

Constitution and Bylaws Of The New England Rose Society, Inc.

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Constitution Of The New England Rose Society, Inc.

Article I — Name

This Society shall be known as "The New England Rose Society."

Article II — Object

Section 1. The object of this Society is to study, foster and encourage rose culture in every practical way.

Section 2. The Society is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1954 or any amendment thereto.

Section 3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall attempt to influence legislation or participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not engage in any other activities not permitted by a Corporation organized under Section 501(c)(3) of the United States Internal Revenue Code of 1954 or any amendment thereto.

Article III — Membership

Section 1. The Society shall not discriminate against any individual or group.

Section 2. The membership shall consist of persons interested in the objects of this Society and each member shall be designated as Active Member, Family Member, Youth Member, Life Member or Honorary Member.

Section 3. Any person who has made a valuable contribution toward the development of the Rose, or who has rendered signal service to this Society may be elected to Honorary Membership.

Section 4. Honorary Members shall be elected by the Governing Board and shall be exempt from payment of dues.

Article IV — Officers & Directors

Section 1. The Officers shall be President, Vice-President, Secretary, Treasurer, Immediate Past President, Historian and three (3) Directors-at-Large. Each of these Officers shall be elected to office, except that the President shall automatically and immediately assume the office of Immediate Past President when another person is elected to the office of President.

These Officers and the Chairpersons of Standing Committees shall constitute the Governing Board.

Section 2. The term of office for each Officer, except Directors-at-Large and Immediate Past President shall be one year or until a successor is elected. The term of office for each Director-at-Large shall be three (3) years, so arranged that one (1) Director-at-Large shall be elected to a term each year. No Director-at-Large shall be required to vacate their position prior to the normal expiration date of their term. The Immediate Past President shall remain in office until another person succeeds the current President.

Section 3. In the event a vacancy shall occur in any office during a term, a member shall be elected to fill that office by the Governing Board at a Regular Meeting, except that the Vice-President shall automatically and immediately fill a vacancy in the office of President, and the office of Immediate Past President shall be filled only in accordance with Section 2 above.

Section 4. An Officer may be removed from office by vote of three-fourths (3/4) of the Governing Board and two-thirds plus one (2/3 plus 1) of the voting Members present at a Regular Meeting provided that notice of such proposed removal will have been conveyed by electronic or postal mail to each member in good standing at least thirty (30) days before the Meeting at which the proposed removal is to be voted.

Article V — Meetings

Section 1. Regular Meetings or other activities of the Society shall be held each month, December excluded.

Section 2. The President may call a Special Meeting at any time. A Special Meeting must be called upon the written request of seven (7) Members.

Section 3. There shall be a minimum of four (4) meetings of the Governing Board each year, one of which shall be the November budget meeting. Any member in good standing may attend meetings of the Governing Board, but only members of the Governing Board may vote at these meetings.

Section 4. The November Meeting shall be the Annual Meeting. The election of Officers shall occur at the Annual Meeting.

Article VI — Committees

Section 1. The Standing Committees shall be Program Committee, Membership Committee, Finance Committee, Rose Show Committee, Publicity Committee, Display Garden Committee, and Hospitality Committee. The President shall appoint the chairperson of each Standing Committee.

Section 2. Each committee may have additional Members at the discretion of the Chairman.

Article VII — Bulletin

The New England Rose Society may publish a bulletin (newsletter) that shall be the official publication of the Society and be provided to each member in good standing.

Article VIII — Rules of Order

Robert's Rules of Order Revised shall be the Parliamentary authority of this Society.

Article IX — Amendments

This Constitution may be amended by a two-thirds (2/3) vote of the membership at any Regular or Special meeting, provided the proposed amendment shall have been read at an open meeting, approved by the Governing Board, and a copy of the amendment and of such approval shall have been conveyed to each member by electronic or postal mail at least thirty (30) days before the meeting at which the proposed amendment is to be voted. Any amendment having been so approved shall become effective immediately.

Article X — Dissolution

Upon dissolution of the New England Rose Society, Inc., the Governing Board shall, after paying or making provision for the payment of all liabilities of the Corporation dispose of all of the assets of the Corporation exclusively for charitable, educational or scientific purposes as shall at the time qualify as nonprofit organization or organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1954 or any amendment thereto, as the Governing Board shall determine. Any such assets not so disposed of shall be disposed of by a court having competent jurisdiction where the principal office of the Corporation is located exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes. The principal office of the Corporation shall be located at the discretion of the Treasurer.

By-Laws

Of

The New England Rose Society, Inc.

Article I—Membership

Section 1. Application for admission to membership shall be made to the Membership Committee.

Section 2. The terms Active Member, Life Member and Honorary Member apply to individuals. The term Family Member applies to all persons eighteen (18) years of age or older residing in the same household. No new Life Members will be accepted upon adoption of these bylaws.

Section 3. The term Youth Member applies to a person not more than eighteen (18) years of age as of the start of fiscal year (September 1)

Article II—Dues and Fees, Voting

Section 1. Dues and fees

The annual dues are payable on September 1st of each year for the fiscal year next ensuing.

The annual dues for Active Family and Junior Members shall be set by the membership from time to time to take effect at the beginning of the next fiscal year. Youth membership shall be free.

Section 2. Voting.

Any member must have been a member in good standing for thirty (30) days prior to be entitled to vote. Active Members and Life Members are entitled to vote. Active Family Members are entitled to vote except that no household shall have more than two (2) votes. No individual shall have more than one vote. Honorary Members are entitled to vote if the member was a Life Member or Active Member prior to being elected to Honorary Membership.

Section 3. Delinquency.

Dues must be paid promptly, with no lapse in membership, to remain a member in good standing. Dues are payable on September 1 of each year and shall be delinquent if not paid in sixty (60) days. At that time the Membership Chairman shall convey a notice of delinquency by electronic or postal mail. Any member whose dues are unpaid after ninety (90) days shall be in default and dropped from membership without further notice.

Article III—Meetings

Section 1. Annual Meetings

The President shall submit a report of the year's work and the Treasurer shall submit a financial report at the annual meeting.

Section 2. Quorum

Ten (10) voting Active, Life, and Honorary Members shall constitute a Quorum at an Annual Meeting. Seven (7) voting Active, Life, and Honorary Members shall constitute a Quorum at a Regular Meeting. Five (5) Governing Board Members shall constitute a Quorum of the Governing Board.

Article IV—Officers

Section 1. All Officers shall execute the duties usually expected of officers in similar organizations. All Officers and Committees shall stay within their approved budget. Further, any expenditure greater than two hundred fifty (\$250) by any committee shall require approval in advance by the Governing Board.

Section 2. The President shall conduct all Regular and Special Meetings and the meetings of the Governing Board.

Section 3. The Secretary shall keep accurate records of the meetings, attend to all correspondence of the Society, and distribute the minutes of the prior Governing Board meeting to Governing Board members prior to the next such meeting.

Section 4. The Treasurer shall handle all the monies of the Society and shall pay only those bills that have been authorized and signed by the President or the Officer or Committee Chairperson who incurred them. The Governing Board may authorize a second person to serve as Deputy Treasurer, with authority to access accounts and make disbursements in the absence or incapacity of the Treasurer.*Section 5.* The Immediate Past President shall help to provide continuity of the Society's regular operations and contribute to the workings of the Governing Board as a whole.

Section 6. The Historian shall keep all records of the Society in its permanent charge and make them available to the members. The records shall include a copy of the Secretary's report of all meetings, the

Treasurer's annual report, the reports of all Officers and Committees and a list of members at the end of the fiscal year.

Section 7. The Vice President shall fill a vacancy in the office of President as stipulated in the Constitution and may also serve as chair of any committee.

Section 8. The Officers shall be elected at the Annual Meeting and shall immediately take office.

Section 9. No person and no office shall have more than one vote, regardless of the number of offices a person holds and the number of persons sharing an office.

Article V—Committees

Section 1. The Governing Board shall have general direction of the Society and have the power to transact all ordinary business.

Section 2. Program Committee.

The Program Committee shall schedule the dates and locations of Regular Meetings and provide an interesting and helpful program for every Regular Meeting.

Section 3. Membership Committee.

The Membership Committee shall procure new members and introduce each new member to the Officers and members at the next meeting.

Section 4. Finance Committee.

The Finance Committee shall establish a budget for the year and submit it to the Governing Board prior to the Annual Meeting, shall audit the books and make a report at the November meeting and at other times as requested and may consult with the Treasurer concerning management of endowment funds (*e.g.* The Memorial Fund).

Section 5. Rose Show Committee.

The Rose Show Committee shall have charge of the Rose Shows.

Section 6. Publicity Committee.

The Publicity Committee shall publicize important events of the Society using general and electronic (social) media to the extent possible.

Section 7. Display Garden Committee.

When feasible, the Display Garden Committee shall maintain display gardens the Society may establish for the enjoyment and education of Members and of the public at large.

Section 8. Hospitality Committee.

The Hospitality Committee shall welcome Members and Guests of the Society and may organize the provision of refreshments for meetings and other events.

Section 9. Special Committees.

Special Committees may be established from time to time on an as-needed basis.

For example, a Nominating Committee of up to five members shall be elected from the floor at the Annual Meeting and shall present a slate of officers for the ensuing terms by the following October. Nominations from the floor shall be accepted at the Annual Meeting and nominations shall be closed prior to election at this meeting.

Article VI—Amendments

These By-Laws may be amended by a two-thirds (2/3) vote of the membership present at any Regular or Special Meeting, provided any proposed amendment shall have been read at an open meeting, approved by the Governing Board, and a copy of the amendment and of such approval shall have been conveyed to each member by electronic or postal mail at least thirty (30) days before the meeting at which the proposed amendment is to be voted. Any amendment having been so approved shall become effective immediately.

Article VII—Memorial Fund

Section 1. Be it known that the Memorial Fund was initially established of the bequest of Louise P. Taylor to the amount of the bequest, and that the Louise P. Taylor Fund was renamed to the Memorial Fund to accommodate similar bequests.

Section 2. In the absence of a specific designation for the use of a bequest, any future bequest shall be placed wholly in the Memorial Fund. The Memorial Fund shall be maintained in an account or accounts separate from all other funds.

Section 3. The original principal of any and all bequests in the Memorial Fund may not be drawn upon without consent of the Governing Board and two-thirds (2/3) of voting members at a Regular or Special Meeting, provided that notice of such proposed withdrawal will have been conveyed to each member in good standing by electronic or postal mail at least thirty (30) days before the meeting at which the proposed withdrawal is to be voted.

Section 4. Any income generated by the Memorial Fund (interest, dividends, capital gain distributions, increases in asset value) may be realized and transferred to the General Fund

Section 5. Authorization for withdrawal of any funds from the Memorial Fund, whether from income or principal, must be approved by any three of the following: President, Vice President, Treasurer, Chairperson of the Auditing and Finance Committee.

Article VIII—Order of Business

The following shall be the Order of Business for Regular and Special Meetings of the Society:

1. President calls the Meeting to order.
2. Minutes of the previous Meeting are read.
3. The Treasurer's report is read.
4. New Members are admitted and introduced from the floor.
5. Committee reports are read.
6. Unfinished business is resumed.
7. New business is introduced.
8. The business Meeting is adjourned.
9. The program commences.

I hereby certify that the foregoing is a true copy of the Constitution and By-Laws of the New England Rose Society as originally adopted January 24, 1964, revised November 19, 1977, September 21,

1991, May 16, 2015 and further revised May 18, 2024..

Signed, *Valentina Nardini*

Proposed changes, May 18, 2024.

Valentina Nardini, Secretary

Quick Reference Chart

This reference chart is NOT a part of the text of The Society's Constitution or By-Laws. It is provided for convenience only.

Officers Elected Every Year:	President Vice President Secretary Treasurer Historian Immediate Past President (not elected) Total of 6 Officers	
Directors Elected Every Year:	One (1) Director (for a three-year term) Total of 3 Directors	
Standing Committees: (Appointed)	Program Committee Finance Committee Publicity Committee Display Garden Committee	Membership Committee Rose Show Committee Hospitality Committee
Other Appointments	Deputy Treasurer	Consulting Rosarian Coordinator
Governing Board:	6 Officers 3 Directors-at-large 7 Standing Committee Chairpersons Total of 16 Members of the Governing Board	