

# **BYLAWS OF THE CONNECTICUT ROSE SOCIETY**

(Affiliated with the American Rose Society)

## **ARTICLE I. OBJECTIVES**

Section 1. THE CONNECTICUT ROSE SOCIETY, (hereafter "Society") is affiliated with the American Rose Society, a not for profit corporation, and is established to educate the public, encouraging rose culture and public exhibitions of roses in accordance with the standards of the American Rose Society.

## **ARTICLE II. MEMBERSHIP**

Section 1. The membership shall consist of persons who seek to broaden their knowledge of rose culture and share that knowledge with others.

Section 2. An application for membership must be accompanied by one year's dues or prorated depending on the date of membership for the first calendar year of membership only. Membership dues in the Society shall be established by the Board of Directors. A single payment of dues shall entitle membership to an individual, or to each individual of a household.

Section 3. Dues shall be payable annually on the first day of September. Non-payment of renewal dues by November 1 shall automatically result in lapse of membership. At the discretion of the Membership Chairperson, attempts can be made to contact the lapsed member.

Section 4. Each member shall be entitled to one vote on all matters brought before the membership of the society.

## **ARTICLE III. OFFICERS AND STANDING COMMITTEES**

Section 1. The officers shall be President, Vice-President, Secretary, and Treasurer.

Section 2. The standing committees shall be Consulting Rosarian, Hospitality, Membership, Newsletter, Nominating, Publicity, Social Media, Rose Show, Web Site, Financial, and Fundraising. Each committee chair may appoint members.

Section 3. The term of office for each officer and chair of a standing committee shall be two years from July 1 of each odd year or until a successor is elected.

Section 4. Except for the office of President, any interim board or officer vacancy shall be filled by the Board of Directors based upon recommendations from the Nominating Committee. The Vice-President shall become President to serve the balance of the unexpired term of the President or until a successor is elected.

Section 5. With the approval of the simple majority of the board, the president may appoint special committees to serve during the presidential term. Special committee expenditures cannot have a negative impact on Society finances without approval of the Board of Directors.

Section 6 All officers, chairpersons and committee members must follow the bylaws.

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## **ARTICLE IV. BOARD OF DIRECTORS AND COMMITTEES**

Section 1. The Board of Directors shall manage the business of the Society. The Board of Directors shall review, approve, and adopt an annual budget for the Society. The President of the Connecticut Rose Society shall be the presiding officer of the Board of Directors.

Section 2. Actions by the Board of Directors require a simple majority vote unless noted in the bylaws. Actions of the Executive Committee require a majority vote.

Section 3. The members of the Board of Directors shall include the President, Vice-President, Secretary, Treasurer, Immediate Past President, and chairs of the standing committees. Plus three at large members elected each even numbered year and three at large members elected each odd numbered year. All Board members will serve two year terms. Terms will start on July 1.

Section 4. The Executive Committee shall include the President, Vice-President, Secretary, and Treasurer. The Executive Committee may approve emergency actions of no more than \$250 total per occurrence. All such actions must be brought to the attention of the full Board of Directors at its' next meeting.

Section 5. Committees can consist of a chairperson only or as many members as required to fulfill the obligations of the committee. The exception being the Financial Committee which must have at least two members.

## **ARTICLE V. DUTIES OF THE OFFICERS**

Section 1. President. The President shall be the Chief Executive Officer of the Connecticut Rose Society, and shall;

- a) Preside at all meetings of the Society and of the Board of Directors, and decide all questions of procedure and order;
- b) Appoint the chairs of the special committees defined in Article III, Section 5.
- c) Call special meetings of the Society when necessary
- d) Call special meetings of the Board of Directors when necessary. Digital acceptable.
- e) Serve ex officio on all committees of the Society.
- f) Sign all documents that, from time to time, require the president's signature.
- g) Ensure that the Bylaws are being followed.
- h) Work closely with the Vice-President to develop programs.
- i) Confer with the Vice-President to determine if a meeting should be canceled and notify Social Media, Website and Membership Chairpersons. 24 hr. notice if possible.
- j) Call for award nominations no later than the end of February.
- k) Obtain or assign the purchase of awards and share award information with the Vice President. Confidentiality will be maintained until the award is presented.
- l) Maintain the Society operating procedures.
- m) Call for Board meetings.
- n) Make recommendations for expenditures from the Memorial Fund.
- o) Perform such other duties as are required by the office.

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## **ARTICLE V. DUTIES OF THE OFFICERS - CONTINUED**

Section 2. Vice-President. The Vice-President shall perform all duties of the President in the absence of the President. In addition, the Vice-President will be responsible for;

- a) Development of programs and events for the Society.
- b) Present the programs to the Board of Directors for approval.
- c) Forward approved programs to the Membership Chairperson for distribution.
- d) Forward approved programs to the other Yankee District societies and the Yankee District newsletter and Web site.
- e) Other duties applicable to the position.

Section 3. Secretary. The Secretary shall keep the minutes of the Society. Minutes shall be taken for all Board of Directors, Annual Meetings and regular meetings and report as required. Minutes are to be kept in a digital format and transferred to the next Secretary upon leaving office. If the Secretary is unable to attend the above meetings the Secretary must arrange for the minutes to be taken. Plus perform such other duties as are required by the office.

Section 4. Treasurer. The Treasurer shall receive and account for all monies of the Society and deposit same in a recognized banking institution. The Treasurer or an alternate-designated by the Board of Directors shall sign all checks drawn against the Society's funds, and present a report of income and expenditures at the Annual and Board of Directors Meetings, and at such other times as requested by the President or the Board of Directors.

- a. The Treasurer shall work with the Financial Committee to develop the annual budget.
- b. The Treasurer shall submit the annual budget for approval by the Board of Directors.
- c. The Treasurer shall submit monthly a current copy of the bank statement to the President and Financial Chairperson. Electronic copies are permitted.
- d. The Treasurer shall complete and file all applicable state and federal tax documents.
- e. The Treasurer shall maintain Society insurance.
- f. The Treasurer shall pay the annual dues to the American Rose Society.
- g. Perform such other duties as are required by the office.

## **ARTICLE VI. MEETINGS**

Section 1. Regular Meetings. Regular meetings of this Society shall be held on the first Sunday of each month, except during the months of December, July, and August, and on such other dates as designated by the Board of Directors. Should a holiday or conflicting event fall on the first weekend of the month, the meeting will be held on a subsequent Sunday of the month. The meeting in June shall be the Annual Meeting

Section 2. Board of Directors Meetings. There shall be at least four Board of Directors meeting each year, the time and place to be designated by the President. Digital meetings are not allowed.

Section 3. A quorum for any meeting of the Board of Directors shall consist of a simple majority (half plus one) of the current Board Members.

Section 4. Annual Meeting. The annual meeting shall take place as part of the regular June meeting and will include the following;

- a) Reading of the minutes from the last annual meeting.
- b) A brief report on membership by the membership chairperson.
- c) A brief financial report by the Treasurer.
- d) Presentation of the new slate of officers and/or board member nominees as presented at the May meeting.
- e) Voting on the nominations.
- f) Presentation of awards at the discretion of the Executive Committee.
- g) Membership comments or questions and answers

## **ARTICLE VII. ELECTION AND VOTING**

Section 1. The Nominating Committee shall file a slate of nominees, including the chairs of all standing committees, at the May meeting.

Section 2. The President and Vice-President may serve for no more than two consecutive terms. After a three year period has elapsed previously serving Presidents and Vice Presidents will be again eligible for President.

Section 3. Election of officers and Board Members shall take place at the Annual Meeting. The simple majority of votes cast shall elect. All members whose dues are paid at the time of the election shall be eligible to vote.

## **ARTICLE VIII. FINANCES**

Section 1. The fiscal year of the Society shall commence on September 1.

Section 2. The budget is the principal financial instrument of the Society. The Treasurer and Finance Committee should plan for both fixed expenditures, expenditures by the various committees, plus allow a line item amount for unforeseen contingencies. The budget must be balanced and each yearly budget starts anew.

Section 3. From time to time there may be funding contingencies arising that would be beneficial to the Society, or a member or members, other organizations or the public. If such an occasion occurs and is not covered by the budgeted funding, additional funding may be approved by a two thirds vote of the Board of Directors and recorded in the minutes. Digital format is acceptable.

Section 4. The Treasurer shall submit the books and records to the Financial Committee for review yearly **or** prior to resignation of office.

Section 5. Members can be reimbursed for Society function expenses. Receipts are required to be submitted to the Treasurer for payment. Digital copies such as pictures of receipts sent via email are acceptable. Claims for reimbursement must be made within 2 months or before the end of the fiscal year, whichever comes first. Expenses over \$100 require approval of the President

Section 6. The purchase of a Society durable asset (\$ 250 or greater value) requires the two thirds approval of the Board of Directors. Digital acceptable. An asset of less than \$250 requires the approval of the President. If purchased with an individuals' funds, reimbursement will be made. Receipts are required to be submitted to the Treasurer for payment. Digital copies such as pictures of receipts sent via email are acceptable. Claims for reimbursement must be made within 2 months or before the end of the fiscal year, whichever comes first.

Section 7. Checks over \$1,000 require the approval of the President. Digital format of approval is acceptable.

Section 8. The President consulting with the Vice President can approve the sale, donation or disposal of Society physical assets valued at \$250 or less. Assets valued at over \$250 requires the approval of a simple majority of the Board of Directors. All funds so generated belong to the Society.

## **ARTICLE IX. BYLAWS AND AMENDMENTS**

Section 1. These Bylaws may be amended, altered, or repealed by the membership of the Society at any meeting by an affirmative vote of a simple majority of the members present, provided that a written notice of such proposed change shall have been sent to each member at least twenty days prior to the meeting at which such change is to be acted upon.

Section 2. The Bylaws must be reviewed every four years to determine relevancy to the current state of the Society. The president shall appoint the review committee chairperson.

Section 3. The Secretary shall provide each new Board member a copy of the current bylaws either paper or digital upon their acceptance of a board position,

Section 4. A copy of the current bylaws either paper or digital shall be available at all meetings and to members upon request.

Section 5. Current revision of the bylaws must be posted to the CRS website

## **ARTICLE X. DISSOLUTION**

Section 1. If it should become necessary to dissolve the Society, after paying or providing for payment of all debts and liabilities, all assets shall become the property of the American Rose Society.

## **ARTICLE XI. REMOVAL OF OFFICERS**

Section 1. Officers may be removed from office by a no confidence vote of the Board of Directors. The vote is to be by secret ballot. Three quarters of the board members must vote to remove.

## **ARTICLE XII. DONATED FUNDS**

Section 1. Monies donated or willed to the Society with contingencies can only be accepted upon approval of the Board of Directors. Such funds previously accepted with contingencies will be grandfathered.

## **ARTICLE XIII SOCIETY OPERATING PROCEDURES**

Section 1. A file of Society operating procedures will be maintained. These procedures can be modified or added to at any time upon request of an officer or committee chairperson and approval of the Board of Directors with a simple majority. These changes do not require membership approval. The President shall maintain the file in digital format.

## **ARTICLE XIV PRIVACY STATEMENT**

The Connecticut Rose Society is organized exclusively for charitable, educational and scientific purposes as defined under Section 501C of the US Internal Revenue Code of 1954 or any amendment thereto. The Society will only collect basic publically obtainable directory information as part of its membership registration. Access to this directory information will be limited. The Society will not keep any information on file beyond directory information. The Society is an affiliate member of the American Rose Society and as such shares directory information on membership as warranted. By providing information to us, you consent to the use of your contact information as described above.

REVISION DATE - Revision - 1/28/2017

BOARD APPROVAL DATE - 1/28/2017

MEMBERSHIP APPROVAL DATE - 3/5/2017

PREVIOUS REVISION DATE - May 6, 2007