

BYLAWS OF SPOKANE ROSE SOCIETY

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

1. The name of the corporation shall be Spokane Rose Society.
2. The permanent address of the corporation representative recognized by the State of Washington shall be located at the residence of the current President of Spokane Rose Society.
3. The principal place of business of this corporation shall be its regular meeting place.

ARTICLE II - PURPOSES OF SOCIETY

- (a) to encourage interest in, and cultivation of the rose;
- (b) to be affiliated with The American Rose Society;
- (c) to spread the love of the rose;
- (d) to promote and contribute to Rose Hill at Manito Park in the City of Spokane; and
- (e) to present an annual rose show for the public, to be held the fourth week in June unless circumstances necessitate a change of date.

ARTICLE III - MEMBERSHIP

1. Any person who is in any way interested in the rose shall be eligible for membership and may become a voting member of this Corporation.
2. The active membership of Spokane Rose Society shall consist of those who have paid their dues as hereinafter provided. The privilege of holding office, serving on committees, making motions, debating, and voting shall be limited to members whose dues have been paid.
3. Dues: The annual membership dues shall be reviewed from time to time by the Board of Directors. Any recommendations for a change shall be submitted to the membership for vote. Affiliate dues to The American Rose Society shall be sent by the Treasurer of Spokane Rose Society to the National Secretary.

ARTICLE IV - DIRECTORS

1. The Board of Directors shall consist of nine (9) directors, which shall include the officers of Spokane Rose Society: President, Vice-President, Secretary, and Treasurer, plus the immediate Past President, and four (4) members at large, each of whom must be a member in good standing in the books of the corporation.

ARTICLE IV - ELECTION OF DIRECTORS

1. The Directors shall be elected by vote of the members. A nominating committee of three (3) members shall be appointed by the President at the August meeting, for the purpose of selecting and submitting a slate of officers and members at large of the Board of Directors to the membership for the annual election at the October annual meeting of the members. Their terms shall be as follows: Officers shall be elected for a term of one year; members at large shall be elected for a term of two years, or until their successors are elected and qualified, provided, **HOWEVER**, at the first annual meeting of the members after incorporation has been completed two (2) members at large shall be elected for two-year terms and two (2) shall be elected for one-year terms respectively.

ARTICLE VI - VACANCIES

1. Vacancies on the Board of Directors shall be filled by vote of the members at the next regular meeting for the unexpired term. Nominations shall be made from the floor and election shall be by ballot when there is more than one candidate.

ARTICLE VII - POWER OF DIRECTORS

The Director shall have the power to:

- (a) call a special meeting of the members when they deem it necessary;
- (b) protect and manage the affairs of the corporation in accordance with the laws of the State of Washington, and with the bylaws of this corporation. Action taken by the Board of Directors shall be presented to the membership for ratification, or recommendations may be presented to the membership for action. The membership as a whole shall be the governing body.
- (c) do any and every act or acts necessary, suitable, convenient, or proper for the carrying out, promotion, or accomplishing of any one or more of all the objects or purposes of the corporation, as provided in Chapter 24.03 of the Revised Code of Washington;
- (d) to control all traveling awards, including retirement of outdated trophies or other changes deemed necessary. Donors of rose show trophies shall consult with the Board of Directors before presentation of such trophies;
- (e) to sign corporate papers. The President and the Secretary shall be the principal Directors for this purpose, but in the absence of one or both of these officers, any two of the current officers may sign.

ARTICLE VIII - MEETINGS OF DIRECTORS

1. The Board of Directors shall meet prior to the October annual meeting of the membership to establish a budget and to make plans for the year. Budget items to be included shall be ARS Dues, Rose Hill, Rose Ramblings, Rose Show, Insurance, and any other expenses deemed necessary.
2. Meetings of the Board of Directors shall be held at least quarterly, and at such other times as deemed necessary.
3. Regular or special meetings of the Board of Directors may be called by the President, at the President's request, or upon the request of any director, in writing, upon three (3) days' written notice to each member of the Board of Directors, which notice may be waived in writing, should an urgent matter occur requiring immediate action by the Board.
4. A majority of the Board of Directors shall constitute a quorum at any meeting.

ARTICLE IX - DUTIES OF DIRECTORS

It shall be the duty of the Directors to:

- (a) keep a complete record book of all their meetings and of committees having any of the authority of the Board of Directors;
- (b) keep the members apprized of the assets and liabilities of the corporation, and generally the condition of its affairs;
- (c) cause the money of the corporation and its other property to be safely kept and conserved;
- (d) supervise all officers, agents, and employees and see that their duties are properly performed, and that the business of the corporation is ably managed; and
- (e) see that a place is reserved for the rose show as far in advance as is practicable.

ARTICLE X - OFFICERS

1. The officers shall be a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected at the October annual meeting as members of the Board of Directors.
2. No officer shall be eligible for more than two (2) consecutive terms in the same office, excepting the Treasurer, whose term of office may be extended by popular vote of the membership. [This article was amended October, 1991]
3. Officers shall assume their duties on the first of December, by which time all books, records, funds, and supplies shall be turned over to them by their predecessors. Officers shall continue in office until their successors are duly elected and qualified.
4. A vacancy occurring in an office shall be filled by vote of the members at the next regular meeting for the unexpired term. Nominations shall be made from the floor and election shall be by ballot when there is more than one candidate.

ARTICLE XI - PRESIDENT

The president shall:

- (a) preside at all meetings of Spokane Rose Society and of the Board of Directors, and shall perform all the duties pertaining to the office;
- (b) appoint all special committees, and shall be an ex-officio member of all committees except the nominating and auditing committees.

ARTICLE XII - VICE-PRESIDENT

The Vice-President shall:

- (a) In the absence of the President, or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of President, and when so acting shall have all the powers and be subject to all the restrictions upon the President, and shall perform such other duties as from time to time may be assigned to the Vice-President by the Board of Directors

ARTICLE XIII - SECRETARY

The Secretary shall:

- (a) keep the minutes of the members and the Board of Directors in one or more books provided for the purpose;
- (b) see that all notices are duly given in accordance with these bylaws or as required by law;
- (c) conduct such correspondence of the corporation as it shall direct;
- (d) be custodian of the corporate records;
- (e) keep in file at all times a complete copy of the bylaws of the corporation containing all amendments thereto, which copy shall always be open to the inspection of any member;
- (f) keep in file at all times a complete record of all members in good standing entitled to vote; and
- (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors.

ARTICLE XIV - TREASURER

The Treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the corporation, except as set forth in Article XIX;
- (b) receive and give receipts for money due and payable to the corporation from any source whatever, and deposit all such moneys in the name of the corporation in such bank or banks as shall be selected in accordance with the provisions of these bylaws;
- (c) make disbursements from the funds of the corporation for bills submitted by committee chairmen or officers in accordance with the budget or as approved by the membership; and
- (d) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors. This shall include presentation of a statement of account at all meetings and whenever else requested by the President, as well as a full, written report for the calendar year to be presented to the Board of Directors at their budget meeting.

ARTICLE XV - MEMBERSHIP CERTIFICATES

1. The Certificate of Membership shall be of such form and device as the Board of Directors may direct, and each certificate shall be signed by the Treasurer and countersigned by the Membership Committee Chairman.

ARTICLE XVI - MEETINGS OF MEMBERS

1. Meetings of the members of this corporation shall be held the second Wednesday of each month, February through November, at 7:30 p.m., and at such place as is established by vote of the membership, except in the case of unforeseen circumstances necessitating an immediate change. In such a case the Board of Directors shall specify a temporary meeting place until such time as the membership may vote on a permanent location.
2. Notice of meeting shall be delivered not less than ten (10) or more than fifty (50) days before the date of these meetings, as required by law, by means of the official newsletter of this corporation.
3. The October regular meeting of the membership shall be designated as the "Annual Meeting." Election of officers shall be held at the Annual Meeting. The proposed budget for the coming year will be presented for the approval of the membership at the Annual Meeting. The Annual Meeting shall also be the time when the Treasurer shall present a detailed accounting of the Investment Fund, including expenditures from the interest from said Investment Fund.
4. A quorum shall be twenty (20) members that are in good standing in attendance at a scheduled business meeting. [This Article was amended March 8, 1989]
5. Special meetings of the members may be called by the President whenever the President may deem it expedient, or when directed to do so by one or more of the Directors, or ten (10) or more of the members, and upon notice thereof given in writing not less than ten (10) nor more than fifty (50) days prior to said special meetings, stating the purpose or purposes of the meeting.
6. At all corporate meetings, each member in good standing who is personally present shall be entitled to one (1), and only one, vote.
7. The rules of parliamentary practice comprised in Robert's Rules of Order Newly Revised, latest edition, shall govern all proceedings of the Society and the Board of Directors, except where inconsistent with these bylaws, and shall be subject to any special rules which have been or may be adopted.

ARTICLE XVII - BOOKS AND PAPERS

1. The books and such papers as may be placed on file by vote of the members or Directors, shall at all times in business hours be subject to inspection by any member of this corporation. Records pertaining to the duties of each officer shall be kept at the residence of that officer.

ARTICLE XVIII - STANDING COMMITTEES

1. Standing committees shall be Investment, Auditing, Consulting Rosarians, Courtesy, Custodian, Editor, Historian, Librarian, Membership, Program, Publicity, Rose Hill, Rose Show, Social Hour, and such other standing and special committees as the Board of Directors may deem necessary to promote the objects and interests of this corporation.
2. Each standing committee and special committee shall consist of a Chairman, appointed by the President, with an Associate Chairman, if found necessary, and as many members as necessary to perform its duties.
3. The term of office of any Standing or Special Committees shall be one year, or until their successors are appointed.

