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## BYLAWS of the YANKEE DISTRICT-American Rose Society

### ARTICLE I Name and Organization

Section 1. The name of this organization shall be the "Yankee District of the American Rose Society" (herein referred to as the "District"). The principal office of the District shall be the address of the current District Director.

Section 2. The District shall be a division of the American Rose Society (herein referred to as the "ARS") a 501(c)(3) corporation organized under the laws of the State of Louisiana on July 1, 1975.

### ARTICLE II Purpose and Objectives

The Yankee District of the American Rose Society is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including the American Rose Society.

The objectives of the District are to encourage amateur and professional rose culture; to increase the general understanding of and interest in all aspects of roses, including growing, hybridizing, exhibiting, judging and history; and to thereby improve the standard of excellence of the national floral emblem of the United States of America.

### ARTICLE III Membership

Section 1. The membership shall consist of all current members of the ARS residing within the geographical boundaries of the District, as prescribed by the ARS board of directors. All attendees at Yankee District meetings can participate in discussion, but only those current, dues-paying ARS members residing in the district can vote on issues at such meetings.

Section 2. Rose societies, clubs, and other horticultural groups within the geographical boundaries of the District that hold an affiliated or chapter membership in the ARS shall also be non-voting members of the District.

## ARTICLE IV Officers

Section 1. The elected officers of the District shall be a District Director, a Secretary, a Treasurer and a District Member of the National Nominating Committee who shall also serve as District Awards Chairperson and Chairperson. of District Nominations (per ARS XIV.2)

Section 2. The appointed officers of the District shall consist of the Chairperson of Horticultural Judges, Chairperson of Arrangement Judges, Chairperson of Consulting Rosarians, Roses in Review Coordinator, District Bulletin Editor, Webmaster and a District Member of the National Membership Committee.

Section 3. All appointed officers shall serve a term concurrent with the term of the District Director.

Section 4. The District Director shall designate one of the other officers as Deputy Director.

#### ARTICLE V Duties of Elected Officers

Section 1. The District Director shall manage the affairs of the District. He or she shall preside at all meetings of the District, the Executive Committee and the Presidents' Council; appoint non-elected Executive Committee officers; appoint such additional chairpersons or committees as may be necessary to carry out the objectives of the District; be an ex-officio member of all committees except the Nominating and Auditing Committees, with a right to vote; and determine the order of procedure at all meetings.

Section 2. The Executive Committee shall consist of the elected and appointed officers of the District, and they shall provide counsel to the District Director and discharge such other duties as may be specified in these bylaws. The Regional Director and Immediate Past District Director shall serve as members of the Executive Committee without vote.

Section 3. The Secretary shall keep the minutes of all District business meetings, send the District Director a copy of the

minutes within thirty days after a meeting and record the names of member societies represented at each district business meeting.

Section 4. The Treasurer shall maintain a bank account in the name of the "American Rose Society, Yankee District;" directly deposit into that account all funds received; draw upon such funds by his or her single signature, unless otherwise provided for by the Executive Committee; provide on demand to the Treasurer of the ARS such financial information as may be requested; close the books at year's end; and make the books available to an audit committee of two members appointed by the District Director.

Section 5. The District Member of the National Nominating Committee shall preside as Chairperson of the District Awards Committee; preside at the annual District awards ceremony held during the District annual convention; and, together with the District Director and chairpersons of the applicable committees, select annually the recipients of the District Outstanding Consulting Rosarian and District Outstanding Judge Awards. The District Member of the National Nominating Committee shall also preside as Chairperson of the District Nominating Committee, and shall, in consultation with such committee members as he or she may appoint, nominate one or more candidates for Secretary, Treasurer, and District Member of the National Nominating Committee for election at the District annual business meeting occurring in the year of the ARS national triennial elections.

#### ARTICLE VI Duties of Appointed Officers and Committees

Section 1. The District Awards Committee shall be composed of a Chairperson, who shall be the District Member of the National Nominating Committee *ex officio*, and one representative appointed by the president of each member society. The term of office for each member shall be concurrent with the term of the District Director. Membership on the District Awards Committee is limited to two consecutive terms, and only one member per family may be appointed to serve at any time. The District Awards Committee shall annually select the recipient(s) of the

ARS District Silver Honor Medal in accordance with the then current ARS Silver Honor Medal rules and regulations.

Section 2. The Chairperson of Horticultural Judges shall administer a program for the continuing education of ARS Horticultural Judges residing within the District; conduct schools for qualified members who may be interested in becoming ARS rose horticultural judges; and, together with the District Director and District Member of the National Nominating Committee, select annually the recipient(s) of the District Outstanding Horticultural Judge award.

Section 3. The Chairperson of Arrangement Judges shall administer a program for the continuing education of ARS Rose Arrangement Judges residing within the District; conduct schools for qualified members who may be interested in becoming ARS Rose Arrangement Judges; and, together with the District Director and District Member of the National Nominating Committee, select annually the recipient(s) of the District Outstanding Arrangement Judge award.

Section 4. The Chairperson of Consulting Rosarians shall administer a program for the continuing education of ARS consulting rosarians residing within the District; conduct schools for qualified members who may be interested in becoming ARS consulting rosarians; assist each member society in the appointment of a Consulting Rosarian Coordinator for that society; maintain a current list of consulting rosarians in the District; and, together with the District Director and District Member of the National Nominating Committee, select annually the recipient(s) of the ARS Outstanding Consulting Rosarian award.

Section 5. The Roses in Review Coordinator shall compile the data submitted under the ARS Roses in Review program, transmit such data in the required official format to the national coordinator and prepare a special report of the District results for publication in the District bulletin and on the District website.

The RIR Coordinator shall furnish a list of persons submitting evaluations each year to the Chairperson of Consulting Rosarians for the district. CRs failing to submit RIR will be warned on the first omission and dismissed on the second.)

Section 6. The District Bulletin Editor shall edit, publish and distribute a District bulletin containing relevant news items relating to ARS, District and local rose society activities at least annually to District members.

Section 7. The Webmaster shall establish and maintain a District website for the digital publication of information and news items related to ARS, District and local society activities.

Section 8. The District Member of the National Membership Committee shall represent the District on the National Membership Committee, contact prospective ARS members and those whose ARS membership have lapsed, and undertake all desirable activities to foster membership in the ARS. The District Member of the National Membership Committee shall provide an up-to-date list of Yankee District members who are paid members of the American Rose Society in advance of each Yankee District meeting for which a business meeting is planned. This up-to-date roster will be consulted to determine persons eligible to vote at Yankee District business meetings.

The district member may delegate the contacting of members to local society membership chairs.

## ARTICLE VII Vacancies

Section 1. In the event of the death, permanent incapacity, or resignation of an elected officer (other than the District Director or the District Member of the National Nominating Committee), the Executive Committee shall fill such vacancy for the remaining term.

Section 2. In the event of the death, permanent incapacity, or resignation of the District Director, the Deputy Director shall assume the position of interim District Director until a successor District Director is elected.

Section 3. In the event of the death, permanent incapacity, or resignation of the District Member of the National Nominating Committee, the District Director shall appoint a member to serve in that capacity until a successor District Member of the National Nominating Committee is elected.

Section 4. In the event of a vacancy in the office of the District Director or District Member of National Nominating Committee, the Chairperson of the District Nominating Committee shall select one or more candidates to fill such a vacancy to be presented for election at the next scheduled District business meeting, provided, however, that if the next scheduled District business meeting is the District annual meeting occurring in the same year as the ARS national triennial elections, then the District Director shall be elected under the bylaws of the ARS.

#### ARTICLE VIII Nominations and Elections

Section 1. The District Director shall be elected under the bylaws of the ARS for the three-year term as specified therein.

Section 2. The Secretary, Treasurer, and District Member of the National Nominating Committee shall be elected at the District annual meeting occurring in the same year as the ARS national triennial election for a term concurrent with that of the District Director.

Section 3. The candidates for election to the offices of Secretary, Treasurer, and District Member of the National Nominating Committee shall be posted on the District website at least twenty days prior to the District annual meeting at which the election

shall be held under Section 2.

Section 4. The District Director shall call for additional nominations for election to the offices of Secretary, Treasurer, and District Member of the National Nominating Committee from the floor at the District annual meeting at which the election shall be held under Section 2, which nominations must have the consent of the nominee.

Section 5. Election to the offices of Secretary, Treasurer, and District Member of the National Nominating Committee shall be by verbal ballot for each office. A majority vote shall elect. In the event there shall be more than two candidates and a majority not obtained on the first ballot, the two candidates with the highest number of votes shall be placed on a second ballot and a majority vote thereon shall elect. If there be only a single candidate for any elected office, that person shall be duly elected by a single ballot cast by the Secretary.

#### ARTICLE IX Presidents' Council

Section 1. The Presidents' Council shall consist of the president of each member society in the Yankee District and the members of the Executive Committee.

Section 2. The Presidents' Council shall meet at the District annual convention prior to the District annual meeting to offer advisory recommendations to the District Director and, on the vote of a majority, may add items to the agenda of the District annual meeting

#### ARTICLE X Annual Convention

Section 1. A District annual convention consisting of two-to-three days shall be held over a suitable weekend selected by the host society and approved by the District Director. The dates selected shall not conflict with an ARS national convention.

Section 2. The District annual convention may include a meeting of district consulting rosarians, meetings of district horticulture and arrangement judges, the meeting of the Presidents' Council, an awards banquet and the District annual business meeting.



Section 3. The selection of a host society for the next annual convention shall be on a rotating basis among the societies in the Yankee District. The site and dates, after consulting with the societies, is made by the District Director

Section 4. The host society shall submit registration and complete program details for the District annual convention to the Webmaster for posting on the District website at least 90 days prior to the District annual convention.

Section 5. A District may hold a special business meeting open to the District members at any time called by the Executive Committee, but not more than one such special meeting shall be called or held in any calendar year. Except for emergencies, the special business meeting should be held in conjunction with a second Yankee District annual event, such as in conjunction with a Fall District Show.

Section 6. Anyone in attendance at a meeting is eligible to speak. However, only members who have paid their ARS national dues and are present in person at any District business meeting shall be entitled to vote. The District Member of the National Membership Committee shall provide a list of current ARS members to determine those eligible to vote. Ten ARS members from the Yankee District in attendance at any District business meeting shall constitute a quorum. The members present at a duly called or convened District business meeting, at which a quorum is present, may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Except as otherwise provided by these bylaws, all action taken by the holders of a majority of the voting power represented at any District business meeting at which a quorum is present shall be valid and binding.

Section 7. Items for inclusion on the agenda of a District business meeting may be submitted by any member to the

District Director at least ten days prior to the meeting, or, in the case of the district annual meeting, may be proposed at the meeting of the Presidents' Council. The agenda of a district business meeting shall be provided to members at the commencement of the meeting and items not set forth thereon shall not be considered at the meeting.

## ARTICLE XI Funds

Section 1. The District is not authorized to collect membership dues. Funding for the District is primarily accrued from revenue generated at District conventions.

Section 2. A member society that serves as host to a District annual convention shall open and maintain a separate bank account, in the name of the "Local Society, Yankee District". All funds deposited into that account shall be restricted to use for that convention. Within a reasonable time, not to exceed ninety days after the District annual convention, this separate bank account shall be closed, audited, and a report thereof submitted to the treasurer and District Director.

Section 3. All funds and other property of the District are the property of the ARS, a corporation recognized as a non-profit charitable organization under Section 501(c)(3) of the Internal Revenue Code, and are subject to administration as provided for in these bylaws, the ARS articles of incorporation and the ARS bylaws. In the event of a conflict between these bylaws and either the ARS articles of incorporation or the ARS bylaws, the ARS articles of incorporation or the ARS bylaws shall control.

Section 4. Bills for all approved District expenditures, other than those for payment of District mailings, publications, or awards, are to be sent to the Treasurer for payment.

Section 5. In the event of consolidation, subdivision, or change in boundaries of the District, funds and other property of the District shall be transferred as directed by the ARS board of directors, provided, however, that all such funds and other property shall

remain the property of the ARS, or a division, or an incorporated charitable affiliate thereof.

ARTICLE XII Parliamentary Authority Unless otherwise provided in these bylaws, the rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the conduct of District business meetings.

#### ARTICLE XIII Amendments

Section 1. These bylaws may be amended or repealed by the eligible voting membership by an affirmative vote of two-thirds of all votes cast at a District annual business meeting, provided such proposed amendments have been previously posted on the District website at least 30 days prior to that meeting.

Section 2. These bylaws are subject to approval of the ARS Board of Directors. A copy of these bylaws shall be filed with the ARS executive director. Any subsequent changes or amendments shall also be subject to approval of the ARS board of directors.

Approved at District Annual Meeting held at Tower Hill Botanic Garden, Boylston, Massachusetts, September 8, 2012.

**The undersigned attest this is a true copy of the Bylaw of the Yankee District of the American Rose Society.**

David R. Long, Executive Officer - Secretary, Audrey Osborn

David R. Long

Audrey Osborn

#### ARTICLE XIV Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

