

# Venice Area Orchid Society News

June 2013

**Next Meeting: Wednesday  
June 5th at 7:00 p.m.  
Speaker: Greg Allikas**

**Topic: "Orchid Photography for the Digital Age"**

Greg Allikas is known the world over for his brilliant photographs of orchids, flowers and foliage. His extensive knowledge of his subject and artistic backgrounds offer a unique interpretation that is both accurate and stunningly beautiful. He has been a commercial photographer and orchid grower since 1970. He is awards photographer for the AOS West Palm Beach Judging Center, Florida-Caribbean Judging Center in Miami and numerous annual orchid shows in the U.S. and abroad. His photos are regularly seen in American Orchid Society publications including the annual calendar and ORCHIDS magazine. He has written numerous articles for both ORCHIDS magazine and Orchid Digest. His orchid articles have been published in Russia, Germany, Sweden and South America. His most recent book co-authored with Ned Nash is titled Four Seasons of Orchids. In 2005, Greg was honored to consult on, and supply photography for a United Nations postal administration endangered species stamp release featuring 12 endangered orchid species.



Recipient of the Silver Medal from the American Orchid Society, Greg is the proprietor of the popular Orchid Photo Page on the World Wide Web at [www.orchidworks.com](http://www.orchidworks.com). Greg has traveled internationally to photograph orchids in their native habitats as well as to do award photography at International Shows. He will have a selection of his most beautiful photos for sale.

**A Message from your President:**

We had a wonderful Home Garden Tour this year visiting both Ted Kellogg's home and Bill and Susan Fender's outdoor greenhouse. The Fenders' lovely outdoor greenhouse is made with beautiful latticework and placed under trimmed trees to allow sufficient light. Bill and Susan grow their plants hanging in wide plastic mesh pots so the plants can absorb water fast and also dry quickly. Thus, they need to be watered more often but if one doesn't travel much it seems to be a good way to see how the plant roots are doing at all times. Our new members might not know that the Fenders were our only commercial growers in Venice and retired 1 year ago. Bill and Susan had some of their wonderful world-known hybrids that they created for us to see and also lovely mounted divisions for sale. Naturally, John Masters was there to 'help' us purchase and we couldn't resist.



Cynthia Vance

Ted grows an enormous number of plants on his pool lanai with an automatic sprinkling system in his "four different growing areas". Such variety and they all looked so healthy! One area had a plastic 'ceiling' to protect from excessive rain and cold. Ted has also crafted long benches on wheels that easily roll behind closed hurricane



*Continued on page 4*

## Two Great Opportunities to Buy Quality Orchids

**Byrd's Orchids** will be having their going out of business sale Saturday, June 8 through Saturday June 15, 8am – 5pm, closed Sunday, June 9. Byrd's Orchids have been great vendors and exhibitors at our shows and will be sorely missed.

All 6" pot cattleyas will be \$15.00 and under, 4" pots will be \$7.00 and 3" and 2 1/2" pots will be \$3.50. Many other items and plants will be for sale. The Ridge Orchid Society and the African Violet Club will be there on Satur-

day, June 8, with the orchid society having hot dogs and hamburgers for sale. Payment: Cash, Visa, MasterCard and Discover.

6302 Green Road  
Lakeland, FL  
863-859-5060

From Venice: I-75 north to Exit 261 to merge on I-4 E towards Orlando; Exit 32 to US-98 N and turn left on FL-35N/US-98 N. Turn left on W Daugherty Rd and turn right on Green Road. Byrd's Orchids will be on the left.

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[WWW.VAOS.ORG](http://WWW.VAOS.ORG)

**Venice Area Orchid Society, P.O. Box 443, Venice, FL 34284-0443**

## Officers 2013 – 2014

### President

Cynthia Vance, [pres@vaos.org](mailto:pres@vaos.org)

### Vice President - Programs

Jim Thomas  
[programs@vaos.org](mailto:programs@vaos.org)

### Vice President - Social Affairs

Janice Felski, [social@vaos.org](mailto:social@vaos.org)

### Vice President - Show Displays

Richard Amos, [disp@vaos.org](mailto:disp@vaos.org)

### Treasurer

Ali Hicks, [tres@vaos.org](mailto:tres@vaos.org)

### Recording Secretary & Mentor Coordinator

Peg Fahrenback, [rsec@vaos.org](mailto:rsec@vaos.org)

### Corresponding Secretary & Newsletter Editor

Steve Vogelhaupt, [csec@vaos.org](mailto:csec@vaos.org)

### Membership Chairs

Jay & Judy Loeffler, [memb@vaos.org](mailto:memb@vaos.org)

### Directors At Large:

#### Annual Show Chairs

Barbara Wagner

Carol Wood

[showchair@vaos.org](mailto:showchair@vaos.org)

#### Immediate Past President and Webmaster

Ted Kellogg, [tmkellogg@gmail.com](mailto:tmkellogg@gmail.com)

#### Volunteers

The Cullens, Raffle Table

Judy Russell, Plant Table

Jerry Manegold, Technology

Sharon Schneider, Librarian

Jacqueline Nesbitt, Photographer

#### Newsletter Production

Barry Zack

#### VAOS Printer

Creative Technology of Sarasota

## Venice Area Orchid Society News

P.O. Box 443, Venice, FL 34284-0443

- Published monthly.
- Deadline for submissions is the 15th of the prior month.
- Please direct comments to:  
Steve Vogelhaupt, [csec@vaos.org](mailto:csec@vaos.org)
- Written submissions are appreciated.

## Minutes of the May 1, 2013 VAOS Meeting

President Cynthia Vance opened the meeting by recognizing new VAOS members. She announced there is now a special Plant Table award for new members. They may mark their Plant Table cards with a special colored dot to designate membership of two years or less.

Printed announcements were placed on seats prior to the meeting, giving details about the Growers Clinic and the bus trip to Redlands International Orchid Festival on May 18th Cynthia reported that 34 bus seats are filled, leaving about 10 openings. She also reported that Boutique volunteers have enough flower arrangement containers for the 2014 Show. Please do not bring more containers.



Cynthia introduced Barry Rossheim, a science teacher at Venice

*Continued on page 4*

### Treasurer's Report May 2013

#### Checking Account

Starting Balance  
4/15/2013.....\$2,531.04  
+ Income.....\$1,121.00  
- payments.....\$1,620.77  
**Balance**

5/13/2013.....\$2,031.27

#### Show Checking Account

Starting Balance  
4/15/2013.....\$2,719.85  
+Income.....\$0  
- payment.....\$0  
**Balance**

5/13/2013.....\$2,719.85

#### Cash Account

Balance (5/13/2013) .....\$40.00

#### Money Market Savings

Balance (5/13/2013).....\$33,021.19

#### Total Assets

5/13/2013.....\$37,812.31

*Submitted by Ali Hicks*

### Support our 2013 Show Sponsors

#### Platinum

- Edgewood Nursery
- Herald-Tribune Media Group
- Raleigh & Associates
- Stanley Dean State Farm

#### Gold

- AAA Auto Group
- Burgundy Square Cafe
- Center For Sight
- Daiquiri Deck
- Dr. Frederick Bloom
- Drs. Davis & Beyer, DDS
- Happy Puppy Pet Spa
- The Ramada Venice
- Silverstein Institute
- Jacaranda Trace Retirement Community

#### Silver

- Valenti's Allegro Bistro
- Scottie's Dawghouse And Catering Co.

## Plant Table Awards May 1, 2013

Nine exhibitors brought 16 plants to the show table and interestingly, none of the entries were species.

Both the **First Place** and **Members Choice** ribbons were earned by Jane Camarota for her *Coelogyne* South Carolina, a large, striking green flower with black lip markings. Carter and Holmes registered this hybrid in 1996.



*Coelogyne* South Carolina

The breeding line has had little activity – one parent of *Coel.* South Carolina was registered in 1911. Seven clones of this hybrid have earned AOS quality awards. The species of *Coelogyne* vary from warm to cool growing. Only the warm growing species and hybrids should be selected for our area.

Carol Wood received both the **Second Place** and **Speaker's Commendation** ribbons for her *Psychopsis* Butterfly, a marvelous cultural example of a primary hybrid in the genus *Psychopsis*. Carol grew this often 'fussy' plant with fifteen flowers on 15 inflorescences. The various species in this genus often look similar – and the hybrids resemble the parents. Good growing Carol!

The **Third Place** ribbon went to another plant from



*Psychopsis* Butterfly

Jane Camarota, *Cattleya Memoria Robert Strait* 'Blue



*Cattleya Memoria Robert Strait* 'Blue Hawaii' JC/AOS

Hawaii' JC/AOS. The JC/AOS (Judges Commendation) is an award to plants for distinctive characteristic. Blue Hawaii earned the award for "unusual and exceptional color form" in 1998 when it was exhibited by Canaima Orchids. Although most often seen with two flowers per stem, it can have more and can bloom almost any time of the year.

Our first **New Member Grower** ribbon, for members less than two years, went to Jerry and Kathy Beck, who displayed an unregistered hybrid, *Vanda Udomchai Harvest Moon* x *Vanda Kenny Gold*. Both parents were what



*Vanda Udomchai Harvest Moon* x *Vanda Kenny Gold*

we have known as *Ascocendas* – but the naming in this group now makes all *Ascocentrums* and *Ascocendas* equal *Vandas*. The exhibited plant had bright yellow flowers on a horizontal inflorescence. Thanks for bringing this in and we hope more new members will do the same at the next meeting

*Narrative and photos by Ted Kellog*

## Two Great Opportunities to Buy Quality Orchids continued from page 1

**Barbara and Bob Wagner** will have an orchid sale at their home on Saturday, June 1 and Sunday, June 2, 9am – 2pm or by appointment. For our newer members, Barbara is our Show Co-Chair and renowned for her beautiful plants. Cattleyas are the chief attraction, with many large potted plants.

6834 Anchor Way  
Sarasota, FL 34231  
941-923-7706

## Minutes of the May 1, 2013 VAOS Meeting continued from page 2

High School, and sponsor of the VHS Zoology Club. Mr. Rossheim, club president Courtney Kern, and club members Leila Jean-Marie and Natalie Johnson, gave an interesting Power Point presentation about the Zoology Club's involvement with the Sarasota "Celery Fields" Conservation project. They discussed how this area, once used for agriculture, is now an outdoor nature center used for conservation. VAOS donated \$250 to their conservation project.

After a brief intermission, Cynthia introduced our next speaker, Jim Thomas, our Vice President for Programs and VAOS Growers Clinic presenter. Cynthia thanked Jim for his many contributions and cited the impressive attendance at Growers Clinic, typically numbering 50 to 60 or more attendees. She thanked Carol Wood for creating the slide show, and for assisting Jim with Growers Clinic. Other Growers Clinic assistants were thanked, including Richard Amos, Jay and Judy Loeffler, and Jerry Manegold.

Jim's presentation, "Growers Clinic Live," outlined the many ways VAOS supports new members and beginning growers. Growers Clinic has expanded their range of topics to include potting, pest and disease control and more. Recently, "hands on" instruction has been offered, including potting and mounting of orchids. Beginners may also participate in the Mentor program where short term, individualized support is offered. Jim thanked Peggy Fahrenback for creating and administering the Mentor

From I-75: Exit 205 W on Clark Road to Beneva Rd., turn left on Beneva to Gulf Gate Drive, turn right on Gulf Gate to Regatta and turn left. House will be on the left at corner of Regatta Dr. and Anchor Way.

From US 41: north to Gulf Gate Drive, turn right on Gulf Gate to Anchor Way and turn right. House will be last one on the right at the corner of Anchor Way and Regatta Drive.

Program. A slide show, created by Carol Wood, illustrated a variety of orchid growing areas used by members, including pool decks, trees and yards. Pictures of recent VAOS events and activities were also shown. Jim gave a heartfelt testimonial of his experience with his own Mentor many years ago. Jim now honors the memory of his Mentor by helping others. He left us with the words "Pass it forward" and challenged all members to do the same by helping others. Jim received a standing ovation for his presentation.

Plant Table presentations were given by Ted Kellogg and Richard Amos. Awards were given and the meeting was adjourned after the Raffle.

*Respectfully submitted by Peg Fahrenback*

## Message from your President continued from page 1

shutters when needed. For the summer, he waters about every 3 days and uses a regimen of spraying with Orthene once a week for three weeks to prevent thrips, mealybugs and other critters that accompany our hot and humid summers.

Our members appreciated how Ted and Bill answered their questions, gave personal advice and shared their vast experience in growing particular plants in our Venice area.

Another greenhouse I look forward to is a 10 by 20-footer just installed by Judy and Jay Loeffler, VAOS Membership Chairs. One year ago, they purchased their first plant and now they have over 100. Perhaps they will be ready to host us next year! As Carol Wood said on a local TV interview during our last Orchid Show, "Having orchids is like having potato chips – you just can't get enough of them."

As you receive this letter, our members have just returned from the Redlands International Orchid Festival, probably with their wallets empty. We look forward to some of their new hybrids on the plant table! And remember new members, you may receive the New Member Growers Award if you bring in a stunning specimen and you've been a member less than 2 years.

### Have A Question???

Have a question about your orchid? Has my hybrid cross been named? Has my plant been awarded? What's its parentage?

Several VAOS members subscribe to OrchidWiz and will be happy to look it up for you. Email your orchid name and question to one of the following:

Carol Wood - [showchair@vaos.org](mailto:showchair@vaos.org)  
Jim Thomas - [programs@vaos.org](mailto:programs@vaos.org)  
Ted Kellogg - [tmkellogg@gmail.com](mailto:tmkellogg@gmail.com)

## Revised By-Laws

At the June 5th meeting, members will vote on the Revised Bylaws approved by the Board on May 20, 2013. In revising our Bylaws our objective was to reflect current operations, to eliminate obsolete terms, to expand voting Directors from 9 to 11, to clarify Director roles and responsibilities, to define other key Positions and current Committees, Chairs and their functions.

The Revised Bylaws are attached following page 6 with additional copies available at the June 5th meeting.

## Redlands International Orchid Show

Although some of us were still stifling yawns, the trip to Redlands was full of cheer and good humor. Jim Thomas entertained us with his stories and buying tips and we munched on the healthy goodies provided. Once we arrived, our group quickly fanned out to the various vendor displays and marveled at the variety of orchids, many of which we had never seen before. Others stopped for some of the delicious international foods before heading to the workshops and demonstrations hosted by experts from around the world.

I had wanted to take this tour for the past several years, but circumstances always intervened. I felt it was a great show and I found an orchid in the AOS tent that just shouted "Buy me, buy me"! The Epi. Mabel Kanda

x *Encyclia randii* will be a lasting reminder of this great event. Even Jim Thomas, an expert grower with many previous trips to Redlands, confessed that he had bought 'a few' more plants than planned when confronted with so many beautiful orchids.

Later, watching from the comfort of the cool bus, I saw our group returning with carts, bags and boxes, some more than once, full of orchids, driftwood, planting media and supplies. On the way home, I heard new members say they had found real treasures and felt they had been to orchid paradise. We met new vendors, made new friends, and even celebrated Richard Amos' birthday. Hope to see everyone next year!

*Submitted by Janice Felski*

## My Favorite Orchid – the Reedstem Epidendrum

As I watched my husband struggling with his collection of cattleyas, dendrobiums, encyclias, toolumnia, pleione, and other orchids, I couldn't help but notice the considerable investment not only in time and effort, but also in chemicals, fertilizers, potting media, display stands and shelves, hangers and even a small greenhouse.

While I love to see orchids in bloom, I was determined to find an orchid that was easy to grow even for a novice and would dazzle our neighbors and passersby. Three years ago, while browsing the garden center at our local Home Depot, I spotted my first orange reedstem epidendrum, described only as a ground orchid, and immediately fell in love. Buying two, I planted both in the large flower bed on the west side of our house, not bothering with special media, but adding a bit of compost and shredded pine mulch to our otherwise sandy soil. Not only did both survive the extremely hot and dry summer with only weekly watering from our irrigation system, but they put out a large number of aerial roots which produced new plants wherever they touched the soil.

With the arrival of fall, long, thin spikes emerged, producing dozens of spectacular orange and yellow flow-

ers which drew a lot of attention and questions from our neighbors. They attracted bees and butterflies and were in full bloom from early November through July, when they started producing new keikis and foliage in preparation for the next season. The keikis can easily be removed and planted or shared with friends and neighbors.

Meanwhile, I've learned that the reedstem orchid thrives in S. Florida year round, needing protection only from prolonged freezing temperatures. They do need bright light and are happy even with direct afternoon sun although the foliage may bronze a bit temporarily. My husband gives them a dose of any commercial orchid fertilizer three or four times from March to October and rainfall and weekly irrigation takes care of the rest. Through trial and error, I found that soil amendments that improve drainage, such as pine or fir bark, perlite, or compost are beneficial.

While the orange and lavender varieties are available in local garden centers, I found red, yellow and pink hybrids at orchid shows and on Ebay from growers in Homestead and they've adapted well to our garden.

*Article and photos by Sue Vogelhaupt*



# Venice Area Orchid Society News

P.O. Box 443  
Venice, FL 34284-0443

## Next Meeting:

Wednesday, June 5, 7:00pm

• **Speaker: Greg Allikas**

• **Topic: "Orchid Photography for the Digital Age"**

• Show table entries welcome

• Bring Plants for the Raffle Table

• Bring treats to share

## Upcoming Events

### June 1-2, 2013:

Barb & Bob Wagner Orchid Sale, 9am – 2pm or by appointment. See Page 4 for details.

### June 5, 2013:

VAOS monthly meeting, 7pm. Venice Community Center, 326 S. Nokomis Ave., Venice, FL Speaker: Greg Allikas. Topic: Orchid Photography for the Digital Age. Greg will have beautiful orchid photos for sale.

### June 8 – 15, 2013 (closed Sunday, June 9):

Byrd's Orchids Going out of Busi-

ness Sale, 8am – 5pm. See page 1 for details.

### June 13 and July 11, 2013:

Growers Clinic, 7pm, Venice Community Center. Presenter: Jim Thomas and Carol Wood. Topic: Plant Diseases. Open Q & A. Bring your problem plants for expert help.

### July 8, 2013: (Monday)

Joint monthly meeting with Englewood Area Orchid Society, 6:00pm, Christ Lutheran Church, 701 N. Indiana Ave., Englewood, FL. Speaker: Paul Phelps. Topic: Cattleya, Queen

of Orchids. Plant sale and Q&A table begins at 6:00 pm. Please note this replaces our regularly scheduled VAOS meeting the first Wednesday of July.

### August 7, 2013:

VAOS Joint Monthly Meeting with Englewood Area Orchid Society, 7pm. Venice Community Center, 326 S. Nokomis Ave., Venice, FL. Speaker: Roy Tokunaga, H&R Orchids. Additional information to follow.

### Ongoing:

Mentor Program: help for beginning growers, contact Peg Fahrenback, rsec@vaos.org

Orchid Judging takes place at the **Christ the King Catholic Church – McLoughlin Center – Room C, 821 S. Dale Mabry Hwy., Tampa, FL 33609** at 6:30pm on the fourth Wednesday of every month. Info: <http://www.fncjc.shutterfly.com/>

### Patronize Our Local Growers

- Honey Bee Nursery (941-474-6866)
  - Jeff Higel2383 Englewood Road (Rt. 776)  
Englewood
- Plantio La Orquidea (941-504-7737)
  - Tina & Rafael Romero3480 Tallevast Rd, Sarasota  
[www.plantiolaorquidea.com](http://www.plantiolaorquidea.com)

### Newsletter Supplements

For those members who receive their monthly newsletter by email, look for extra content which began in June. Included are culture articles and handouts from our monthly Growers Clinic. This supplemental information will only be available in our full color email edition of the newsletter.

# VENICE AREA ORCHID SOCIETY, INC.

P.O. Box 443, Venice, FL 34284-0043

## Bylaws

Approved by Board of Directors May 20, 2013

### **PURPOSE**

The name of the corporation is Venice Area Orchid Society, Inc. The purpose of the corporation is to encourage, organize and support educational activities among its members in order to develop and extend knowledge concerning the cultivation and hybridization of orchids and to promote the conservation and protection of native species.

The corporation is organized and operated exclusively for scientific and educational purposes within the meaning of IRS 501(c)(3) or the corresponding provision of any future United States internal revenue law. The VAOS is an affiliate of the national organization, the American Orchid Society, (AOS).

### **ARTICLE I. MEMBERSHIP**

**Section 1.1 Qualifications** Membership shall be open to anyone interested in orchids.

**Section 1.2 Admission and Dues** Application for membership must be made in writing on forms provided by the Corporation. Annual dues shall accompany the application form. Dues for the calendar year shall be payable annually on January 1<sup>st</sup>. The Board may provide incentives for membership as it sees fit.

**Section 1.3 Meetings** Regular meetings of the members of the Corporation shall be held monthly on a scheduled date as determined by the Board of Directors and published in the newsletter. The program at these meetings shall conform to the purposes of the Corporation.

**Section 1.4 Annual Meeting** The Annual Meeting of the members of the Corporation shall be held each year during the month of March at a time and place specified in the notice of the meeting. The Annual Meeting may be held in conjunction with the regular meeting. The membership shall elect the Board of Directors at this meeting who will hold offices for terms to which each are elected.

**Section 1.5 Special Meetings** Special Meetings of the members shall be held when directed by the Board of Directors or when requested by one-tenth of the members. A meeting requested by the members shall be called for a date not less than ten (10) nor more than sixty (60) days after the request is delivered to the President. Procedures for a Special Meeting shall conform to Florida law and these By-Laws. The call for a Special Meeting shall be issued by the Vice President for Programs unless the Board of Directors or members requesting the meeting designate another person to do so. The person designated to issue the call shall send written notice of the meeting to each member not less than ten (10) or more than sixty (60) days before the date set for the meeting. The notice shall state the time, place and purpose of the meeting. Notice may be given by email.

**Section 1.6 Quorum** A majority of the members present and voting shall constitute a quorum at a meeting unless a larger number is required by law; then the number so specified shall constitute a quorum.

**Section 1.7 Voting** Each member is entitled to one vote on each matter presented at the meeting.

## **ARTICLE II BOARD OF DIRECTORS**

**Section 2.1 Function** The business and property of the Corporation shall be managed and its corporate power shall be exercised by the Board of Directors. The Board of Directors shall have the authority to create or abolish any special committees; delegate to such committees such powers and functions as it may deem proper; approve the expenditures of committees, and fill any vacancies on the board. Each Director position shall have one vote in the actions of the Board. The number of Directors on the Board may be increased or decreased by amendment to the By-laws.

The Board of Directors shall consist of eleven (11) members selected as follows:

TITLE	YEAR ELECTED
President	Even
Vice President for Programs	Odd
Vice President for Society Displays	Odd
Vice President for Social Affairs	Even
Recording Secretary	Even
Communications Director	Odd
Treasurer	Even
Membership Director	Odd
Immediate Past President	Previously Elected
Director At Large (2)	No Set Term

**Section 2.2 Qualifications** Each Director shall be at least 18 years of age able to communicate via email and must be an active member of the organization.

**Section 2.3 Elections and Term** The Board of Directors shall stagger the Director terms to the extent possible and all Directors shall hold their office until their successor is chosen and qualified. Directors are elected to a two (2) year term and may serve no more than two (2) consecutive two-year terms. Directors are eligible for re-election after a two year hiatus from their position. Directors At Large have no set terms, are nominated by the President and must be approved by the Members; this may happen at any time during the year. Directors At Large shall serve from the date of their appointment until their successors have been appointed and approved. Any Director that is replaced will deliver to the successor all society records and properties that have been in their possession and custody. The Directors shall be elected by a plurality of the votes cast at the election. The term of a Director shall be from annual meeting to the annual meeting two years thereafter, unless early resignation, death or

removal occurs. Directors may be removed with or without cause by a majority vote of the members at a meeting called for that purpose. Procedure for election of directors shall be as follows:

1. At least three (3) months prior to the annual meeting, the President shall appoint the chairperson of a nominating committee. At the same meeting, two (2) additional nominating committee members shall be elected by the members attending that meeting.
2. At the regular monthly meeting (February) prior to the annual meeting, nominations for each office shall be announced. At this meeting, and the annual meeting, additional nominations may be made from the floor, but not without the nominee's agreement to serve.
3. Voting for Directors will occur at the annual March meeting.
4. Directors duly elected will be installed at the annual meeting and will assume their duties immediately.

**Section 2.4 Vacancies** Vacancies in the Board of Directors shall be filled for the remainder of the term by a majority vote of the Directors remaining in office even though the remaining directors may not constitute a quorum.

**Section 2.5 Quorum** The vote of a majority of the Directors present at a meeting at the time of the vote if a quorum is present at such a time shall be the act of the Board. The presence of 60% of the Board shall constitute a quorum for the transaction of business. If a majority of the Directors present does not result in a majority vote then the entire board membership may be polled via teleconference or email to determine a majority vote. Directors may be considered present via appropriate communication devices during a meeting. All votes must be public and known to all board members.

**Section 2.6 Meetings** The Board of Directors shall meet no less than four (4) times each year. The first meeting of the directors shall be after the annual meeting of the members and before the next regularly scheduled meeting of the members. Regular Board of Directors meetings may be held at times and places the Board of Directors specify or on the call of the president or any two (2) Directors. Notice of each special meeting shall be given by the secretary to each director not less than seven (7) days before the meeting. Notice may be given by mail, email, personally delivered or by phone. Attendance at a meeting by a Director constitutes waiver of notice, unless he or she objects to it because it is not legally called. Any business may be transacted at the meeting. Members of the Board of Directors may attend via telephone or other appropriate communication devices.

**Section 2.7 Voting** A Director may vote in the affirmative, abstain or oppose any motion.

**Section 2.8 Action without a meeting** The Board of Directors may act without a meeting if a written consent or email correspondence setting forth the action taken, shall be signed or confirmed, as applicable, by all Directors or committee members who would be entitled to vote on such an action at a duly-called meeting. Each resolution so adopted and the written consents and e-mails, as applicable, by the members of the Board of Directors or such committees shall be filed with the minutes of the proceedings of the Board of Directors or such committee. Any one (1) or more

members of the Board of Directors may participate in a meeting of such Board by means of conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 2.9 Executive Committee:** The Executive Committee shall consist of the President, a Vice President and Treasurer all with the power to vote. The Board of Directors may appoint not more than two (2) additional members, all with the power to vote. The President shall serve as the Chairperson of the Executive Committee. The Executive Committee shall handle affairs of the corporation referred to it by the Board and during the interval between meetings of the Board of Directors, shall have and exercise the powers of the Board of Directors except the purchase, sale, leasing and encumbering of real estate, the right to amend the Bylaws and the election of Directors. A majority of the members of the Executive Committee shall constitute a quorum of such committee.

### **ARTICLE III. BOARD OF DIRECTORS DUTIES**

**Section 3.1 President** The President, as the chief executive officer of the Corporation, has general and active management of the business of the Corporation and is subject to the directions of the Board of Directors. The President shall preside at all meetings of the Society and of the Board of Directors, shall develop the annual budget for Board approval, shall approve all bills before payments and shall be the ex-officio member of all committees except for the nominating committee.

**Section 3.2 The Vice President for Programs** shall act as the President in the President's absence or inability to serve as the president. This VP is responsible for arranging for speakers for the monthly meeting/program, coordinating speaker travel arrangements and equipment needs for presentations. This VP may also assist and/or back-up other volunteers at the monthly meeting, including the technology, raffle, and plant table awards persons. For auctions and plant sales, this VP will recruit plants, arrange for set-up and signage, solicit and assist the auctioneer before and during the event. This VP may plan and coordinate other special programs and perform other duties as may be delegated to this office by the President.

**Section 3.3 Vice President for Society Displays** The Vice President for Society Displays is in charge of all aspects of the VAOS orchid display for the annual show and shall design and assemble the VAOS display and recruit the display team members for all orchid shows in which the Society participates.

**Section 3.4 Vice President for Social Affairs** The Vice President for Social Affairs shall plan and coordinate special events for the Society including field trips, bus trips, holiday parties, greenhouse tours and other social activities as well as planning, coordinating and providing refreshments at the monthly meeting with assistance from member volunteers.

**Section 3.5 Recording Secretary** The Recording Secretary has custody of and shall maintain the corporate records, except for the financial records. The Secretary shall record and distribute the minutes of meetings of the Board of Directors to the Board of Directors and minutes of the monthly meetings for distribution in the newsletter.

**Section 3.6 Communications Director** The Communications Director shall handle all communications from the Board to the membership, including editing and distributing the Newsletter and sending out email announcements from the board to the membership. This person may also do Newsletter Production (lay out) or guide the person (volunteer or contracted) who does Newsletter Production. This Director may disseminate information concerning the activities of the Society to the news media, internet, local organizations and other orchid societies. All communications will be approved by the President prior to dissemination.

**Section 3.7 Treasurer** The Treasurer has custody of all corporate funds and financial records and shall keep full and accurate accounts of receipts and disbursements. The Treasurer shall direct the actual care and custody and processes related to all funds and securities of the society in such financial instruments as the Board of Directors shall select. The Treasurer shall render account of these at each regular monthly meeting, Board of Directors meetings and at the annual meeting. The Treasurer submits our tax form to the IRS and ensures our 501(c) (3) tax exempt status is up to date. The Treasurer has the authority to execute instruments as prescribed in section 5.1. The Treasurer shall perform other duties as prescribed by the Board of Directors.

**Section 3.8 Membership Director** The Membership Director is responsible for developing ideas and programs to promote membership. This Director maintains current membership information, updates board monthly of the membership roster, collects and records dues, prepares member nametags, publishes the annual membership directory and welcomes members at the meetings with assistance from member volunteers. The Membership Chair may attend the Growers Clinic to recruit new members and distribute information pamphlets about the Society throughout the community.

**Section 3.9 Immediate Past President** The duties of the first immediate Past President of the Corporation, who has not been elected to another position on the Board of Directors, shall be assigned by the President. If the first immediate Past President is unavailable, then another Past President may serve.

**Section 3.10 Directors At Large (2)** The duties of the Directors At Large shall be assigned by the President. Directors At Large will normally serve in key positions such as Show Chair, Director of Education and Outreach or other key functions.

## **ARTICLE IV COMMITTEES**

**Section 4.1 Positions and Committees** The Board of Directors shall approve annually the appointment of positions and chairs of committees that play a critical role at meetings and other activities of the Society. They may include:

Annual Show Chair(s)  
AOS Representative  
Education and Outreach Chair  
Librarian

Mentor Program Chair  
Newsletter Editor  
Nominating Committee  
Plant Table Chair  
Raffle Table Chair  
Technology Chair  
Webmaster

Other positions, committees and ad hoc working groups may be created as deemed necessary by the Board. Committee chairs will appoint members to their committee. Each committee shall operate under the direction of the Committee Chair. The Board of Directors shall approve the committee members, define the budget and initiatives of the committees.

#### **Section 4.2 Committee Functions**

**A. Show Chair** The Show Chair(s) directs all aspects of the annual orchid show in February. They design show layout, choose vendors, assign committee chairs for each show function, promote and manage the show and report show income and expenditures to the Board of Directors.

**B. AOS Representative** The AOS Representative serves as the interface between the Society and the American Orchid Society (AOS), promoting AOS programs, resources and membership benefits.

**C. Education and Outreach Chair** This Chair oversees the Growers Clinic and other special events, workshops and programs focused on member education with assistance from member volunteers. This promotes orchid culture training and education to assist beginner growers and to encourage long term membership retention. This Chair also may give orchid culture presentations to the broader community as a service and to draw in new members.

**D. Librarian** The Librarian shall manage all aspects of the library including bringing the library books into the main meeting room, periodic selection of additional books and publications, loaning out and tracking books.

**E. Mentor Program Chair** The Mentor Program Chair coordinates and promotes the program, recruits and assigns new mentors and mentees, and monitors and reports on the progress and success of the program. This chair may attend the Growers Clinic to assess potential mentees that with support can become successful growers who remain in the Society.

**F. Newsletter Editor** The Newsletter Editor is responsible for soliciting input, writing, editing, production and publishing the Society's newsletter to the members in accordance with a publication schedule set by the Board of Directors.

**G. Nominating Committee Chair** This Chair, appointed by the President and supported by two member volunteers, is responsible for recruiting candidates to fill vacating board positions.

**H. Plant Table Chair** This Chair shall coordinate the set up of the plant table at monthly meetings, select volunteer judges, record awards, maintain supplies and coordinate photography and plant descriptions for the awarded plants.

**I. Raffle Table Chair** This Chair shall solicit and bring plants, sell raffle tickets during the monthly meeting, hold the raffle at the close of the meeting, and give proceeds to the Treasurer.

**J. Technology Chair** This Chair shall be responsible for equipment, lighting and set up configuration for the monthly meetings including the speaker's equipment for presentations.

**K. Webmaster** The Webmaster chairs the Website Committee, is responsible for keeping the VAOS website current by posting information about the VAOS, Society events, other upcoming events of general interest, orchid cultural information and links to sites of interest.

**Section 4.3 Restriction** No committee or individual shall be vested with the power to enter into any agreement or contract or otherwise obligate the Corporation except with the authority of the Board of Directors.

## **ARTICLE V EXECUTION OF INSTRUMENTS**

**Section 5.1 Execution** Corporate instruments shall be executed by the President or Treasurer unless some other person is designated to execute the instrument by the Board of Directors. The Board of Directors may authorize any person to execute instruments for the Corporation. Attesting by the Recording Secretary or affixing the corporate or common seal of the Corporation is not necessary for the validity of an instrument executed on behalf of the Corporation, unless affixing the seal is required by law. A common seal may be used when expedient instead of the corporate seal. Witnesses to the execution of an instrument on behalf of the Corporation are not necessary to its validity unless required by law.

**Section 5.2 Form of Seal** The form of the seal shall be designated by the Board of Directors from time to time.

## **ARTICLE VI RECORDS**

**Article 6.1 Required Records** The Corporation shall keep correct and complete books or records of account, minutes of the proceedings of meetings, and of the Board of Directors meetings.

**Article 6.2 Inspection** The records or accounts and minutes shall be open for inspection at reasonable times when a Board Director is available who shall gather the records and documents. These documents cannot leave the authority of the keeper.

**Article 6.3 Financial Records** Within 120 days after the close of each fiscal year, the Treasurer will prepare a balance sheet showing in reasonable detail the financial condition of the Corporation at the close of the fiscal year. A profit and loss statement showing the results of its operations during the fiscal year shall also be prepared. The Corporation shall mail a copy of the balance sheet and profit and loss statement to any member who requests it in writing. The balance sheets and profit and loss statements shall be filed in the registered office of the Corporation. They shall be kept for 5 years and shall be subject to inspection during ordinary business hours by any member.

**Section 6.4: Audit** The Board may appoint an internal review (audit) committee consisting of two board members and two non-board members, none of whom has fiscal authority for the Corporation, to formally review the financial records with the purpose to confirm expenditures, assets and obligations. Said committee will report to the membership annually and submit written confirmation of their findings that will be retained in the society's financial records. The Board may contract for an external audit if deemed necessary.

**Section 6.5 Fiscal Year** The fiscal year shall be from January first to December thirty-first.

## **ARTICLE VII ANNUAL REPORT**

**Section 7** The Corporation shall file annual reports, as required by law, with the public officer designated by law, and shall pay any tax or fee imposed by law for filing.

## **ARTICLE VIII REGISTERED AGENT**

**Section 8** The Corporation shall maintain an office in Florida with a registered agent on whom process may be served. The resident may be an individual or corporation. When a change of office location of resident agent is made, the Treasurer shall notify the public officer designated by law of the change.

## **ARTICLE IX PROHIBITED ACTS**

**Section 9.1 Transfer of Property** The Corporation shall not transfer any of its property to a director, officer, or member, directly or indirectly, for any consideration other than the value of the property paid in cash.

**Section 9.2 Dividends** No dividends shall be paid by the Corporation to a member.

## **ARTICLE X            SPECIAL CONTRACTS**

**Section 10.1 Conflicts of Interests** Any contract or other transaction between the Corporation and one or more of its directors in which one or more of the directors of this Corporation are financially interested shall be void or voidable because of the relationship or interest or because the interested directors are present at a meeting of the Board of Directors that authorizes, approves, or ratifies the contract or transaction or because his or their votes are counted for the purpose if the relationship or interest is disclosed or known to the Board of Directors or committee and its action is taken by a vote that is sufficient without counting the votes of the interested directors. Interested directors may be counted for a quorum at the meeting regardless of their interest.

**Section 10.2 Sale of all assets** The Corporation may not lease, sell, exchange, or otherwise dispose of all, or substantially all, of its property and assets, other than in the regular course of business, unless the Board of Directors adopts a resolution recommending the sale, lease, exchange or other disposition and the members authorize the transaction. The notice of the member's meeting at which the matter is to be considered shall summarize the proposed transaction. Authorization for the transaction shall be made by vote of a majority of the members entitled to vote on the proposal. The members may modify the proposed transaction and approve it as modified. After authorization, the Board of Directors may abandon the transaction without further action or approval by the members.

**Section 10.3 Indemnification** The Corporation may indemnify any person who was or is a party or may be made a party to any threatened pending legal, or administrative action or proceeding when the person indemnified is or was a director, officer, employee, or agent of the Corporation and is a party to the action or proceeding because of that person's corporate relationship in the manner and subject to the limitations prescribed by Florida law. The Corporation may purchase and maintain insurance against liability for all directors, officers, employees, and agents of the Corporation even if the Corporation could not indemnify them under this By-Law or under law.

**10.4 Dissolution** Should the VAOS be dissolved, any net assets shall be donated to the American Orchid Society. If the American Orchid Society is unable to accept the assets then they shall be transferred to another Florida not for profit organization supporting orchids.

## **ARTICLE XI            AMENDMENT**

**Section 11.1** By-laws may be amended, altered, or rescinded in whole or in part, by the Board of Directors, subject to approval of the membership. Proposed amendments or changes shall be prepared in writing for consideration by the membership at a regularly scheduled meeting. Members will be asked for approval or rejection at the next (or following) regularly scheduled meeting. At least 2/3 of the members present must approve the proposed amendments or changes.

**The VAOS Board of Directors approved the final revision of  
the VAOS Bylaws on May 20, 2013**

1. Cynthia Vance, President
2. Ted Kellogg, Past President
3. James Thomas, VP Program
4. Richard Amos, VP Show Displays
5. Janice Felski, VP Social Affairs
6. Peggy Fahrenback, Recording Secretary
7. Judy and Jay Loeffler, Membership Director
8. Steve Vogelhaupt, Corresponding Secretary
9. Ali Hicks, Treasurer
10. Carol Wood, Director at Large -- Co chair Show
11. Barbara Wagner, Director at Large – Co-chair Show

**This revision to the VAOS By-Laws dated May 20, 2013 were approved by the members on**

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\_\_\_\_\_  
**President**

\_\_\_\_\_  
**Recording Secretary**