

6-D-4 AGENDA

AMERICAN ROSE SOCIETY BOARD RECOMMENDATION FORM

Notify ARS-HQ (carol@ars-hq.org) to place agenda items to be submitted by **February 8, 2013** (Placeholder)
Final **written** recommendations to be received at ARS Headquarters for the next Board meeting by **February 25, 2013**.
Treasurer sign off must be done by **February 25, 2013**

Report (Consent Calendar) _____ Action Requested (Consent Calendar) X Action Requested _____

From (Officer/Board Name): Karen J. Prevatt
District/Region/Office: Deep South District Director
Date: 2/12/2013 Daytime Phone: _____

At issue: ByLaw Amendment

Background: AS WE MAY NO LONGER HAVE ANNUAL CONVENTIONS
WE WANT TO MOVE OUR BUSINESS MEETINGS TO MIDWINTER
MEETINGS WHICH WE CAN CONTINUE TO HAVE WITHOUT
Action Requested: Please state the motion as you wish it to be approved. host society

Position Pro: Move to approve by Laws amendment as presented
Approved by District Council meeting

Position Con: None

Financial Impact (must be approved by ARS Treasurer prior to submission to the Board by August 24)

Approved by ARS Treasurer _____

Treasurer signature
I approve changes in bylaws of the Deep South District
Jack Kiley, Treasurer

Attachments: if any note here

ByLaws Amendment ATTACHED

Submit a recommendation form for each item to be considered by the Board

**BYLAWS
OF THE DEEP SOUTH DISTRICT
OF THE AMERICAN ROSE SOCIETY**

Approved by the ARS Board of Directors, January 12, 2007

ARTICLE I - NAME AND ORGANIZATION

- Section 1. The name of this organization shall be the "Deep South District" (DSD) of the American Rose Society (ARS).
- Section 2. The DSD shall be a division of the ARS, a corporation organized under the laws of the State of Louisiana on July 1, 1975. In case of conflict between these Bylaws and the ARS Bylaws, the ARS Bylaws govern. Funds and assets of the District are the property of the ARS. ARS has been qualified as an organization exempt from federal income tax under the United States Internal Revenue Code of 1986 (IRC), Section 501 (c) (3), (Revised October 2004.) and is operated exclusively for educational and charitable purposes. As a division of ARS, the DSD is qualified as an organization exempt from federal income tax and nothing in these Bylaws shall be construed in a manner that is inconsistent with the above-cited Internal Revenue Code.
- Section 3. In the event of dissolution assets and funds of the (DSD) shall be transferred to the ARS as directed by the Board of Directors of the ARS, provided, however, that all such assets and funds shall remain the property of the ARS, or a division, or an incorporated charitable affiliate thereof.
- Section 4. The operations of the DSD shall be governed pursuant to the provisions contained in these Bylaws.

ARTICLE II - OBJECTIVES

- Section 1. The primary objective of the DSD is as stated in the Articles of Incorporation of the ARS; the encouragement of agriculture and horticulture and the increase of general interest in the cultivation and improvement of standards of excellence of the rose for all people.
- Section 2. The secondary objective of the DSD shall be sponsorship of an annual district membership meeting, sponsorship of an Annual District Rose Show, encouragement of membership in the ARS, and formation of new rose societies affiliated with the ARS and the DSD.

ARTICLE III - MEMBERSHIP

- Section 1. The membership shall consist of all members of the ARS residing within the geographical boundaries (the States of Alabama, Florida and Georgia) of the DSD as prescribed by the Board of Directors of the ARS.
- Section 2. Only DSD members who are also members of ARS in good standing shall have voting privileges in DSD elections or Council Meetings and only such members shall serve as DSD Officers or on DSD Committees.

ARTICLE IV – OFFICERS

- Section 1. The elected officers of the DSD shall be:

The District Director elected triennially under balloting administered by the ARS National Headquarters in accordance with ARS Bylaws, Article XVI. The term of office of the District Director shall be those terms established by the ARS Bylaws. The District Director is an elected official of the ARS and is subject to the Bylaws of that organization. A nominee for District Director must be an ARS member residing in the District and must have served in the past as District Director, Vice-Director, Treasurer, Secretary, DSD Member of the National Nominating Committee, President of a local ARS affiliated society, Chair of a DSD Committee or Chair of a

National, District or local Society Rose Show.

The Vice-Director, DSD Member of the ARS National Nominating Committee, Treasurer and Secretary elected triennially by the District Council according to the DSD Bylaws. Terms of these officers shall run concurrent with the term of the District Director. The Vice-Director, Secretary and Treasurer shall be eligible to succeed themselves for only one additional three-year term. The term of the DSD Member of the National Nominating Committee shall be those terms established by the ARS Bylaws. Candidates for these offices shall be nominated by a DSD Nominating Committee appointed by the District Director. These officers shall be elected at the District Council Meeting that immediately follows the ARS Triennial Election of the District Director. All DSD officers shall assume their duties of office at the conclusion of this DSD Council Meeting.

ARTICLE V - MANAGEMENT

- Section 1. The Chief Executive Officer of the district shall be the District Director. The District Director shall perform duties specified in the ARS Bylaws and shall attend at least one ARS National Convention per year.
- Section 2. The management of the affairs of the DSD shall be directed by a Board of Directors of the district, which shall consist of the District Director, Vice-Director, Secretary, Treasurer, and the District Member of the National Nominating Committee. The District Director shall be Chair of the Board. The Board of Directors shall have the authority to supervise and direct the affairs of the District and shall have the authority to formulate fiscal year (January 1st through December 31st) budgets for the necessary expenditures of the District. It may adopt rules and procedures for the conduct of business as it deems advisable but not in conflict with these Bylaws or the ARS Bylaws.
- Section 3. There shall be a District Council, which shall consist of one delegate (and an alternate) duly appointed or elected by each local society within the DSD. The name of the delegate (and the alternate) shall be registered with the District Secretary by the society president, or a member of its board of director's 30 days prior to the annual Convention. Local societies shall be responsible for replacing delegates (and alternates) who cannot serve as a delegate for any reason. ~~The District Council shall meet at the annual District Convention and Rose Show.~~ **The District Council shall meet at the Mid-Winter Conference unless no Mid-Winter Conference is held due to unavailability of either a local society or a team created from multiple societies to sponsor and operate the event. In such case, the meeting will be held at the following Fall Convention. If neither a Mid-Winter Meeting nor a Fall convention can be scheduled, then a Business Meeting Package shall be prepared by the Board of Directors and sent to delegates a minimum of 30 days prior to October 1st of the year. In the period between October 1st and October 31st delegates may comment on the questions by e-Mailing all delegates their inputs. On November 1st each delegate shall then send (by e-Mail) the local societies votes on the questions to be sent to the District Director. The District Director will present the results in the next issue of the DSD Bulletin.** A quorum shall consist of a majority of the delegates of the local societies within the DSD. Each society shall have one vote in the District Council. The District Council shall make advisory recommendations to the District Board of Directors. The District Director shall preside over all meetings of the District Council.
- Section 4. The Board of Directors shall meet immediately after each annual District Council meeting and may have additional meetings in person, by conference telephone call, telecommunications or writing. A quorum shall consist of a majority of the Board of Directors.

Section 5. The DSD Secretary shall keep records of all meetings of the Board of Directors and the District Council, including a record of all votes. The Secretary shall notify ARS of the names and addresses of newly elected district officials. The Secretary shall maintain records of the names and addresses of all officers of each society within the DSD.

Section 6. The District Treasurer shall maintain a General Fund bank account in the name of the American Rose Society, Deep South District. All funds received shall be deposited directly into that account. All checks and orders for the payment of General Fund monies shall be signed by any two of the following: District Director, Vice-Director and Treasurer. All expenditures other than those for payment of the District Bulletin expenses shall be made pursuant to a budget approved by the Board of Directors. Fund records shall be maintained in accordance with generally accepted accounting standards. The District Treasurer shall provide to the Treasurer of the ARS such financial information as may be requested. The District Treasurer shall also provide the District Board of Directors, the District Council and the District Audit Committee such financial information as may be requested.

Section 7. "Robert's Rules of Order, Revised", shall govern the DSD in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE VI - COMMITTEES AND CHAIRS

Section 1. All District committee Chairs and members shall be appointed by the District Director except for the District Awards Committee. Committee members shall serve for one three-year term to run concurrently with the term of the District Director. They shall be eligible to succeed themselves for only one consecutive, additional three-year term if reappointed.

Section 2. There shall be a standing Awards Committee that shall consist of the duly elected District Member of the National Nominating Committee, plus one ARS member representative elected or appointed by each affiliated society in the district. All members of the committee shall serve for a term of approximately three years, corresponding with the term of office of the District Member of the National Nominating Committee. The Awards Committee shall carry out such functions as are specified by the Bylaws of the ARS and DSD. The Committee shall solicit nominations and select the recipient of the District Silver Honor Medal by Committee vote.

Section 3. The District Director shall appoint a District Chair of Consulting Rosarians (CRs) who shall be responsible for administration of a Consulting Rosarians' program for the DSD. The Chair shall be a Consulting Rosarian. The Chair shall be responsible for screening and proposing candidates as CRs, for establishing a CR coordinator program in each local society, for maintaining an up to date list of CRs in the DSD, for organizing CR seminars and for carrying out such other tasks relating to CRs as may be directed by the District Director. The Chair shall perform all the duties specified in the American Rose Society "Consulting Rosarian Manual".

Section 4. The District Director shall appoint a District Chair of Horticulture Judges who shall be responsible for administration of a program for the continuing education of Horticulture Judges within the DSD. The Chair shall be an accredited Horticulture Judge. The Chair will accomplish other duties outlined in the American Rose Society "Guidelines for Judging Roses".

Section 5. The District Director shall appoint a District Chair of Rose Arrangements Judges who shall be responsible for administration of a program for the continuing education of Rose Arrangements Judges within the DSD. The Chair shall be an accredited Arrangement Judge. The Chair will accomplish other duties outlined in the American Rose Society "Guidelines for Judging Rose Arrangements".

Section 6. The District Director shall appoint a District Nominating Committee which shall be responsible for nominating at least one candidate for each elective district office, other than that of District Director. Nominations for elected offices may also be made by delegates from the floor at the District Council Meeting. The Nominating Committee shall also assist the District Director in selecting candidates for appointment to district committees. The terms of appointment of all committee members shall coincide with the term of the District Director.

Section 7. The District Director may appoint such additional chairs or committees as may be necessary or appropriate to carry out the objectives of the district.

ARTICLE VII – VACANCIES

In the event of death, incapacitation or resignation of an elected officer or an appointed committee member of the DSD, vacancies shall be filled as follows:

Section 1. District Director

The Vice-Director shall immediately fill the office of the District Director for the remainder of the uncompleted term of the District Director as an Interim District Director. The successor is eligible to serve two full terms after serving out the unexpired term of his or her predecessor, if elected in the next ARS triennial election. (Reference: ARS Bylaws, ARTICLE XVII, VACANCIES, Section 4) In the event of the death, incapacitation or resignation of the Interim District Director, the DSD Member of the National Nominating Committee shall be the Interim Director and complete the remainder of the term of the District Director.

Section 2. District Vice-Director, DSD Member of the National Nominating Committee, Treasurer and Secretary

The Board of Directors shall appoint a replacement to complete the remainder of the term of the vacated office and may ask the Nominating Committee for nominees. If it is necessary to appoint the District Vice-Director, the Treasurer or the Secretary, the successor is eligible to serve two full terms after serving out the unexpired term of his or her predecessor. If it is necessary to appoint a DSD Member of the National Nominating Committee, the successor is eligible to serve two full terms after serving out the unexpired term of his or her predecessor. (Reference: ARS Bylaws, ARTICLE XVII, VACANCIES, Section 4)

Section 3. Committee Members and other Appointees.

The District Director shall appoint a replacement to complete the remainder of the term of the vacated office.

ARTICLE VIII – FUNDS

Section 1. The District Director shall ask each ARS local society in the DSD to make an annual voluntary contribution to the General Fund to help meet expenses of the DSD. The Board of Directors shall determine the amount to be requested from the local societies.

Section 2. Each host society(s) of a DSD function, such as a DSD District Convention and Rose Show and the DSD Mid-winter Meeting, shall remit 35 percent of the net profit and accounting records of the function to the DSD Treasurer within 30 days following the function. In case of a loss, the host society(s) shall be fully responsible.

Section 3. All DSD Committees that manage any DSD educational, recreational or fund raising function, where fees are charged or any monetary collections made, shall remit the net profit and accounting records of the activity to the DSD Treasurer within 30 days after the last day of the function.

ARTICLE IX – MEETINGS

Section 1. There shall be at least one (1) annual District Convention and Rose Show **assuming a host society**

commits to the event, if no host society is available the meetings will proceed as described in Article V Section 3.

The annual District Convention and Rose Show shall be held at the time of year set by the host society with the approval of the District Director. Notice shall be published in the DSD Bulletin at least 45 days before the date of the District Convention and Rose Show.

Section 2. The District Council shall meet in open session ~~during the annual District Convention~~ **or as described in Article V Section 3.**

ARTICLE X- AMENDMENTS TO BYLAWS

Section 1. These Bylaws may be amended by a two-thirds vote of the District Council delegates present and voting at an annual meeting of the District Council, provided that notice of the proposed amendment is duly given. Notice of a proposed amendment shall be given not less than thirty days nor more than one hundred and eighty days prior to the meeting by publication in the DSD Bulletin or distributed to each member society in the DSD.

Section 2. These Bylaws, and any future amendments, shall not become effective until approved by the Board of Directors of the American Rose Society.

2006 Revision

APPROVED BY DISTRICT COUNCIL November 4, 2006, Jacksonville, FL

District Bylaw Committee:

Forrest D. Hale, Sr, Chair, Karen Prevatt, Jim Harrell,
Oline Reynolds, District Director

APPROVED BY ARS BOARD OF DIRECTORS January 12, 2007

2013 Revision

Approved by District Council January 19, 2013

District Bylaw Committee: Karen Prevatt, Philip Paul, Linda Schuppener, Ed Easom

APPROVED BY ARS BOARD OF DIRECTORS _____

Note: Red type indicates replacement language.