

**Santa Clara County Rose Society, Inc.  
Founded November 8, 1927**

**Revised Bylaws – if Article XII is added**

**Article I - Name**

Section I The name of this organization shall be the Santa Clara County Rose Society, Inc.

**Article II - Objectives**

Section I The objective of this Society shall be to encourage interest in the rose, to promote its cultivation, and to disseminate information on its culture among its members and other interested persons.

**Article III - Membership**

Section I There shall be four (4) classes of membership in this Society: active, sustaining, junior and honorary. All members shall have voting rights.

A. Membership in the American Rose Society is recommended.

B. ARS affiliates are Society members who do not join ARS.

Section II Any resident of Santa Clara County is eligible to become an active member of the Society by paying the annual dues.

Section III Those persons living outside the boundaries of Santa Clara County may join the Santa Clara County Rose Society as sustaining members.

A. Sustaining members from counties where there is a rose society may exhibit in the Society's annual and little rose shows.

- B. Sustaining members from counties where there is a rose society may not hold office in the Society.
- C. Sustaining members will receive a copy of the Rose Leaf. They may attend all monthly meetings of the Society and serve on appointive committees.

Section IV Junior Membership

- A. Boys and girls 18 years of age and under may become junior members of the Society.
- B. Junior Members may exhibit specimens and arrangements in the monthly little rose show and annual rose show in a special Junior Class.
- C. Junior members may serve on committees.
- D. Junior members will receive the Rose Leaf if they pay mailing costs as determined by the Board of Directors.

Section V Persons who have rendered special service to this Society may be elected to honorary membership upon the recommendation of the Board of Directors or by a majority vote of the members present at any annual meeting. Not more than two (2) honorary members may be elected in any year.

Section VI There shall be no limitation on the number of members who may join the Society.

Section VII Copies of the Bylaws shall be made available to the membership through the Society's library.

## **Article IV - Dues**

- Section I The Society shall collect dues from the active, sustaining and junior members. The amount of dues shall be determined by the Board of Directors and published in the Society newsletter. There shall be no dues for honorary members.
- Section II Annual dues are payable by the January meeting and unpaid members will be dropped from membership in March.
- Section III Regular ARS membership dues are set by the ARS.

## **Article V - Officers**

- Section I The officers of this Society shall be President, Vice-President, Recording and Corresponding Secretaries, Treasurer, Directors and Immediate Past President.
- Section II A Nominating Committee shall be announced by the President at the September general meeting. A report on candidates by the Nominating Committee shall be made at the October general meeting. The Nominating Committee shall not include current officers.
- Section III The President, Vice-President, Recording and Corresponding Secretaries, Treasurer and three (3) Directors shall be elected at the regular meeting of the Society in November. A fourth Director will be elected if the immediate past-President is unable or unwilling to serve.
- Section IV Officers will be installed at the December Society Meeting and will serve a term of one year. The President shall serve no more than two consecutive terms.

## **Article VI - Duties of Officers**

Section I The duties of the President shall include the following:

- A. Preside at all meetings of the Society and the Board of Directors.
- B. Appoints and can reappoint committee chairs except for the Newsletter Editor, Historian, and Librarian.
- C. Sign all contracts made on behalf of the Society or designate appropriate authority and sign all checks in the absence of the Treasurer.
- D. Direct discretionary funds for emergency Society expenses up to the sum of \$50.00.
- E. Perform such other duties as may be required by the Bylaws or the Board.
- F. An Auditor shall be appointed by the incoming President with the approval of the Board.

Section II In the absence of the President, the Vice-President shall serve in his capacity. The Vice-President serves as Chairman of the Program Committee and may appoint two (2) other members to serve with him.

Section III The Recording Secretary shall take and keep minutes of the Board of Directors and any Special Meetings called per Article IX, Section III and shall supply the President with a copy.

Section IV The Corresponding Secretary shall handle all correspondence as requested by the President and/or Board of Directors.

Section V The Treasurer shall collect dues, keep the accounts of the Society, and have custody of all funds depositing same in such bank as may be designated. He shall pay all bills incurred by the Society when authorized to do so by the President or Board of Directors. In the

absence of the Treasurer, the President is authorized to sign all checks.

Section VI If any officer is unable or unwilling to serve their term, The Board of Directors can appoint a replacement under the direction of the President.

Section VII The Board of Directors appoints and can reappoint the Newsletter Editor, Historian, and Librarian. The nominations shall be directed by the President.

## **Article VII - Board of Directors**

Section I The board of Directors shall consist of the President, Vice President, Recording and Corresponding Secretaries, Treasurer, Immediate Past-President, and three (3) Directors from the general membership. The Board shall act on all matters pertaining to the functioning of the Society.

Section 11 Meetings of the Board of Directors shall be held monthly except during the months of July and August. A majority present shall constitute a quorum for conducting the business of the Society.

Section III Special meetings may be called by the President or by any three (3) members of the Board for a specific purpose.

Section IV Those Board members whose duties are not specified in the Bylaws shall be appointed by the President to serve on Standing Committees or to assist in other special activities as approved by the Board.

Section V Any Board member who has unexcused absences from three (3) consecutive Board meetings during the year or who fails to perform the duties of his office, shall be automatically dropped from his position. Excused absences may include illness and emergencies approved by the Board.

Section VI An Advisor may be appointed by the Board and serve on a consultative basis without voting privileges. This appointment shall be ratified annually by the Board.

### **Article VIII - Activities**

Section I In keeping with the Objectives of the Society (see Article II), the suggested activities of the Society include, but are not limited to the following:

- A. Annual Rose Show
- B. Pruning Demonstrations
- C. County Fair Exhibition
- D. Annual Picnic
- E. Home Garden Tour
- F. Monthly meetings (except July and August)
- G. Monthly newsletter (except July and August)

### **Article IX - Meetings**

Section I Meetings of the Society shall be conducted according to Robert's Rules of Order.

Section II Meetings of the Society shall be held monthly except for the months of July and August, at a place decided upon by the Board of Directors. When the regularly scheduled meeting date falls on a legal holiday, it may be rescheduled by the Board of Directors.

Section III Special meetings of the Society may be called at any time by the President, Directors, or at the request of three (3) members of the Society. Notice of special meetings must be sent to all members.

Section IV Ten (10) active members shall constitute a quorum at any monthly or special meeting.

Section V The President shall conduct monthly meeting and may include the following items:

- A. Welcome new members and guests.
- B. Initiate the judging of the Little Rose Show, conducted according to established rules.
- C. Review the immediate past business of the Society by
  - 1. Reading or making available minutes of the last general meeting.
  - 2. Reporting on actions and decisions of the Board.
  - 3. Requesting the Treasurer's and Corresponding Secretary's reports.
  - 4. Accepting reports of special activities from other officers or committee chairmen.
  - 5. Determining if any old business remains to be resolved by the Board.
  - 6. Outlining new business and asking for new business from the floor for Board action.

## **Article XI - Standing Committees**

Section I In addition to the Officers, whose duties are specified in the Bylaws, the Society shall have Standing Committees to assist with the various activities of the Society.

Section II Standing Committees shall include but not be restricted to the following: Nominating, Membership, Finance, Bylaws, Annual Rose Show, and County Fair Exhibit.

## **Article XII - Dissolution**

Section I In the event the Santa Clara County Rose Society is dissolved, after payment of all bills, any remaining funds will be contributed to the Northern California-Nevada-Hawaii District of the ARS, the American Rose Society or to any qualified 501(c)(3) organization involved in education. Said organization(s) and amounts to be given to each organization, if applicable, shall be determined by the Board of Directors at the time of dissolution.

Section II All properties shall be given to other Rose Societies in the Northern California-Nevada-Hawaii District.

### **Article XIII – Adopting Amendments**

Section I The procedure for adopting amendments to the Bylaws shall be as follows:

- A. A Bylaws Revision Committee shall be appointed by the President when requested by the Board of Directors.
- B. The Committee shall present its recommendations to the membership at three (3) consecutive meetings.
- C. The membership shall vote for acceptance or rejection of the recommended changes after the third reading. A two-thirds vote of the members present shall be required for acceptance.

Section II The revised Bylaws shall identify the committee members and shall give the date of effectiveness of the revisions.

Section III These amendments supersede the past Bylaws dated November 18, 1984, amendments of June 12, 1987, amendments of December 11, 1992, and amendments of November 5, 1999.

John Petrula, Chair  
Meredith Brown, President  
Cynthia Chuang, Vice-President

First reading: November 14, 2008  
Second reading: December 12, 2008  
Third reading and acceptance: