



San Francisco Orchid Society

For over 65 years the SFOS mission has been to foster the culture and conservation of orchids and to promote education of its members and the public about orchids. Our goals include: an exchange of information from exhibitions, publications, and the Internet, maintenance of a reference library, and participation in worldwide activities.

Next Meeting:

There will be NO in-person meeting on Tuesday, December 1st, 2020.

There will be a virtual meeting through 'Zoom'.

More details on page 3.

AOS judging by the Pacific Central Judging Center is still on hold until further notice.

However, California Sierra Nevada JC's next AOS judging session will be

Sunday, December 6th at
Dueling Dogs Brewing Co.,
3030 Barrett Park Lane,
Lincoln, CA.

Fragrant Orchids

Steve Frowine



Steve Frowine will be talking to SFOS on December 1, 2020 about Fragrant Orchids, also the title of one of his best known [books](#). Steve is a professional horticulturist, a consultant to the green industry, and an active garden writer and speaker.

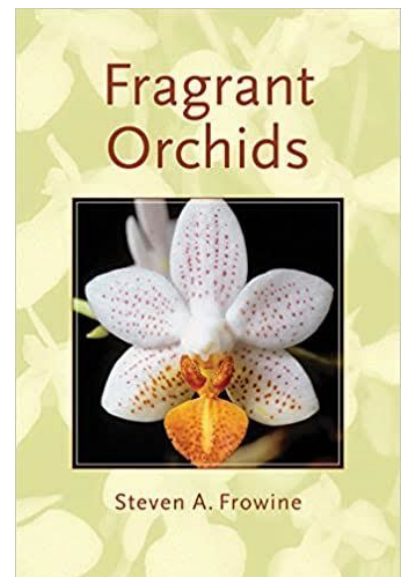
He has passionately grown 100's of orchids in various homes throughout the US for almost 40 years and now lives in Ajijic, Mexico with his wife, Sascha, and three dogs, Zoe, Tallulah, and Ben.

He greatly enjoys growing orchids and other tropical plants year around outdoors in this frost-free climate.

Steve holds B.S. and M.S. degrees in horticulture from Ohio State University and Cornell University respectively. Steve Frowine's talk to SFOS on December 1, 2020 about Fragrant Orchids, also the title of one of his best known [books](#), will highlight fragrance as an officially underappreciated aspect of orchids. Only one experience is more breathtaking than seeing a gorgeous orchid in bloom---smelling a fragrant gorgeous orchid in bloom.

Ask the insect pollinators who depend on scent rather than beauty to lead them to the right flower.

Yet orchid growers have traditionally paid more attention to flower size, substance, color, and shape than to fragrance, which can range from elegant and sophisticated to downright nasty, from fruity and spicy to medicinal and fishy, from light and fresh to heavy and overwhelming.





From the President

Though it has been a difficult year, and we are not going to have our traditional potluck dinner, there is much to celebrate.

We have some great treats for you at the December 1st meeting – not only are we hosting Steve Frowine to speak to us about “Fragrant Orchids,” but we are also going to have **65 gift certificates from 5 different orchid nurseries** to raffle off at the end of the meeting – enough for most if not all members attending the meeting to win. At the speaker’s request we are going to let him speak right after a few announcements, but before we do Show & Tell.

As always, PLEASE RSVP for the Zoom meeting via our website (www.orchidsanfrancisco.org) and send your show and tell pics by email to Lynne Murrell (lynne.murrell@outlook.com) by **no later than the day before the meeting (Monday, November 30th)**– though sooner is of course better to give her more time to prepare!

If you missed the November 3rd meeting our own John Russell McCallen was the speaker and shared a talk titled “Going the Distance – successfully relocating your orchid collection” – which is recorded and available on our YouTube channel – and we also finalized the amendment to the Bylaws, which are now posted to the website.

We have great programming for set up for the next few months, as well as two events in February – we will be putting in an orchid display at Filoli Gardens’ 3rd annual orchid show Jan 29th– Feb 10th, as well as a display at the SF Conservatory of Flowers (COF) Feb 11th- 21st.

I am also going to be representing SFOS as a guest speaker talking about “Orchid Attraction” as part of SF COF’s Valentine’s Day program (“Aphrodisiacs of the Tropics”) on Feb 13th.

So please let me know if you want to help out with plants or other ways to produce these displays, or future events.

Finally, it is a great time to spread the word to your orchid friends who are not yet members of SFOS – or better yet you can gift them a membership via our website! And if they join before the December 1st meeting, they can take part in the “holiday gift” raffle – with gift certificates from five great nurseries: Tiny Jungle, Orchid Design, California Orchids, RF Orchids, Sunset Valley Orchids and Tropical Orchid Farm. Be sure to check out their websites and support them too!

Wishing every one of you a happy and healthy holiday season.

See you soon!

Jeff Harris



Tips for the upcoming Virtual Meeting

For those who are unfamiliar with Zoom, it is a video chat application you can download and set up ahead of time, or just follow the link below at the time of the meeting.

Rather than just calling in, everyone is encouraged to either use the weblink or download the Zoom app ahead of the meeting to be able to better see and share the video content.

We will ask people to do “show and tell” - so plan to have either your plants nearby to share live pics or take/send pics ahead of time to share.



the specific meeting link is:

<https://zoom.us/j/2093634933>

Password is SFOS2020

The following devices all will work: Desktop computer, PC or Mac, Tablets, Cell Phones. If the device has a camera and a microphone you can use it.

Sometimes your PC may not have a microphone and in that case you can still use the computer and monitor and call in on the phone with the phone number. If you do this make sure to turn off the computer speakers to avoid feedback.

Holiday "Opportunity Table"

We will raffle off **65 gift certificates from 5 different nurseries** listed below redeemable for plants to attendees, so please join the meeting and **be sure your dues are paid up to be eligible to win.**

Tiny Jungle, Orchid Design, California Orchids, RF Orchids, Sunset Valley Orchids and Tropical Orchid Farm.

Be sure to check out their websites and support



Have you paid your
Dues?
2021 is coming soon!

Note that we are no longer using MemberPlanet.

Join us as a member via the website
www.orchidsanfrancisco.org

If you are not sure about your dues status, just ask!

If you want help with this process we can assist you -
email us at **info@orchidsanfrancisco.org**

If you cannot use the online process, you can still mail a
check along with your contact information to:

SFOS Membership
PO Box 27145
SF, CA 94127-0145

Annual Dues*

\$25: Standard Membership (includes opportunity table access and email newsletters to one person)

\$40: Household membership (2 or more people)

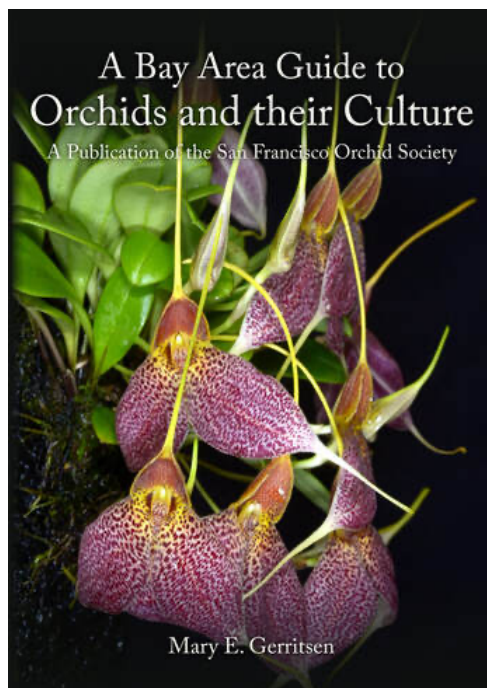
\$75: Supporting Membership (includes 2 POE weekend passes*, opportunity table access plus email newsletters)

\$150: SFOS Patron Membership (includes 4 POE weekend passes*, opportunity table access, email newsletters, one signed copy of A Bay Area Guide to Orchids and their Culture)

\$500: SFOS Benefactor Membership (includes a mention in one of the newsletters, as well as all items in the Patron level - donation value of \$350)

\$1,000: SFOS Orchid Circle (includes everything in the Benefactor level as well as a donation towards SFOS conservation and education funds with a donation value of \$850)

**Note that we will track tickets owed or provide a donation acknowledgement letter in lieu of POE tickets if now show occurs in 2021. As a 501(c)(3) Non-Profit Organization, SFOS Memberships and Donations can be claimed as tax deductible. Please consult your tax professional.*



A Bay Area Guide to Orchids and their Culture

This richly illustrated book is tailored specially to the needs of the San Francisco Bay Area Orchid grower, offering detailed orchid culture information along with recommendations of orchids to grow indoors, in cool to warm-intermediate greenhouses or outdoors, with microclimate-specific suggestions for those choosing to grow outdoors.

***Note that SFOS paid for the cost of printing
and SFOS gets 100% of the profits.***

Written by:
SFOS member, Mary E. Gerritsen

Available directly from the *San Francisco Orchid Society*
for only \$20 at:

<https://www.orchidsanfrancisco.org/member-sales.html>

During the active Shelter-In-Place and while future in-person meetings of the SFOS are suspended, we will do a virtual Show & Tell each month.

If you would like to participate you may either present your blooming plants or growspaces live online or send pictures/videos ahead of time.

November Show & Tell Table

Members took pictures of their in-bloom
Plants & Growspaces



BLC Carolina Orange d'Or x Tropical Aurora
Heidi Arno



Dendrobium Enobi Purple 'Splash'
Ron Norris



Renanthera Butterfly Peach
Ron Norris



Cattleya Takaki Snowy
Susan Anderson



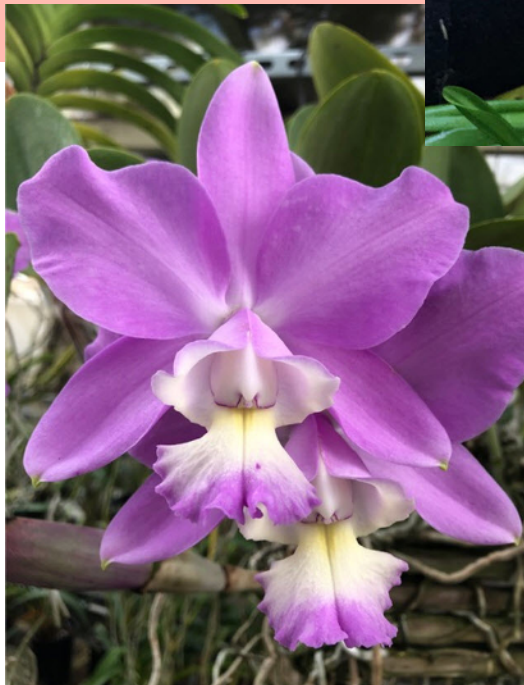
Burrageara Sunkissed
Ron Norris



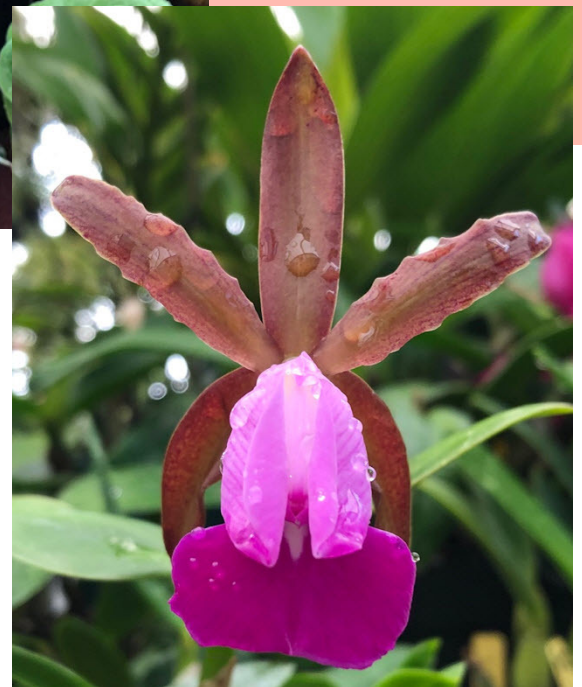
Ornithophora radicans
Susan Anderson



Miltonia Juicy Fruit
Jeff Harris



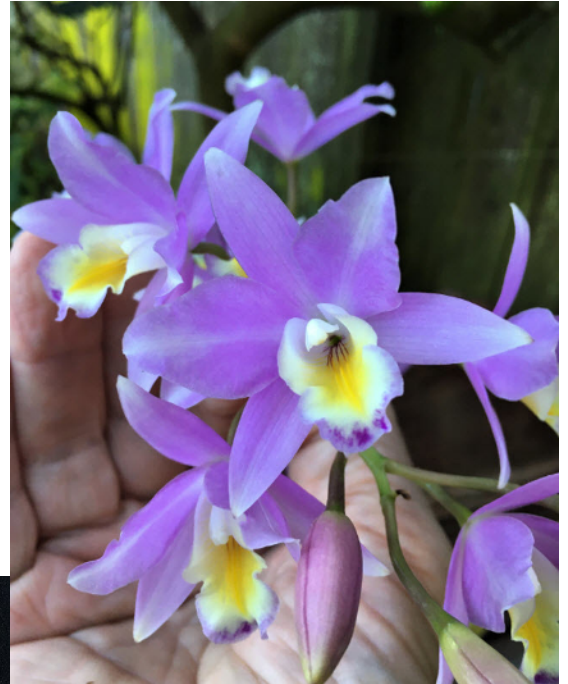
Cattleya Heathii
Tom Pickford



Cattleya dormaniana
Susan Anderson



Cattleya portia fma. coerulea
Tom Pickford



Laelia finnckeniana 'Kennedy'
Dave Hermeyer



BLC Memoria Lancer P. Smith
Renate Johnson



Scaphosepalum swertifolium
Jeff Harris



Brassavola amazonica x Cattleya harrisonii
Renate Johnson



Phalaenopsis lindenii
Dave Hermeyer



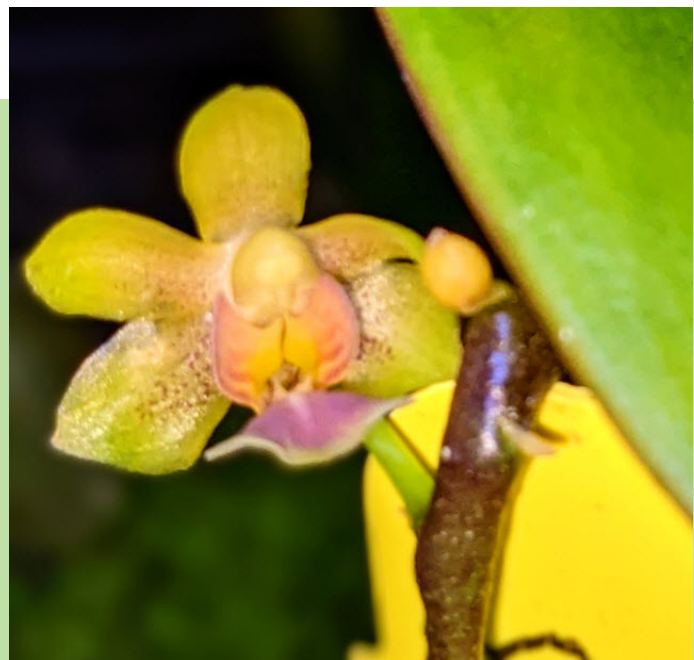
Paphiopedilum Henrietta Fugiwara
Renate Johnson



Angraecum didieri
Stuart Menaker



Phalaenopsis tetraspis
Stuart Menaker



Phalaenopsis deliciosa var. *hookeriana*
Stuart Menaker



Dendrobium cootesii
Roberta Fox



Dendrobium cootesii



Vandopirea (Phalaenopsis) Little One

Phalaenopsis Little One
Roberta Fox



Phalaenopsis hieroglyphica
Stuart Menaker



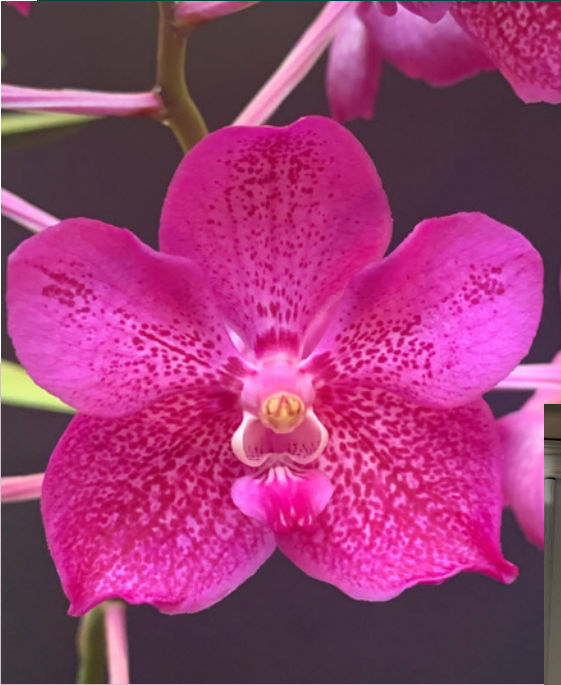
Coelogyne usitana
Tanya Lam



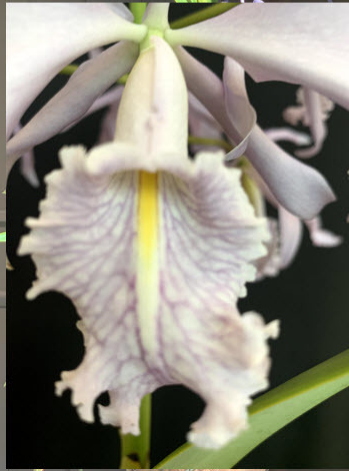
Zootrophion alvaroi



Zootrophion alvaroi
Roberta Fox



Vanda Denver Deva Nina
Tanya Lam



Cattleya maxima
Tanya Lam



Oncidium varicosum 'Felicio Velduno'
Judy Carney



Arachnis Maggie Oie
Tanya Lam



**Angraecum
germinyanum**

Angraecum germinyanum
Roberta Fox



Angraecum longicalar
Ernie Kalter



Dendrobium tobaense var. *giganteum*
Judy Carney



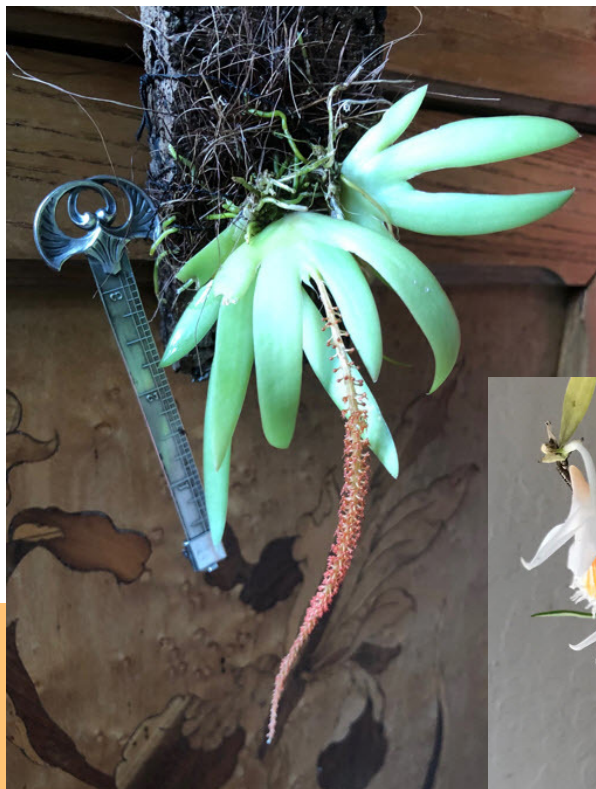
Laelia spectabilis
Judy Carney



Coelogyne assamica
Judy Carney



Cattleya labiata
Geoff Harris



Oberonia longissima
Kay Klumb



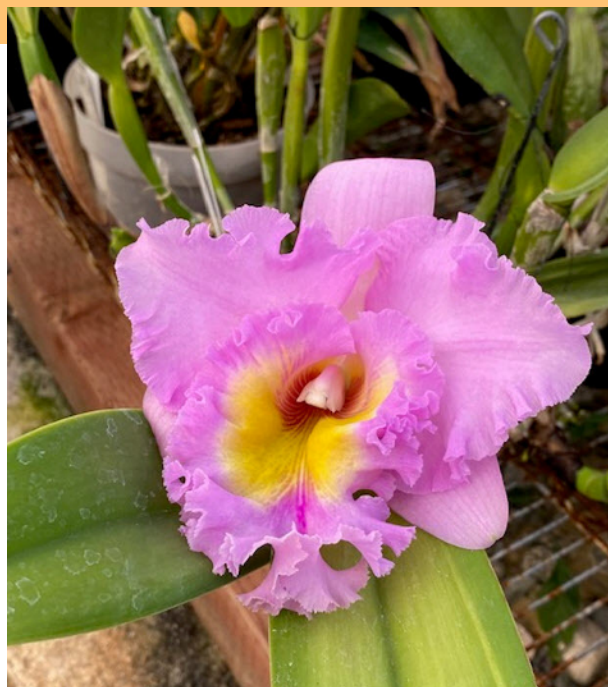
Dendrobium longicornu
Cori Majewski



Phragmipedium Ecuagenera Strawberry Moon
John Russell McCallen



Dendrobium lichenastrum
Kay Klumb



BLC Mahino Yahiro 'Ulii'
Jan Anderson



Cattleya intermedia fma. alba
Cori Majewski



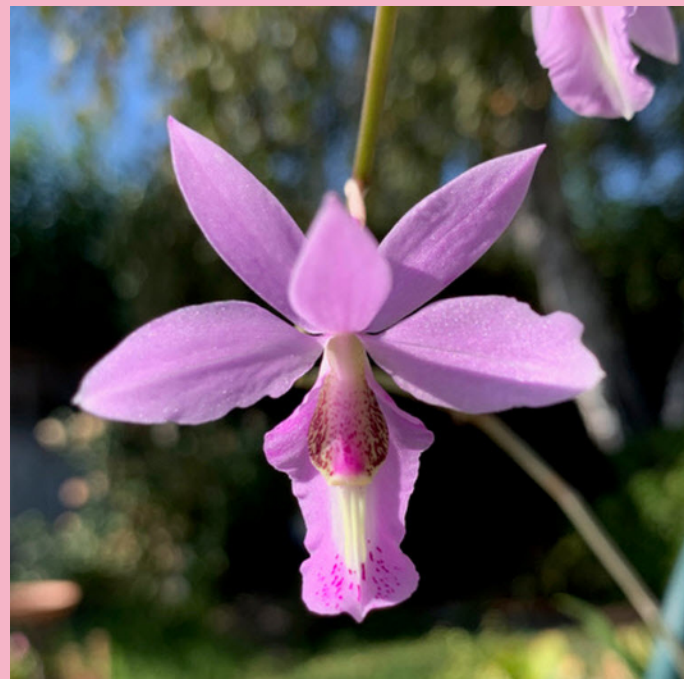
Cymbidium Hybrid
Linda Dawson



Oncidium Twinkle
Linda Dawson



Lc CG Roebling 'Blue Magic' AM/AOS
LC GG Roebling 'Blue Magic' AM/AOS
Jennifer Poulakos



Barkeria Butterflies
Chaunie Langland



Phalaenopsis celebensis
Chaunie Langland



Cattleya pumila
Geoff Harris

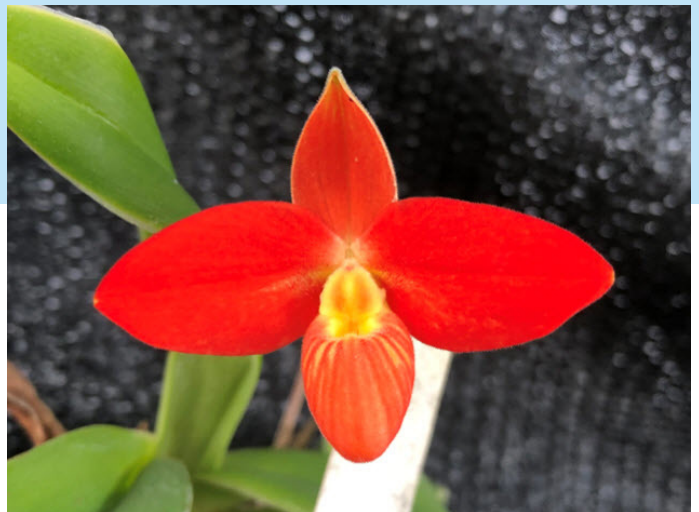


Harealla retrocalla
Jennifer Poulakos

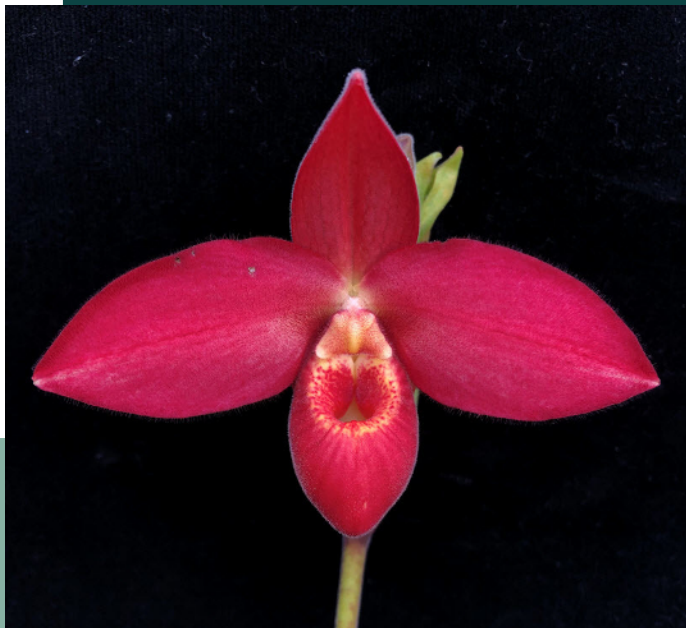


Paph Fanaticum
x Emersonii

Paphiopedilum Fanaticum x emersonii
Jennifer Poulakos



Phragmipedium besseae
John McCallen



Phragmipedium Jason Fisher
John McCallen



Maxillaria grandiflora 'GC'
Lynne Murrell



Dendrobium chapaense
Lynne Murrell



Cattleya guttata
Geoff Harris



Cattleya labiata
Geoff Harris

Recent Awards



20202301

Paphiopedilum Hawaiian Spring 'Slipper Zone Pritemps'
(*Paph. Hawaiian Illusion* x *Paph. Spring Fever*)
AM 80
Exhibited by: Lehua Orchids



20202307

Phalaenopsis Germaine Vincent 'Gremlin'
(*Phal. violacea* x *Phal. speciosa*)
HCC 78
Exhibited by: Ramon de los Santos



20202303

Masdevallia minuta 'Kristen P'
species
CCM 85
Exhibited by: Doug Kubo

**All plants were
awarded on
11-01-2020 at the
CSNJC Judging.**

SFOS Board Meeting Minutes

November 9th, 2020

Attendees: Jeff Harris, Erik Sayle, John Russell McCallen, Faye Rabino, Christian Neitro, and Dave Hermeyer

Not present: Lynne Murrell, Stuart Menaker, Lauren Iversen, Zoom Board meeting called to order: (7:20 pm)

President's update: Jeff

- Embezzlement Case Update: we are continuing to get repayment from Jack on schedule - and next hearing date is currently scheduled for 9am on 12/8/20 in Department 22.
- Filoli Gardens requested participation again in their 2nd annual Orchid Show in Jan/Feb 2021, including both a display and option to conduct a plant sale/pick up; currently working on schedule and details; initially was to be at end of Feb, then move to Feb 11-21; we requested a change in dates to 1/29-2/10 to avoid complete overlap with SF COF event. The sale scenario discussed previously reviewed and was deemed too complicated - though we would like to plan at least one member sale again sometime in 2021.
- SF Conservatory of Flowers (COF) meetings on Oct 21 & Nov 5 to discuss options for mutual programming beyond their participation in POE; tentatively agreed to participate in the Valentine's Day program ("Aphrodisiacs of the Tropics") to be broadcast and recorded by video at COF on Feb 13th; Jeff to represent SFOS and prepare a 15 min talk - reach out to Jeff if you're interested in helping out with this, or future co-promotional events; ongoing discussion of a concurrent display.
- Lynne Murrell is now the official SFOS AOS Representative, taking over from Japheth Ko.

Treasurer's report: Faye

Monthly (Oct 2020) finance report* (direct update from Quickbooks)

- Update from Oct 18th member plant sale: Society net profit from the sale was \$1633
- Erik moved to accept the monthly finance report as presented and Dave seconded the motion, which passed unanimously by verbal vote.

VP's update: Erik - Programming Updates:

- Nov 3 - good attendance despite Election Day - John Russell's talk on relocating a collection and setting up a new greenhouse

You can help...



The San Francisco Orchid Society joins other orchid societies and businesses participating in the 1% FOC campaign by committing to budget 1% or more of our net revenue towards orchid conservation projects. For more information: orchidconservationcoalition.org



Upcoming Orchids in the Wild® trips

orchidconservationalliance.org

Please refer to the OCA Website for updates!

For more information, see the OCA website

was very interactive and well received, as was Lynne's wonderful presentation of the Show & Tell session.

- Dec 1 - Steve Frowine to speak on "Fragrant Orchids" - note talk will begin earlier than usual - shortly after meeting commences at the speaker's request;
Given we usually have our Holiday Party now, we have obtained 65 online gift certificates from 5 different nurseries to allow most if not all attending members to receive a "holiday gift" (nurseries participating are: Tiny Jungle, Orchid Design, California Orchids, RF Orchids, Sunset Valley Orchids and Tropical Orchid Farm)
- Jan 5 - Bill Thoms - talk on Bulbophyllums;
- Feb 2 - Dennis Szeszko - Barkerias; Mar 2 - TBD;
- Apr 6 - Wenqing Perner - Orchids of China

POE 2021 - will revisit topic in Jan 2021

Membership update: (Jeff for Lauren)

Welcomed 5 new (& returning) members this past month at the Nov 3th meeting: Nick Shaw, Sonia Kahn, Jenifer Chungafung, (Sylvia Darr), Maryann Hinden, Keynttisha Jeffersson;

Nov 3rd meeting headcount (50 RSVPs; 24 people participated in show & tell; 50 people attended the meeting on Zoom

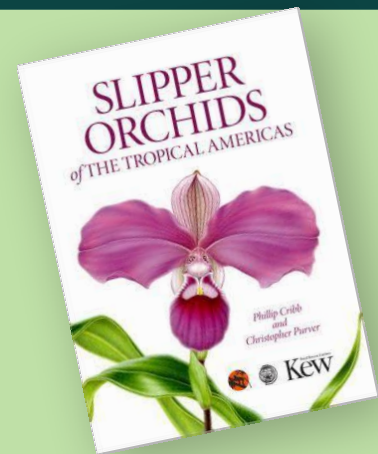
Newsletter editor update: (Christian) - reminder to submit contributions including classified ads by the 15th of the month for target e-distribution of newsletter on the 20th of the month; noted he may cut back on size by not including all show & tell photos since they are also on the social media pages and on "members only" part of the website

Old Business:

○ Proposed amendment to the Bylaws primarily to allow for meetings/voting and records to be handled physically and/or electronically - topic initially raised by Claire Zvanski and Florence Inserto, and was placed on the Board agenda and reviewed - edits were made and a recommendation to proceed with an amendment, and a vote conducted by Zoom at the Nov 3 general members' meeting - which was almost unanimously passed except for one objection based not on the actual content of the amendment - but to the process.

The objection was because the Board altered the existing amendment process (Article XIII, Sect 1-3) by not *having the proposed amendment "signed by no less than 15 members of this Society "* before reviewing it.

To close the loop and finalize the process, Jeff cleaned the document and added it to a Docusign invitation to allow documentation of at least 15 signatures of members in good standing endorse the amendment as presented at the October



Special Pricing \$60.00 for SFOS Members!

Written by Phillip Cribb and Christopher Purver, this 282 page book covers the tropical American species of three genera of slipper orchids, Selenipedium, Mexipedium and Phragmipedium. Beautifully illustrated throughout with color botanical paintings by Carol Woodin, as well as black and white line drawings, color photographs and maps.

To purchase your copy please contact Jeff Harris:
president@orchidsanfrancisco.org

Board meeting, was sent to the membership by email in the November newsletter, and nearly unanimously endorsed by a vote at the Nov 3rd General Membership Meeting.

Board discussed the status and next steps of the Bylaws amendment process, and agreed that this amendment is now final - will be stored in our official records, and posted to the website

https://www.orchidsanfrancisco.org/uploads/1/3/2/2/132248834/sfos_bylaws_amendment_final_signed_dated_november_9th_2020.pdf

New Business:

○ Conservation committee funds: \$2952 - should this all go to **OCA** for orchid habitat preservation projects currently in Ecuador, Colombia and Brazil, or do we have other initiatives we'd like to support as well?

■ Jeff shared information about a new applicant inquiry expected to come in December as well as past projects supported by SFOS (scholarships for students at CalPoly in SLO, **CCSF** , ...), as well as the conservation committee charter - see the dedicated page on our website: <https://www.orchidsanfrancisco.org/conservation.html>

- A recent scientific review on orchid conservation published in Annals of Botany by Ryan Phillips in Australia that I think would be a good place to start reading if you are new to the topic or want more scientific background is by available free online:<https://academic.oup.com/aob/article/126/3/345/5837070>
- Other North American orchid conservation organizations we have interacted with includes NAOCC and NOC

● Remember OrchidGami at the POE Kids Corner? <https://northamericanorchidcenter.org/orchid-gami/>

● Or the North American native orchid educational display? We got that from Bob Sprague of the NOC - and they also have grants and trips - <https://www.nativeorchidconference.info/>

<https://www.nativeorchidconference.info/fred-case-grant.html>

- Board recommended to wait at least another month until the pending December application is submitted before deciding on fund distribution for this year. Everyone is asked to consider if you think we should fund additional/alternative options and present your proposals at the upcoming board meeting (consider local, national, international options).

Next Board Meeting: Monday Dec 7th - Zoom Meeting to be scheduled to start at 7PM

Meeting adjourned at 8:19 pm.

Current SFOS Contacts

President: Jeff Harris
(president@orchidsanfrancisco.org)

Vice President: Erik Sayle
(VP@orchidsanfrancisco.org)

Secretary: John Russell McCallen
(secretary@orchidsanfrancisco.org)

Treasurer (CFO): Faye Rabino
(CFO@orchidsanfrancisco.org)

Directors:
Christian Neitro
(cneitro@yahoo.com)

Stuart Menaker
(stuart@orchidsanfrancisco.org)

Lynne Murrell
(lynne@orchidsanfrancisco.org)

Lauren Iverson
(laureniverson@protonmail.com)

Past President: Dave Hermeyer
(dave@hermeyer.us)

Membership Chair: Lauren Iverson

Newsletter Editor: Christian Neitro
(cneitro@yahoo.com)

AOS Representative: Lynne Murrell
(lynne@orchidsanfrancisco.org)

Orchid Digest Representative:
Faye Rabino
(CFO@orchidsanfrancisco.org)

Librarian/Historian: Lauren Iverson

Show Chair:
Vacant - please apply!

Webmaster: John Rushworth
(johnrush@orchidsanfrancisco.org)

General Inquiries:
(info@orchidsanfrancisco.org)

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www.orchiddigest.org

Classifieds

Hello,

I am searching for
Tree Fern Pots

& Spheres,

any size.

Larger Sizes preferred
though.



Please send offers to: cneitro@yahoo.com

Dendrobium jacobsonii

Does anyone have a plant or division of
Dendrobium jacobsonii for sale?

Please reply to:

andrewmacnaughtonsmith@gmail.com

Events & Announcements



Do you shop on Amazon? Do you want to support SFOS at no cost to you? AmazonSmile is a website operated by Amazon with the same products, prices, and shopping features as Amazon.com. The difference is that when you shop on AmazonSmile, the AmazonSmile Foundation will donate 0.5% of the purchase price of eligible products to SFOS. Go to: smile.amazon.com and choose *The San Francisco Orchid Society* as your designated recipient. It's that simple!

This Bulletin Board is a FREE service for SFOS members' orchid-related items and orchid events. Send items by the 15th of the month by email to: newslettereditor@orchidsanfrancisco.org

Follow us @



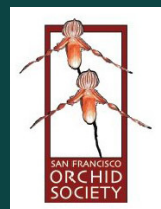
Facebook



Twitter



Instagram



SFOS Website

SFOS - www.orchidsanfrancisco.org

BYLAWS OF THE SAN FRANCISCO ORCHID SOCIETY
November 9, 2020

ARTICLE I - GENERAL PROVISIONS

- Section 1. The name of this corporation is San Francisco Orchid Society, Inc., abbreviated as SFOS.
- Section 2. The principal office for the transaction of the activities and affairs of the corporation is located at the San Francisco County Fair Building, Golden Gate Park, 9th Avenue & Lincoln Way, in the City and County of San Francisco, California. The Board of Directors (Board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.
- Section 3. This corporation is organized and operated exclusively for scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.
- Section 4. Within the context of the general purposes stated above, this corporation shall promote the conservation, preservation of habitat, dissemination of knowledge, information and instruction concerning the culture of orchids, their hybridization, display, arrangement, and exhibition, and related subjects by oral exchange, in writing, by publication, by exhibition, advertisements and any other medium or method, and to promote the exchange of information and research regarding all aspects of orchid culture not only for the education and benefit of the members of the corporation but for all members of the public who are interested in orchids and their culture, hybridization, display, arrangement, and exhibition.
- Section 5. In furtherance of the above purposes, the corporation shall have the power to do all other acts necessary or expedient for the administration of the affairs and attainment of the foregoing purposes of the corporation and to exercise all of the powers granted to non-profit corporations organized under the above cited code provisions. The foregoing clauses defining the purposes for which this corporation is formed shall be construed both as objects and powers and the foregoing enumeration of specific

purposes and powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE II – MEMBERSHIP

- Section 1. Any person, organization, or firm interested in orchids shall be eligible for membership in this corporation.
- Section 2. Membership in this corporation shall be granted to any eligible person or entity filing with the Secretary an application for membership together with the payment of dues.
- Section 3. Members shall have the right to vote, as set forth in these bylaws, on the election of directors and officers, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation and on the disposition of all or substantially all of the corporation's assets. Members in good standing shall be entitled to be nominated, and to serve if elected or appointed to any position, and to participate in all activities of the Society, provided that the member's dues are paid for the current year. In addition, members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.
- Section 4. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, members, or individuals.

ARTICLE III – DUES

- Section 1. Dues for the calendar year shall be payable annually in advance on January 1 in an amount as shall be set by the Board of Directors.
- Section 2. In their first calendar year of membership, new members joining prior to July 1 shall be subject to dues for the entire calendar year; new members joining subsequently to June 30 shall be subject to dues for that year in an amount equal to one-half of the full annual dues.
- Section 3. Those members who have paid the required dues in accordance with these bylaws and who are not suspended shall be members in good standing.
- Section 4. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution of an entity.
- Section 5. The Board may provide for life memberships and set the dues thereof at its discretion.

ARTICLE IV - TERMINATION AND SUSPENSION OF MEMBERSHIP

- Section 1. A membership shall terminate on the occurrence of any of the following events:
- a. Resignation of the member. Any member may resign at any time. No cancellation or refund of dues shall be made to any member who may resign.
 - b. Expiration of the period of membership.

- c. Failure of the member to pay dues as set by the Board within 30 days after they become due and payable.

Section 2. A member may be expelled or suspended pursuant to the provisions of Article IV, Section 3 of these bylaws, based on the good faith determination by the Board that the member has failed to observe the rules of conduct of the corporation or has engaged in conduct materially and seriously detrimental to the purposes and interests of the corporation.

- Section 3. If grounds appear to exist for expulsion or suspension of a member under Sections 1 and 2 of this article, the procedure set forth below shall be followed:
- a. The member shall be given 15 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by physical mail shall be sent by first-class or registered mail to the member's last address as shown in the corporation's records.
 - b. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board.
 - c. Following the hearing, the Board shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, by a vote of at least six members, shall be final.
 - d. Any action challenging an expulsion or suspension of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion or suspension.

ARTICLE V – MEETINGS

Section 1. Regular monthly meetings of SFOS members shall be held at such time and place as shall be designated by the Board. No business requiring a vote by members shall be transacted at a meeting unless members have been notified in the newsletter or in writing in advance of the proposed business to be transacted at the meeting.

Section 2. The Election Meeting of the corporation shall be held in May of each year at such time and place in the City and County of San Francisco as shall be designated by the Board. The Election Meeting shall be held in conjunction with the regular meeting.

Section 3. Notice of business to be transacted at the next regular monthly meeting may be given by the Board or by the President or by 10 percent or more of the membership.

Section 4. Notice of the Election Meeting, each regular monthly meeting, and any other meetings shall be prepared and sent physically or electronically by the Secretary or designated assistants to each member at his or her last known address at least ten but no more than 60 days prior to the date of such meeting. The notice shall state the date, time, and place of such meeting. The notice of any special meeting shall also state the purpose of such special meeting. No business, other than the business the

general nature of which was set forth in the notice of the meeting, may be transacted at any meeting.

- Section 5. An affidavit of the mailing of any notice of any members' meeting may be executed by the secretary, assistant secretary, or any agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.
- Section 6. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
- a. Removing a director without cause.
 - b. Filling vacancies on the Board.
 - c. Amending the articles of incorporation.
 - d. Electing to wind up and dissolve the corporation
- Section 7. At any members' meeting of the SFOS, twenty-five members shall constitute a quorum for the transaction of business.
- Section 8. Subject to Section 7 of this Article, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.
- Section 9. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.
- Section 10. The SFOS, the Executive Board, and its Committees may meet, vote electronically. A meeting's presiding officer decides whether and how to allow electronic participation, make motions, raise a point of order, and vote in manner guided by the rules and principles of the parliamentary authority. If electronic participation is allowed, then the right to participate electronically extends equally to all members.

ARTICLE VI – VOTING

- Section 1. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall be members in good standing as of the date of the commencement of the meeting.
- Section 2. Voting may be by voice or ballot.

- Section 3. Members holding individual, organization, and business memberships shall be entitled to cast one vote on each matter submitted to a vote of the members. Household memberships of more than one individual shall be entitled to cast a total of two votes on each matter submitted to a vote of the members.
- Section 4. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law or by the articles of incorporation.
- Section 5. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each member entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters in Section 6 of Article V of these bylaws the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- Section 6. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.
- Section 7. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing.

ARTICLE VII – OFFICERS

- Section 1. The Officers of this Society shall be:
- a. A President, Vice President, Chief Financial Officer, and Secretary, all of whom shall be elected by the members annually.
 - b. Such other Officers as may be deemed necessary by the Board of Directors, which Officers shall be appointed by the President.

ARTICLE VIII - BOARD OF DIRECTORS

- Section 1. There shall be a Board of Directors consisting of eleven members selected as follows:
- a. The President, the Vice President, the Chief Financial Officer, The Show Chair, the Membership Chair, and the Secretary as ex-officio Directors.
 - b. The most recent ex-President consenting to serve as a non-elective Director.

- c. Four Directors other than the aforementioned Officers and ex-President, who shall be elected by the members annually.

Section 2. Full authority necessary for the operation of the Society and the management of its affairs and activities shall be vested in the Board of Directors.

Section 3. The Board of Directors shall meet monthly at a time and place designated by the President. At such meetings a majority of the actual number of filled positions on the Board of Directors shall constitute a quorum.

Section 4. At their May meeting the retiring Board of Directors shall meet with the newly elected Board of Directors to ensure an orderly transition of duties.

Section 5. Any Officer or Director may be removed from office by a vote of five members of the Board of Directors to do so when, in their judgment, such Officer or Director shall have failed to perform duties adequately or shall have become unable to do so.

Section 6. The Board shall adopt a budget for the coming fiscal year not later than its May meeting.

Section 7. Without the approval of the members, the Board may not adopt, amend, or repeal any bylaws that would:

- a. Increase or extend the term of any Director.
- b. Allow any Director to hold office by designation or selection rather than by election of the members.
- c. Increase the quorum for members' meetings.

ARTICLE IX - DUTIES OF OFFICERS

Section 1. The President shall be the chief executive Officer of this Society, shall preside at all meetings of the Society and of the Board of Directors, shall appoint and be an ex-officio member of all Committees, shall approve all bills before payment, and shall exercise general supervision over the affairs and activities of the Society.

Section 2. The Vice President shall assume the duties of the President during the absence of that Officer, and shall perform other duties as may be requested by the Board of Directors.

Section 3. The Secretary shall attend to the following:

- a. Book of minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct physically or electronically, a book of minutes of all business meetings and actions of the SFOS and its Board of Directors.
- b. Notices and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the members of the Board of Directors required by the bylaws to be given. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

- Section 4. Chief Financial Officer. The Chief Financial Officer shall attend to the following:
- a. Books of account. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including monthly accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, fund balances, and other matters customarily included in financial statements. The books of account shall be open to inspection by any member upon reasonable notice.
 - b. Deposit and disbursement of money and valuables. The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the President and Directors, at each Board meeting, an account of all his or her transactions as Chief Financial Officer and of the financial condition of the corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.
 - c. Bond. If required by the Board of Directors, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, or removal from office. Should such bond be required, the corporation shall bear the cost of obtaining such bond from a bonding agency.
 - d. Budget. The Chief Financial Officer shall submit to the Board for its approval a proposed budget for the coming fiscal year not later than the April Board meeting.

Section 5. Membership Chairperson. The Membership Chairperson shall keep, or cause to be kept, at such place as determined by resolution of the Board of Directors, a record of the corporation's members, showing the names of all members, their addresses, and the class of membership held by each.

Section 6. The Show Chairperson(s), under the general and budgetary supervision of the Board of Directors, shall plan and mount an annual public educational show of orchids and related items that emphasize the culture, botany, display and use, and the breeding and horticulture of orchids. This shall include the selection of assistants, preparation of a budget and show schedule, arrangement of physical facilities and security, and cleanup after the show. To this end the Show Chairperson(s) shall appoint such subcommittees as may be necessary.

Section 7. Other Officers who may be appointed shall perform such duties as may be directed by the Board of Directors.

Section 8. Any tax returns, financial statements, affidavits, or other documents required by law shall be prepared, executed, and filed by the Officers specified by law.

Section 9. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable

ARTICLE X - MAINTENANCE OF CORPORATE RECORDS

Section 1. The corporation shall keep:

- a. Adequate and correct books of records of account.
- b. Written minutes of proceedings of its members, Board, and committees of the Board or membership.
- c. A record of each member's name, address, and class of membership.

Section 2. The corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during normal business hours.

Section 3. The SFOS, the Executive Board, and its Committees may store written records electronically in lieu of doing so physically.

ARTICLE XI – ELECTIONS

Section 1. Nomination by Committee: The chair of the Board, or the President if there is no chair, shall appoint a committee to select qualified candidates to the Board at least 120 days before the date of any election of directors. The Nominating Committee shall make its report at least 90 days before the date of the election, and the Secretary shall forward to each member, with the notice of the meeting required by these bylaws, a list of all candidates nominated by the committee under this section.

Section 2. Solicitation of Votes: The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

Section 3. Use of Corporate Funds: No corporate funds may be expended to support a nominee for Director after more people have been nominated for Director than can be elected.

Section 4. In the notice of the Election Meeting of the Society, which will be held in May, the Secretary shall include the names of the nominees with the respective names of the positions for which they have been nominated, specifying these to be the nominees of the Nominating Committee. The Nominating Committee's designation of the most recent ex-President willing and able to serve as a non-elected director shall also be included in the notice.

Section 5. The Election Meeting:

- a. Election of Officers: At the Election Meeting the Nominating Committee shall read its report, after which nominations shall be open for additional nominations for President, Vice President, Secretary, Chief Financial Officer and the four

directorships. After nominations have been closed, a separate written ballot shall be taken to fill each of these offices, or, if there is no objection, vote may be taken by a show of hands for each office or for the entire slate. A majority of votes cast shall elect.

- b. Other Nominations: At the Election Meeting nominations will be accepted from the floor prior to the voting. Any member present at the meeting in person or by proxy may place names in nomination. It is the responsibility of the Officer presiding at the meeting to ensure that the individual making such floor nomination is a voting member in good standing and that the proposed nominee is a qualified candidate.

Section 6. The elected Officers and Directors shall serve for a term of one year, commencing with their installation at the June meeting of the Society and ending with the installation of their successors.

Section 7. Appointed Officers shall serve from the date of their appointment until their successors have been appointed, at which time they shall promptly deliver to their successors all Society records and properties that have been in their possession or custody.

Section 8. No President, Vice President, Secretary, Chief Financial Officer or Director shall serve in the same capacity for more than five consecutive terms.

Section 9. Vacancies occurring in any Office or Directorship shall be filled for the unexpired term through appointment by the Board of Directors.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Section 1. Where no specification has been made to the contrary in these bylaws of this Society, the parliamentary authority shall be Robert's "Rules of Order," latest edition.

ARTICLE XIII - AMENDMENTS

Section 1. Any proposed amendment to the bylaws must be submitted in writing to the Board of Directors and signed by no less than 15 members of this Society. Such a proposed amendment must be presented to be read at a regular monthly meeting of this Society.

Section 2. Within 25 days after such presentation of a proposed amendment, the Secretary shall mail send physically or electronically to each member at his last known address notification of the proposed amendment.

Section 3. At the next regular monthly meeting of this Society following presentation of the proposed amendment, it shall be read prior to the taking of a vote thereon. The proposed amendment shall be adopted if approved by ballot, or, if there is no objection, by a show of hands by two-thirds of the members present and voting.

**ARTICLE XIV - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES,
AND OTHER AGENTS**

Section 1. Definitions: For the purpose of this Article:

- A "Agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation.
- b. "Proceedings" means any threatened, pending, or contemplated action or proceeding, whether civil, criminal, administrative or investigative.
- C. "Expenses" includes, without limitation, all attorney's fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his or her position or relationship as agent and all attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. Successful defense by agent: To the extent that an agent of this corporation has been successful on the merits in the defense of any proceedings referred to in this Article or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 3. Actions brought by person other than the SFOS: Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action brought by or in the right of this corporation to procure a judgment in its favor, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. Action brought by or on behalf of the corporation:

- a. Claims settled out of court: If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceedings, unless it is settled with the approval of the Attorney General.
- b. Claims and suits awarded against agent: This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- i. The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and
- ii. Upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. Determination of agent's good faith conduct: The indemnification granted to an agent in Section 3 and 4 above is conditioned on the following:

- a. Required standard of conduct: The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of this corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.
- b. Manner of Determination of Good-Faith Conduct and Approval of Indemnity: On written request to the Board by any person seeking indemnification under Section 5238 (b) or Section 5238 (c) of the California Corporations Code, the Board shall promptly determine under Section 5238 (e) whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met, and if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents formation of a quorum of Directors who are not parties to the proceeding, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether the applicable standard of conduct set forth in Section 5238 (b) and Section 5238 (c) has been met, and if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 6. Limitations: No indemnification or advance shall be made under this Article, except as provided in Sections 3 and 4 in any circumstance when it appears:

- a. That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts paid, which prohibits or otherwise limits indemnification; or
- b. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Advance of expenses. Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the

advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this article.

Section 8. Contractual rights of non-Directors and non-Officers. Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and Officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law, on behalf of its Officers, Directors, employees, and other agents and against any liability except self-dealing asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officers, Directors, employee's, or agent's status as such, whether or not the corporation would have the power to indemnify the agent against that liability under the provisions of this article.

ARTICLE XV: DISSOLUTION OF THE CORPORATION

Section 1. On the winding up and dissolution of the corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of the corporation shall be distributed to such organizations organized and operated exclusively for the scientific and educational purpose of disseminating information about the culture of orchids, their habitat, their hybridization, display, arrangement, exhibition, and related subjects, which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U. S. internal revenue law, and which has established its tax-exempt status under Section 23701 (d) of the California Revenue & Taxation Code, or the corresponding section of any future California revenue and taxation code.

Section 2. The designation in this Article XV is irrevocable.

CERTIFICATION:

I certify that I am the duly appointed and acting Secretary of the San Francisco Orchid Society, a California public benefit non-profit corporation, that the above bylaws, consisting of 12 pages, are the bylaws of this corporation as adopted by the members on October 15, 1996, amended on February 3, 2009, January 3, 2012, and on March 11, 2012, that they have not been amended or modified again since that date.

Signed by John Russell McCallen
Executed on November 9, 2020, in San Francisco, California

The proposed changes to the SFOS Bylaws are meant to bring current practice into compliance with the Bylaws. In brief, to allow meetings and business conduct including voting, elections and record keeping to be conducted electronically as well as physically.

We, the undersigned members of the San Francisco Orchid Society, submit the attached proposed amendments of the Bylaws of the San Francisco Orchid Society to the SFOS Board of Directors in order to have them presented to the SFOS membership for adoption or rejection.

John Russell McCallen		11/9/2020
Jeff Harris		11/7/2020
Erik Sayle		11/8/2020
Faye Rabino		11/8/2020
Stuart Menaker		11/8/2020
Christian Nitro		11/7/2020
Lynne Murrell		11/7/2020
Lauren Iverson		11/7/2020
Dave Hermeyer		11/8/2020

Chaunie Langland	 BC953EFD6F644F0...	11/7/2020
Geoff Harris	 2307F526A3314CC...	11/9/2020
Heidi Arno	 924B7BD96D1D4FB...	11/7/2020
Jan Anderson	 A31E6E102E974CB...	11/7/2020
John Rushworth	 58071B3ABAE8457...	11/9/2020
Ron Norris	 E165BFF1BC32473...	11/7/2020
Tanya Lam	 01180E83054C426...	11/7/2020

Note oher members present beyond the above signatories at the Nov 3, 2020 meeting for the vote:

Jan Anderson, Susan Anderson, Heidi Arno, Judy Bley, Jeri Bond, Edith Bourbin, Paul Bourbin, Judith Brass, Judy Carney, Tyler Currey, Kevin Dede, Glenn Finch, Carolyn Fisher, Alie Fishman, Kevin Fleenor, Roberta Fox, Geoff Harris, Susan Illinsky, Florence Inserto, Renate Johnson, Ernie Katler, Kay Klumb, Tanya Lam, Chaunie Langland, Andrea Laudate, Jean Lee, Jia Li, Rebecca Long, Jenny Lumb, Cori Majewski, Brittany Miller, Valerie Mountain, Ron Norris, Karen Olson, Tom Pickford, Jen Poulakos, Antonnette Queri, Earl Rathbun, John Rushworth, Joe Torres, Cheri Wagner, Bill Weaver, and Claire Zvanski