

**ARS Bylaws currently state:**

**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.

**Amend ARS Bylaws to state:**

**ARTICLE VIII - GOVERNMENT**

**Section 1** – Board of Directors. The

Board of the 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; (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. **Past Presidents may make and second motions, speak in debate and nominate candidates for election. The Executive Director may speak in debates.**

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.

**Reason for change:**

**ARTICLE VIII - GOVERNMENT**

**Section 1** – Board of Directors.

The amendment clarifies and specifies Past Presidents' Board activities.

**ARS Bylaws currently state:**

**ARTICLE VIII - GOVERNMENT**

**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) must have been a member in good standing for three consecutive years prior to December 31 of the year in which the election of Regional Director is to be held. ~~It is desirable that the nominee be a present or former member of the American Rose Society Board of Directors unless no candidates with those qualifications are available to serve.~~

A Regional Director must remain a resident of the Region from which he or she has been elected throughout the term of the office.

**Amend ARS Bylaws to state:**

**ARTICLE VIII - GOVERNMENT**

**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) must have been a member in good standing for three consecutive years prior to December 31 of the year in which the election of Region Director is to be held. A Regional Director must remain a resident of the Region from which he or she has been elected throughout the term of office.

**Reason for change:**

**ARTICLE VIII - GOVERNMENT**

**Section 3:** Regions and Regional Directors.

The Bylaws include a preference for Regional Directors to be prior board members, however, it is not required of the Vice President.

This amendment results in no change in current eligibility from current standards; current language does not require that nominee previously hold the position of District Director. The Vice President does not require previous ARS Board experience nor should the Regional Director position.

**BOLD** means changed/added text • **MARKED OUT (MARKED-OUT)** text means deleted

**ARS Bylaws currently state:**

**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.

**Amend ARS Bylaws to state:**

**ARTICLE XIII - NOMINATING COMMITTEE**

**Section 1** - National Nominating Committee.

The National Nominating Committee shall consist of the **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.

**Reason for change:**

**ARTICLE XIII - NOMINATING COMMITTEE**

**Section 1** – National Nominating Committee.

Article XIII, Section 1 of the Bylaws requirement of “ten Regional Directors” is out of alignment with the new ARS structure of 4 Regions.

The structure of the nominating committee includes that of all the Regional Directors and one representative from each District. As the number of Regions has been reduced from 10 to 4, the description of “10 Regional Directors” must be revised. The Strategic Planning Committee recommendation is to omit the actual number of Regional Directors, thereby providing flexibility for any structure.

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**ARS Bylaws currently state:**

**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.

**Amend ARS Bylaws to state:**

**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 **June**.

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.

**Reason for change:**

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

**Section 1**

The American Rose Society employs electronic balloting for its Triennial election of officers. A balloting period of 30 days is required in the ARS Bylaws. Historically, the majority of members vote the first week of the balloting period with significantly fewer votes cast after the first week. Moving the election to the end of June provides more time for the preparation of the leadership changes that occur at the fall convention.

This change aligns the membership voting practices with the allotted balloting period and reduces time spent campaigning for elected offices. The date change provides more time for the transition planning of newly elected board members which takes place at the fall convention.

**ARS Bylaws currently state:**

**ARTICLE XVI - BALLOTS**

**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.

**Amend ARS Bylaws to state:**

**ARTICLE XVI - BALLOTS**

**SECTION 5** – At least thirty (30) days prior to the date of the Triennial Elections, 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 **tabulated and the results reported to the Election Verification Committee. The Election Verification Committee will be composed of the current President, Vice President, the Executive Director, and a member of each Vice Presidential candidate's choice.** After the ballots are reported, the Executive Director shall notify the person receiving the highest number of votes for each office of their 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.

**Reason for change:**

**ARTICLE XVI-BALLOTS**

**SECTION 5** – Purpose of and composition of the Tally Committee in light of current voting process. The Tally Committee was created during the time of paper ballot voting and was prior to the use of a Third Party Vendor to manage the distribution, collection and counting of all ballots. The proposed Election Verification Committee insures a valid communication of results between the Balloting Software vendor and the American Rose Society. The proposal recognizes the need of candidates concerns regarding a fair election while acknowledging in an electronic environment there is no need to count ballots or audit balloting software applications