;
- D. to approve the treasurers choice of an official depository bank for the Society's funds;
- E. to review all expenditures of the Society's funds and to approve all bills before they are paid;
- F. to approve affiliations of the Society with umbrella

organizations that represent the Society at the state or national level (e.g. the American Camellia Society).

Section 3. The Board shall meet: a) at the call of the President, b) upon the request of any two Board Members or c) upon the written request of any seven Members in good standing and shall remain accountable to the Society Membership at all times.

Section 4. Quorum: A majority of the Board shall constitute a quorum.

Section 5. Members of the Society in good standing may attend the Board meeting and have a right to be heard, but shall have no right to vote in the proceedings.

Section 6. Board Meetings and the business portion of general meetings may be conducted informally; however, any two members of the Governing Board or any seven at-large Society Members may invoke parliamentary procedures for the sake of order, in which case the remainder of the meeting will be conducted in accordance with "Roberts Rules of Order".

Section 7. Any Board Member who misses three consecutive meetings without proper cause, acceptable to the Board, automatically forfeits his/her term of office.

Section 8. Vacancies in the Board shall be filled for the remainder of the term by a majority vote of the Board.

#### ARTICLE V - MEETINGS

Section 1. The Society shall have seven regular meetings per year, namely: September, November, January, February, March, April, and May. A picnic in July, the day, time and place to be determined by the Board.

Section 2. Special meetings may be called at any time by the Board.

Section 3. Notice of all regular, Board, or special meetings shall be in writing, mailed or emailed in time to notify the Members.