

# Marin Rose Society Bylaws

## ARTICLE I NAME

The name of this society shall be the ***Marin Rose Society***, an unincorporated nonprofit organized group with a common interest in roses.

## ARTICLE II MISSION

The cultivation and appreciation of roses through education, publication and demonstration.

## ARTICLE III PARLIAMENTARY AUTHORITY

**Section 1. Rules of Conduct:** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the conduct of all business meetings of the Marin Rose Society. To expedite a meeting, the President(s) may revise those rules, but only without objection from the Board of Directors.

**Section 2. Standing Rules:** Standing rules are related to the details of the administration of the Marin Rose Society. Standing rules may be changed by a majority of the Marin Rose Society members present at a General Membership meeting.

## ARTICLE IV - MEMBERSHIPS AND DUES

**Section 1. Powers and Responsibilities:** Each member of the Marin Rose Society in good standing will have a full voting privileges in each General Membership meeting. Each member should abide by these Bylaws and the Standing Rules at all meetings addressing the affairs of the society.

**Section 2. Qualifications:** All interested persons shall be eligible for membership in the Marin Rose Society. Persons residing outside Marin County, and members of other rose societies may apply for membership.

**Section 3. Membership Term and Dues:** Membership shall be on an annual basis. An annual Member is a member who has paid current Marin Rose Society dues as approved by the general membership.

## **ARTICLE V - MEMBERSHIP MEETINGS**

**Section 1. General Membership Meetings:** General Membership meetings will be held on the second Tuesday of each month from January through October. Officers of the Board of Directors will be elected by the General Memberships at the October meeting.

The Harvest Celebration will be held in November, and Officers will be installed at this November meeting. There will be no meeting during the month of December.

**Section 2. Special Membership Meetings:** Special meetings of the Marin Rose Society may be called by the President(s) or a majority of the Board of Directors. A minimum of seven (7) days' notice will be given in advance of special meetings.

**Section 3. Responsibilities and Duties:** The President(s) will provide a brief summary of the society's significant business affairs between General Membership meetings during the monthly meeting. The General Membership shall vote on all rules, and society policies that have been proposed by the Board of Directors.

## **ARTICLE VI - BOARD OF DIRECTORS**

**Section 1. Purpose:** The Board of Directors shall be responsible for the official business of the society between General Membership meetings. The President(s) of the Board of Directors shall report all significant official business to the General Membership at each monthly meeting. The Board of Directors shall fill vacancies that occur among the Officers of the Board of Directors between Annual Meetings. The Board of Directors shall approve all expenditures over \$500.

**Section 2. Meetings:** A Board of Directors meeting shall be held monthly between January and November, at a time, date and place set by the Board. A majority of the members of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors can be called by the President(s) or upon the request of three (3) Directors.

## **ARTICLE VII - OFFICERS AND THEIR DUTIES**

**Section 1. Principal Officers:** The principal officers of the Marin Rose Society are:

President(s)  
First Vice President(s)  
Second Vice President(s)  
Secretary  
Treasurer

The principal officers shall be elected by the General Membership for a term of one year.

In addition to the principal officers, the board shall include four (4) Directors-at-Large. Two of the Directors-at-Large shall be elected every other year for a two-year term, and two will be elected annually for a two-year term. Committee chairpersons, while reporting to the Board of Directors, are not a member of the Board, unless they also hold one of the officer positions presented in Article VII, Section 1.

**Section 2. President(s):** The President or co-President shall preside at all General Membership meetings and the Board of Directors meetings. If there are co-Presidents, both individuals shall have one vote each. The President(s) shall be ex-officio members of all committees, except the Nominating Committee. The President(s) shall appoint the chairperson of all committees necessary to carry out the mission of the Marin Rose Society, subject to approval of the Board of Directors.

**Section 3. First Vice President(s):** The First Vice President(s) shall perform all of the duties of the President(s) in their absence. The First Vice President(s) shall also serve as Program Committee Chair of the society. Both individuals shall have one vote each.

**Section 4. Second Vice President(s):** The Second Vice President(s) shall perform such duties as the President may assign. The Second Vice President(s) shall also serve as monthly Rose Show Committee Chair. Both individuals shall have one vote each.

**Section 5. Secretary:** The Secretary shall keep an official and up-to-date copy of the Bylaws and Standing Rules of the society. The Secretary shall handle correspondence of the society, and shall keep a true record of all its official proceedings. The Secretary's records shall always be available for inspection by any member of the Marin Rose Society. The Secretary shall also provide a copy of the minutes that contain the appointment of the Treasurer by the Board of Directors. This will allow the Treasurer to open and maintain a banking account.

**Section 6. Treasurer:** The Treasurer shall keep an accurate account of all monies received, pay by check all bills incurred by the society and approved by the Board of Directors. The annual audit of the society's books and accounts by the Directors-at-Large shall be accommodated and facilitated by the Treasurer. For legal and account purposes, the fiscal year shall begin January 1 and end on December 31.

**Section 7. Directors-at-Large:** The Directors-at-Large shall perform such duties as assigned by the President(s), and shall serve as trustees of all property of the Marin Rose Society. They shall audit the accounting records of the Treasurer annually.

## **SECTION VIII - PARLIAMENTARIAN**

**Parliamentarian:** A Parliamentarian shall be nominated by the Nominating Committee and approved by the Board of Directors. The Parliamentarian will serve at all Board of Directors and General Membership meetings, and will advise committees upon requests. The Parliamentarian must always act as an unbiased and fair arbiter. Therefore, the Parliamentarian is proscribed from holding any other office and from serving on any standing or *ad hoc* committees.

## **ARTICLE IX - RECORDS**

**Records Custody:** Correspondence, minutes of meeting, Treasurer's reports and financial records are kept for the benefit of the Marin Rose Society, and for efficient business progress of the Society. Such documents and records are not the property of any individual. Each officer is charged with the responsibility of promptly turning over such records to the successor after the November installation meeting. This transfer of records must be made before the January General Membership meeting.

## **ARTICLE X - STANDING COMMITTEES**

### **Section 1. Nominating Committee:**

**Section 1a. Number and Qualifications:** A Nominating Committee shall be elected consisting of five (5) members who have been voting members of the Marin Rose Society for at least one year. The President(s) shall nominate the Chair of the Nominating Committee, and the Chairman will then nominate two (2) members to the committee. The Board of Directors must consent to these nominations. Two candidates shall be nominated from the floor and elected at the March General Membership meeting of the year.

**Section 1b. Duties:** The Nominating Committee will assist the Marin Rose Society by reviewing all current Board of Directors positions, and will recommend changes in Board of Director's composition as they deem necessary. The Nomination Committee shall prepare a slate of nominees for all elective officers of the Society. The slate of nominees shall be published in September and October newsletters to membership, and the election shall be held at the October General Membership meeting. Prior to voting, additional nominations may be made from the floor. The Nominating Committee will advise the President(s) in making appointments for all Committee Chairs.

**Section 1c. Quorum:** Three (3) members of the Nominating Committee shall constitute a quorum at any meeting of the Nominating Committee, and the act or decision of the majority of the members present at meeting, in which a quorum is present, shall be the decision of the Nominating Committee.

**Section 2. Program Committee:** The First Vice President(s) shall act as Chairperson(s).

**Section 3. Rose Show Committee:** The Second Vice President(s) shall act as Chairperson(s) for the monthly rose shows.

**Section 4. Publication Committee:** The Editor(s) shall act as Chairperson(s), and the Publisher shall act a Vice-Chairperson.

**Section 5. Membership Development:** The membership Chairperson shall conform to the directions set by the Standing Rules.

**Section 6. Hospitality Committee:** The Hospitality Chairperson shall conform to the directions set by the Standing Rules.

## **ARTICLE XI - AMENDMENTS TO BYLAWS**

The Bylaws of the Marin Rose Society may be amended by a simple majority vote of the General Membership at the General Membership meeting, at which the Bylaws vote is scheduled. A copy of the Proposed amendments shall be furnished to the General membership thirty (30) calendar days prior to the General Membership meeting, at which changes to the Bylaws are scheduled.

## **ARTICLE XII - DISSOLUTION**

Should the Marin Rose Society, for any reason, be dissolved, title to any property or equipment and such funds as are in the Treasury, shall be passed to the Northern California-Nevada-Hawaii District, or its successor. If the Northern California-Nevada-Hawaii District or a successor no longer exist, the assets and funds will pass to the American Rose Society.

Recommended for Adoption of Board of Directors: February 11, 2020  
Adopted by General Membership vote: March 10, 2020