

AMENDED BYLAWS OF THE ORCHID DIGEST CORPORATION
A California Nonprofit Public Benefit Corporation

ARTICLE I

NAME AND SEAL

Section 1. The name shall be The Orchid Digest Corporation (Corporation).

Section 2. The corporate seal features a circle and inscribed thereon the name of the corporation and the words “Incorporated January 5, 1948, California.”

ARTICLE II

OFFICES

Section 1. The principal office for the transaction of the activities and affairs of this Corporation is located in the County of Los Angeles, State of California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. The Board may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

ARTICLE III

CONSTRUCTION AND DEFINITIONS

Section 1. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural

ARTICLE IV

DEDICATION OF ASSETS

Section 1. This Corporation’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of the Corporation.

To dissolve the Corporation requires the board to vote by any of these following ways: (i) the unanimous consent of the directors then in office; (ii) the affirmative vote of a majority of the directors then in office at a board meeting; and (iii) the vote of a sole remaining director.

On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively designed and operated exclusively for educational and/or scientific purposes as shall at the time qualify for exemption from Federal Income Taxes under Section 501C(3) of the internal Revenue Code.

ARTICLE V

PURPOSE

Section 1. The Corporation is a horticultural, educational organization whose purpose is to promote the appreciation of orchids and disseminate information on culture, hybridizing, and other topics of orchidology by publishing a journal, books, and other materials that are a benefit to Members and the general public.

ARTICLE VI

MEMBERS

Section 1. MEMBERSHIP

Membership in the Corporation is open to any person who submits a membership application and timely payment of any required dues at the rates established by the Board of Directors of the Corporation (the "Board" and each member thereof, a "Director") for any class of membership (each such person, a "Director"). Classes of Members shall have rights and privileges as determined by the Board. Each Member or Society who pays dues shall be entitled to vote on the election of Directors or any other matters required by law. Membership shall be open to all persons regardless of age, race, gender, sexual orientation, national origin, religious affiliation, local club affiliation, or interest level.

Section 2. MEMBERSHIP CLASSES

2.1 ANNUAL MEMBERS: shall pay the fees and dues established by the Board and shall receive all notices, the *Orchid Digest*, and all rights of membership.

2.2 LIFE MEMBERS: of record shall be exempt from all membership fees and dues and shall receive all notices and the *Orchid Digest* and shall have all rights of membership. This class of membership is no longer offered.

2.3 ASSOCIATE MEMBERS: Additional individual(s) residing at the same address as an Annual Member in good standing are eligible for Associate Membership upon payment of such fees and dues as established by the Board. Such members shall receive all notices, and rights of membership excluding a separate issue of the *Orchid Digest*.

Section 3. MEETING OF MEMBERS

3.1 Annual Meeting: In each calendar year, the Annual Meeting of the Members shall be held at a date and time during the calendar year as may be fixed by a vote of the Board. Written notice for the meeting shall be given to the Members either 1) personally, 2) by first class mail, 3) by facsimile, or 4) by electronic mail, in each case not less than ten (10) nor more than fifty (50) days before the date of such Meeting. If notice is given by another class of mail (other than first class), it must be given not less than thirty (30) before the date of such Meeting. Meetings may be held electronically, through any medium where all the individuals participating may hear each other and participate in all matters.

3.2 Special Meeting: Special meetings of Members of the Corporation may be called by the Board, or by written request or petition signed by at least ten percent 10% of the voting Members with not less than sixty (60) nor more than ninety (90) days' notice to the Members, and shall be held at such time as may be specified in writing by the Board or such Members. Any notice of special meetings of the Corporation shall state the purpose(s) thereof. Written notice of special meetings shall be given to the Members either 1) personally, 2) by first class mail, 3) by facsimile, or 4) by electronic mail. Meetings may be held electronically, through any medium where all the individuals participating may hear each other and participate in all matters.

3.3 Vote: At meetings of the Corporation each dues-paying Member shall be entitled to one vote. This vote may be cast in person or by proxy.

3.4 Quorum: At meetings of the Members a quorum shall consist of twenty-five Members entitled to vote present in person or represented by proxy. Any meeting of the Members may, for lack of quorum or other cause, be adjourned to some definite place and time not exceeding sixty (60) days thereafter, without notice other than announcement at the meeting.

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ARTICLE VII

BOARD OF DIRECTORS

Section 1. Composition of the Board: The Board shall consist of not fewer than five (5) and not more than twenty-one (21) individuals (Officers and other Directors), elected from among the

Members. The Board shall include the Officers defined in Article. Qualifications of Directors shall be specified and approved by the Board.

Each Director must maintain an active membership in the organization.

All Directors shall be expected to attend all meetings of the Board and all regular and special Meetings of the Members. If a Director plans not to attend a meeting of the Board, he or she shall so inform the Secretary or the President prior to the meeting, stating his or her reason. The Board may remove a Director from the Board for failure to attend three (3) out of the past six (6) meetings of the Board, provided that a majority of the Directors present at a meeting at which a quorum is present must vote in favor of such removal. Directors may participate in meetings of the Board by telephone, videoconference, or other electronic means as long as all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board. Participation by such means shall constitute presence in person at a meeting.

Section 2. Nominations and elections of directors and officers: The Nominating Committee (defined hereafter) shall assist the Board in identifying its competency needs, and, with the Board, develop the criteria to be used for selecting future Directors and Officers. The Nominating Committee will be responsible for screening the nominees and preparing a list of candidates for the ballot.

Other nominations for such officers and Board of Directors and Nominating Committee may be made by fifty (50) members of the corporation at their expense provided such nominations are furnished in writing to the Secretary at least thirty (30) days in advance of the Annual meeting. The Secretary shall not be required to send such nominations to the Members, but Members making such nomination (s) may request the sending of communications and proxies at their expense in advance of the Annual Meeting. The Secretary shall present such nomination (s) to the chairman at the Annual Meeting.

The candidates shall be presented to the Members on a written ballot or by secure electronic means to all Members in good standing, no less than thirty (30) days in advance of the Annual Members' Meeting of Members. The election of Directors and Officers shall be held at the Annual Members' Meeting. The candidates receiving the largest number of votes for the positions available shall be elected.

Section 3. Power and Duties of the Board: Subject to the powers hereinafter delegated, the Board of Directors shall have the management and control of the Corporation and are empowered to do and perform all acts not hereinafter delegated which are necessary, advisable, or convenient to carry out the purposes of the Corporation which they are permitted by the laws of this State to transact and perform. All directors have the same rights and responsibilities and the power to vote.

Section 4. Term of Directors: Directors are elected for a term of three (3) years; but the respective terms of these directors shall be so staggered that five (5) of the terms shall expire and be filled by vote of the Members at the Annual meeting held each year. No director shall serve more than two (2) full terms successively for a total of six (6) years. Newly elected officers and directors shall take office immediately after the close of the Annual Meeting at which they are elected.

Section 5. Removal of Director: A Director may be removed from office by a 2/3 majority vote of all board members present at any meeting of the Board if in their judgment such Board member, either by reason of illness, neglect, or lack of interest, or other cause, shall not have attended to his duties.

Section 6. Board Vacancy: The President is empowered to temporarily fill the un-expired term of any vacancy in any office or Directorship because of death, resignation, removal, disqualification, or otherwise. Such appointment is subject to approval by the Board of Directors.

Section 7. Compensation: Directors shall serve without compensation for their services provided, however, that nothing herein contained shall be construed as preventing any Director from serving the Corporation in any other capacity and receiving compensation, therefore.

Section 8. Board Meetings: The Board shall have regular meetings at least twice annually. At least thirty (30) days' written notice of such meetings shall be given to each Director 1) personally, 2) by first class mail, 3) by facsimile, or 4) by electronic mail. The Annual Meeting of the Board shall follow the Annual Meeting of the Members of the Corporation.

Special meetings may be called either by the President, or a majority of Directors, with at least seven (7) days' written notice given to each Director 1) personally, 2) by first class mail, 3) by facsimile, or 4) by electronic mail.

Regular and special meetings of the Board shall be held at such places as may be designated by the President or other persons calling the meeting as stated in the meeting notice. The Board should refer to Robert's Rules of Order for guidance in conducting its meetings. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone, videoconference, or similar device as long as all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board. Participation by such means shall constitute presence in person at a meeting.

Section 9. Quorum and Vote: A majority of the entire Board shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent to the adoption of a resolution authorizing the action. Consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any

reasonable means, including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth or be submitted with information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the consents thereto shall be filed with the minutes of the proceedings of the Board.

Section 10. Conflicts of Interest: All members of the Board shall conduct themselves in accordance with the Society's approved policy regarding conflicts of interest.

Any new Director shall be advised of this policy upon the start of his or her service as a Director. On an annual basis, each Director shall complete a written Conflict of Interest Policy Disclosure Form approved by the Board.

ARTICLE VIII

OFFICERS

Section 1. Officers: The Officers of the corporation shall consist of the President, the First Vice President, the Second Vice President, Secretary, and Treasurer, and Immediate Past President all of whom are *ex officio* directors.

All Officers of the Corporation ("Officers") must maintain an active membership in the organization.

Section 2. Election and Term of Office: Each officer of the Corporation shall be elected to a two-year (2) term at the Annual Meeting of the Members. If the election of officers cannot be held at such meeting, the election shall be held as soon thereafter as possible. The Immediate Past President shall serve for the duration of the term of his or her successor as President. Each Officer shall take office at the end of the Annual Meeting of the Members and hold office until his or her earlier death, resignation, or removal, and in any event until his or her successor has been duly elected and qualified.

Section 3. Removal: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancy: In case of a vacancy in an elected office of the Corporation, the Board of Directors, upon the recommendation of the Executive Committee, shall fill such vacancy for the remainder of the time until his or her successor has been duly elected and qualified.

Section 5. Duties: All such Officers shall have the authority and duties, as may from time to time be prescribed by the Board of Directors, including the duties listed herein:

President of the Board. The President is the Chief Policy and Executive Officer of the Corporation. It shall be the duty of the President to preside at all meetings of the Board of Directors, the Executive Committee (defined hereinafter) and of the Annual Meeting of the Member. The president shall have the power to appoint all committees, with the approval of the Board of Directors. The President shall be an ex-officio member of all committees, except the Nominating Committee. The President shall perform such other duties as may be delegated to him by the Board of Directors. The President shall, with the Treasurer, sign all written contracts and obligations, unless otherwise delegated by the Board of Directors, and no contract shall be valid and binding upon the Corporation unless so signed.

Vice Presidents. In the absence of the President or in the event of the inability or refusal to act, the First Vice President or if not being present the Second Vice President shall perform the duties of the President, and when so acting shall have all of the powers of and be subject to all restrictions upon the President. The Vice Presidents shall perform such other duties a from time to time may be assigned to them by the President or the Board of Directors. A Vice President, selected by the Board, shall succeed to the President's office upon the death, resignation or incapacity of the President and such succession shall not preclude the Vice President serving his/her own full term as President.

Secretary: The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board that these bylaws require to be given. The Secretary shall keep or cause to be kept minutes of all meetings of the Board and the Members and record or cause to be recorded the time and place that the meeting was held, whether the meeting was annual, general, or special, and if special how authorized, the notice given, the names of persons present at Board meetings, and all votes at such meetings; serve as custodian of the corporate records; ensure public records are in order and available for inspection; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board. If the President and if both Vice-Presidents shall be absent from any meetings, the Secretary shall call the meeting to order, and a temporary Chair shall be elected. The Secretary shall, with the President, sign all written contracts and obligations of the Society unless otherwise delegated by the Board.

Treasurer. The Treasurer shall be the Officer with ultimate oversight responsibility for the finances of the Corporation. The Treasurer shall chair the Finance Committee. The Treasurer shall receive moneys or receive deposit records of all moneys belonging to the corporation, shall disburse same under the direction of the Board of Directors, or any committee empowered by the Board of Directors, to pay obligation of the Corporation. The Treasurer shall deposit the funds of the corporation in the name of the corporation in such bank or banks as may be designated from time to time by the Board of Directors. He or she shall report or cause to be reported the status of the finances to the Board at regular intervals; and shall perform duties outlined by the Board. A Treasurer's report for the preceding fiscal year shall be presented at the next Annual Meeting of the Members, and copies of such report, along with the audited financial statements, shall be available at Corporation's headquarters, or mailed at cost, upon request by any Member, and may be published by the Corporation. The accounts of

the Corporation shall be audited annually, and the audit presented to the Board for approval.

Section 10. Conflicts of Interest: All Officers of the Corporation shall conduct themselves in accordance with the Corporation's approved policy regarding conflicts of interest.

Any new Officer shall be advised of this policy upon the start of his or her service as an Officer. On an annual basis, each Officer shall complete a written Conflict of Interest Policy Disclosure Form approved by the Board.

ARTICLE IX

COMMITTEES

Section 1. Committees Established: The Board shall establish such committees as are necessary to advise the Board on policy matters and help carry out the operations of the Corporation. The President, during the Annual Meeting of the Board or as soon thereafter as practical, and with the approval of the Board, shall appoint the chairs of these committees.

All Chairs of committees established by the Board must maintain an active membership in the organization.

Section 2. Committee Action: Any committee may take action without a meeting if the members of the committee unanimously consent to the adoption of a resolution authorizing the action. This consent may be written or electronic. If written, the consent must be signed by the committee member, including by facsimile signature. If electronic, the consent must be sent by electronic mail and set forth information from which it can reasonably be determined that the transmission was authorized by the committee member. The resolution and the consents thereto by the members of the committee shall be filed with the minutes of the proceedings of the committee.

Section 3. Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum.

Section 4. Committees:

Executive Committee: The Executive Committee shall be a committee of the Board and shall be chaired by the President. It shall consist of the President, the Vice-Presidents, the Secretary, the Treasurer, the Immediate Past President, and two Board members. The Executive Committee, under the authority of the Board, shall conduct the general business of the Corporation and carry out the policies and recommendations of the Board between the meetings of the Board as permitted by law. The Executive Committee determines whether matters are urgent enough to require action before the next regular Board Meeting. In absence of a finding of such urgency, the Executive Committee shall refer matters to the Board or appropriate committee with or without recommendations. The Executive Committee shall provide assistance and counsel to the President, and in connection therewith, the members of the Executive Committee shall

carry out such duties and assignments as the President from time to time shall propose.

Finance Committee: The Finance Committee, a standing committee, which shall be chaired by the Treasurer, shall make recommendations to the Board concerning the financial affairs of the Corporation, and shall not be a committee of the Board. The Finance Committee shall assist in presenting an annual budget, the audited financial statements, and timely financial reports to the Board.

Nominating Committee: The Nominating Committee, a standing committee, shall consist of five (5) Members, at least three (3) of whom shall be Directors; the Nominating Committee shall include the Immediate Past President and the immediate past chair of the Nominating Committee. If the immediate past chair of the Nominating Committee and/or the Immediate Past President is unable or unwilling to serve, those places shall be filled by Directors. The Nominating Committee shall serve for a period of two (2) years.

The Nominating Committee shall collect the names of nominees for Director and Officer positions and screen them for the competency needs established by the Board. The list of candidates shall include at least as many names as will produce the number of Directors and Officers the Board has determined to be appropriate.

Audit Committee: The Audit Committee, a standing committee, shall be a committee of the Board, shall consist of at three (3) Directors and shall be responsible for performing the following duties: (1) overseeing the accounting and financial reporting processes of the Corporation and the audit of its financial statements; (2) annually retaining or renewing the retention of an independent auditor to conduct the audit; (3) reviewing the results of the audit, including the management letter, with the independent auditor; (4) upon completion of the audit, reviewing and discussing with the independent auditor any material risks and weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditor's activities or access to requested information, any significant disagreements between the auditor and the Treasurer, and the adequacy of the Corporation's accounting and financial reporting processes; (6) annually considering the performance and independence of the independent auditor; (7) reporting on its activities to the Board.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 1. Dues: Dues for membership in the Corporation shall be in such amounts and categories as shall from time to time be determined by the Board, payable on or before a date to be determined by the Board. Any Member who shall fail to pay his or her annual dues by the due date shall cease to be a Member. Any Member may resign at any time and shall have no liability for dues after the end of the membership year in which such resignation takes place. No dues shall be refundable, unless requested because of duplication of payment.

Section 2. Gifts: The Board shall be authorized to accept or refuse any deeds, securities, mortgages, bequests, or gifts of any kind or nature on behalf of the Corporation and in furtherance of any or all of the objects of the Corporation in concurrence with the established gift acceptance policy of the Corporation.

Section 3. Amendments: These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting of the Board of Directors or at any special meeting, if at least thirty (30) days written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

Section 4. Construction of Bylaws: On all questions as to the construction of meaning of the Bylaws and rules of the Corporation, the decision of the Board of Directors shall be final. Roberts Rules of Order shall govern in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or special rules of this corporation.

Section 5. Waiver of Notice: Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of California or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 6. Personal Liability: Neither the Board, nor any Member or Officer, shall have the power to bind the Members or the individual Directors or Officers of the Society, personally. All persons extending credit to, contracting with or having any claims against the Society, shall look only to the funds and property of the Society for payment of any debt, damage, judgment or decree, or any money that may otherwise become due or payable to them from the Society, so that none of the Members, the Directors, and the Officers, present or future, shall be personally liable therefor.

Section 7. Indemnification: To the fullest extent permitted by law, this Corporation may indemnify its Directors, Officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the Board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any proceeding may be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

Section 7: Prohibited Activities: No part of the net income of the Corporation may under any circumstances inure to the benefit of any Officer, Director, Member, or other individual except as permitted by law.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XI CORPORATE RECORDS

Section 1. The fiscal year of this Corporation shall start January 1 and end December 31. This Corporation shall keep adequate and correct books and records of account and written minutes of the proceedings of its Board and committees of the Board.

Section 2. Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 3. The Board shall cause an annual financial report to be sent to Directors at the meeting following completion of the audit. That report shall contain the following information, in appropriate detail: (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year; (b) The principal changes in assets and liabilities, including trust funds; (c) The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes; (d) The Corporation's expenses or disbursements for both general and restricted purposes; and (e) An independent accountant's report or, if none, the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors.

Amended:

I certify that I am the duly elected and acting Secretary of The Orchid Digest Corporation, that these bylaws consist of ___ pages and are the amended bylaws of this Corporation as adopted by the Board of Directors on _____; and that these bylaws have not been amended or modified since that date.

_____ Executed on _____. _____ at _____

The Orchid Digest Corporation Bylaws

Amended March 1997, Annual Meeting of Members, Santa Barbara, CA.

Amended May 1998, Annual Meeting of Members, Toronto, Ontario, Canada

Amended October 2003, Annual Meeting of Members, Hilo, Hawaii