

SAN DIEGO ROSE SOCIETY, INC

BY-LAWS

Article I

NAME

- Section 1. This society shall be known as the SAN DIEGO ROSE SOCIETY INC, which is incorporated in the State of California as a non-profit educational organization affiliated with the American Rose Society.

Article II

OBJECTIVES

- Section 1. The objectives of this society are to disseminate knowledge of the ROSE and rose growing, encourage, improve, and extend the cultivation of the rose by holding membership meetings and rose shows, by publications, and other activities.

Article III

MEMBERSHIP

- Section 1. All persons interested in furthering the objectives of this society may become regular members upon payment of annual dues each calendar year.
- Section 2. There shall be seven classes of regular members:
- A. Regular
 - B. Contributing
 - C. Supporting
 - D. Sustaining
 - E. Patron
 - F. Life
 - G. Honorary

From time to time the Board may approve additional classes.

- Section 3. A schedule of dues shall be established by the Board of Directors and listed in the Standing Rules. Annual membership dues are due on December 31st. Any member delinquent in payment of dues for a period of six weeks shall (may) be dropped from the rolls as of February 15th.

- Section 4. Life membership is achieved after payment of dues for a period of twenty-five years. Life members will be entitled to the same voting privileges as all other members, but will no longer be required to, but may voluntarily, pay dues.
- Section 5. The Board of Directors may, at their discretion, designate a person as an Honorary member in recognition of services or beneficence to the Society. Honorary members are entitled to the same voting privileges as all other members, but will not be required to, but may voluntarily, pay dues.
- Section 6. All members of the Society are entitled to the following privileges:
- A. To participate in all activities of the Society.
 - B. To attend and vote at all meetings of the Society.
 - C. To receive copies of all free publications issued by the Society.
 - D. To receive advice on all matters pertaining to the Rose.
 - E. To nominate members of their choice for Society offices.
 - F. To be eligible to serve on the Board.

Article IV

OFFICERS

- Section 1. The Officers of this society shall consist of a President, First Vice- President, Second Vice-President, Recording Secretary, and Treasurer. All shall be elected at the November annual meeting and installed at the regular membership meeting in December, taking office at the conclusion of the installation ceremony.

Article V

DUTIES OF THE OFFICERS

- Section 1. The President shall be the Executive Officer of this Society, shall preside over all meetings of the Society and Board of Directors, shall be an ex-officio member of all committees, and shall perform such other duties as usually pertain to the office of the President.
- Section 2. The First Vice-President, in the absence of the President, shall preside at all meetings of the Society and Board of Directors, shall be primarily responsible for arranging the monthly meeting programs from February through January of the following year, and shall perform such other duties as usually pertain to that office, or as may be assigned by the President.
- Section 3. The Second Vice-President, in the absence of the President and the First Vice-President, shall preside at all meetings of the Society and Board of

Directors, shall be Chairperson of the Membership Committee, shall keep records of membership and dues, and shall perform other duties as assigned by the President. Dues collected for the Society shall be promptly turned over to the Treasurer. The Second Vice-President shall also be responsible for compiling, printing, and distributing the Membership Roster, at least every two years at the end of the membership renewal period, with such roster supplements as are required thereafter.

Section 4. The Recording Secretary shall keep the minutes of the Society and Board of Directors meetings, maintain the permanent records thereof, and shall submit copies of the minutes for approval to the President and Board of Directors within seven days of the meetings. Such approved minutes shall be available to members for review upon request.

Section 5. The Treasurer shall receive all funds collected for the Society, shall promptly deposit them in the Society's accounts in the bank designated in the Standing Rules, shall disburse the Society's funds for regular budgeted expenses without further authority; all other disbursements must be authorized by the Board of Directors or the Executive Committee. The Treasurer shall prepare and provide a Financial Statement for approval at the regular Board meetings. Such approved statements shall be available to members for review upon request. After the Annual Meeting, the new Treasurer, with the assistance of the outgoing Treasurer, shall prepare a proposed calendar-year budget; and submit it to the President and Board of Directors within the first month of the new calendar year. The Treasurer shall close all records as soon after the year end as possible so that the Board may review them. The Treasurer shall be limited to two consecutive annual terms of office. During Society planning and execution of any district or national convention, a separate Convention Treasurer may be appointed by the Convention Chairperson with the approval of the Board of Directors and may have a separate bank account.

Article VI

BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Officers, the retiring Past President, and the five additional elected Board Members: the Corresponding Secretary, the Rose Show Director, and the three Board Members-at-Large.

Section 2. Each Director must be a regular member in good standing.

Section 3. All Directors shall enter upon their official duties at the conclusion of the Annual Meeting in November of each year and shall serve for a term of

one year or until their successors have been duly elected and installed at the regular membership meeting in December of the following year.

- Section 4. The Board of Directors shall determine the policies and activities of the Society, approve unbudgeted expenses for payment, take counsel with committees, and have general management of the Society.
- Section 5. The Board of Directors shall meet at the call of the President or upon notice to the President that at least four members of the Board of Directors desire a meeting.
- Section 6. The Corresponding Secretary shall handle all correspondence of the Society, maintain permanent copies as appropriate, shall keep the President advised of all correspondence received pertaining to the Society's business, and shall perform such other duties as assigned by the President, but shall not handle Society funds.
- Section 7. The Rose Show Director shall appoint and include such sub-committee chairs and members as they deem appropriate. They shall make all arrangements necessary in preparing for, staging and dismantling the Society's Annual Rose Show.
- Section 8. The three Members-at-Large may, at the discretion of the President, be assigned as chairpersons of Standing Committees of the Society and will provide such counsel and guidance as expected of members of the Board of Directors.
- Section 9. A Board position may be shared by two members. In such cases the position will have one Board vote.
- Section 10. The Board of Directors, at the request of the President, may elect two of their members to act with the President as an Executive Committee. The Executive Committee shall handle the affairs of the Society between regular meetings and will report any action taken by them at the next regular meeting of the Society or Board of Directors meeting.
- Section 11. The Board of Directors shall adopt a budget for the year within forty-five days of the commencement of the fiscal year. Prior to the approval of the budget, the Treasurer, with the concurrence of the President, may pay essential operating expenses.
- Section 12. Whenever a vacancy occurs on the Board of Directors, the Board shall elect a successor to serve until the next annual election.
- Section 13. The Board shall maintain an appropriate record retention policy.
- Section 14. The Board shall ensure appropriate protection and destruction of membership information.

Article VII

STANDING COMMITTEES

- Section 1. Standing committees may include but are not limited to:
- A. Programs
 - B. Membership
 - C. Annual Rose Show
 - D. Hospitality
 - E. Society Properties
 - F. Newsletter
 - G. Publicity
 - H. Website
 - I. Raffle
 - J. Exhibits
 - K. Little Rose Show
 - L. Membership Communications
 - M. Arrangements
- Section 2. The President or chairperson of any committee may appoint additional committee members at their discretion.

Article VIII

DUTIES OF STANDING COMMITTEES

- Section 1. Each standing committee shall be composed of at least one member who shall serve at the pleasure of the President with the exception of the program and membership chairpersons who shall be the First and Second Vice-Presidents respectively.
- Section 2. Program: This committee shall arrange all programs for the regular membership meetings and any special programs as they occur. All activities of this committee shall be under the direction of the First Vice-President.
- Section 3-. Membership: This committee shall endeavor to increase the membership of the Society by all accepted means including the operation of membership/rose information tables at various gardening and park events and demonstrations. All activities of this committee shall be under the direction of the Second Vice-President.
- Section 4. Rose Show: The Rose Show Committee shall make all arrangements necessary in preparing for, staging and dismantling the Society's Annual Rose Show. The Director may follow any show guidelines of the American Rose Society, the Pacific Southwest District, and Society guidelines for

Show Chairperson and shall report to the Board of Directors on the progress of the show at least three months preceding and one month after the show date.

- Section 5. Hospitality: This committee shall arrange the hall for meetings, obtain, prepare, and serve refreshments, and coordinate potluck dinners or other meals as appropriate.
- Section 6. Society Properties: This committee shall maintain current inventories (including condition, availability, and location) of all properties belonging to the Society. A list of property inventories shall be provided to the Board annually. The committee shall be responsible for ensuring the availability of properties, visual aids, and audio equipment for the conduct of all meetings (regular and special) of the Society and the Annual Rose Show. At the conclusion of such meetings or shows, they are responsible for returning Society properties to their appropriate locations. They shall make recommendations to the Board of Directors for the acquisition of new properties as required.
- Section 7. Newsletter: The chairperson of this committee shall be the Editor who shall prepare, edit, publish, and ensure the forwarding of the Society's monthly bulletin for distribution. While editorial freedom is encouraged, the Board of Directors will establish a budget and exercise such content control as deemed necessary.
- Section 8. Publicity: This committee shall see that Society activities are made known to appropriate publicity media, including but not limited to:
- A. Garden editors of local and outlying papers and magazines.
 - B. Sponsors of television and radio gardening, local interest, or community calendar programs.
 - C. Pacific Southwest District and the American Rose Society.
- Section 9-. Website: This committee shall maintain the Society website on the Internet, and it shall be their responsibility to publicize the activities of the Society and provide information on the Rose. The chairperson known as the Webmaster shall utilize materials of the Society or any other materials appropriate in the establishment of pages relevant to Society members as well as pages informing the public concerning the Society and the growing of roses in San Diego County. While the Webmaster's autonomy is encouraged, the Board of Directors will establish a budget and exercise such content control as deemed necessary. Only the Webmaster or Webmaster's designee will post any materials to the website.
- Section 10. Raffle: This committee will raise funds for the Society by conducting drawings for garden and rose-related products at each regular monthly meeting. The chairperson known as the Raffle Master will solicit donations of roses and rose or garden related materials, store them until meetings, display them at meetings, and conduct drawings for them at the end of each meeting. While the Raffle Master's autonomy is encouraged, the Board of Directors will establish a budget and exercise such content

control as deemed necessary. Any proceeds will be promptly given to the Treasurer.

- Section 11. Exhibits: This committee will plan for, prepare, and staff such Society exhibits as agreed upon by the Board of Directors. The Chairperson of this committee will submit, in advance of any expenditure, a budget for approval by the Board of Directors. The Chairperson will plan, coordinate location and available support, solicit donation of plants and related materials, oversee committee members in creation of exhibit, provide in coordination with Membership on-site staffing, dismantle the exhibit, and disperse residual materials as appropriate.
- Section 12-. Little Rose Show: This committee will conduct a little rose show, at selected regular monthly meetings, wherein members bring in roses from their gardens and exhibit them. The Chairperson of this committee will provide the setup and materials necessary, have regular members available to assist new member exhibitors, establish exhibition criteria and categories, arrange for judging, tally results, and present appropriate trophies at the general membership meeting in December.
- Section 13. Membership Communications – This committee will distribute the electronic communications such as the newsletter and special announcements to the membership, as deemed necessary. Board members or Committee Chairpersons may request distributions to members and others as appropriate.

Article IX

SPECIAL COMMITTEES

- Section 1. Nominating: The President will appoint, in June each year, three active members as a Nominating committee. They shall solicit membership input and will, preferably at the October meeting (in any case not later than five days before the November meeting), submit to the membership a list of nominees for Society office. The Board of Trustees of the Rose Garden Trust will submit the name of a nominee for Trustee to the Nominating committee. All nominees must have signified in advance their willingness to accept the responsibilities of the office for which nominated. Further nominations may be made by any member from the floor during the election to be conducted at the November annual meeting. In the event of contest for an office, the President will conduct a secret written ballot for that office at the meeting.
- Section 2. Financial review: The newly installed President shall appoint a minimum of two active members to conduct a review of Society funds including Rose Garden Trust funds and any other segregated funds as soon as the

Treasurer has closed financial records for the previous year. The results of the review shall be reported to the membership at the regular February meeting of the Society. Although this would not be a normal practice, with the approval of the Board, this review may include submission of financial records to a Certified Public Accountant who shall review the financial records and issue a Compiled Financial Statement in accordance with the standards and guidelines of the AICPA.

- Section 3. Other special committees or positions that the President may appoint, include Library, Historian/Archivist, Parliamentarian, San Diego Botanical Garden Foundation representative, San Diego Floral Association representative, or others as needed. As appropriate, duties and responsibilities may be further defined in the Standing Rules or other instructions of the President.

Article X

MEETINGS

- Section 1. The Society shall hold monthly meetings at such time and place as determined by the Board of Directors. It may hold other meetings as the Board of Directors or the membership desire.
- Section 2. The Annual Meeting of the Society will be the November general membership meeting.

Article XI

MISCELLANEOUS

- Section 1. These By-Laws may be amended by a two-thirds vote of the members present at any meeting, provided the proposed amendments have been submitted to the membership in writing at least seven days prior to the date of the meeting.
- Section 2. No member of this Society shall be liable for any assessment or debt of the Society.
- Section 3. A quorum for the transaction of business of the Board of Directors shall be 51 percent of the Board.
- Section 4. A quorum for transaction of business of a general or special meeting shall be 51 percent of the Board and 10 percent of the membership.
- Section 5. The fiscal year shall commence on January 1st and close on December 31st.

- Section 6. The San Diego Rose Society, Inc. Rose Garden Trust shall operate independently of these By-Laws under the Declaration of Trust approved by the membership of the Society (10/20/75).
- Section 7. Robert's "Rules of Order" shall guide the Society in any situation not covered in these By-Laws.
- Section 8. Upon dissolution of the Society, its assets remaining after payment of all debts and liabilities, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for the purposes which has established its tax-exempt status under Section 501 (C) (3) of the Internal Revenue Code.
- Section 9. These By-Laws are subject to the provisions contained in the amended Articles of Incorporation as filed with the Secretary of State of California.
- Section 10. Upon recommendations by the appropriate officers or committees, the Board shall review and approve any decisions prior to entering into contracts.

REVISED

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