

BYLAWS OF THE WEST JERSEY ROSE SOCIETY

Organized 1953

Affiliated with the American Rose Society

ARTICLE I - TITLE

The Society shall be known as the West Jersey Rose Society, a not for profit organization in accordance with Section 501(c) (3) of the Internal Revenue Code of 1986.

ARTICLE II - OBJECTIVE

The objective of this Society is to foster education, selection, growing, propagation and culture of roses, and to promote the development of private and public gardens of all types within the local region, with emphasis on the use of roses within such gardens.

ARTICLE III - MEMBERSHIP

Section 1. There are three classes of membership. All memberships are subject to approval by the Trustees.

- a. Regular - Regular Membership may be accepted upon application and payment of dues and may be for an individual or family. Each member of a family has voting privileges.
- b. Commercial - Commercial Membership may be accepted upon application and payment of the annual dues of a commercial member. A commercial member is any person engaged in the business of growing or selling flowers or plants for profit.
- c. Honorary Life - Honorary Life Membership may be conferred by the Trustees. Honorary Life members shall pay no dues, and shall have full regular membership privileges, including voting and holding office.

Section 2. Yearly membership is from January 1 through December 31. Annual dues paid by new members in October, November and December shall include membership for the following year.

Section 3. Membership in this Society may be terminated by the Trustees for the following reasons:

- a. The failure to pay dues. Any member who shall fail to pay dues by the March meeting of the current year will be suspended from all privileges of membership.

- b. By the acceptance of a voluntary resignation tendered by a member in writing and addressed to the Society.
- c. By a vote of three-fourths of the current Trustees for any act which the Trustees determine to be detrimental to the Society.

Section 4. Any former member may reinstate membership by application and payment of the current years' dues in full. Reinstatement will be subject to approval by the Trustees.

Section 5. Only members in good standing shall be entitled to vote or hold office.

ARTICLE IV- MEETINGS

Section 1. All meetings of the Society shall be held within the confines of Burlington, Camden, or Gloucester County and will be conducted in accordance with Robert's Rules of Order.

Section 2. The regular monthly meeting of the Society shall be held on a day and time designated by the Trustees, except the months of January and July. The purpose of said meeting is to advance the objectives of the Society.

Section 3. The Annual Meeting of the Society shall be held during the regular April meeting.

- a. Notice of each Annual Meeting of the Society or of any Special Meeting shall be mailed to every member at least ten days before such meeting.
- b. A quorum at an Annual Meeting shall consist of those members present at the meeting.
- c. At the Annual Meeting the order of business shall be:
 - 1. The reading of the minutes of the previous Annual Meeting.
 - 2. Reports of Officers, Trustees and such Committees as are instructed to report.
 - 3. Old Business
 - 4. New Business
 - 5. Election of Trustees

Section 4. When requested, a Special Meeting may be called. A Special Meeting of the Society may be called:

- a. By a majority vote of all current Trustees, or
- b. By the President, or
- c. By the President at the written request of thirty percent of the members of this Society.

Such Special Meeting must be called within forty-five days of the request. It must be held on a regular meeting night. The Membership must be notified of the Special Meeting and the purpose of such meeting at least ten days prior to the meeting.

ARTICLE V - TRUSTEES AND OFFICERS

Section 1. The Board of Trustees of this Society shall consist of eight members holding Regular, Commercial or Honorary Life Membership.

- a. The term for each Trustee shall be for two years, unless filling an unexpired term. The terms of four of the eight Trustees shall expire each year.
- b. Trustees shall not serve more than three consecutive two-year terms; this does not include unexpired terms that were filled.
- c. Any former Trustee may be nominated as a Trustee after a lapse of one year from their previous term.
- d. In addition to the eight elected Trustees, the outgoing President shall serve as a Trustee for one year following the expiration of their term as President in order to provide continuity. No Trustee, however, shall have more than one vote.
- e. The President shall appoint a Nominating Committee to fill all vacancies on the Board of Trustees at the end of each term. The Nominating Committee will consist of three members in good standing of which the Chairperson must be a Trustee. No member of the Nominating Committee can be seeking election or reelection for the next term.
- f. Members of the Society may submit nominations in writing to the Nominating Committee at any time prior to the end of the March meeting
- g. The Nominating Committee will present the slate of candidates for Trustee positions to the membership for election at the April Annual Meeting.
- h. Newly elected Trustees shall take office at the first Trustees' Meeting following the April Annual meeting.

Section 2. The Officers of this Society shall be President, First Vice-President, Second Vice-President, Corresponding Secretary, Recording Secretary, Treasurer and Auditor.

- a. All Officers are elected by the Trustees for a term of one year at the Trustees' first meeting following the April Annual Meeting.
- b. Officers of the Society shall assume their duties on July 1 following their election.

Section 3. The President shall not hold the Presidency for more than two successive years. This will not include any unexpired terms that were filled.

Section 4. The President, First Vice-President and Second Vice-President must be Trustees.

Section 5. The Corresponding Secretary, Recording Secretary, Auditor and Treasurer must be members in good standing.

ARTICLE VI - TRUSTEE RESPONSIBILITIES

Section 1. The Trustees shall have the authority to manage all affairs of the Society and to resolve any and all questions relating in any manner to the proper transaction of all business. They shall have entire jurisdiction over all matters pertaining to the care, conduct, control, supervision and management of the Society, subject only to the limitations established in the Bylaws.

Section 2. The Trustees shall authorize the appointment from the membership of such Committees as they may deem necessary, and shall define the duties thereof.

Section 3. The Trustees shall meet for the transaction of business once in each month when there is a regular Society meeting, at a time and place to be fixed by them, and at any other time at the call by the President or by any two Trustees, provided notice shall be given to each Trustee at least two days prior to the time appointed for said meeting.

Section 4. A quorum of the meeting of Trustees shall consist of at least five Trustees. If there is no quorum present at such meeting, the presiding officer shall adjourn the meeting for not less than one day, or more than two weeks.

Section 5. The Trustees may fill any vacancy among the Officers or Trustees for the remainder of the unexpired term by a vote of the majority of those present at a Trustees' meeting.

Section 6. Any Trustee who has been absent without just cause from three consecutive monthly meetings of such Trustees, shall be deemed to have resigned as a member of the Trustees, and the vacancy shall be filled promptly.

Section 7. The Trustees shall have the following specific powers:

- a. To appoint delegates to the different societies or associations of which this Society may be a member, or for the purpose of conferring with any association, society, or club respecting any matter in which this Society may be concerned.
- b. To establish membership dues and dues structure for the Society.
- c. To admit applicants to membership.
- d. To suspend or expel a member for any conduct in violation of these Bylaws or for behavior improper or prejudicial to the interests of the Society.
- e. To prescribe rules for the admission of visitors and guests to the privileges of this Society.
- f. To call Special Meetings of this Society.

- g. To alter and amend these Bylaws and recommend such alterations and amendments to the general membership.
- h. To prescribe additional duties for any of the Officers in addition to those herein set forth.
- i. In the event of dissolution of the Society, to distribute the Society's assets to one or both of the following organizations in accordance with Section 501(c) (3) of the Internal Revenue Code of 1986:
 - 1. Penn-Jersey District, American Rose Society
 - 2. American Rose Society General Fund, Shreveport, LA

ARTICLE VII- OFFICERS' RESPONSIBILITIES

Section 1. President

- a. The President shall preside at all meetings of the Society and the Board of Trustees, and enforce all laws and regulations of the Society, and shall perform such other duties imposed by resolution of the Trustees.
- b. The President is required to serve as an unelected Trustee for one year after the expiration of their term(s) as President.
- c. The President or a designated agent shall sign all written contracts and written obligations of the Society upon approval of the Trustees. The President can authorize and direct routine (i.e. regularly recurring) disbursements in no case exceeding \$350.00 to any one payee. If the Treasurer is absent or disabled, the President shall be authorized to sign the Society's checks, with the approval of the Trustees.
- d. The President shall, under the direction of the Trustees, appoint such committees and chairpersons as the Trustees shall deem necessary for the operation of this Society, in accordance with Article VI, Section 2.
- e. At the Annual Meeting of the Society, the President or a designated agent shall make a full report of the proceedings of the preceding year and recommend such measures as may be deemed advisable.
- f. At each regular meeting of the Society, the President or a designated agent shall report, either verbally or in writing, on the business of the previous Trustees Meeting.
- g. The President shall supply copies of the then current By-Laws to all new Trustees, Officers, and Chairs of Committees.
- h. The President shall appoint a Member to the District Awards Committee. This Member must also be a member of the American Rose Society.

Section 2. First and Second Vice-Presidents

- a. The First Vice-President shall, in the absence of the President, perform the President's duties. In the absence of the President and First Vice-President, the Second Vice-President shall perform the President's duties.

- b. In the event of the resignation or disability of the President, the First Vice-President shall act until the Trustees fill the office; in the event of the resignation or disability of both the President and the First Vice-President, the Second Vice-President shall act until the Trustees fill the offices.
- c. In the event of the absence, resignation or disability of the President, First Vice-President and Second Vice-President, a Chairperson shall be chosen by the remaining Trustees until the vacancies are filled.

Section 3. Recording Secretary

The Recording Secretary shall keep the minutes of the Trustees Meetings and General Membership Meetings including the Annual Meeting. The Recording Secretary shall retain other official reports and documents relating to the Society in such place as shall be designated by the Trustees and shall perform such other duties as may be assigned by the direction of the Trustees.

Section 4. Corresponding Secretary

The Corresponding Secretary shall conduct all of the official correspondence of this Society. The Corresponding Secretary shall keep all necessary documents relating to such correspondence in such place as shall be designated by the Trustees and shall perform such other duties as may be assigned by direction of the Trustees.

Section 5. Treasurer

- a. The Treasurer shall keep account of all rights, credits, monies and effects received by the Society and deposit them in the name of the Society in such depository as shall be designated by the Trustees. The Treasurer shall pay any debts of the Society as indicated below:
 - a. Routine (i.e. regularly recurring) disbursements in no case exceeding \$350.00 to any one payee.
 - b. All disbursements exceeding \$350.00 to any one payee, and all non-routine disbursements shall be made on majority approval by the Trustees.
- b. The Treasurer will maintain the Society on a fiscal year starting January 1 ending December 31.
- c. At each meeting of the Trustees, the Treasurer shall provide a statement of the financial condition of the Society.
- d. At the Annual Meeting of the Society, the Treasurer shall present an annual financial statement of the previous year to the membership.
- e. The Treasurer shall renew Signature Cards on all accounts to add the signature of the new President and remove the signature of the previous President.

Section 6. Auditor

The Auditor shall perform an annual audit of the Treasurer's books at the end of each fiscal year and shall provide a written report of the audit to the Board of Trustees.

Section 7. Membership Chair

The Membership Chair shall maintain a membership name and address list to be available upon request by current Members, and shall provide membership cards with the class of membership to all members in good standing.

ARTICLE VIII- AMENDMENTS AND ALTERATIONS

Amendments and alterations to these Bylaws may be made at the Annual Meeting or at a Special Meeting (Article IV, Section 4) called for this purpose. A Bylaws Committee, appointed by the President and acting under the direction of the Trustees, shall review and recommend changes or corrections to the Bylaws. Input from members of the Society should be submitted in writing to the Chair of the Bylaws Committee.

Proposed amendments and alterations will be submitted in writing by the Bylaws Committee to the Board of Trustees. The Trustees shall review all proposed recommendations of the Committee and, if approved by a majority vote, shall then submit them to the General Membership. Notice of the proposed amendments and alterations shall be provided to all members at least ten days prior to the date of the Annual Meeting or Special Meeting. If ratified by a majority vote at the Annual Meeting or Special Meeting, the amendments and alterations shall take effect immediately.

ARTICLE IX- CORPORATE SEAL

The Corporate Seal of this Society shall be as follows:

Date of Revision: April, 2008