

BY-LAWS OF THE PENN-JERSEY DISTRICT OF THE AMERICAN ROSE SOCIETY

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ARTICLE I - Name and Organization

Section 1. The name of this organization is "The Penn-Jersey District of the American Rose Society" (the "District").

Section 2. The District is a non-profit educational organization.

Section 3. The District is a part of the American Rose Society (ARS), and is governed by the Articles of Incorporation, By-Laws, and other rules and regulations of the American Rose Society, which take precedence over these By-Laws.

ARTICLE II - Objectives

Section 1. The objectives of the District are to:

- A. Assist in carrying out the objectives of the ARS, wherever possible, and in particular as they pertain to the District. This includes the promotion of new memberships for the ARS.
- B. Bring together persons interested in roses.
- C. Promote interest in, and disseminate information about, rose culture.
- D. Improve the standards of excellence in all aspects of roses, including, but not limited to, growing, exhibiting, judging and hybridizing.
- E. Arrange for an annual District Convention and an annual District Rose Show.
- F. Publish a District Bulletin.

ARTICLE III - Membership

Section 1. The membership shall consist of all members of the ARS residing within the geographical boundaries of the Penn-Jersey District prescribed by the ARS.

Section 2. Rose societies, clubs, and other horticultural organization within the geographical boundaries of the District that are Chapter or Affiliated Members of the American Rose Society (the "local Societies") are members of the District.

ARTICLE IV - Government and Management

Section 1. District Director. The Chief Executive Officer of the District shall be the District Director, duly elected under the By-Laws of the ARS and this District.

Section 2 Board of Directors. Management of the affairs of the District shall be directed by a sixteen (16) person Board of Directors, consisting of six (6) elected officers, seven (7) appointed officers, and three (3) persons representing the three (3) major geographical areas of the District. Elected and appointed officers may not also serve as geographical area representatives. The geographical area Board members shall, the extent reasonably possible, represent the views and concerns of the local societies in their respective areas.

Section 3. Board of Directors Meetings. The Board of Directors shall meet at each District Meeting, and at such other times as deemed appropriate by the Board, in person, by mail, telephone or fax. The District Director shall preside over all meetings of the Board of Directors.

ARTICLE V - Officers, Terms, Method of Selection, and Duties

Section 1. The six (6) elected officers of the District shall include:

- A. District Director
- B. 1st Assistant Director
- C. 2nd Assistant Director
- D. Secretary
- E. Treasurer
- F. District Member National Nominating Committee (also serve as Chair, District Nominating Committee and Chair, District Prizes and Awards Committee)

Section 2. The seven appointed officers shall include:

- A. Chair, Horticultural Judges
- B. Chair, Arrangement Judges
- C. Chair, Consulting Rosarians
- D. Coordinator, Roses in Review
- E. Editor(s), District Bulletin (one vote)
- F. Chair, District Trophies
- G. Historian

Section 3. The three (3) elected geographical area representatives shall include one (1) representative of each of the three (3) major geographical areas of the District as follows:
Western/Central PA Area (Harrisburg, Pittsburgh, and South Penn Area Societies)

Eastern/South Central PA Area (Del-Chester, Lehigh Valley, Philadelphia, Reading/Berks,

and York Societies)

New Jersey Area (Garden State, Jersey Shore, North Jersey, South Jersey, and West Jersey Societies)

Elected and appointed officers may NOT also serve as Geographical Area Representatives.

Section 4. Terms of Office and Method of Selection.

A. The District Director shall be selected in the manner and for the term of office prescribed by the ARS.

B. The 1st and 2nd Assistant Directors, Secretary, Treasurer, and District Member of the National Nominating Committee shall be elected at the same Annual Business Meeting as the District Director. Terms of office shall be concurrent with that of the District Director.

C. Chair, Horticultural Judges; Chair, Arrangement Judges; Chair, Consulting Rosarians; Coordinator, Roses in Review; Editor(s), District Bulletin; Parliamentarian; Chair, District Trophies; and Historian shall be appointed by the District Director, and confirmed by a majority of the membership in attendance. Terms of office shall be concurrent with that of the District Director.

D. The three (3) geographical area representatives shall be elected by members of the appropriate Societies in attendance at the District Meeting, from nominations made by (1) District Rose Societies, (2) individual District ARS members, and (3) self-nominations. Nominees must be ARS members. Terms of office for these positions shall be concurrent with that of the District Director.

Section 5. Vacancies. In the event of a vacancy in the office of District Director the 1st Assistant Director shall succeed to the office as Acting District Director until a special election is held in accordance with ARS BY-Laws. In the event of a vacancy in any of the other five (5) elected officer positions the District Director shall, with the concurrence of the Board of Directors, appoint a successor for the unexpired term of office. In the event of a vacancy in any of the seven (7) appointed officer positions or in any of the three (3) elected geographical area representative positions, the District Director shall, with the concurrence of the Board of Directors, appoint a successor for the unexpired term of office.

Section 6. Appointed Officers. The District Director shall appoint the Chair of Horticultural Judges, Chair of Arrangement Judges, Chair of Consulting Rosarians, Coordinator of Roses in Review, District Bulletin Editor(s), Chair of District Trophies, and Historian. The Director may also appoint a Parliamentarian if deemed appropriate. All appointed officers serve at the pleasure of the District Director.

Section 7. Duties of Elected Officers.

A. The District Director shall:

1. Be the Chief Executive Officer of the District and represent the District at all official ARS activities.
2. Preside at all business meetings of the District and at all meetings of the Board of Directors.
3. Arrange for all activities and publications necessary to accomplish the objective of

the District and ARS.

4. Appoint officers and committees, as provided by the By-Laws.
5. Be a voting member of all committees, except Audit.
6. Be responsible, with the Treasurer, for preparation of Budget to be presented to the Board of Directors, and to the membership, at the District meeting.
7. Sign checks in the event of Treasurer's absence or inability.

B. The 1st Assistant Director shall:

1. Perform the duties of the Director, in the absence or inability of the Director.
2. In the event of a vacancy in the office of Director, assume his/her duties, 'as Acting Director, until a District Director is elected.
3. Serve on the Board of Directors.
4. Perform other duties assigned by the District Director.

C. The 2nd Assistant Director shall:

1. Perform the duties of the 1st Assistant Director, in the absence or inability of the 1st Assistant Director,
2. Serve on the Board of Directors,
3. Perform other duties assigned by the District Director.

D. The Secretary shall:

1. Keep minutes of all District meetings and Board of Directors Meetings, and furnish a copy to the District Director within thirty (30) days after the meeting, .
2. Call the roll of local Societies at all District Meetings,
3. Annually prepare District Directory of District Officers, local Societies and their Officers, Newsletter Editor(s), Consulting Rosarians, Horticultural and Arrangements Judges, et al, which will be furnished to District Officers and to each local Society President, and be offered for sale to members at a charge sufficient to cover production costs,
4. Serve on the Board of Directors.

E. The Treasurer shall:

1. Maintain bank account, or other appropriate investment(s), in name of Penn-Jersey District, American Rose Society, with signature authorized by either Treasurer or District Director, and deposit all funds received into the account(s),
2. Pay all District bills, authorized by the annual budget or as authorized by the Board of Directors,
3. Bill and collect all funds due the District,
4. Prepare an annual financial statement, for presentation at the annual Business Meeting,
5. Prepare a recommended annual budget, in coordination with the District Director, for consideration by the Board of Directors and approval by the
6. Close the financial books, at the end of the year, and make them available to the Financial Audit Committee,
7. Serve on the Board of Directors.

F. District Member National Nominating Committee shall:

1. Serve as Chair of Prizes and Awards Committee and preside over the selection

- and presentation of the ARS Silver Honor Medal Award,
2. Serve as Chair of the District Nominating Committee,
 - 3.. Serve on the Board of Directors.

Section 8. Duties of Appointed Officers:

A. Chair of Horticultural Judges shall:

1. Be responsible for continuing education of Horticultural Judges residing within the District.
2. Organize Horticultural Judging Schools and seminars, as deemed necessary.
3. Maintain current list of Horticultural Judges.
4. Select judges and serve as Chair of Horticultural Judges of District Rose Show.
5. Annually submit to the District Director the names of not more than three (3) nominees for District American Rose Society Outstanding Judge Award.
6. Serve on the Board of Directors.

B. Chair of Arrangement Judges shall:

1. Be responsible for continuing education of Arrangement Judges residing within the District.
2. Organize Arrangement Judging Schools and seminars, as deemed necessary .
3. Maintain current list of Arrangement Judges.
4. Select judges and serve as Chair of Arrangement Judges of District Rose Show.
5. Annually submit to the District Director the names of not more than three (3) nominees for District American Rose Society Outstanding Judge Award.
6. Serve on the Board of Directors.

C. Chair of Consulting Rosarians shall:

1. Be responsible for the continuing education of Consulting Rosarians residing with the District.
2. Conduct appropriate Consulting Rosarian Schools for Consulting Rosarians to maintain credentials, and to qualify applicants for Consulting Rosarian appointment.
3. Maintain current list of district Consulting Rosarians.
4. Annually submit to the District Director the names of not more than three (3) nominees for District American Rose Society Outstanding Consulting Rosarian Award.
5. Serve on the Board of Directors.

D. Roses in Review Coordinator shall:

1. Receive and compile the Roses in Review reports and submit appropriate data to the National Roses in Review Coordinator.
2. Prepare a report for publication in the District Bulletin.
3. Serve on the Board of Directors.

E. Editor(s) of the District Bulletin shall

1. Be responsible for preparation of quarterly District Bulletin.
2. Serve on the Board of Directors (one vote).

- F. Chair, District Trophies shall:
 1. Be custodian of the District trophies
 2. Be responsible for having the trophies at the District Show
 3. Serve on the Board of Directors

- G. Historian shall:
 1. Be responsible for the collection and retention of District Archives
 2. Serve as a member of the Board of Directors

- H. Parliamentarian shall:
 1. Serve in an advisory capacity to the District Directors at District and Board of Directors meetings.

ARTICLE VI – Committees

Section 1. Standing Committees

- A. Nominating Committee shall:
 1. Consist of the District Director, the District Chair of Nominating Committee, and three appointed ARS members; term of office shall be consistent with that of the District director.
 2. At the appropriate time submit one or more candidates for the offices of District Director, 1st and 2nd Assistant Directors, Secretary, Treasurer, and Chair, Nominating Committee.
 3. In the event of a vacancy in the office of District Director, canvass all Local Societies and submit the names of all nominees to the ARS Executive Committee, to fill the unexpired term of the District Director.

- B. District Awards Committee shall:
 1. Consist of the District Director, the District Chair of Nominating Committee, and one member of the ARS from each local Society.
 2. Select recipient for the ARS Silver Honor Medal Award, as provided by arrange for its purchase, engraving and award.

Section 2. Other Committees

- A. Audit Committee shall:

Be appointed by the District Director and consist of at least two members of the ARS not otherwise elected or appointed District Officers.

- B. Other Committees may be appointed by the District Director as deemed necessary.

Duties shall be determined by the District Director. Such committees shall serve at the pleasure of the District Director.

ARTICLE VII - Meetings and Conventions

Section 1. An Annual District Convention and Meeting shall be held each calendar year, and shall include a District Rose Show. It shall include a Board of Directors Meeting, Annual Business Meeting, Awards Ceremony, and other activities such as Consulting Rosarian School, Horticultural and Arrangement Judges Schools or Seminars, garden tours

and educational programs.

- A. The Host Society shall make all necessary arrangements for the Annual Meeting, in accordance with the current approved policy of the District. The District Director shall review and approve the general Convention and Rose Show program in coordination with the Chairs of Horticultural and Arrangement Judges prior to printing.
- B. The Annual Business Meeting will be held at the Annual Convention and Meeting. Only regular and associate members of the ARS residing within the District may vote in an Annual or Special Business Meeting. Proxy voting is not permitted.
- C. A Special Meeting may be authorized by the Board of Directors. 30 days written notice must be given to all District ARS Members.

ARTICLE VIII - Financial

Section 1. The funds and other assets of the District are the property of the ARS, a corporation qualified as an exempt educational organization under Section 501 (c)(3) of the Internal Revenue Code, and are subject to administration as provided by the Articles of Incorporation, By-Laws, and other rules and regulations of the ARS.

Section 2. Each local Society may be requested to remit to the District Treasurer a financial contribution recommended by the Board of Directors to assist in the operational costs of the District. Contributions may also be solicited from the membership. The Board of Directors may also authorize tasteful fund raising activities, as deemed necessary and desirable.

Section 3. Host Societies for a District Convention must make every effort to make a profit. One-half of the profit shall be remitted to the District Treasurer, accompanied by a completed financial statement.

Section 4. In the event of the dissolution of the District, the assets of the District will be transferred to the ARS.

ARTICLE IX

Quorums

Section 1. A quorum for an Annual or Special Meeting shall consist of those Members present at the Meeting.

Section 2. A quorum for a Meeting of the Board of Directors shall consist of eight (8) members.

ARTICLE X

Amendments

Section 1. These By-Laws may be amended at any Annual or Special Business Meeting by a vote of two-thirds (2/3) of those members present and voting, provided that the proposed amendments have been published in the District Bulletin and disseminated to each of the local Societies, at least thirty (30) days prior to the meeting. A ballot will be provided to each ARS member residing in the District which may be cast in person at the designated meeting or mailed to the prescribed address and received by the prescribed date. No member may cast more than one vote. Ballots will be opened and counted by a Committee appointed by the District Director for this purpose.

Section 2. A copy of the revised By-Laws shall be filed with the Executive Director of the ARS promptly after adoption at the District Business Meeting.

Section 3. Amendments to the By-Laws are effective immediately upon their approval by the ARS Board of Directors.