

AMERICAN ROSE SOCIETY
BY-LAWS OF THE
NORTHERN CALIFORNIA-NEVADA-HAWAII DISTRICT

Revised Fall 2020 (superseding revisions of 1995, 1999, 2002, 2004, 2008, 2014)

Approved at the District Meeting, September 26, 2020

ARTICLE I
NAME AND OFFICE

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

ARTICLE II
OBJECTIVES

- Section 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.
- Section 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

- Section 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

Section 1 Elected officers shall be the Deputy District Director, Treasurer, Secretary and the District ARS Chairperson of Nominations and Awards. All officers shall be full or joint members of the ARS.

Executive Committee or officers of the Northern California-Nevada-Hawaii District shall be the District Director, Deputy District Director, Treasurer, Secretary, District ARS Chairperson of Nominations and Awards along with immediate Past District Director. A Parliamentarian shall be appointed by the District Director with the approval of the Executive Committee. These officers shall make recommendations to the District Council.

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

Section 3 Hawaii District.

The Executive Board shall include

- the Executive Committee plus
- the Committee Chairmen that are appointed by the District Director

shall make recommendations to the District Council. A quorum for an Executive Board meeting will be a majority of the Executive Committee plus a third of the appointed Committee Chairmen.

Section 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.

Section 5 Nomination 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 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 years (3) 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.

Section 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.

Section 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

Section 1 District Director

- A. Shall serve as chairperson of the District Council and the Executive Committee.
- B. Shall preside at all meetings of the District, the District Council, and the Executive Committee when possible.
- C. Shall appoint all committee chairpersons, and in the event of resignation or inability of an appointee to serve, the District Director shall appoint a successor to complete the term.

- D. Shall appoint a financial review committee at the Spring meeting before the end of the District Director's term of office.
- E. Shall communicate in writing to the local societies, and/or publish in the District bulletin decisions made by the District Council, appointments made by the District Director and recommendations of the Executive Committee.
- F. Shall make a report of District and ARS activities to the District Council at all Business Meetings.
- G. Shall serve the local societies as the representative to and from the ARS.
- H. Shall be an ex-officio member of all committees except the Nominating Committee.

Section 2 Deputy District Director

- A. Shall assume the duties of the office after the conclusion of the business meeting at which installed.
- B. Shall assume the District duties of the District Director in the District Director's absence. In the event the District Director is unable to complete the term, the Deputy District Director shall take on the District business responsibilities.
- C. Shall assist local Societies within the District with fund raising, acting as liaison at the District meetings and carrying out such additional duties as determined by the District Director.

Section 3 District Secretary

- A. Shall assume the duties of the office after the conclusion of the business meeting at which installed.
- B. Shall record the minutes of all business meetings and conduct official correspondence.
- C. Shall send an agenda of all business meetings to local societies so that the society's representatives may be informed on issues.
- D. Shall be responsible for announcing the business meetings and the District Rose Show and Conference in the American Rose magazine.

Section 4 District Treasurer

- A. Shall assume the duties of the office after the conclusion of the business meeting at which installed.
- B. Shall receive the records reviewed by the Financial Review Committee from the outgoing Treasurer at the conclusion of the business meeting. The newly elected Treasurer shall prepare the election year Financial Statement with the assistance and cooperation of the immediate Past treasurer.
- C. Shall account for all monies of the District and shall pay out the monies under the direction of the District Director. The Treasurer will co-sign

all checks and financial instruments with the District Director or other designated District officer.

- D. Shall prepare an annual budget to be presented to the Executive Committee for recommendation to the District Council for approval.
- E. Shall present a written record of all receipts and disbursements at each business meeting.
- F. Shall perform such other duties as required by the Executive Committee.

ARTICLE VI

CHAIRPERSONS AND COMMITTEES

Section 1 All committee chairs shall prepare a budget, showing expenses and income, and send it to the Treasurer prior to each District meeting.

Section 2 District Awards Committee

- A. The ARS District member of the National Nomination Committee shall also be the Chairperson of the District Awards Committee.
- B. At the beginning of the District Director's three (3) year term of office, each local society shall elect, or their President shall appoint, a representative for this committee who must be an ARS member.
- C. At the beginning of the District Director's three (3) year term of office, the Chairperson of the District Awards Committee shall request the President of each local society to provide the name of that society's representative on the District Awards Committee.
- D. The District Awards Chairperson and the members of the committee will abide by the Rules stated in the ARS Guidelines for the District Silver Honor Medal appointment(s).
- E. All members of the District Awards Committee shall serve for three (3) years to coincide with the ARS District Director's term of office.
- F. In the event of resignation or inability of an appointee to serve, the President of their local society shall appoint a successor to complete the term.

Section 3 District Editor

- A. The Editor, appointed by the District Director, shall be responsible for preparing, editing, publishing and distributing the District Bulletin, *The Criterion*.

Section 4 District Consulting Rosarian Chairperson

- A. The District Consulting Rosarian Chairperson, appointed by the newly elected District Director, will serve for three (3) years, a term to coincide with the term of the District Director, and shall serve as our District liaison to the ARS Consulting Rosarian Committee.

- B. Shall distribute questionnaires to all Consulting Rosarians in the District for their annual reports and may compile the reports for publication in *The Criterion*.
- C. Shall cooperate annually with the District Director and District Awards Chairperson in choosing the Outstanding Consulting Rosarian of the District.
- D. Shall hold at least one Consulting Rosarian School and one Consulting Rosarian Seminar during the term of office.
- E. Shall approve the appointment of Consulting Rosarian Coordinators for local societies.
- F. Shall approve local society requests for Seminars that qualify for Consulting Rosarian points and notify all local society Consulting Rosarian Coordinators of the location, time, date and topic for these approved CR credit seminars being offered.

Section 5 District Horticulture Judges Chairperson

- A. The District Horticulture Judges Chairperson, appointed by the newly elected District Director, will serve for three (3) years, a term to coincide with the term of the District Director and shall serve as our District liaison to the ARS Horticulture Judges Committee.
- B. Shall be responsible for conducting at least one Horticulture Judging School and one Horticulture Judging Seminar during the term of office to encourage the maintenance and upgrading of judging standards throughout the District.
- C. Shall keep all District judges informed of any and all changes in national judging guidelines.
- D. Shall assist societies in need of judges and judges in need of assignments.
- E. Shall review, suggest changes and/or correct all District and local society Rose Show Horticulture Schedules where ARS awards or certificates are presented.
- F. Shall cooperate annually with the District Director, the District Arrangement Judges Chairperson and the District Awards Chairperson in selecting the Outstanding Horticulture Judge of the District.

Section 6 District Arrangement Judges Chairperson

- A. The District Arrangement Judges Chairperson, appointed by the newly elected District Director, will serve for three (3) years, a term to coincide with the term of the District Director and shall serve as our District liaison to the ARS Arrangement Judges Committee.
- B. Shall be responsible for conducting at least one Arrangement Judging School and one Arrangement Judging Seminar during the term of office to encourage the maintenance and upgrading of judging standards throughout the District.

- C. Shall keep judges informed of any and all changes in national arrangement judging guidelines.
- D. Shall assist societies in need of judges and judges in need of assignments.
- E. Shall review, suggest changes and/or correct all District and local society Rose Show Arrangement Schedules where ARS awards or certificates are presented.
- F. Shall cooperate annually with the District Director, the District Awards Chairperson and the Horticultural Judges Chairperson in selecting the Outstanding Arrangement Judge of the District.

Section 7 All other committees appointed by the District Director during the three (3) year term of office shall be addressed in the District Standing Rules.

ARTICLE VII

MEETINGS

Section 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.

Section 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.

Section 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.

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

Section 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.

ARTICLE VIII FINANCES

Section 1 Funds may be raised from time to time by the District Council from special events, but the council shall not collect dues.

Section 2 The District Business Meeting is open to all district members at no cost.

Section 3 All committee chairpersons shall provide a financial report to the District Treasurer thirty (30) days prior to each District Business Meeting. Should there be no budget activity for a committee, a 'null' report should be filed stating such, at no cost.

Section 4 The fiscal year shall be January 1 through December 31 to coincide with the calendar year.

ARTICLE IX BYLAWS AND AMENDMENTS

Section 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.

Section 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.

Section 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.

Section 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.

Section 5 These bylaws cannot be suspended.

ARTICLE X DISSOLUTION

Section 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 501(c)(3) non-profit organizations, under the ARS Incorporation filing.