

# Bylaws of the Colonial District of the American Rose Society

Revision: Fall of 2010	Approved at Staunton, VA	March 26, 2011
BYLAWS COMMITTEE John Fleek   Edwin Krauss   Dick Hanlon		

## ARTICLE I Name and Organization

SECTION 1. This organization shall be known as the “Colonial District of The American Rose Society” (the “District”).

SECTION 2. The District is a non-profit, educational organization.

SECTION 3. The District is a part of the American Rose Society and is governed by the Articles of Incorporation, By-Laws, and other rules and regulations of the American Rose Society, which take precedence over these bylaws.

SECTION 4. The principal office of the District shall be the address of the District Director.

## ARTICLE II Membership

SECTION 1. The membership shall consist of all members of the American Rose Society residing within the geographical boundaries of the Colonial District prescribed by the American Rose Society. For purposes of these By-Laws, members of the American Rose Society include all classes of members, except individuals who are Affiliate Members.

SECTION 2. Rose societies, clubs, and other horticultural organizations within the geographical boundaries of the District that are Affiliated Members of the American Rose Society (the “local societies”) are members of the District.

## ARTICLE III Objectives

- SECTION 1. The OBJECTIVES of the District are:
- a. To bring together persons interested in roses.
  - b. To promote interest in rose culture.
  - c. To disseminate information about rose culture.
  - d. To improve the standards of excellence in all aspects of roses, including, but not limited to growing, exhibiting, judging, and hybridization
  - e. To arrange for an Annual District Meeting.
  - f. To sponsor an annual District Rose Show.

- g. To publish a District Bulletin.
- h. To encourage membership in the American Rose Society.
- i. To assist the local societies.
- j. To assist in the formation of new local societies.
- k. To sponsor such other activities as may be necessary to carry out the objectives of The American Rose Society.
- l. To provide a District Website.

#### ARTICLE IV **Officers, Terms of Office, and Manner of Selection**

SECTION 1. The District Director shall be selected in the manner and for the term of office prescribed by the American Rose Society.

In the event of vacancy in the Office of District Director, the vacancy shall be filled in the manner prescribed by the American Rose Society.

SECTION 2. The Vice Director, Secretary, Treasurer, and District Member of the National Nominating Committee shall be elected at the Annual Business Meeting occurring in the same year as the election for District Director.

The names of candidates for these offices submitted by the District Nominating Committee shall be published in the District Bulletin immediately preceding the District Annual Meeting at which the election is to occur. Nominations from the floor are permitted. Nomination requires the consent of the nominee.

For offices in which there is more than one candidate, election for those offices shall be by secret ballot. A majority of those present and voting is required to elect.

The terms of office shall be concurrent with the term of the District Director.

In the event of a vacancy in any of these offices, a replacement shall be elected for the rest of the term at the next Annual or Special Business Meeting. If time permits, the name or names of the candidate or candidates submitted by the District Nominating Committee shall be published in the District Bulletin immediately preceding the District Meeting at which the election is to occur. Nominations from the floor are permitted. Nomination requires the consent of the nominee.

If there is more than one candidate, election shall be by secret ballot. A majority of those present and voting is required to elect.

SECTION 3. The District Director shall appoint the Chairman of Horticultural Judges, Chairman of Arrangement Judges, Chairman of Consulting Rosarians, Coordinator of Roses in Review, Editor of the District Bulletin, Parliamentarian, Historian and Webmaster. These officers must be members of the American Rose

Society. The terms of office shall be concurrent with the term of the District Director. These officers shall serve at the pleasure of the District Director.

SECTION 4. The District Director may appoint such additional officers as may be necessary to carry out the objectives of the District. The duties of such additional officers shall be as determined by the District Director. Such additional officers shall serve at the pleasure of the District Director.

## ARTICLE V Duties of Elected Officers

SECTION 1. The DISTRICT DIRECTOR shall:

- a. Be the Executive Officer of the District.
- b. Preside at all Business Meetings of the District and all meetings of the Executive Board.
- c. Arrange for such activities as may be necessary to carry out the objectives of the District and the American Rose Society.
- d. Appoint officers and committees as provided by the By-Laws.
- e. Be a voting member of all committees except Nominating and Audit. Work to achieve the objectives of the District and the American Rose Society.

SECTION 2. The VICE DIRECTOR shall perform the duties of the District Director in the absence of the District Director, or whenever the District Director shall be unable to perform the duties of the office. In the event of a vacancy in the office of District Director, the Vice Director shall perform the duties of District Director until a District Director is elected.

SECTION 3. The SECRETARY shall:

- a. Keep the minutes of all Annual and Special District Business Meetings and Executive Board Meetings and send a copy of the minutes to the District Director within thirty days after the meeting.
- b. Call the roll of local societies at all Annual and Special District Business Meetings.

SECTION 4. The TREASURER shall:

- a. Maintain a bank account in the name of the American Rose Society, Colonial District, and deposit all funds received into the account.
- b. Pay all bills of the District as authorized by the By-Laws, the Executive Committee, or District Business Meetings.
- c. Prepare an annual financial statement for presentation at the Annual Business Meeting.
- d. Close the financial books at the end of the year and make them available to the Audit Committee.

SECTION 5. The DISTRICT MEMBER OF THE NATIONAL

NOMINATING COMMITTEE shall serve as chairman of the District Nominating Committee and the District Awards Committee and preside over the presentation of the American Rose Society Silver Honor Medal.

SECTION 6. The EXECUTIVE BOARD shall consist of the elected officers of the District. The Executive Board shall meet at least annually at the Annual Meeting.

The Executive Board shall manage the affairs of the District between District Business Meetings and shall report any actions taken at the next District Business Meeting. The Executive Board may take such actions as may be necessary to maintain the well-being of the District. The Executive Board may transact business by telephone, mail, fax, or by electronic mail and may transact business at anytime.

## ARTICLE VI Duties of Appointed Officers

SECTION 1. The CHAIRMAN OF HORTICULTURAL JUDGES shall:

- a. Be responsible for the continuing education of horticultural judges residing in the District.
- b. Organize horticultural judging schools.
- c. Conduct appropriate horticultural judging seminars as deemed necessary.
- d. Will annually select no more than three nominees for the District Outstanding Horticultural Judge Award and submit the names to a committee consisting of himself, the District Director, the District Chairman of Arrangement Judges, and the District Member of the National Nominations Committee. This committee will select the recipient.

SECTION 2. The CHAIRMAN OF ARRANGEMENT JUDGES shall:

- a. Be responsible for the continuing education of arrangement judges residing in the District.
- b. Organize arrangement judging schools.
- c. Conduct appropriate arrangement judging seminars as deemed necessary.
- d. Will annually select no more than three nominees for the District Outstanding Arrangement Judge Award and submit the names to a committee consisting of himself, the District Director, the District Chairman of Horticulture Judges, and the District Member of the National Nomination Committee. This committee will select the recipient.

SECTION 3. The CHAIRMAN OF CONSULTING ROSARIANS shall:

- a. Be responsible for the continuing education of consulting rosarians residing in the District.
- b. Conduct appropriate seminars for consulting rosarians to maintain their credentials.
- c. Propose candidates for appointment as Consulting Rosarians.
- d. Maintain an up-to-date list of District Consulting Rosarians.
- e. Will annually select no more than three nominees for the District Outstanding Consulting Rosarian Award and submit the names to a committee consisting of

himself, the District Director, and the District Member of the National Nomination Committee. This committee will select the recipient.

SECTION 4. The ROSES IN REVIEW COORDINATOR shall compile the Roses in Review reports and submit the information to the National Roses in Review Coordinator. The Roses in Review Coordinator shall prepare a report for publication in the District Bulletin and posted on the website.

SECTION 5. The EDITOR OF THE DISTRICT BULLETIN shall be responsible for the publication and distribution of a District Bulletin. The Editor shall annually prepare a District Directory of local societies and their presidents, District Officers, Consulting Rosarians, and Judges that will be offered for sale to members of the American Rose Society at a price that will more than cover the cost of its production.

SECTION 6. The PARLIAMENTARIAN shall serve in an advisory capacity at all Annual and Special District Business Meetings.

SECTION 7. The HISTORIAN shall be responsible for the collection and storage of the archives of the District. The Historian may arrange for historical talks and exhibits at District meetings.

## ARTICLE VII **Standing Committees**

SECTION 1. The NOMINATION COMMITTEE shall consist of the District Member of the National Nominating Committee and one member of the American Rose Society from each local society.

The local society representatives shall be appointed by the president of their respective local societies in the same year as the election for District Director. In the event of a vacancy, the local society president will appoint a replacement member. The term of office shall be concurrent with the term of the District Director. A local society representative may serve only two consecutive terms as a local society representative and may not simultaneously represent more than one society.

The District Nominating Committee shall, at the appropriate time, submit one or more candidates for each of the offices of District Director, Vice Director, Secretary, Treasurer, and District Member of the National Nominating Committee. In the event of a vacancy in any of these offices, the committee will submit a candidate or candidates for the vacant office.

SECTION 2. The MEMBERS OF THE DISTRICT AWARDS COMMITTEE shall be selected in the manner and for the term of office prescribed by the American Rose Society.

The District Awards Committee will select the recipient for the American Rose Society District Silver Honor Medal as provided by the American Rose Society. Eligibility for the Silver Honor Medal shall be as provided by the American Rose Society.

## ARTICLE VIII **Other Committees**

SECTION 1. The District Director will, near the end of his three-year term, appoint an Audit Committee, which shall consist of at least two members of The American Rose Society who are not otherwise elected or appointed officers of the District. The Audit Committee will audit the financial books of the District.

SECTION 2. The District Director may appoint such additional committees as may be necessary to carry out the objectives of the District. The duties of such additional committees shall be as determined by the District Director. Such additional committees shall serve at the pleasure of the District Director.

## ARTICLE IX **Meetings**

SECTION 1. The District will hold one Annual Meeting each calendar year. The District Meeting will include at least the following: District Rose Show, Annual Business Meeting, Executive Board Meeting, Awards Ceremony, and one or more educational programs. Other activities, including, but not limited to, Consulting Rosarians Seminar, Horticultural Judges Seminar, Arrangement Judges Seminar, Judging Schools, and garden tours, may be added as appropriate.

SECTION 2. The host society for future Annual Meetings will be selected at the Annual Business Meeting. In the event that a host society has not been selected for the next Annual Meeting or that the invitation for the next Annual Meeting is withdrawn by the host society, selection of the host society will be made by the Executive Board.

SECTION 3.. The host society shall charge a registration fee sufficient to cover all expenses of the annual meeting. Any profit for the host society in excess of \$200.00 will be shared equally between the host Society and the District. In the event of a loss for the Host Society, the District will reimburse the Host Society the first \$200.00 of the loss. Any additional loss will be shared equally by the District and the Host Society

If the Annual Meeting is held at a National Meeting of the American Rose Society or at a meeting involving more than one District of the American Rose Society, the host society and the District Director will negotiate the payment to the District. These arrangements must be approved by the Executive Board.

The host society will purchase the “Colonial District Member’s Trophy” which is awarded to the winner of the class specified for award of that trophy in the District Rose

Show. Treasurer will reimburse the host society for the cost of the trophy and engraving. The approximate amount to be spent will be determined in advance by the Executive Board.

SECTION 4. Registration at the Annual Meeting is required to compete for District Awards in the District Rose Show or to attend any of the educational programs, seminars, or tours. Registration is not required to attend the Annual Business Meeting. At the discretion of the host society, members of the host society may exhibit in the District Rose Show without payment of a registration fee, provided they do not compete for District Awards and provided the District Rose Show replaces the host society's regular show. Registration requirements for other activities are at the option of the host society.

SECTION 5. The Annual Business Meeting will be held at the Annual Meeting. A quorum for the Annual Business Meeting shall consist of those members present. Only members of the American Rose Society residing in the District may vote in an Annual or Special Business Meeting. Proxy voting is not permitted.

SECTION 6. Special Business Meetings may be called at any time by the District Director. Not more than one special meeting may be called per calendar year. Notice of the special business meeting must be given in the District Bulletin at least thirty (30) days before the meeting.

A quorum for a Special Business Meeting shall consist of thirty-five (35) members. At least fifty-one (51) percent of the local societies must be represented by at least one member. For purposes of representation, a member may not represent more than one local society. Proxy voting is not permitted.

Any business that may be carried out at an Annual Business Meeting may be carried out at a Special Business Meeting, except the elections specified under the first paragraph of ARTICLE IV, SECTION 2, which must take place at the specified Annual Business Meeting.

SECTION 7. The District may from time to time hold meetings in addition to the Annual Meeting. The time, location, and host society for such meetings will be determined at an Annual or Special Business Meeting or by the Executive Board. Special Business Meetings, as specified by the By-Laws, may be held at these meetings. The financial arrangements for these meetings will be the same as those for the Annual Meeting unless different arrangements are approved by the Executive Board. Registration at the Special Meeting is not required to attend a Special Business Meeting held in conjunction with a Special Meeting.

SECTION 8. The current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern all Annual and Special District Business Meetings in all cases in which they are not inconsistent with these bylaws.

**ARTICLE X**  
**Finances**

SECTION 1. The funds and other assets of the District are the property of the American Rose Society, a corporation qualified as an exempt educational organization under SECTION 501(c)(3) of the Internal Revenue Code, and are subject to administration as provided by the Articles of Incorporation, By-Laws, and other rules and regulations of the American Rose Society.

SECTION 2. The District may not collect dues from the members or local societies. Each local society may be requested to remit to the District Treasurer a financial contribution recommended by the Executive Board to assist in the operation of the District. The contribution may be requested on a per society or on a per member basis. Contributions may also be solicited from the membership.

SECTION 3. The Treasurer is authorized to pay all expenses associated with the District Bulletin and the District Awards. Otherwise, the funds of the District may be expended only on the approval of the Executive Board or by vote of an Annual or Special Business Meeting.

SECTION 4. In the event of dissolution of the District, the assets of the District will be transferred to The American Rose Society.

**ARTICLE XI**  
**Amendments**

SECTION 1. These By-laws may be amended at any Annual or Special Business Meeting by a vote of two-thirds of those members present and voting, provided the proposed amendments have been published in the District Bulletin at least thirty (30) days before the meeting. Voting shall be by secret ballot.

SECTION 2. Amendments to the By-Laws are not effective until they have been approved by The American Rose Society.

The Colonial District of The American Rose Society
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