

**SIERRA FOOTHILLS ROSE SOCIETY INC**

(Founded 11 May 1962)

**BY-LAWS**

**Bylaws**

**ARTICLE I**

**NAME**

The name of this organization is **Sierra Foothills Rose Society Inc.**, a non-profit organization dedicated to fulfilling the objectives of Article II, hereafter referred to as the Society.

**ARTICLE II**

**OBJECTIVES**

The objectives of this Society are:

1. To foster, stimulate and increase interest in the rose and its cultivation and in the introduction of improved varieties of roses in the home and public gardens;
2. To conduct an Annual Rose Show;
3. To acquaint the membership and public generally with varieties of roses best suited to climatic conditions in the area;
4. To support and further in this District the aims and purposes of the American Rose Society;
5. To provide Consulting Rosarians to members and to the general public;
6. To evaluate the growth and performance of varieties of roses in the local area.

**ARTICLE III**

**MEMBERSHIP**

**SECTION I: ELIGIBILITY:** Membership may include any person or firm interested in the objectives for which the Society is formed, and willing to pay the current specified annual dues.

a. Any member deemed by the Executive Board to be working in any manner detrimental to the Society may be asked to resign.

**SECTION II. CLASSIFICATION:** Membership in this Society shall be composed of active, sustaining, honorary and life members.

a. An **ACTIVE** member is one who attends meetings, actively engages in the objectives of the Society, pays annual dues, and is eligible to vote and hold office.

b. **SUSTAINING** member is any person, commercial or business firm who wishes to support the Society financially and/or technically. Such members are eligible to vote but not to hold office. Member firms are encouraged to maintain their commercial membership in the American Rose Society.

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c. HONORARY membership may be conferred for a period of one (1) calendar year upon an individual who has performed a distinctive service in promoting and maintaining interest in rose culture. Approval is required by a simple majority vote of members present at a regular meeting of the Society or the Executive Board. These members may vote and may hold office.

d. LIFE memberships are available to any member of the Society. The cost thereof shall be determined by a two-thirds (2/3) vote of the Executive Board. These members may vote and hold office.

**ARTICLE IV**

**OFFICERS**

**SECTION I. EXECUTIVE BOARD:** The Executive Board of this Society shall be composed of the President, Vice-President, Secretary, Treasurer, the immediate Past President serving as a Director and four (4) Directors, each member having equal voting privileges.

a. The elective offices shall be chosen in the manner prescribed in ARTICLE X.

**SECTION II. ELIGIBILITY:** Candidates for office of the President and Vice-President shall be American Rose Society members in good standing.

**SECTION III. TENURE:** All terms of office are to continue for one year. No more than two (2) consecutive terms may be served in the same office.

**SECTION IV. QUORUM:** Five members of the Executive Board shall constitute a quorum at any Board meeting.

**SECTION V. AUTHORIZATION OF EXPENDITURES:** The assenting vote of a majority of the Executive Board shall be adequate authorization for payment of bills by the Treasurer. (See Appendix 1.)

a. Such assent is not required in cases where the original expenditure was authorized or instituted by said Executive Board.

b. In urgency cases, the majority vote may be obtained by telephone canvass of accessible Board members.

**SECTION VI. INSTALLATION:** The officers shall be installed at the December meeting and shall hold office for one year, or until their successors are elected and installed.

**SECTION VII.** Past President's pin shall be presented after installation of officers at the regular December meeting.

**SECTION VIII. AUTHORITY:** Subject to the provisions of these By-Laws, the Executive Board shall have full power and authority to act on behalf of the Society, and to conduct the work and activities in carrying out the Society's objectives.

**SECTION IX. MEETINGS:** The Executive Board shall meet monthly excluding June and July, or at the call of the president, or upon the written request of five (5) members of the Board, provided twenty-four (24) hours notice is given.

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**ARTICLE V**

**DUTIES OF OFFICERS**

**SECTION I. PRESIDENT:** The president shall preside at all meetings of the Society and the Executive Board; coordinate all activities, be a member of all committees except the Nominating Committee; appoint the Chairmen of Standing or Special Committees, subject to confirmation of the Executive Board; and, approve all outgoing Society correspondence.

**SECTION II. VICE-PRESIDENT:** The vice-president shall perform the duties of the president in the absence of or at the request of the president, and otherwise assist the president in the operation of the Society. The vice-president shall be chairman of the Program Committee and arrange programs and entertainment for both regular and special meetings.

**SECTION III. SECRETARY:** The secretary shall record the minutes of all Society and Executive Board meetings and be custodian of all records and reports of the Society. The secretary shall conduct the official correspondence of the Society as requested and approved by the president and shall notify the Executive Board and committee chairmen of all Board meetings.

**SECTION IV. TREASURER:** The treasurer shall be custodian of all funds of the Society, collect all funds and issue receipts therefore, pay all authorized bills, and maintain a record of all such monetary transactions. The treasurer shall send \$25 to the American Rose Society in the memory of any current member that dies during the treasurer's term.

a. One (1) other member of the Executive Board shall be selected by the Board to sign checks in the event the treasurer is unavailable to do so.

**SECTION V. DIRECTORS:** The directors as members of the Executive Board, shall aid and assist in the administrative procedures, business, and policy functions of the Executive Board, serving both as advisors and the voice of the general membership.

**ARTICLE VI**

**STANDING COMMITTEES**

**SECTION I. APPOINTMENTS:** Chairmen of the Standing Committee will be appointed by the president, subject to the approval of the Executive Board. Chairmen herein, includes chairwomen and chairpersons.

**SECTION II. CHAIRMEN:** In addition to the vice-president as chairman of the Program Committee, the following committee chairmen shall be appointed, plus any additional ones deemed necessary to carry on the activities of this Society: Rose Show, Auditing, Membership, Ways and Means, Publicity, Hospitality, Refreshment, Property, Little Rose Show, Sunshine, News-Editor, Historian and Consulting Rosarian.

**SECTION III. REPORTING:** Chairmen may attend Executive Board meetings to make reports and recommendations concerning their committee activities, or at the request of the Board.

**SECTION IV. FINANCIAL:** Chairmen shall submit to the treasurer an itemized account of expenditures. Any indebtedness may be incurred only with the approval of the Executive Board.

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**SECTION V. FUNCTIONS OF STANDING COMMITTEES:**

a. **PROGRAM:** Two additional members may be appointed by the vice-president to this committee to assist the vice-president in a balanced and varied program for the year.

b. **ROSE SHOW:**

1. Assist the Executive Board in setting the date for the next Rose Show.
2. The Chairman shall appoint the various individual show committee chairmen to fulfill the needs of the Rose Show schedule, using previous years schedules as models.
3. An outline of the duties and responsibilities of each show committee chairman shall be a permanent record and shall be kept current.

c. **AUDITING:** Perform an annual audit of receipts and expenses of the Society, for the calendar year, January through December. Findings are to be reported to the general membership within 90 days of the audit being completed.

d. **MEMBERSHIP:**

1. Maintain a correct membership roster, and submit it for publishing by March 1<sup>st</sup>.
2. Actively solicit new members.
3. Contact delinquent members in an effort to retain their membership.
4. Promote membership in the American Rose Society.

e. **WAYS AND MEANS:** Conduct fund raising programs and activities.

f. **PUBLICITY:** Promote publicity for the meetings, activities, shows and other special events of the Society through -the mediums of press, radio and television, as well as any other available media.

g. **HOSPITALITY:** Assist at all meetings in helping to provide a welcoming atmosphere to newcomers and guests.

h. **REFRESHMENTS:** Schedule sponsors to host the refreshments for the regular meetings. Supervise and plan any special events requiring menu planning and serving food, in coordination with the Program committee, such as potlucks and picnics.

i. **PROPERTY:** Keep an accurate inventory of all physical property of the Society, the location and custody, particularly that. used in connection with the Rose Show, and arrange for its transportation.

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j. **LITTLE ROSE SHOW:** Assist new exhibitors with their entries to enable them to properly enter their exhibits in the show. The Little Rose Show will open in April and continue each regular meeting through November. The winner of the Little Rose Show for the year will be announced at the regular meeting in December.

k. **SUNSHINE:** Send cards of condolence to persons ill or injured, with encouragement for a speedy recovery. Send cards of sympathy to those in remembrance of departed loved ones.

1. **NEWS-EDITOR:** Coordinate with the committee chairmen and publish a news-letter with pertinent and concise information, and shall endeavor to include the following:

1. **PROGRAM:** Announce the scheduled program. Obtain the Guest Speakers' name, topic and main points of interest to develop a desire on the part of all members to attend the meetings.
2. **EVENTS TO COME:** Announce events to come, i.e., National, District, or local Rose Shows, future programs, potluck or picnics.
3. Give ample recognition of members' health, welfare and recreational activities.
4. Prepare the news-letter for publication and mail in time to be received several days prior to the meeting date.

m. **HISTORIAN:** Maintain the Society scrapbook with records and photographs. Provide a photographer for historical functions. Encourage Society members to provide photographs.

n. **CONSULTING ROSARIAN:** Keep record of Consulting Rosarians and coordinate activities with District Consulting Rosarian chairman. Coordinate monthly with the Society's newsletter Editor to assure a monthly article is provided, and assure a Consulting Rosarian is provided at each meeting to give a 5 minute report.

**ARTICLE VII**

**VACANCIES IN OFFICE**

**SECTION I. PRESIDENT:** In the event that death, resignation or any other reason causes the office of the president to become vacant, the vice-president shall succeed to the presidency and serve for the unexpired term.

**SECTION II. OTHER:** A vacancy occurring in any elective office and/or appointive chairman other than presidency, shall be filled by the Executive Board to serve the unexpired portion of the term.

**SECTION III. TENURE:** Fulfilling an unexpired term by succession or by appointment for twenty-seven (27) weeks or more shall be deemed a full term and shall be governed by Article IV, Section 3.

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**ARTICLE VIII**

**MEETINGS**

SECTION I. Unless otherwise voted by the Executive Board, the regular meetings of the Society shall be held on the first Thursday each month

**ARTICLE IX**

**DUES**

SECTION I. **FISCAL YEAR:** The fiscal year of this Society shall be from January 1st through December 31st.

SECTION II. **DUES:** All type membership dues shall be the current specified annual dues. Members are liable for dues, which may be levied as determined by the Executive Board. New members joining the Society after July 1st will pay one-half year's dues. Members joining in November and December will be charged a full year's dues and be carried on the roster as a paid member for the following calendar year.

a. **ARS DUES:** Members are encouraged to pay their American Rose Society dues to the Treasurer of the American Rose Society.

SECTION III. **DELINQUENCY.** Dues are payable at the January meeting. If dues are not paid by the close of the February regular meeting, member(s) will be dropped from the Society rolls.

**ARTICLE X**

**ELECTION OF OFFICERS AND NOMINATING COMMITTEE**

SECTION I. **TIME OF ELECTION:** The officers and directors of this Society shall be elected at the regular meeting in November and installed at the December meeting.

**SECTION II. NOMINATING COMMITTEE:**

a. The Nominating Committee shall consist of five (5) active members in good standing. The Executive Board shall elect two (2) members of the Executive Board prior to the regular membership meeting in September. Three members from the general membership will be elected at the September meeting. These three (3) may not be members of the Executive Board.

b. The Nominating Committee, within fifteen (15) days after their election, shall meet for the purpose of selecting a chairman.

c. Any vacancy occurring in the Nominating Committee shall be filled by the Nominating Committee or President.

d. It shall be the duty of the Nominating Committee to present a slate of officers and directors at the regular membership meeting in October.

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e. Election of officers shall be held at the November membership meeting at which time the President must call for further nominations from the floor. Unless previously agreed, any member so nominated must be present to accept, and has the option of declining such a nomination.

**SECTION III. ELECTION:** In the event of a contest, election shall be by secret ballot, and a plurality vote shall be required for election. No proxy voting shall be permitted, and only those members designed as having voting privileges under Article III, Section 2 who are present shall be eligible to vote.

**SECTION IV. TENURE:** The term of office shall begin with the installation of officers at the Society's meeting in December, and continue for twelve (12) months.

**ARTICLE XI**

**PERSONAL LIABILITY**

**SECTION I.** Neither the officers nor any members of this Society shall have the power to personally obligate, bind, or pledge the credit of any member of the Society.

**ARTICLE XII**

**REVISIONS, AMENDMENTS AND APPENDICES**

**SECTION I. REVISION:** These By-Laws have been revised to insert Article I NAME, and Article II OBJECTIVES, also, reinstate under Article IV, Section I, EXECUTIVE BOARD, which were part of the original By-Laws when the Society was founded 11 May 1962.

**SECTION II. AMENDMENTS:** Amendments to the By-Laws will be published when a change is made in any paragraph.

**SECTION III. APPENDICES:** Appendices will be additions at the end of the By-Laws for information and guidance when approved by the Executive Board and a majority vote at a regular membership meeting.

**SECTION IV.** These By-Laws may be revised or amended, provided that such proposals have been approved by the Executive Board, read at a previous membership meeting and a notice published in the monthly news-letter. Approval of such proposals will require a two-thirds (2/3) affirmative vote from eligible members present at any regular meeting of the Society.

**SECTION V.** This revision, all amendments and appendices will be dated and signed by the Secretary and President to authenticate the document. These By-Laws and all changes will be published and a copy provided to each member. The Society file copy will be kept current by promptly posting any change.

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**ARTICLE XIII**

**PARLIAMENTARY AUTHORITY**

SECTION I. The current edition of Robert's Rules of Order Newly Revised, shall govern this Society in all matters of procedure not covered by these By-Laws. The Society will provide a copy of the current edition of Robert's Rules of Order Newly Revised, for the Executive Board and Society meetings for reference.



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**ARTICLE XIV**

**LEGAL OWNERSHIP**

SECTION I. Should the Society for any reason be dissolved, title to any property and such funds as are in the treasury shall pass to the Northern California-Nevada -Hawaii District of the American Rose Society.

DATED: 3 March 2016

  
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Cynthia Phipps                      SECRETARY

DATED: 3 March 2016

  
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Garry Chin                              PRESIDENT