

AMERICAN ROSE SOCIETY
Members Meeting
August 29, 2020

Report on Board of Directors Meeting
August 27, 2020

1. Receipt of Reports

- a. President Bob Martin reported to the Board of the American Rose Society on his activities since the Franklin, Tennessee meeting in October 2019. A summary of the highlights of this report follows.

b. COVID-19 Pandemic Response

- i. During the last five months a substantial amount of my attention as President has been to address matters arising as a consequence of the COVID-19 pandemic,
- ii. At the outset, I took the opportunity on March 17, 2020 to address the members of the American Rose Society in an email delivered to all members in which I addressed the concern of the American Rose Society about the well-being of our members, our local societies and our staff at the American Rose Center.
- iii. There, I asked that all leadership follow the guidelines of the CDC and other health officials in taking all precautionary steps to ensure the safety of our members. In particular I asked all local societies to reconsider previously scheduled meetings, rose shows, seminars and public demonstrations. In making any decision, I have suggested and continue to suggest we err on the side of caution considering that a large percentage of our members are in the vulnerable population of age 65 and above.
- iv. I have followed my initial message with a message posted on the ARS website as well as addressing the continuing pandemic in my President Messages in the American Rose magazine and our two electronic publications.
- v. On March 23, 2020 I called an emergency meeting of the Executive Committee regarding the Louisiana Governor's statewide shut down order. Working with Executive Director Jon Corkern we established plans for the operation of the American Rose Society and the maintenance of the American Rose Center during the shutdown and since it reopening in May.
- vi. On May 4, 2020 I met virtually with Louisiana State Rep Alan Seabaugh, Vice President Diane Sommers, Treasurer Jack Page, Executive Jon Corkern and ARS staff at which we reviewed and approved an application for a forgivable loan under the Paycheck Protection Program (PPE), as authorized by the CARES Act adopted by Congress.

- vii. Thereafter, with my approval the ARS applied for and received a forgivable loan in the amount of \$105,146.83. Under the PPE Program, as authorized by the CARES Act, the loan amounts will be forgiven as long as (a) the loan proceeds are used to cover payroll costs, and most mortgage interest, rent, and utility costs over the 8 week period after the loan is made; and (b) employee and compensation levels are maintained. The Executive Committee subsequently ratified my action of approval.
- viii. ARS Bylaws require two Board meetings per year, but do not actually require them to be in person. Considering the emergency nature of the ongoing COVID-19 pandemic, I proposed a resolution at the Executive Committee meeting held June 17, 2020 by which the Executive Committee adopted Standing Rules 9 to permit meetings of the Board of Directors to be conducted by electronic means.
- ix. I also proposed and the Executive Committee adopted Standing Rule 10 to permit District Directors to conduct District meetings by electronic means.
- x. I have been in communication with several District Directors as well as a number of local society officers to assist them on the conduct of electronic meetings in compliance with their respective bylaws. I continue to be able to provide such assistance to District Directors and local societies as may be necessary.
- xi. In order to ameliorate the effects of cancelled events on those whose judging and CR credentials are in need of renewal, I have by executive order declared 2020 as the year that never was.
- xii. In counting years for judges and CRs, 2020 never happened, and everyone gets an additional year to make up for the year that never was. Consulting Rosarians, who became CRs through our recent online seminars, shall be recorded as having commenced their service in 2021. All Consulting Rosarians, who earned CR credits through our past online seminars, shall be recorded as having earned them in 2021 and 2020 shall not be counted against them.
- xiii. That also means that we will adjust the scheduled rotation of national trophies among the districts as if 2020 never happened. All the trophies that were scheduled to go to districts in 2020 will instead go to that same district in 2021 and the schedules for the years then following shall be similarly adjusted for the year that never was.
- xiv. The rule on the year that never was does not apply to the award of ARS awards at any level. All awards, including the gold, district silver and local society bronze medals for 2020 should be given in accordance with established policies. The point of the rule is to not prejudice anyone for the fact that the ARS and its affiliated societies have had to cancel all in-person meetings and events. At the same time we need to continue to recognize those who serve and continue to serve

c. ARS Board Composition and Meetings

- i. The Executive Committee on May 13, 2020 appointed former Regional Director Baxter Williams as Region 7 Director to fill the vacancy for the remainder of the term arising out of the resignation of Allen Owings.
- ii. With my assistance and guidance, Lori Emery was unanimously elected as Tenarky District Director to fill the vacancy for the remainder of the term arising out of the resignation of Richard Anthony.
- iii. The San Diego Rose Society will be hosting the Pacific Southwest District Convention April 30-May 2, 2021. I have suggested a combined district/miniature national convention. As proposed, the Board would have a meeting on Thursday with the rose show in Friday and a rose auction featuring miniature and miniflora roses on Saturday. Planning has been slowed pending further developments in the COVID-19 pandemic and indications of support from the Board. The San Diego Rose Society anticipates making a proposal to the Convention Planning Committee for consideration at the December meeting of the Board.

d. Consulting Rosarians

- i. Under the leadership of Vice President Diane Sommers and Dave & Gerry Mahoney, National CR Chairs, we delivered the first ARS Online Consulting Rosarian School and Seminar during June and July.
- ii. The school was a great success and resulted in the accreditation of 43 new Consulting Rosarians.
- iii. We now have a total of 1,013 Consulting Rosarians including the 43 New CRs just approved with the Online CR School.

e. ARS Maintenance Endowment Trust

- i. I continue as Chair of the Trustees of the ARS Maintenance Endowment Trust (MET) serving with fellow trustees Curtis Aumiller and Alan Seabaugh.
- ii. At the request of the Board the MET Trustees have undertaken a Capital Improvement Plan with a budget of \$427,033.10.
- iii. At this writing the trust has paid \$242,984.33 toward improvements, which amounts are slightly under budget.
- iv. The MET Trustees have also adjusted the formula for annual distributions in support of the American Rose Center in order to hold them at budgeted levels.

f. Prizes & Awards

- i. My objective is and has been to continue to encourage recognition of service to the American Rose Society by making sure awards are awarded.
- ii. I have worked closely with John Mattia, Chair of Prizes & Awards to implement the awards policy and to emphasize that ARS awards such as the Gold Honor Medal and the Klima Medal shall be awarded each year. There are no more ties, super majorities or withholding of votes.
- iii. At the suggestion of Dr. Satish Prabhu, I will also be undertaking a review of the methods by which nominations are received to eliminate archaic

requirements such as the delivery of supporting nominations in sealed envelopes, and requirements to re-submit prior year nominations as if they were new.

- iv. We have a stock of certificates for Presidential Citations and members are encouraged to advise me of significant society anniversaries and individual accomplishments worthy of recognition.

g. *The American Rose Magazine*

- i. A primary goal of my administration has to significantly improve the educational content of the American Rose magazine.
- ii. It has also been my goal to see that the American Rose magazine is delivered on time, which objective is every important to maintain communication and to carry out our mission during the COVID-19 pandemic.
- iii. I am pleased that through the leadership of our Editor. Beth Smiley and Elena Williams, Chair of the Editorial Advisory Committee, along with our contributing editors and others, we have significantly improved the content of the American Rose, as well as its formatting and presentation, and have delivered the last two issues on time.

h. *Roses in Review*

- i. In 2019 we hosted Roses in Review through Google Forms with a fair amount of success.
- ii. Roses are now rated using whole numbers 6-10, with 6 to be below average, 7 as average, 8 as good, 9 as excellent and 10 as outstanding. The result has been more accurate ratings of roses and more space between the ratings.
- iii. The new system has proven workable and a significant improvement over the previous year.
- iv. Through the efforts on Don Swanson, National RIR Coordinator, we have continued to make improvements in the reporting through Google Forms.
- v. The Due Date for this year's reports is September 26, 2020. There is a link on the front page of the ARS Website at www.rose.org.
- vi. I urge all members to promote participation in Roses in Review, especially by Consulting Rosarians who are "expected" to participate.

i. *Modern Roses website*

- i. I continue as Chair of the Ad Hoc Committee on Registration with Bruce Monroe, past chair of the Classification Committee and now National Chair of Horticultural Judges; and Andy Venable, Chair of the Registration and Classification Committee.
- ii. We continue to our efforts to restore the Modern Roses database online. In this connection we solicited and received a proposal from Bob Hernandez of Molten Java, the firm that developed the database for the American Daylily Society to develop a new comparable database.

- iii. Mock ups of the interface have been reviewed, the data migrated from the Modern Rose database and substantial work has been completed to date.
 - j. Bob Hernandez was in attendance as a guest at the Board meeting and gave a report on the progress of the work in which he indicated that the new database and interface should be available for beta testing soon.
 - k. Treasurer Jack Page reviewed the ARS financial statements: A summary of this report will follow this Recap.
 - l. Steve Campbell, Audit Committee Chair reported on the status of the audit of the financial statements:
 - i. Work on the 2019 Audit is continuing and presentation of it would be made at the December 2020 meeting.
 - ii. The Board approved the Audit Committee's recommendation for preparation of the 2020-2021-2022 Audits by James K. McClelland CPA LLC.
 - m. Jon Corkern, Executive Director, delivered his Executive Director report. A summary of this report will follow this Recap.
 - n. Strategic Planning Committee Chair Diane Sommers presented a PowerPoint on the Committee efforts in technology resources. A summary of this report will follow this Recap.
 - o. The planned report by Marilyn Wellan on the Great Garden Restoration Project was deferred due to hurricane Laura affecting her internet connection. This report will be delivered later at this Members Meeting.
 - p. The Board approved a resolution in support of the Society of the Honor Guard, Tomb of the Unknown Soldier's Centennial Commemoration of the Tomb of the Unknown Soldier, and the establishment of a 'Never Forget Garden' at America's Rose Garden in Shreveport, Louisiana.
- 2. Consulting Rosarian Committee**
 - a. The Board approved the Consulting Rosarian Committee's requests for approval of Revisions to Chapter 2 of the Consulting Rosarian Manual to include the addition of electronic devices for taking the exam.
 - b. The Board approved the Consulting Rosarian Committee's requests for approval of Revisions to Chapters 3 and 4 of the Consulting Rosarian Manual subject to the proviso that the photo credits inadvertently omitted be restored in the captions to the photos.
 - c. These changes are effectively immediately and new pages will be available on the website for download. Printed Consulting Rosarian Manuals will include the new material.
- 3. Horticulture Judging Committee**
 - a. The Board approved changes to the *Guidelines & Rules for Judging Roses* to revise Chapter Four 'Disqualification & Penalization' to reflect previous Board action eliminating most reasons for disqualification.
 - b. The Board also approved changes to the *Guidelines & Rules for Judging Roses* to reflect previous Board adoption of a policy that the American Exhibition Name

(AEN) of a rose for rose show purposes shall to the extent practicable be the name under which the rose is available or otherwise generally known in the United States.

- c. These changes are effectively immediately and new pages will be available on the website for download. Printed Guidelines & Rules for Judging Roses will include the new material.

4. Prizes & Awards Committee/Arrangements

- a. The Board approved a schedule for National Arrangement Challenge Class Trophies for years when only one National Convention is held.
- b. The Board approved a request to rename the Oriental & Mini Oriental rosette awards as the East Asian rosette and Miniature East Asian rosette. The inventory of current rosettes will be depleted.
- c. The Board approved details of the Barlow-Shupe East Asian Arrangement Award.
- d. These changes are effectively immediately. The Arrangement Judges Committee is working on a new edition of the *Guidelines for Judging Rose Arrangements*.

5. Rose Photography Committee

- a. The Board approved changes to the *Guidelines & Rules for Rose Photography* to revise Chapter 4 in its entirety to reflect changes to the rules for disqualification and the assignment of American Exhibition Names (AEN).
- b. These changes are effectively immediately and new Program Book will be available on the website for download. Printed *Guidelines & Rules for Rose Photography* will include the new material.

6. Bylaws Committee

- a. The Board approved a number of amendment to the Bylaws that are subject to ratification by the membership at the next Triennial Election:
 - i. The Board approved an amendment to the Bylaws that changes the date of the Triennial Election from the last Friday of July to last Friday of June. Balloting would begin 30 days prior thus shortening the period for balloting.
 - ii. The Board approved an amendment to the Bylaws that changes the description of the National Nominating Committee to reflect the previously approved change in the number of Regional Directors from 10 to 4.
 - iii. The Board approved an amendment to the Bylaws that removes the preference for Regional Directors to have been prior Board members.
 - iv. The Board approved an amendment to the Bylaws to restructure the Tally Committee in light of the procedures adopted for electronic voting.
 - v. The Board approved an amendment to the Bylaws that clarifies that Past Presidents as nonvoting Board members may make and second motions, speak in debate and nominate candidates for election.
- b. The Board referred back to the Bylaws Committee a proposed amendment to the Bylaws that would remove the Executive Director as a non-voting member of the Board.

- c. The Board rejected a proposed amendment to the Bylaws that would give Past Presidents the right to vote at Board meetings.
- d. The Board approved a number of amendment to the Standing Rules that are effective immediately:
 - i. The Board approved the elimination of prior Standing Rule 3 on the number of affirmative votes required for the award of the Gold Honor Medal as inconsistent with the Awards Policy adopted by the Board in 2017.
 - ii. The Board approved the revision of Standing Rule 2 regarding the structure of the Prizes & Awards Committee to reflect the previously approved change in the number of Regional Directors from 10 to 4
 - iii. As a transitional measure the Board approved the structure of the Prizes & Awards Committee following the next triennial election to consist of the five current members whose terms will not have expired plus one member per Region to be appointed by the Regional Director.
 - iv. Following the expiration of the terms of the existing five members whose terms had not expired following the next triennial election, the Prizes & Awards Committee thereafter will consist of two members per Region to be determined by the Regional Director; one of whom can be a self-appointment and other residing in the Region but outside of the Regional Directors District.
 - v. The Board ratified the action of the Executive Committee in the adoption of Standing Rules 6, 9 and 10 pertaining to electronic meetings of the Board of Directors, electronic District Meetings; and the location of American Rose Society stand-alone Board Meetings to be determined by the Executive Committee.

7. Ad Hoc Registration and Classification Committee on Registration

- a. The Board approved the restoration of the historically accepted names of the Eglanteria, Gallica and Kordesii classes and the restoration of the class Rambler (R) to the section Modern Roses.
- b. As a result the American Rose Society approved family tree for the Genus Rosa is amended as follows:
 - i. The class Hybrid Eglanteria (HEg) is replaced by the class Eglanteria (Eg)
 - ii. The class Hybrid Gallica (HGal) is replaced by the class Gallica (Gal)
 - iii. The class Hybrid Kordesii (HKor) is replaced by the class Kordesii (Kor)
 - iv. The class Rambler (R) is restored to the section Modern Roses.
- c. The Board approved the division of the Modern Shrub class into three separate classes as follows:
 - i. English Style (Eng)
 - ii. Ground Cover (Gc)
 - iii. Landscape Shrub (S).
- d. All changes effective immediately and to be noted in all necessary reference books, etc. as well as the Modern Roses database.

8. Trust/Committee Reports

- a. The Board received a report from the Maintenance Endowment Trustees regarding expenditures made to date on the Capital Improvements Project.
- b. The Board received and accepted with thanks, a report from the American Rose Center Committee on it activities and copies of their minutes.
- c. The Board received and accepted with thanks, a report from the Miniature/Miniflora Committee on it activities.
- d. The Board received a report from the National Nominating Committee regarding the upcoming 2021 Triennial Election.

9. Fall Elections

- a. Executive Committee:
 - i. Board Members Debra Bagley & Linda Kimmel were elected to the Executive Committee.
 - ii. Executive Committee members: Term Fall 2020-Fall 2021 are President Bob Martin; Vice President Diane Sommers; Treasurer Jack Page Board Representatives: Debra Bagley & Linda Kimmel. Executive Director serves as non-voting member
- b. Audit Committee:
 - i. Board Member Linda Clark was elected to the Audit Committee.
 - ii. Audit Committee: Chair: Steve Campbell (Term expires Fall 2021); Members: Ann Gibson (Term expires Fall 2022); Linda Clark (Term expires Fall 2023)
- c. Ethics Committee
 - i. Board Members Cindy Dale & Linda Kimmel were elected to the Ethics Committee
 - ii. Ethics Committee: Chair: Lois Ann Helgeson (Term expires Fall 2021); Members: Linda Clark (Term expires Fall 2021); Cindy Dale (Term expires Fall 2023); Linda Kimmel (Term expires Fall 2023); Curtis Aumiller (Term expires Fall 2022); Debra Bagley (Term expires Fall 2022).
- d. ARS Endowment Trust (ARSET):
 - i. Board Member Linda Clark was elected as Trustee of the ARS Endowment Trust
 - ii. ARS Endowment Trustees: Jack Page (BOD); Term expires December 31, 2022; Linda Clark (BOD); Term expires December 31, 2023; Diane Sommers (EC); Term expires December 31, 2021
- e. Educational Trust (EET):
 - i. Vice President Diane Sommers was elected as Trustee of the ARS Educational Trust.
 - ii. ARS Educational Trustees: Ann Gibson (BOD); Term expires December 31, 2022; Diane Sommers (BOD); Term expires December 31, 2023; Chris VanCleave (Membership); Term expires December 31, 2021
- f. Maintenance Endowment Trust (MET):
 - i. Louisiana State Representative Alan Seabaugh was elected as the Caddo Parish Trustee of the ARS Maintenance Endowment Trust.

- ii. ARS Maintenance Endowment Trustees: Bob Martin (EC) Term expires December 31, 2022; Alan Seabaugh (Caddo Parish); Term expires December 31, 2023; Curtis Aumiller (BOD); Term expires December 31, 2021
- g. Research Trust (RET):
 - i. The reappointment of Don Myers as Research Committee Chair was ratified, thereby electing him as a Trustee of the ARS Research Trust
 - ii. ARS Research Trustees: Bruce Monroe (BOD); Term expires December 31, 2022; Don Myers (Research Committee Chair); Term expires December 31, 2023; Allen Owings (Scientist/Researcher); Term expires December 31, 2021

10. Subsequent Meetings

- a. The next Finance/EC & BOD meetings was tentatively set for December 3-4, 2020 in Shreveport LA.
 - i. Finance Committee – Wednesday, December 3, 2020
 - ii. EC/BOD Meeting – Thursday, December 4, 2020
 - iii. Hotel: Residence Inn-Marriott, Bossier City LA
- b. These meetings will be held in conjunction with Christmas in Roseland at America's Rose Garden in Shreveport LA. These meetings will be held in-person as well as online.