

**Bylaws**  
**NORTHERN CALIFORNIA-NEVADA-HAWAII DISTRICT**  
**of the AMERICAN ROSE SOCIETY**

Revised Fall 2022 (superseding revisions of 1995, 1999, 2002, 2004, 2008, 2014, 2020) Approved at the  
District Meeting September 24, 2022

**ARTICLE I - NAME AND OFFICE**

1. This District shall be known as the Northern California-Nevada-Hawaii District (NCNH) of the American Rose Society (ARS).
2. The District Director shall determine the principal office and the mailing address of this Organization.

**ARTICLE II - OBJECTIVES**

1. The primary objective of the District is as stated in the articles of incorporation of the ARS, namely the encouragement of amateur and professional rose culture and improvement of standards of excellence of the rose for all people. As a division of the ARS, the District is qualified as a 501 (c)(3) educational corporation, and nothing contained in these bylaws shall be construed in a manner inconsistent with such ruling.
2. Secondary objectives of the District shall be to:
  - a. sponsor semi-annual District Business meetings.
  - b. facilitate an annual District Rose Show and Conference
  - c. encourage membership in the ARS.
  - d. form new local rose societies affiliated with the ARS, and
  - e. assist District chapters and affiliated societies and clubs with programs, shows and speakers.

**ARTICLE III - MEMBERSHIP**

Sec. 1. The membership shall consist of members, affiliate members, joint members, junior members and such members of local rose societies and ARS members within the geographic boundaries of the Northern California-Nevada-Hawaii District.

**ARTICLE IV - ORGANIZATION**

Sec. 1. Elected officers of the Northern California-Nevada-Hawaii District shall be the Deputy District Director, Secretary, and Treasurer. All officers shall be full or joint members of the ARS. A Parliamentarian shall be appointed by the District Director with the approval of the Executive Committee.

Executive Committee or Officers of the Northern California-Nevada-Hawaii District (NCNH) shall be the

- District Director,
- Deputy District Director,
- Treasurer.
- Secretary,
- District ARS Chairperson of Nominations and Awards and the
- Immediate Past District Director.

A Parliamentarian shall be appointed by the District Director with the approval of the Executive Committee and is a non-voting member of the Board. These officers shall make recommendations to the District Council.

Sec. 2. The Executive Officer of the District shall be the District Director, duly elected under the bylaws of the ARS and Northern California-Nevada-Hawaii District.

Sec. 3. The Executive Board shall include the

- Executive Committee plus the
- Committee Chairmen that are appointed by the District Director and shall make recommendations to the District Council.

A quorum for an Executive Board meeting shall be a majority of the Executive Committee plus one-third (1/3) of the appointed Committee Chairmen.

Sec. 4. There shall be a District Council which shall consist of the officers of the Northern California-Nevada-Hawaii District and two voting representatives appointed or elected by each society.

- a. The council shall function as the District legislative body.
- b. All council representatives shall be full or joint members of the ARS.
- c. All council representatives except the District Director shall have one vote in the District Council.
- d. In the event of a tie vote on any matter that comes before the District Council, the District Director shall then cast a vote to break the tie.

Sec. 5. Nominations and Elections

- a. The Deputy District Director, Secretary, and Treasurer are to be nominated by a committee formed at the Annual Fall Business Meeting immediately prior to the ARS triennial election.
- b. Five (5) committee members shall be nominated and elected by the council at the Business Meeting. The committee shall meet with the Parliamentarian immediately after the election to choose a chairperson. Each member of the nominating committee shall be from a different Local Society. {NOTE: The District Director is elected by District ballot at the Triennial Election, each to serve for a term of three (3) years until adjournment of the regular meeting following the next Triennial Election}.
- c. The Deputy District Director, Secretary and Treasurer are to be elected at the annual Spring Business or Membership Meeting immediately prior to the ARS triennial elections. The Deputy District Director, Secretary and Treasurer shall be elected by a majority vote of the council members present to serve for a three-year term. No elected officer shall serve more than two consecutive terms in the same office.
- d. The Deputy District Director, Secretary and Treasurer are to be installed at the annual Fall Business or Membership Meeting immediately following the ARS triennial elections, taking office at the conclusion of the aforementioned meeting.
- e. The District Member of the National Nomination Committee shall be nominated and elected triennially by ARS members residing in the District at the Spring Business Meeting immediately prior to the ARS triennial elections, taking office at the conclusion of the Fall Business or Membership meeting and shall serve for a three-year term paralleling the term of the District Director or shall serve for the unexpired term of his or her predecessor as the case may be.

Sec. 6. The Executive Committee is authorized to immediately fill any vacancy that occurs among the District Officers or the office of District Member of the National Nominating Committee, except the office of District Director, which shall be filled by the Deputy District Director according to Article V, Section 2, Paragraph B.

Sec. 7. Recall of elected officers (District Director, Deputy District Director, Secretary, Treasurer, Nominations and Awards Chairperson) may be affected at the request of the District Council. After a two-thirds vote of the voting members present at any business meeting, a Recall Meeting will be scheduled for the formal Recall of the District Officer(s).

- a. The ARS must be notified 60 days in advance of the recall meeting when ARS officers (District Director and Nominations and Awards Chairperson) are to be recalled.
- b. All local societies must be notified 60 days in advance of the Recall Meeting.

#### **ARTICLE V - DUTIES OF ELECTED OFFICERS AND APPOINTED CHAIRMEN**

Sec. 1. Duties of the "Elected" Officers are found in the Standing Rules.

Sec. 2. Duties of the "Appointed" Chairpersons are found in the Standing Rules.

#### **ARTICLE VI - MEETINGS**

Sec. 1. The council shall hold a District Business Meeting twice a year. Each society, District Officers and District Committee Chairpersons shall be notified in writing of the business meetings and proposed agenda a minimum of thirty (30) days prior to the meetings. District Officers and two official representatives from each chapter or affiliated District Society shall attend at their own expense.

- a. A registration fee shall be mandatory for all who attend the annual District Rose Show and Conference in part or in whole. The final fiscal responsibility for the Annual District Conference shall be borne by the Host Society.
- b. The Host society shall file a complete financial statement of income and disbursements for the District Rose Show and Conference with the District Treasurer no later than ninety (90) days following said Conference or December 31, whichever comes first with copies to the presiding District Director.

Sec. 2. A majority of the membership of the District Council shall constitute a quorum.  
All non-voting rose society members are welcome to attend the meeting.

Sec. 3. The council shall hold a District Rose Show and Conference at the time of one of the District Business Meetings. The Host Society of the annual District Rose Show and Conference shall have the approval of the District council. The selection of the city and hotel shall be at the discretion of the Host Society. The Host Society is financially responsible for all conference expenses.

Sec. 4. Said meetings shall not conflict in any way with the National meetings of the ARS.

Sec. 5. *Meetings Held Electronically.* Except as otherwise provided in these bylaws, meetings of the Board and/or NCNH shall be conducted through use of Internet (electronic) meeting services designated by the District Director that support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the Board shall be subject to all rules adopted by the Board, to govern them, which may include any reasonable limitations on, and requirements for, Board members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of the District. An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot. The notes from this meeting will be filed at the next meeting.

Sec. 6. The fiscal year shall be January 1 through December 31 to coincide with the calendar year.

#### **ARTICLE VIII - BYLAWS AND AMENDMENTS**

Sec. 1. The District bylaws shall be submitted to each member society of the Northern California-Nevada-Hawaii District for approval. They will become effective by approval of two-thirds of council members present at a business meeting and approval of the ARS Board of Directors.

Sec. 2. The bylaws may be amended at any business meeting by a two-thirds vote of the District Council present, provided the amendments shall have been received by each society at least thirty (30) days prior to the meeting.

Sec. 3. A copy of these bylaws shall be filed with the office of the Executive Director of the ARS promptly after adoption. The Executive Director shall be sent any subsequent amendments, changes or alterations which are subject to approval by the Board of Directors of the ARS or a committee duly appointed by

said Board.

Sec. 4. Robert's Rules of Order Newly Revised shall govern the society in all cases to which they are applicable and in which they are not inconsistent with the bylaws and rules of order the society may adopt.

Sec. 5. These bylaws cannot be suspended.

#### **ARTICLE IX - DISSOLUTION**

Sec. 1. In the case of dissolution of the Northern California-Nevada-Hawaii District of the ARS, a resolution shall be prepared, such as:

"Resolved that the Northern California-Nevada-Hawaii District of the American Rose Society be dissolved as of \_\_\_\_\_, 20 \_\_\_\_."

This resolution must be sent to each local society in the District per the District Bylaws, Article 9, Sec. 1. The Executive Committee shall be responsible for enforcement of the following stipulations regarding the handling of any existing monies and properties of the Northern California-Nevada-Hawaii District.

- A. Trophies (Perpetual). Trophies are to be returned to their Sponsors at the expense of the District treasury.
- B. Monies. After payment of all debts, any remaining funds are to be disbursed in equal amounts to the local societies of the District which are 501c(3) non-profit organizations, under ARS incorporation filing.