

**AMERICAN ROSE SOCIETY  
BYLAWS**

*Below are the revised bylaws for the American Rose Society  
approved by the membership on October 15, 2011*

**ARTICLE I  
NAME/PURPOSE**

**Section 1** - This Society shall be known as The American Rose Society, and shall be incorporated as a non-profit educational organization.

**Section 2** - The Society may have a corporation seal, the form of which shall be determined by the Board of Directors.

**Section 3** - The Society shall operate exclusively for educational purposes and thereby contribute to the knowledge of all aspects of roses and the science of their culture.

**ARTICLE II  
OBJECTIVE**

**Section 1** - The objectives of the Society are to encourage amateur and professional rose culture; to provide rose horticulture education for ARS members and for the public; to increase the general understanding of and interest in all aspects of roses, including but not limited to the history of roses, hybridization, growing, exhibiting, artistic designing and judging, research, and thereby to improve the standard of excellence of the rose for all people; to record, publish and establish priority on rose cultivar names, and rose cultivar ratings.

**ARTICLE III  
MEMBERSHIP and DUES**

**Section 1** - Membership is open to all persons. The Board of Directors shall fix the amount of dues for each class of membership by an affirmative vote of two-thirds of all Directors voting at any meeting of the Board pursuant to Article X and XI of these bylaws.

**Section 2** - The Board of Directors shall have the authority to establish and revise the classes of membership in this Society, except for the Annual, Associate or Life memberships. The classes of membership in this Society can be but are not limited to the following:

Annual Members. Persons enrolled upon payment of annual dues, payable in advance each year or at special rates for more than one year.

Associate Members. Persons enrolled upon payment in advance of an approved fee each year who are relatives of Annual, Life, Research or Sustaining Members living in the same household. Associate Members receive all benefits of membership except copies of the regular publications.

Junior Associate. Persons under 18 years of age enrolled upon payment in advance of an approved fee when there is a household relationship with an Annual or Life ARS member.

Sustaining Members and Patrons. Persons enrolled as members who generously contribute to the Society in excess of the Annual Membership dues may be designated as Sustaining Members and Patrons.

Life Members. Persons enrolled as members who pay an established fee which shall exempt them from any further payments of dues. Life membership may also be granted by the Board of Directors for service to the Society.

Research Members. Persons or organizations concerned with the improvement of the rose through hybridizing, disease control, cultural methods, etc. may be granted a Research membership upon payment of an approved fee in advance for each calendar year.

Honorary Member. The Society by majority vote of the Board of Directors at any meeting, may elect as an Honorary Member any person considered worthy of this honor. This election shall specify whether the Honorary Membership is for a designated term or for life.

Chapter (*Club*) Membership. Any organization may be granted a Chapter (*Club*) membership in the American Rose Society upon payment of the approved fee in advance each calendar year provided, however, that one member in each household represented in the organization is an American Rose Society member. Chapter (*Club*) organizations shall be governed in accordance with the purposes and practices of the American Rose Society.

Affiliated Club Membership. Any organization may be granted an Affiliated Club membership in the American Rose Society upon payment in advance of an approved fee each calendar year. Affiliated organizations shall be governed in accordance with purposes and practices of the American Rose Society.

#### **ARTICLE IV HONORARY OFFICES and TITLES**

**Section 1** - The honorary title of President Emeritus may be bestowed by the Society through its Board of Directors upon any Past President the Society thus chooses to honor. Only one Past President may serve as President Emeritus at a time. The Society, through its Board of Directors, may honor other individuals by conferring other honorary titles, provided not more than four are conferred in any one year.

#### **ARTICLE V VOTING**

**Section 1** - Each Annual, Associate, Sustaining, Research, Life and Honorary member shall be entitled to one vote for each elective office and on any other matter involving a vote by the membership.

**Section 2** - Proxy voting shall not be permitted.

**Section 3** - All ballots shall have a unique ID number.

#### **ARTICLE VI OFFICERS**

**Section 1** - The officers of the Society shall be a President, a Vice-President, a Treasurer and an Executive Director acting as Secretary of the organization.

#### **ARTICLE VII DUTIES OF OFFICERS**

**Section 1** - President. The President shall preside at all meetings of the Society, the Board of Directors, and the Executive Committee, if he/she is a member of the Executive Committee; may call special meetings of the Society and the Board of Directors and the Executive Committee; shall keep informed of the work of the Society and make such reports to the Board of Directors and to the Society as the President deems appropriate or as the Board or Society may request. The President, subject to the approval of the Board of Directors, shall appoint such standing, special, or other committees or subcommittees as may be required by the bylaws or as the President may deem necessary or proper. The President, subject to the approval of the Board of Directors, may also appoint ad hoc committees or task forces as deemed necessary or proper.

**Section 2** - Vice-President. The Vice-President shall perform the duties of the President in the absence of the latter or whenever the President shall be unable or unwilling to perform the duties of that office.

**Section 3** - Treasurer. The Treasurer shall be elected by the Board of Directors. He/she shall account for all monies of the Society and shall pay out the monies except for payroll checks as approved by the Board under the direction of the Board of Directors or the Executive Committee. All checks and orders for the payment of monies, except payroll checks, shall be signed by any two of the following: President, Vice-President, Treasurer and Executive Director. Payroll and payroll related checks from the payroll checking account may be signed by any two officers or one officer and a designated staff member in charge of the department responsible for payroll. The Board of Directors shall require a surety bond at the expense of the Society for any officer or employee of the Society.

**Section 4** - Executive Director. The Executive Director shall act as Secretary of the Society, the Board of Directors and the Executive Committee. The Executive Director shall keep a true record of the proceedings and all votes cast at each meeting of the Society, the Board of Directors and the Executive Committee. The Executive Director shall notify each member of the Board of Directors, the Executive Committee and/or the Society, as appropriate, of all meetings of the Society, the Board and the Executive Committee, such notice to be in compliance with Article XI.

The Executive Director shall keep a record of all members of the Society and their last-known address; shall account to the Treasurer at reasonable times for all monies received from the membership or otherwise; and shall perform such other duties as may be established by the Board of Directors.

The Executive Director shall, under the direction of the Board of Directors: (a) on a day-to-day basis manage the Society headquarters and staff; (b) be responsible for promoting the work of the Society; (c) receive and record membership; (d) keep regular records of the Society; (e) send a copy of the record of proceedings of each Board of Directors' and Executive Committee meeting to each member of the Board and the Executive Committee within not more than 30 days after each meeting; (f) conduct the general business activities and projects of the Society and carry out the policies and recommendations of the Board of Directors and the Executive Committee.

The Executive Director shall keep the Executive Committee advised of significant administrative and policy matters which arise from time to time.

## **ARTICLE VIII GOVERNMENT**

**Section 1** - Board of Directors. The Board of Directors of the American Rose Society shall consist of: (a) The Officers of the Society as named in Article VI; (b) Regional Directors; (c) District Directors; and (d) the past Presidents of the American Rose Society. The Executive Director and past Presidents of the American Rose Society shall be non-voting members of the Board of Directors.

The Board of Directors shall have ultimate authority to supervise, control and direct the affairs of the Society; shall determine its policies, within the limits of the bylaws; shall actively carry out the Society's purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as it deems advisable but not inconsistent with these bylaws. The Board may, in the execution of the powers herein granted, appoint such agents as it deems necessary.

**Section 2** - Executive Committee. The Executive Committee shall be composed of five voting board members. The President, Vice-President and Treasurer shall be automatic voting members of the Executive Committee, serving a three-year term.

The remaining two members of the Executive Committee shall be elected annually by the Board of Directors and may be terminated at any time at the pleasure of the Board. Each shall serve a one-year term starting at the close of the fall meeting and continuing until the conclusion of the fall meeting of the following year and shall be subject to re-election. In the event of a vacancy, the Board of Directors shall elect one of its members to serve the unexpired term. Minutes shall be recorded for all meetings of the Executive Committee.

The Executive Director shall be an automatic non-voting member of the Executive Committee.

During such time as the Board of Directors shall not be lawfully in actual meeting assembled, the Executive Committee shall have the authority of the Board of Directors and may exercise such authority in the management of the business of the Society. All decisions of the Executive Committee shall be determined by the committee assembled in person or by telephone, or by correspondence. The use of an electronic vote by the Board of Directors is authorized when the Executive Committee feels that, for the good of the Society, an issue should be resolved as soon as possible by the entire Board of Directors. Such vote will be conducted in accordance with standing Rule #1, approved by the Board of Directors. The Board of Directors shall be promptly informed of all actions taken by the Executive Committee, (see Article VII, Section 4), and has authority to reverse and amend such actions.

The Executive Committee may not take any action to increase the indebtedness of the American Rose Society beyond the limit previously established by the Board of Directors or approve any expenditure which substantially exceeds the budget previously approved by the Board of Directors, without prior approval of the Board. The Executive Committee may not take any action which would represent a departure from the stated goals of the Society without prior approval of the Board of Directors.

**Section 3 - Regions and Regional Directors.** Regions shall be established by the Board of Directors. Changes in the Regional boundaries may be approved by the Board of Directors from time to time.

Each Region shall elect one Regional Director, as hereinafter provided in these bylaws, to serve a three-year term. A nominee for Regional Director must: (a) be an ARS member residing in the Region from which he or she is to be elected and (b) be a present or former District Director or Regional Director, or a past president or vice-president of the American Rose Society. The Board of Directors may allow deviation of requirement (b) if no qualified nominee is available. In that event, the Nominating Committee may propose other nominees to the Board of Directors for its approval providing such nominees have been ARS members at least five years and have attended at least three National meetings. Regional Director must remain a resident of the Region from which he or she has been elected throughout the term of the office.

**Section 4 - Districts and District Directors.** Districts shall be established by the Board of Directors. One District Director shall be elected from each District, each to serve a three-year term. A nominee for District Director must be an ARS member residing in the District from which he or she is to be elected. District Director must remain a resident of the District from which he or she has been elected throughout the term of the office.

Each District shall effect a District organization in accordance with bylaws approved by the Board of Directors. Changes in the District boundaries or subdivision of Districts to establish new Districts must be approved by the Board of Directors. Recommendations to the Board of Directors for such changes may be made by a Committee designated to consider such matters.

**Section 5 - General.** No member of the ARS Board of Directors may simultaneously hold more than one elected position on the Board, except a Director may also serve as Treasurer.

**ARTICLE IX**  
**DUTIES OF BOARD OF DIRECTORS**  
**REGIONAL DIRECTORS and DISTRICT DIRECTORS**

**Section 1** - Board of Directors. The management of the Society shall be vested in the Board of Directors. These functions shall include, among other things: the granting of prizes and awards; the appointment of such agents, servants and committees as it may find necessary; jurisdiction over the procedures and operations of any committee, agent, or chapter of the American Rose Society, appointed or elected; authority to provide and approve bylaws for each chapter, Region and District of the American Rose Society.

Special meetings of the Society may be called by the Board of Directors as set forth in Article X, Section 1.

The Board of Directors may delegate to the Executive Committee any administrative duty. The Board shall, through the President or otherwise, make a report to the members at each meeting of the Society of its work since the prior meeting.

Upon request of any member of the Board of Directors, a public record shall be made of the vote cast by each member of the Board of Directors on any matter the Board votes on, provided, however, the Board may by two-thirds vote authorize a secret ballot on any subject.

There shall be at least two regular meetings of the Board of Directors each calendar year. Any member of the Board and Chairmen of the American Rose Society committees may place matters on the proposed agenda for action at the next regular or special meeting of the Board, subject to the rules pertaining to the agenda of the Board of Directors.

All matters submitted to the Board for substantive action at a Board meeting must be identified and described in the proposed agenda for such meeting and shall be distributed to each member of the Board, in accord with these bylaws and rules established by the Board of Directors.

All action by the Executive Committee between regular meetings of the Board of Directors shall be automatically a part of the agenda of the next regular or special meeting of the Board following such action by the Executive Committee. The Board of Directors has authority to review and to reverse or amend any action of the Executive Committee.

No matter may be placed on the agenda or the proposed agenda except as set forth in these bylaws. Any subject brought before the Board at a regular or special meeting of the Board which is not on the proposed agenda for such meeting may be discussed at the pleasure of the Board, but no substantive action may be taken thereon until and unless such matter is placed on the agenda of the Board meeting; provided, however, that upon an affirmative vote of two-thirds (2/3) of all voting Board members present in quorum at a regular or special meeting of the Board of Directors, the Board may place any matter on the agenda and may proceed forthwith to take substantive action on it. No absentee or proxy votes of Directors shall be permitted.

**Section 2** - Regional Directors. The Regional Director shall be thoroughly familiar with the organization and administration of the American Rose Society. The Regional Director shall be in attendance at all regular and special Board meetings and Board Planning meetings, unless prevented by extenuating circumstances. He/she shall carefully study the Society's problems, being conscientious and diligent in evaluating matters and assisting in determining the policies of the Society; must understand that in addition to fundraising, the most important priority will be to gain new members and increase renewals; shall work closely with the District Director(s) within his/her region; shall at all times endeavor to keep the District Directors informed on happenings within the region; shall suggest improvements for the promotion of the Society; shall coordinate any workings that may arise between Districts or Regions; may caucus with Directors and may bring to any Board meeting comments in writing from any of the District Directors from the region served who cannot attend the meeting.

He/she may not cast an absentee vote for any absent District Director. The Regional Director shall act as liaison for the Executive Director in working with groups planning national Society

conventions in his/her Region; shall give assistance to the District and shall render any other service to promote the cause of the Rose and the purposes of this Society. The Regional Directors are members of the National Nominating Committee.

**Section 3** - District Directors. The District Director shall promote the work of the Society and shall attend all regular and special Board meetings and Board Planning meetings, unless prevented by extenuating circumstances; must be an active, positive ambassador for the ARS; agrees to do all they can to support the staff and to assist its members whenever appropriate; take responsibility in knowing as much as they can about the ARS, its work and outreach, and its vision for the future; accepts the mission of the ARS and understands that through their efforts they contribute to its health and vitality. A District Director shall assist in obtaining new members, renewal of memberships and aid the Regional Director, the Executive Director and other officers in matters pertaining to his/her District and Region; must understand that in addition to fundraising, the most important priority will be to gain new members and increase renewals. The District Director shall administer his/her District organization, arrange District meetings, tours, rose shows, judging schools and other activities to further the purposes of the American Rose Society; must interact with their district(s)' constituencies on a regular basis and is required to give an annual update to the Board on the state of their district or region. The District Director may lecture, visit members and affiliated organizations when appropriate, assist the Editor to obtain material for publication; suggest ways to improve the Society and its service to members and the public. District Directors within a Region should meet with each other and the Regional Director to plan and coordinate the activities.

The District Director will keep the Regional Director informed of problems, activities and programs in his or her District and will counsel with the Regional Director from time to time. It is intended that the Regional and District Directors will cooperate and coordinate well in all matters related to the programs of the American Rose Society.

**Section 4** - Audit Committee. An Audit Committee to be composed of members of the Board of Directors shall be established by the Board of Directors. The number and terms of the members of the Audit Committee shall be determined by the Board of Directors.

## **ARTICLE X MEETINGS**

**Section 1** - Meetings of Members. There shall be at least one meeting of the membership of the American Rose Society at each National Convention to be held at such time and at such place as the Board of Directors shall determine. Special meetings of the members of the Society may be called at any time by written request of a majority of the Board of Directors, or the President, or the Executive Committee, but not more than three such special meetings shall be called or held in any calendar year. Meetings of Members are held for the purpose of disseminating information to the membership, discussing issues, and making recommendations to the Board and the Executive Committee. The latter requires a quorum.

**Section 2** - Meetings of Board of Directors and/or Executive Committee. Meetings of the Board of Directors and/or the Executive Committee shall be held in conjunction with all meetings of the Society, and special meetings may also be held upon call of the President, the Board of Directors, or the Executive Committee, as set forth herein. Requests by the Board for all special meetings of the Board of Directors must be signed by the President, or a majority of the members of the Board, or the Executive Committee and filed with the Executive Director. The Executive Director shall thereupon implement the call for a meeting of the Board and give proper notice thereof.

**Section 3** - Absence. All members of the Board of Directors agree to attend all regular and special Board meetings and Board Planning meetings, unless prevented by extenuating circumstances.

**ARTICLE XI  
NOTICE OF MEETINGS**

**Section 1** - Notice of Meetings of the Members. Notices of all meetings of the membership of the Society shall be sent by the Executive Director to the last-known address of all voting members at least thirty days before the date of the meeting. Such notice shall state the time and place of the meeting, and the items to be addressed. No matter shall be voted upon at the Society meeting which has not been submitted to the Executive Director in time to be included in the notice of such meeting. Such notices shall be sent to each member, or may be accomplished by publication thereof in the *American Rose* magazine, at least thirty days before the date of the meeting.

**Section 2** - Notice of Board of Directors' Meetings and Executive Committee Meetings. Notice of all meetings of the Board of Directors and of the Executive Committee, shall be mailed or otherwise sent by the Executive Director to each member of the Board of Directors and the Executive Committee with the agenda for such meeting in sufficient time to be reasonably expected to reach the recipient at least two weeks prior to the date of such meeting. Rules for the content and distribution of the proposed agenda shall be established by the Board of Directors and/or the Executive Committee not inconsistent with these bylaws.

**ARTICLE XII  
QUORUM**

**Section 1** - A quorum for any meeting of the members shall consist of one hundred (100) voting members.

**Section 2** - A quorum for any meeting of the Board of Directors shall consist of a majority of the voting members of the Board. No substantive action may be taken by the Board of Directors absent a quorum.

**ARTICLE XIII  
NOMINATING COMMITTEE**

**Section 1** - National Nominating Committee. The National Nominating Committee shall consist of the ten (10) Regional Directors and one (1) District member from each District elected Triennially. The Chairman of the Nominating Committee will be elected by the Regional Directors. The Chairman will coordinate the processing of nominations in keeping with procedure established by the Board of Directors.

In the event of the Chairman's death or inability to serve, the Regional Directors will be polled again for a replacement Chairman to serve as Chairman until the next regular triennial election.

**Section 2** - District Members of the National Nominating Committee. District Members of the National Nominating Committee will be elected by members of ARS Districts, in accordance with Article XV, Section 7 of these Bylaws.

**ARTICLE XIV  
DUTIES OF NOMINATING COMMITTEE**

**Section 1** - The National Nominating Committee. The National Nominating Committee shall seek, receive and submit to the Executive Director nominations of persons who are members of the Society to fill the position of Vice-President, to be voted on by national ballot of the members at the next Triennial Election.

**Section 2** - District Members of the National Nominating Committee. District Members of the National Nominating Committee shall seek, receive and submit to the National Nominating Committee Chairman nominations of persons who are members of the Society to fill the position of Vice-President, to be voted upon by national ballot of the members at the next Triennial Election. They shall also seek, receive and nominate persons for Regional and District offices to be voted upon by Regional and District ballot of the members in said Region and District, respectively, at the next Triennial Election. The District member shall also be Chairman of the District Awards Committee for the purpose of awarding the Silver Honor Medal in that District.

**Section 3** - Rules of procedure for action by the National Nominating Committee and the District Members of the National Nominating Committee shall be established by the Board of Directors.

## **ARTICLE XV TRIENNIAL ELECTION - TERMS OF OFFICE**

**Section 1** - The Triennial Election by the voting members of the Society to fill the elective offices of the Society shall be held the last Friday of July. Regional and/or District ballots shall be included with the SAMPLE Triennial Election ballot to be provided electronically and/or through the *American Rose* magazine to all voting members in the Region and/or District.

**Section 2** - The Office of President of the American Rose Society shall be succeeded to by the immediate, prior elected Vice-President without further election or balloting by the members. At each Triennial Election a Vice-President shall be elected by national ballot of the members of the Society in accordance with these bylaws to serve for a term of three (3) years. Nominees for Vice President must be a present or former Regional Director or District Director who has served at least one full term, or present or former Officer of the American Rose Society.

**Section 3** - The President and Vice-President shall be installed in office at the next regular meeting of the American Rose Society following election and shall serve until the adjournment of the regular meeting following the next regular Triennial Election.

**Section 4** – The Executive Director and the Treasurer.

The Treasurer shall be elected by the Board of Directors at the first meeting of the Board of Directors following each Triennial election. The term of the Treasurer shall be three years or until his/her successor is elected. There is no limit of terms. The Treasurer shall be or become a member of the American Rose Society.

The Executive Director shall be proposed by the Executive Committee and be approved by the Board of Directors. The Executive Director shall be or become a member of the American Rose Society.

The Executive Committee shall have authority to negotiate the employment agreement with the Executive Director, including proposed compensation and his or her duties, not inconsistent with duties specifically provided for in these bylaws. The appointment and compensation of the Executive Director shall be subject to review of the Board of Directors at their next meeting and no contract of employment, modification of an existing agreement, or compensation shall become final until the Board of Directors has had an opportunity to approve them. The term of the Executive Director shall be determined by his/her contract.

**Section 5** - Regional Directors shall be elected by Regional ballots at the Triennial Election, each to serve for a term of three years until the adjournment of the regular meeting following the next Triennial Election.

**Section 6** - District Directors shall be elected by District ballot at the Triennial Election, each to serve for a term of three years until adjournment of the regular meeting following the next Triennial Election.

**Section 7** - District Members of the National Nominating Committee shall be elected triennially by American Rose Society members residing in the District at an appropriate District Meeting or

by other methods convenient to the District. Each shall serve for a three-year term paralleling the term of the District Director.

**Section 8** - The President and Vice-President shall not be eligible to succeed themselves in office, and no person shall hold these offices more than once. Regional Directors, District Directors, and District Members of the National Nominating Committee shall be eligible to succeed themselves in office for one term but may not serve a third term until at least one term shall have elapsed. Nor shall anyone serve as a Director longer than four elected consecutive terms.

**Section 9** - At the fall convention following a Triennial Election, upon completion of business by the outgoing Board of Directors, the newly elected Board of Directors shall meet for the purpose of establishing committee members and chairmen, electing the Treasurer, and attending to necessary organizational matters.

## **ARTICLE XVI BALLOTS**

**Section 1** - All balloting for election of Vice President, Regional Director and District Director shall be administered and effected through the Society's national headquarters. The Executive Director shall secure from the Nominating Committee, nominations for all offices in the Society which are subject to National, Regional, and/or District balloting by the members and shall then prepare, subject to rules established by the Board of Directors:

(a) A National ballot containing the names of those nominees for National office, to be provided to all members of the Society;

(b) Regional ballots, one ballot for each Region, such ballot to contain the names of nominees for Regional Director for that Region. Each Regional ballot shall be sent to all voting members within the Region;

(c) District Director ballots, one ballot for each District, such ballot to contain the names of the nominees for District Director for that District. Each District ballot shall be sent to all voting members within the District.

**Section 2** - In the event of inability to serve or withdrawal of a nominee for elective office for any reason prior to the election, the election for that office shall: a) continue as scheduled provided there are at least two remaining candidates for the office; or b) if there is one remaining candidate, he should be considered unopposed and duly elected; or c) be suspended until the Nominating Committee shall have acted to again secure nominees for the office if there are no nominees/candidates remaining, and a special election for that office shall be held thereafter at the earliest reasonable time.

**Section 3** - All ballots will be provided to the members by electronic ballot, or via the *American Rose* magazine. The ballots shall be transmitted by the members to an independent accounting firm approved by the Board of Directors.

**Section 4** - Except as otherwise set forth in these bylaws, any nominee running unopposed will be considered duly elected, and no vote will be taken. The Nominating Committee, however, should attempt to secure sufficient nominees to provide competitive elections.

**Section 5** - At least thirty (30) days prior to the date of the Triennial Election, the Executive Director shall provide a ballot to each voting member of the Society in accordance with these bylaws and election rules established by the Board in accordance with Article XVI, Section 1 supra. On the date of the Triennial Election, all ballots cast by voting members of the Society shall be counted in the presence of the designated accounting firm and the Tally Committee, or the Committee's designees, or as otherwise provided by the Board of Directors.

The Tally Committee shall be composed of the Chairman of the Nominating Committee, who shall serve as Chairman of the Tally Committee, one member of the Tally Committee to be appointed by the President and one member of the Tally Committee to be elected by the Board of

Directors. Any vacancy on the Tally Committee may be filled by Presidential appointment. No nominee for elective office shall receive more than one vote from any one member. After the votes are counted, and the Tally Committee has certified the results, the Executive Director shall notify the persons receiving the highest number of votes for each office of his/her election, declaring them so elected, and shall include the election results in the *American Rose* magazine and as an official part of the minutes of the next meeting of the Board of Directors.

## **ARTICLE XVII VACANCIES**

**Section 1** - Should the President vacate the office for any reason, the Vice-President will immediately succeed to the office. Vacancy in the office of Vice-President, except in the case of succession to Presidential vacancy, shall be filled by Special Election by the members at the earliest reasonable time, as provided in Bylaws Article XV, Section 2. If the Vice-President succeeds to the Presidency to complete an unexpired term, a new Vice-President shall not be elected until the next Triennial Election. The President shall not be eligible to succeed him/herself in office unless he/she is filling the unexpired term of the previous President, and no person shall hold this office more than once. If an Executive Committee member vacates his/her office, a new Executive Committee member will be elected by the Board.

**Section 2** - Regional Director. Should a Regional Director vacate his or her office for any reason, the Executive Committee shall have the authority to fill such vacancy for the unexpired term as follows: Members of the Nominating Committee, from the Regions, after canvassing chapter and affiliated societies, will submit all names of nominees to the Executive Committee, which will make the appointment. The appointment is subject to review and consent of the Board of Directors.

**Section 3** - District Director or District Member of the National Nominating Committee. Should a District Director or District Member of the National Nominating Committee vacate his or her office for any reason, the successor shall be chosen by the District, as provided for in the District bylaws which have been approved by the ARS Board of Directors.

**Section 4** - In the case of a vacancy in the office of Regional and District Directors and District Members of the National Nominating Committee, the successor is eligible to serve two full terms after serving out the unexpired term of his or her predecessor.

**Section 5** - No member of the ARS Board of Directors may hold more than one elected position on the Board, except a Director may also serve as Treasurer.

## **ARTICLE XVIII FUNDS**

**Section 1** - The current funds of the Society shall be expended only upon order by the Board of Directors or the Executive Committee as provided in Article VII, Section 3 of these bylaws. Financial statements shall be made available at each regular meeting of the Society and at each meeting of the Board of Directors. A current condensed financial statement prepared by the Auditors shall be published in an official publication of the American Rose Society as soon as possible after receiving it from the Auditors. The selection of Auditors shall be subject to the approval by the Board of Directors.

**Section 2** - The Board of Directors, but not the Executive Committee, shall have the power to incur substantial debt in the name of the Society in the course of the management of the business of the Society. The status of any such debt shall be reported at each meeting of the Board of Directors.

**Section 3** - The investment of capital funds and sale of securities of the Society shall be by the Treasurer with approval of the Executive Committee or the Board of Directors.

**ARTICLE XIX  
INDEMNIFICATION**

**Section 1** - Indemnification. To the extent not inconsistent with the laws of the state of Louisiana, the Society may, by resolution of the Board of Directors, provide for indemnification by the Society or through insurance obtained by the Society, of any and all of its Directors or officers.

**ARTICLE XX  
RULES OF ORDER**

**Section 1** - The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the bylaws and any special rules of order the Society may adopt.

**ARTICLE XXI  
AMENDMENTS**

These bylaws may be amended or repealed in any respect by a majority vote of the voting members of the Society who return properly executed ballots within the time specified in a notice to amend.

Amendment to the bylaws may be proposed only by a majority vote of the Board of Directors present and voting or by petition signed by not less than 300 qualified voting members of the Society.

Voting on amendments shall be by electronic ballot. Each ballot must have the unique ID of the voting member.

Proposals to amend shall be submitted to the Headquarters of the Society at least 90 days prior to publication of notice of the proposal to amend and the date of distribution of ballots to members. If the proposal is made by petition of at least 300 members, the signed petition must be submitted with the proposal.

The Executive Director shall distribute ballots to all voting members of the Society, together with notice of the proposal to amend, by publication in the *American Rose* magazine and distribution at least 30 days prior to the date specified in the notice as the deadline for return of ballots.

The notice must set forth the proposed amendment or a summary of changes to be made and shall specify the deadline for return of ballots.