



MAUI ORCHID SOCIETY INC,

INCORPORATED 1983

STATE OF HAWAII

BY-LAWS
OF
MAUI ORCHID SOCIETY, INC.

Article I

Name, Seal and Offices

1. Name. The name of this corporation is MAUI ORCHID SOCIETY, INC.
2. Seal. The seal of the corporation shall be circular in form and shall bear on its outer edge the words Maui Orchid Society, Inc., Incorporated 1983 - State of Hawaii. The Board of Directors may change the form of the seal or the inscription thereon as they, in their discretion, deem appropriate.
3. Offices. The principal office of the corporation shall be in the County of Maui, State of Hawaii. The corporation may also have offices at such other place as the Board of Directors may from time to time designate or as the activities of the corporation may require.

Article II

Membership and Meeting of Members

1. Members. The membership of the Maui Orchid Society, Inc., hereinafter collectively referred to as "the Society", shall consist of one class of regular members. Regular members shall consist of those persons who shall have paid their membership dues.
2. Dues. Dues, if any, shall be set by the Board of Directors as they shall determine.

3. Annual Meetings of Membership. The last meeting of each calendar year shall be designated the annual meeting. The newly elected directors and officers shall be installed, and the holdover directors shall be introduced.

4. Regular and Special Meetings. The regular meetings of the members of "the Society" shall be held at such places and at such times as called by the Board of Directors, hereinafter referred to as "the Board" upon due notice to "the Society", provided, however, "the Society" shall meet at least six times each year. Special meetings may be called by the President or by at least three members of "the Board" upon proper notice given to "the Society" as they see necessary under the circumstances.

5. Quorum. Twenty-five (25) members shall constitute a quorum for the transaction of business.

6. Removal of Members. Any member may be removed with or without cause from membership by the affirmative vote of three-fourths of the members entitled to vote at any regular or special meeting called for that purpose. Any member proposed to be removed shall be entitled to at least five days' notice in writing by mailing notice of the meeting to his last known address at which such removal is to be voted upon and shall be entitled to appear before and be heard by the members at such meeting.

Article III

Directors

1. Election. The business and property of the corporation shall be managed and controlled by the Board of Directors elected by the members of the corporation. The

directors shall hold office until the election and qualification of their respective successors.

2. Number and Selection.

(a) The number of directors of the corporation shall be not less than fourteen (14) in number, selected by the members of the corporation. The Board shall consist of the President, two Vice-Presidents, the Secretary, the Treasurer and the Sergeant-at-Arms, all of whom shall be members of the Board only by virtue of their respective offices. In addition the Board shall consist of eight (8) directors whose terms of office shall be for two years. This term of office shall be staggered so that four directors are elected each year. The immediate past President shall be an "ex-officio" member of the Board of Directors with the right to vote only when the voting on an issue is tied.

(b) Any vacancy in the Board of Directors occurring or existing during the interval between annual meetings shall be filled for the remainder of the current year by an election by the Board of Directors.

3. Removal and Resignation. A director may be removed with or without cause by vote of three-fourths of the members entitled to vote at any regular or special meeting called for that purpose; provided, however, that if any director shall have failed to attend three consecutive director's meetings such director may be removed by majority vote of the remaining directors without notice. Any director proposed to be removed shall be entitled to at least five days' notice in writing by mailing notice of the meeting to his last known address at which such removal is to be voted upon and

shall be entitled to appear before and be heard by the members at such meeting. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

4. Annual Meetings of Directors. Each year the newly elected directors shall meet for the purpose of organization and the transaction of other business, and if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meetings may, however, be fixed by written consent of all the directors.

5. Special Meetings. Special meetings of the Boards of Directors may be called by the President and must be called by the President on the written request of any three members of the Board.

6. Notice of Meetings. Notice of all directors' meetings, except as herein otherwise provided, shall be given by mailing notice at least five days or by telephone notice at least three days before the meeting to the usual business or residence address of the director, but such notice may be waived by any director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. At any meeting at which every director shall be present, even though without any notice or waiver thereof, or at any other duly called directors' meeting, any business may be transacted.

7. Presiding Officer. At all meetings of the Board of Directors, the President, or in his absence the Vice-President, or in their absence a presiding officer chosen by the directors present, shall preside. It shall be the

presiding officer's duty to prepare and present an agenda for all meetings. Any director can request an item to be added to said agenda. Said agenda shall be prepared and circulated five days prior to the date of the meeting by the President.

8. Quorum. At all meetings of the Board of Directors a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these By-Laws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director.

9. Contracts and Services. The directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation and may freely make contracts, enter transactions, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or agents for other persons or corporations, or may be interested in the same matters as stockholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the corporation in a matter in which the directors or officers are personally interested as stockholders, directors, or otherwise shall be at arm's length and not violate the prescriptions in the Charter of Incorporation against the corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or

act shall be taken on behalf of the corporation if such contract, transaction, or act is a prohibited transaction or would result in "self dealing" as that term is defined under Section 4941(d) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors and officers to enter into and consummate any contract, transaction, or other action. No director can vote on an issue involving his own conflict of interest.

10. Financial Audit. The Board of Directors shall require an audit of all financial transactions. The audit shall be conducted by three "Society" members appointed by the Board of Directors.

11. Powers. All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of Hawaii, shall be and are hereby vested in and shall be exercised by the Boards of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit.

Article IV

Officers

1. Number. The officers of the corporation shall be elected by the general membership and shall consist of a President, two Vice Presidents, a Secretary, a Treasurer, a Sargeant at Arms, and such other officers, including assistant

treasurers and assistant secretaries, as the Board of Directors may deem proper.

2. Election, Term of Office and Qualifications. The officers shall be elected annually by the general membership.

3. Removal and Vacancies. Any officer may be removed with or without cause by two-thirds (2/3) vote of the Board of Directors entitled to vote at any annual meeting or any special meeting called for that purpose. Any officer proposed to be removed shall be entitled to at least five days' notice in writing by mailing notice to his last known address of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard by the directors at such meeting. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of his successor.

4. President. The President shall preside at all meetings of members and of the Board of Directors. He shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors.

5. Vice Presidents. There will be a first and second Vice President. The Vice Presidents shall have such powers and perform such duties as may be assigned to them by the Board of Directors. In the absence or disability of the President, the first Vice President shall perform the duties and possess and exercise the powers of the President. In the

absence or disability of the President and the first Vice President, the second Vice President shall perform the duties and exercise the powers of the President at the meetings of the Board of Directors.

6. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

7. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. He may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, he may endorse on behalf of the corporation for collection checks, notes, and other obligations and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Directors may designate.

He shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation. He shall make such payments as may be necessary or proper to be made on behalf of the corporation. He shall enter regularly on the books of the corporation to be kept by him for the purpose, full and accurate account of all moneys and obligations received and paid or incurred by him for or on account of the corporation, and shall exhibit such books at all reasonable times to any trustee or member on application at the officers of the corporation. He shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.

8. Sergeant-at-Arms: Powers and duties of the Sergeant-at-Arms. The Sergeant-at-Arms shall preserve order at all meetings of the Board and at all meetings at of the general membership. He shall arrange for the meeting place and shall see that it is left in good order. He shall, with the help of the Board, greet all members and visitors at the door. He shall also carry out the commands of the officers.

Article V

Committees

1. In General. This section shall apply to all committees, except as otherwise specified. All chairpersons and members of committees shall be appointed or designated for

a term of one year to run concurrently with the term of office of the Officers and until their respective successors have been appointed.

In case any chairperson or member shall vacate his membership in the committee for any cause, a successor shall be appointed or designated in the same manner as his predecessor was appointed or designated to hold membership for the unexpired portion of the term of his predecessor, and until the appointment or designation of his successor.

A majority of the membership of each committee shall constitute a quorum for the transaction of business.

Any chairperson or member of any committee may be subject to removal at any time by the President.

Each chairperson shall submit timely requests for funds together with proposed plans and projects and recommendations to the Board for approval.

2. Standing Committees. There shall be a Show Committee, an Awards Committee, a Program Committee, and a Publicity Committee. The President, with the approval of the Board, shall appoint a chairperson and as many members to each Committee as is deemed necessary.

3. Powers and Duties of the Show Committee. The Show Committee shall plan and organize all the shows sponsored by the Society or any show in which the Society participates. Show Committee shall consist of the individual Show Chairperson.

4. Powers and Duties of the Awards Committee. The Awards Committee shall conduct all business as for judging of plants at all shows. The Committee shall assist in the

securing of appropriate trophies. It shall be responsible for all records and descriptions of plants winning trophies and awards.

5. Powers and Duties of the Program Committee. The Program Committee shall prepare programs for all meetings of the Society for the year. It shall be responsible for the presentation of interesting and beneficial programs throughout the year. The Chairperson shall be the first Vice President.

6. Powers and Duties of the Publicity Committee. It shall be the duty of the Publicity Committee to publicize the affairs of the Society of general interest to the public.

7. Special Committees. The President with the approval of the Board, may establish committees with such powers and duties as the President may delegate. It may be called on to attend Board meetings but shall not be entitled to a vote.

Article VI

Nominations and Elections

1. Nominations. The Board shall appoint a Nominating Committee which shall nominate the directors and the executive officers in time to have them elected prior to the annual meeting. Other nominations for directors and executive officers may be made from the floor at the election meeting. Such nominees must be present at the meeting.

2. Elections. The election of directors and executive officers by the members shall be held at a meeting preceding the annual meeting of the Society. In case there are more than one nominee for any one office election shall be by

ballot and plurality shall elect. In case of ties, a special voting shall be held for the nominees concerned.

Article VII

Publications

The Board shall have the right within the limits of the funds of the Society appropriated for that purpose by the Board, to issue such reports, bulletins, memorials, pamphlets, books, and other publications as it shall deem for the best interests of the Society and the advancement of the work for which it is established.

Article VIII

Prizes

The Board shall have the right from time to time within the limits of the funds of the Society at their disposal, to appropriate money for such certificates, medals, and other prizes as they shall deem for the best interests of the Society and for the fulfillment of its objects and purposes.

Article IX

Fiscal Year

The fiscal year of the corporation shall be that which is established by the initial Board of Directors, or as may be altered thereafter by unanimous vote of any successor Board of Directors.

Article X

Prohibition Against Sharing in Corporate Earnings

No member, director, officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive at

any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the operations of the corporation, provided, that this shall not prevent the payment of any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors, may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to organizations which would then qualify under the provisions of Section 501(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Article XI

Amendments

The By-Laws of the corporation may be amended by a majority of the members present at any meeting duly called and held, the notice of which shall have stated that a purpose of the meeting is to consider the adoption, amendment or repeal of the By-Laws.

Article XII

Prohibited Powers

Notwithstanding any other provision of these By-Laws, no member, director, officer, employee or representative of this corporation shall have the power to take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by a non-profit corporation under the provisions of Section 416-21, Hawaii Revised Statutes, as amended.

ADOPTION OF BY-LAWS

We, the undersigned, having executed the Petition of Charter of Incorporation of MAUI ORCHID SOCIETY, INC. hereby adopt the foregoing as the By-Laws of the corporation this _____ day of _____, 1983.

