

# **The By Laws of the Ventura County Rose Society**

**Adopted November 19, 1992  
Amended December 12, 2012**

## **Article I: Name and Organization**

**Section 1:** The name of the organization shall be THE VENTURA COUNTY ROSE SOCIETY (hereinafter referred to as "The Society"). It shall be a non-profit organization. The principle office of The Society shall be the address of the current President of The Society.

**Section 2:** The Society shall be an affiliate of The American Rose Society (hereinafter referred to as ARS), a corporation organized under the laws of the State of Louisiana on July 1, 1975.

## **Article II: Objectives**

**Section 1:** The objectives of The Society are: The encouragement of amateur and professional rose culture to increase the general understanding of, and interest in, all aspects of roses, such as: Growing and Hybridization; Exhibition; Judging; History and Care of THE ROSE; and improving the standard of excellence of the National Floral emblem of the United States of America for all people.

## **Article III: Membership and Dues**

**Section 1:** All persons interested in roses shall be eligible for membership in The Society.

**Section 2:** A single payment of dues shall enable all membership of a single household (resident at one address) to be listed as full members of The Society, with all rights and privileges.

**Section 3:** Membership Dues shall be established by a simple majority of the members present and voting at any scheduled meeting.

**Section 4:** Honorary Members: Honorary Memberships may be granted on the basis of distinguished services to the Society by a two-thirds vote of the members present and voting at any scheduled meeting. These may be granted for either a specified term or for life. Honorary members are exempt from dues and assessment for the duration of their Honorary membership, but retain the right to vote and to run for office within The Society.

## **Article IV: Elections**

**Section 1:** Elections shall be held at the November meeting of The Society, the candidate slate having been presented at the previous meeting. Nominations from the floor of the meeting may take place at this time.

**Section 2:** The December regular meeting shall be reserved for a simple Installation ceremony.

**Section 3:** Officers shall hold office for twelve months, beginning on January 1 following the November election.

**Section 4:** Voting shall be by voice vote except for any office in which there are two or more candidates; in the latter case, voting shall be by secret ballot and a simple majority will prevail.

**Section 5:** In the event of a mid-term vacancy of any office, the Board of Directors shall fill that vacancy for the remainder of the term of office through appointment.

### **Article V: Officers**

**Section 1:** President: The President shall preside at all meetings of The Society and of the Board of Directors. The President shall call meetings of the Board of Directors as indicated by these By-laws. The President shall be an ex-officio member of all committees with the exception of the Nominating Committee. The President shall appoint or re-appoint at the beginning of his or her term, with the consent of the Board of Directors, all standing Committee chairs or program directors, Editors, and all other operational or functional positions for terms that will end on the 31st of December of the ensuing calendar year, or upon replacement by the President and the Board of Directors.

**Section 2:** Vice-President: The Vice-President shall preside at all meetings of The Society and of the Board of Directors in the absence of the President.

**Section 3:** Secretary: The Secretary shall keep records of all meetings of The Society, and record all votes. The Secretary shall be responsible for Society correspondence, unless otherwise directed by these By-laws or the Board of Directors.

**Section 4:** The Treasurer: the Treasurer shall maintain records of all funds of The Society, paying all bills by check, and maintaining funds on deposit in a bank approved by the Board of Directors. The Treasurer shall prepare records for tax purposes as required. The Treasurer may not disburse funds except by authority of the membership, the Board of Directors, or as prescribed by the By-Laws or Standing Rules of The Society. The Treasurer shall report monthly on the financial status of The Society, and shall make financial records available to the membership at meetings. At the end of each calendar year, the Treasurer shall present the financial records of The Society for audit.

### **Article VI: The Board of Directors**

**Section 1:** Composition: the Board of Directors shall consist of the following: The President, the Vice-President, The Secretary, The Treasurer, Four Board Members at Large, and the Immediate Past President. Should the Immediate Past President be unavailable for any reason to serve as a Board Member at Large, one additional Board Members shall be elected to serve as an additional Board Member at Large, or appointed by the Board of Directors to fill a vacancy.

**Section 2:** the Board of Directors shall meet as called by the President, or in the absence of the President, the Vice-President. The President shall call a meeting of the Board of Directors upon the request of five of the members of the Board. Notice of Board meetings must normally be given at least two weeks in advance through telephone, e-mail, or the regular mail processes.

**Section 3:** The Board of Directors shall have the power to transact business in a manner beneficial to the efficient administration of the purposes of The Society. These powers include, but are not limited to, adopting the annual budget for presentation at the February regular membership meeting, adopting rules and regulations for the governance of The Society, and general supervisory duties over committees and directorships.

**Section 4:** the Board of Directors may create committees for the performance of specific or general functions. The creation of such committees must be accompanied by a specification of the accountability of those committees (to the Board, to the President, to the general membership).

**Section 5:** In order to facilitate efficient communication between and among Members of the Board as well as the General membership, the officially approved minutes of the Board of Directors meetings shall be published on the Ventura Country Rose Society website. It shall be the policy of Board of Directors to distribute copies of the minutes to Committee Chairs and Program Directors as well as to any other person affected by the decision or discussions of the Board of Directors. Such distributions or publications shall not include items under Board consideration or discussion if the subjects include personnel matters or items of potential litigation.

## **Article VII: Meetings**

**Section 1:** Membership meetings: Regular membership meetings shall be held monthly with the exception of the months of July and August at a location within the borders of Ventura County.

**Section 2:** Board of Directors meetings shall take place at least quarterly.

a. Board of Directors meetings may be conducted via the Internet or other telecommunication applications.

(1). Such meetings shall count as one of the quarterly meetings required by these Bylaws as evidenced by either an official set of minutes prepared by the Secretary or by a listed vote on the application.

(2). For online voting by the Board of Directors, five affirmative votes of Board members are necessary in order to approve a motion or resolution. (adopted September 28, 2009)

## **Article VIII: Quorums**

A quorum is the minimal number of members necessary in order to conduct lawfully the business of The Society.

**Section 1:** Membership meetings: A quorum shall consist of a gathering of at least 25 members in good standing present at a regular membership meeting.

**Section 2:** Board of Directors: A quorum shall consist of at least five members of the Board of Directors.

## **Article IX: Publications**

**Section 1:** Monthly Publication: A monthly Newsletter of an informative and educative nature shall be produced and distributed to all members in good standing. The Editor of this publication shall be appointed or re-appointed by the President annually with the consent of the Board of Directors. Regular expenses for this publication (paper, printing, artwork, postage, et al.) shall be submitted to the Treasurer with appropriate receipts, for reimbursement.

**Section 2:** Other informative and educative publications may include such services as an official Website or Listserve. The directors of officials of such services shall be appointed or re-appointed annually by the President with the consent of the Board of Directors.

**Section 3:** All official publications shall reflect the official policies and opinions of the Ventura Country Rose Society where such policies and opinions exist.

## **Article X: Committees**

**Section 1:** Nominating Committee: A Nominating Committee of three (3) Society members shall be announced at the September regular meeting. A Chairperson for this Committee shall be appointed by the President from the membership of the Board of Directors; the other two members shall be selected from the General Membership of the Society by the Nominating Committee Chairperson. This Committee shall prepare a slate of Candidates for office for the ensuing calendar year; this slate shall be presented to the Membership at the October Meeting, and published in The Society Newsletter at least thirty (30 days) before the November Election meeting. Members of the Nominating Committee are eligible for election to office.

**Section 2:** Audit Committee: An audit Committee shall be appointed by the President and shall meet with the Treasurer to review the financial transactions conducted by The Society throughout the past year. This Audit Committee shall report to the General membership its findings and conclusions no later than the date of the regular membership March meeting.

**Section 3:** Other Committees: Other committees or Program directorships may include Hospitality, Membership, Publicity, Sunshine, Rose Show Chair, or any other functional or operational position. The scope of the authority and duties of these committees will be specified in the Standing Rules or in the creation of these committees by the Board of Directors.

**Section 4:** Programs Chairperson: A chairperson of Programs shall be appointed by the President. The Chairperson of Programs shall be responsible for scheduling meeting night programs. (A budget for this purpose shall be established yearly, as part of the overall annual Society budget.) The Chairperson of programs shall, in a timely fashion, notify the President, Board of Directors, and newsletter Editor of schedule changes and additions.

**Section 5:** Committee Chairs and Program Directors may be accorded ex officio status as non-voting members of the Board of Directors and are encouraged to attend Board meetings whenever their area of expertise or competence is under consideration or discussion.

## **Article XI: Conduct of Meetings**

**Section 1:** "Robert's Rules of Order, Revised" shall govern the conduct of meetings of The Society in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws of The Society and ARS.

## **Article XII: Funds and Assets**

**Section 1:** The Funds and assets of The Society are the property of the Ventura County Rose Society, a corporation qualified as a non-profit charitable organization under Section 501© of the Internal Revenue Code, and are subject to administration as provided for in these By-Laws.

**Section 2:** Funds of The Society shall be expended only upon approval of the Board of Directors or at the direction of a majority of the Membership present and voting at a regular Membership meeting with the exception of operating expenses associated with The Society and its established committees and Standing Rules.

## **Article XIII: Amendment to By-Laws and Standing Rules**

**Section 1:** By-Laws: These By-laws may be amended or repealed by the affirmative vote of two-thirds vote of those present and voting at a regularly membership meeting.

**Section 2:** Standing Rules: Standing Rules of The Society may be adopted, altered, or abolished by a simple majority vote of the members present and voting at a regular membership meeting.

## **Article XIV: Dissolution**

**Section 1:** Upon the 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 organized and operated exclusively for a purpose consistent with the purposes of the Ventura County Rose Society and which has established a tax exempt status under Section 501 ©(3) of the Internal Revenue Code.

**Section 2:** The particular recipient of The Society funds after dissolution shall be determined by the Board of Directors in a standing rule. This rule shall be reviewed every five years.

## **Standing Rules**

1. **Dues:** Membership dues for The Society shall be due and payable at the time of the December meeting of the Society. Dues unpaid 90 days after that date shall be considered delinquent, and shall result in the loss of membership privileges. New members joining the society on or after October 1st shall be deemed to be fully paid through the end of the following calendar year. (as amended 19 Dec 02)
2. **Speaker Fees:** Officers of The Society are empowered to pay Speaker's fees. These fees are not to exceed \$100.00 unless specifically authorized by a majority vote of the Board of Directors.

3. **Operating Expenses:** Operating expenses for The Society and its established Committees under the amount of \$200.00 shall be reimbursed by the Treasurer. Reimbursement for expenses in excess of \$200.00 shall be authorized by a simple majority vote of the Board of Directors.
4. The recipients of any funds remaining after dissolution shall be: in equal shares: Stagecoach Inn Rose Garden, Rancho Camulos; and the Olivas Adobe. (By vote of the Board of Directors March 23rd, 2006)
5. In the event that a vacancy occurs in both the President and Vice Presidential offices of the Society, the Board of Directors may assume a 'collective presidency.' The 'collective presidency' will last until such time as a President is selected by the Board or elected by the Membership.
  - a. During a 'collective presidency,' members of the Board of Directors will assume the presidency of the society for periods of one to two months and exercise the ministerial powers of the Presidency.
  - b. The 'ministerial powers' of the presidency shall consist of presiding over the monthly meetings of the members of the Ventura County Rose Society and presiding over the online meetings of the Board of Directors if such business should arise requiring a decision of the Board.
  - c. The Board may adopt an order of business for the meeting to guide the president in the conduct of the monthly meeting.

These By-Laws and Standing Rules as amended  
December 12, 2012  
Jim Delahanty,  
Chair, By-Laws Committee