

MARIN ROSE SOCIETY BYLAWS

ARTICLE 1 NAME

The name of this organization shall be: the Marin Rose Society, a California nonprofit Society.

ARTICLE II MISSION

Section 1. The purpose of the Marin Rose Society shall be: to promote the culture, interest and appreciation of roses; to encourage the introduction, development and uses of all types of roses; to gather and publish information in regards to kinds, propagation and nomenclature of roses; to issue newsletters and/or other publications as deemed advisable; to hold exhibitions and shows under the rules of the American Rose Society separately and/or in cooperation with other Marin County floral societies, related organizations and county fairs; to educate gardeners of Marin County by sponsoring and/or presenting lectures, seminars, rose garden tours, public displays and other related events and by providing speakers and programs for floral organizations of the San Francisco Bay region.

ARTICLE III PARLIAMENTARY AUTHORITY

Section 1. Rules Of Conduct: The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the conduct of all meetings of the Society in all cases to which they are applicable and in which they are not inconsistent with these by-laws nor any special rules of order this Society may adopt -- except to expedite a meeting, the President may revise those rules but only without objection.

Section 2. Standing Rules: Standing rules which are related to the details of the administration of this Society can be adopted or changed by a majority of the Society members present at a regular or special meeting of the Society. Standing rules will be included with new member information materials.

ARTICLE IV - MEMBERSHIPS AND DUES

Section 1. Powers and Responsibilities: Each member in good standing will have full voting privileges in each General Membership Meeting. Each member will abide by these Bylaws at all meetings and in addressing the affairs of the Society.

Section 2. Qualifications: All interested persons shall be eligible for membership in the Marin Rose Society. Persons residing outside Marin County may apply for membership.

Section 3. Membership Term and Dues: Membership shall be on an annual basis. An annual Member is a member who has paid current Marin Rose Society dues as set by the General Membership.

ARTICLE V -MEMBERSHIP MEETINGS

Section 1. General Membership Meetings: General Membership Meetings will be held by the Society on the second Tuesday of each month, or at a date, time and place determined by the Board of Directors

Section 2. Annual Membership Meeting: The Annual Membership Meeting will be held in October at which time officers will be elected. Officers will be installed at the November meeting.

Section 3. Special Membership Meetings: Special Meetings of the Society members may be called by the President or a majority of the Board of Directors. A minimum of seven (7) days notice must be given to members in advance of Special meetings.

Section 4. Quorum: A quorum of any meeting of the General Membership shall be one-sixth (1/6) or 16.6 percent of the Society membership.

Section 5. Responsibilities and Duties: The membership shall vote on all the rules, regulations and policies which they deem necessary or proper for the government of the Society, and for the due and orderly conduct of its affairs and management of its property, consistent with the Articles of Incorporation and these Bylaws. The membership shall elect all officers and the Board of Directors. The membership shall vote to affirm or remove Society members upon motion by the Board of Directors or the Nominating Committee. The membership shall set the annual dues for Society membership. The membership shall vote to accept or reject the Treasurer's Annual Report.

ARTICLE VI -BOARD OF DIRECTORS

Section 1. Purpose: The Board of Directors shall govern the Society between General Membership Meetings. The Board shall vote upon approval of the President's appointments to committees and of committee chairmen. The Board shall report all official business to the general membership at each General Membership Meeting. The Board shall fill vacancies that occur among the Officers on the Board of Directors between Annual Meetings. The Board shall approve all expenditures made between General Membership Meetings

Section 2. Composition: The Board of Directors shall be composed of four (4) Directors-At-Large, two of whom shall be elected every other year for two year terms. Other Board of Directors members shall be the President, the First Vice President(s), the Second Vice President(s), the Secretary and the Treasurer, all of whom shall be elected annually

Section 3. Meetings: A Board of Directors meeting shall be held preceding each General Membership Meeting at a time, date and place set by the Board of Directors. A majority of the members of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors shall be called by the President, or upon the request of three (3) Directors.

ARTICLE VII - OFFICERS AND THEIR DUTIES

Section 1. Officers: The principal officers of the Society must be members of the Board of Directors. They are:

- President
- First Vice President(s)
- Second Vice President(s)
- Secretary
- Treasurer

The officers shall be elected by the General Membership for a term of one year and shall serve until their successors are duly elected.

Section 2. Duties: Each officer shall assume and perform the duties usually and normally performed by such officers, and in addition, shall perform such functions and chair committees as may be assigned to them respectively by the Board of Directors.

Section 3. President: The President shall preside at all General Membership Meetings of the Society and of the Board of Directors. The President shall be an ex-officio member of all committees, except the Nominating Committee. The President shall appoint the chairman of all the committees necessary to carry out the purpose of the Society, subject to approval of the Board of Directors

Section 4. First Vice President(s): The First Vice President(s) shall perform all of the duties of the President in the absence of the President. The First Vice President(s) shall also serve as Program Committee Chair of the Society.

Section 5. Second Vice President: The Second Vice President(s) shall perform such duties as the President may assign. The Second Vice President(s) shall also serve as monthly Rose Show Committee Chair.

Section 6. Secretary: The Secretary shall keep an official and up-to-date copy of the Bylaws and Standing Rules of the Society and of the Board of Directors. The Secretary shall handle correspondence of the Society. The Secretary of the Society, or in said Secretary's absence a Secretary *Pro Tempore*, chosen by the Board of Directors, shall keep a true record of all its proceedings, which records shall always be open to inspection by any Member.

Section 7. Treasurer: The Treasurer shall keep an accurate account of all monies received, pay by check all bills incurred by the Society and approved by the Board of Directors. The annual audit of the Society's books and accounts by the Directors-at-Large shall be accommodated and facilitated by the Treasurer. For legal and accounting purposes, the fiscal year shall begin January 1 and end December 31.

Section 8. Directors-at-Large: The Directors-at-Large shall serve as trustees of all properties of the Society. They shall audit the books of the Treasurer annually.

Section 9. Removal of Officers: If any officer is absent without good and just cause as determined by the Nominating Committee for each of three (3) consecutive meetings of the Board of Directors, the office may be declared vacant by a majority vote of the Board of Directors or a majority at a duly constituted General Membership meeting. Such office can shall then be filled by the Board of Directors from among nominees proposed by the Nominating Committee. An officer may be removed by the Board of Directors for cause, which may include but is not limited to: violation of these Bylaws, actions which demonstrably imperil the Society or its Mission, conviction for a felony.

Section 10. Parliamentarian: A Parliamentarian shall be nominated by the Nominating Committee and appointed by the Board of Directors. The Parliamentarian will serve at all Board of Directors and General Membership meetings, and will advise committees upon request. The Parliamentarian must always act as an unbiased and fair arbiter; therefore, the Parliamentarian is proscribed from holding any other office and from serving on any standing or *ad hoc* committee.

ARTICLE VIII - RECORDS

Section 1. Record Custody: Correspondence, minutes of meetings, treasurer's reports and financial records are kept for the benefit of the Society, and for efficient business progress of the Society. Such documents and records are not the property of any individual. Each officer is charged with the responsibility of promptly turning over such records to the successor after the November installation meeting. This transfer of records must be made before the January meeting of the Society.

ARTICLE IX - STANDING COMMITTEES

Section 1. Nominating Committee:

Section 1a. Number and Qualifications: A Nominating Committee shall be elected consisting of five members who have been voting members of the Society for at least one year. The President shall nominate the Chair of the Committee who will then nominate two members to the Committee. The Board of Directors must consent to these nominations. Two candidates shall be nominated from the floor and elected at the first General Membership meeting of the year, and the Board shall elect two.

Section 1b. Duties: The Nominating Committee will assist the Society by: reviewing all current Board members, their participation, expertise and status; prepare a slate of nominees for all elective offices of the Society. The slate shall be published in the September and October newsletters, and the election shall be held at the October meeting of the Society. Prior to voting, additional nominations may be made from the floor. The Nominating Committee will recommend changes in Board of Directors composition as they deem necessary; assist the President in contacting and counseling inactive or non-contributing Board members; serve as a training group for new Board and committee members through personal counseling and through the development and maintenance of whatever written materials they deem necessary to fully acquaint new Board of Directors members with the history of the Society and an understanding of their responsibilities. The Nominating Committee will regularly evaluate the weaknesses of the Board of Directors and committees, and make recommendations for changes as it deems necessary to correct those weaknesses.

Section 1c. Other Functions: It will maintain a roster of potential Board of Directors members whom it identifies as candidates who evidence commitment to the Society, its welfare, support and advancement. It will select a slate of Directors and officers to be presented to members for election at the October Meeting. It will assist the President in making appointments for all committees

Section 1d. Quorum: Three members of the Nominating Committee shall constitute a quorum at any meeting of the Nominating Committee, and the act or decision of the majority of the members present at a meeting at which a quorum is present shall be the decision of the Nominating Committee.

Section 2. Program Committee: The First Vice President(s) shall act as Chair. Program Committee actions will conform to direction set in the Standing Rules

Section 3. Rose Show Committee: The Second Vice President(s) shall act as Chair(s). Rose Show Committee actions will conform to direction set in the Standing Rules

Section 4. Publications Committee: The Editor shall act as Chair and the Publisher will act as Vice-chair. Publications Committee actions will conform to direction set in the Standing Rules

Section 5. Membership Development and Hospitality Committee: Membership Development and Hospitality Committee actions will conform to direction set in the Standing Rules

ARTICLE X - AMENDMENTS

Section 1. Method: The Bylaws of the Marin Rose Society may be amended by a simple majority vote of the General Membership. Voting may include ballots sent by mail, signed and received by the Secretary prior to the scheduled vote. Ballots by mail will be opened and counted at the General Membership Meeting at which the Bylaws vote is scheduled. A copy of the Proposed amendments and a mail-in ballot shall be furnished to the General Membership thirty (30) calendar days prior to the General Membership meeting at which action on the Bylaws is scheduled.

ARTICLE XI - LEGAL OWNERSHIP

Section 1. Dissolution: Should the Society for any reason be dissolved, title to any property or equipment and such funds as are in the Treasury shall be passed to the Northern California-Nevada-Hawaii District, or its successor, or to the American Rose Society.

Recommended for Adoption by Board of Directors Date: 8/14/2006

Adopted by Membership Vote on Date: 10/10/2006

Amended by Membership Vote on Date: 1/25/2016