

BYLAWS OF THE OLYMPIA ROSE SOCIETY

ARTICLE I General Provisions

Section 1. This Society shall be known as THE OLYMPIA ROSE SOCIETY, and it shall operate as an Affiliated Club of the American Rose Society and observe that organization's requirements for such affiliation.

Section 2. The objects of the Society are to study, foster, and encourage the culture of the rose in every practical way; to promote interest in the cultivation and improvement of the standard of excellence of the rose for all people; and to exhibit roses properly conditioned and of the highest quality possible.

Section 3. This Society shall not operate in any manner resulting in pecuniary profit or gain to its members.

Section 4. This Society may become a member of other organizations having similar purposes. The Society's president shall designate one of the Society's members to represent it at meetings of such organizations.

ARTICLE II Membership

Section 1. All persons interested in roses shall be eligible to apply for membership in the Society.

Section 2. There shall be five classes of membership to be known as Regular, Associate, Life, Honorary, and Junior.

Section 3. Regular members are those who pay dues on an annual basis.

Section 4. Associate members include anyone living in the same household as a Regular member and who pays dues on an annual basis.

Section 5. A person may be elected as an Honorary member by a two-thirds vote of the membership at any meeting. Such election shall specify whether the membership is for one year or for life. Honorary memberships may be granted in appreciation for services rendered to the Society.

Section 6. Persons of the age of 15 years or younger may become Junior members.¹

Section 7. Application for membership shall be submitted to the Secretary. The Board of Directors may revoke a membership for just cause.

Section 8. Members who fail to renew their membership 90 days after renewal is due shall be considered as having resigned their membership and their names shall be stricken from the roll maintained by the Secretary. (Amended May 2007.)

Section 9. Members who move to another community may be recommended to any rose society or garden club near their new residence if they so desire.

Section 10. Each Regular, Associate, Life, Honorary, or Junior member shall be entitled to one vote in all matters brought before the Society at regular meetings thereof.

ARTICLE III Officers

Section 1. The officers of the Society shall be President, First Vice President, Second Vice President, Secretary, and Treasurer.

Section 2. One person may hold both offices of Secretary and Treasurer.

Section 3. Officers shall be eligible to succeed themselves in office, but may not serve a third term in the same office until at least one year shall have elapsed, unless it would leave a vacancy for that office. (Amended May 2007.)

ARTICLE IV Duties of Officers

Section 1. The President shall preside at all meetings of the Society and the Board of Directors. He or she may call special meetings of the Society and of the Board, shall keep informed of the work of the Society, shall make such reports to the Society and the Board as deemed appropriate or as the Society or Board may request, and shall appoint the chairpersons of all committees except as otherwise provided herein (Amended May 2007.)

Section 2. The First Vice President shall perform the duties of the President in his or her absence and shall plan the programs for the scheduled meetings of the Society.

Section 3. The Second Vice President shall perform the duties of the President if the First Vice President is unable or unwilling to act as President in the President's absence, and shall perform the duties of the First Vice President in the absence of the First Vice President. He

¹ Article II, Section 7 was amended by action of the Board taken April 4, 1986.

or she shall be the chair for the Society's Annual Rose Show and will form the necessary committee to plan and conduct the show.

Section 4. The Secretary shall make a true record of all business transacted at meetings of the Society and of the Board, including a record of votes cast, and shall submit such records to the members as requested by the President. He or she shall receive and record memberships, shall account to the Treasurer for all monies received upon such memberships, shall maintain a record of the mailing address for members, shall give notice of meetings when formal notice is required, shall maintain necessary contacts with the American Rose Society relative to fiscal and membership matters, and under the direction of the Board shall conduct the general business of the Society. The Secretary shall relay new members' addresses and members' dues renewals to the Editor of the Clippings. (Amended May 2007.)

Section 5. The Treasurer shall receive and account for all monies of the Society, shall pay all due and proper obligations, and shall keep funds of the Society in such checking and savings accounts as the Board may direct. The Treasurer or other Board Officers on record with the Bank may sign drafts on or withdrawals from the Society's bank accounts. The Treasurer shall relay new member information and member dues information he or she receives to the Secretary. (Amended May 2007.)

Section 6. "The Newsletter Editor shall be responsible for the timely and accurate publishing of The Clippings, the Society's monthly newsletter to all members; shall accept for publication all meeting minutes, treasurer's statements and notices or announcements pertaining to Society events or news. He or she shall maintain historical copies of past Clippings Issues up to one year, and work with the Publisher (when applicable) to ensure each monthly issue is mailed in a timely fashion for advance notice of the regular meetings. (Amended Feb. 2004.)

ARTICLE V Board of Directors

Section 1. The management of the Society shall be vested in a Board of Directors which shall consist of the Officers named in Article III, the immediate Past President, and at least two Members-at-Large. (Amended May 2007.)

Section 2. The Officers and Members-at-Large shall be elected as provided in Article VII.

Section 3. The President shall act as Chairman of the Board at its meetings.

ARTICLE VI Duties of the Board

Section 1. The Board of Directors shall have jurisdiction over the policies and general business of the Society and shall coordinate the Society's affairs with those of the American Rose Society. All actions of the Board are subject to ratifications by the membership at

regular meetings. Changes of policy approved by the Board shall be submitted to the membership at a regular meeting for adoption by a majority of the members.

Section 2. The President shall report on the meetings of the Board to the members. The minutes of the Board meetings will be available to members upon request and may be read by the Secretary at the membership meeting that follows the Board meeting.

ARTICLE VII Elections and Vacancies

Section 1. The Officers and Members-at-Large shall be elected by the members of the Society from a slate of candidates submitted by a Nominating Committee.

Section 2. The Nominating Committee shall be formed at the May meeting of the Society and shall consist of a Chairman named by the President and the two immediate Past Presidents.

Section 3. The Nominating Committee shall present a slate of candidates at the September meeting. Nominations from the floor will be in order at this time.

Section 4. The members shall vote for the candidates at the October meeting by written or oral ballot or, when deemed appropriate by the President, by motion presented to the members.

Section 5. Officers and Members-at-Large shall be installed at the November meeting and shall hold office from January 1st through December 31st of the ensuing year.

Section 6. In the case of any vacancy in the Board of Directors or of the Officers, the remainder of the Board shall have the power to fill such vacancy for the unexpired term.

ARTICLE VIII Meetings

Section 1. The Board shall meet at least once each year and within three months of the election of the Board members. Meetings may be held upon the call of the President or of a majority of the members of the Board.

Section 2. Notice of meetings called by the President may be given informally as deemed appropriate, but any meeting called by the members of the Board shall be held only after written notice has been filed with the Secretary, which notice shall be signed by a majority of the members of the Board, and shall specify the date, time, and place of such meeting. The Secretary shall serve such notice on all members of the Board.

Section 3. Meetings of the members of the Society shall be held at such times and places as the Board designates, subject to ratification by members by majority vote. Ordinarily, meetings will be held at 7:00 p.m. on the second Friday of February, March, April, May,

June, September, October, and November. Additional meetings, such as summer garden tours may be scheduled. (Amended May 2007.)

Section 4. The November meeting will customarily be a dinner meeting; the only business conducted will ordinarily be installation of officers as provided in Article VII, Section 5.

Section 5. Notice of meetings of the members shall be sent in writing to each member at the address shown on the Secretary's records. The Society's newsletter will usually be the means of giving notice of meetings to members.

ARTICLE IX

Quorum

Section 1. A quorum for transaction of business at any meeting of the members shall consist of a majority of members present.

Section 2. A quorum for transaction of business at any meeting of the Board of Directors shall consist of a majority of members present.

ARTICLE X

Committees

Section 1. The Society shall have the following committees: Hospitality, Historian, Membership, Centennial Garden Foundation, Publicity, and Nominating. Other committees may be formed from time to time as deemed appropriate by the President or the Board. (Amended Feb. 2004.)

Section 2. The President shall appoint the chairmen of the Society's committees, and the respective chairmen may appoint members as they deem appropriate. The Nominating Committee shall be constituted under the provisions of Article VII, Section 2.

Section 3. The Second Vice President may appoint committees to assist with the planning and conducting of the Society's Annual Rose Show.

Section 4. The terms of all committees shall expire on December 31st if not otherwise specified at the time of appointment.

ARTICLE XI

Dues

Section 1. Dues for the various classes of membership names in Article II shall be established by the Board of Directors and recorded in the minutes of the Board meeting.

Section 2. Dues are payable as of January 1st and not later than March 31st of each year, or the third year of a 3-year membership. (Amended May 2007.)

Section 3. Dues for new members are payable when billed by the Treasurer, and payment of dues after June 30th shall also cover membership for the full year following.

Section 4. Receipt of dues may be evidenced by issuance of the appropriate membership card assigned by the Secretary.

Section 5. The Board may recommend waiving of dues under appropriate circumstances.

ARTICLE XII Newsletter

Section 1. The Society shall publish an informative and educational newsletter to be known as "The Clippings," and it shall be mailed to all members. (Amended May 2007.) (Amended Feb. 2004.)

Section 2. "The Clippings" may contain whatever matters the editor and the Board deem appropriate, but one of its primary purposes shall be to provide notice of meetings to members. (Amended May 2007.)

ARTICLE XIII Shows and Exhibits

Section 1. The Society shall hold an Annual Rose Show the date of which shall be coordinated as closely as possible with the interests and commitments of available judges, consulting rosarians, and other rose societies.

Section 2. Informal competition such as a Novice Show may be held as decided by the membership. Members are encouraged to exhibit roses at such shows but shall not be eligible to enter the competition.

Section 3. An informal show may be held at the regular September meeting. The award shall be a Fall Show Trophy to be held by the winner until the next September show. (Amended May 2007.)

Section 4. All shows shall be open to the public; eligibility to enter shows shall not be based on membership in this or any other society or club.

Section 5. The Committee for the Annual Rose Show may establish separate classes open only to novices or to members of this or another rose society. Eligibility for District or National awards may be established by the committee for the Annual Rose Show.

ARTICLE XIV Centennial Garden Foundation

Section 1. The Centennial Garden Foundation ("CGF") is established as a permanent standing committee of the Olympia Rose Society. The goals of the CGF are to: (1) promote

the Centennial Rose Garden and act on its behalf, (2) raise funds for garden maintenance and improvement, and (3) manage the financial and custodial needs of the Centennial Rose Garden.

Section 2. The CGF will be governed by a Board of Directors consisting of nine members of the Olympia Rose Society. In January of each year the Olympia Rose Society President will appoint three new members of the Board. Pending approval by a majority of the Board, these members will replace the three members who have at that time served the longest terms. The maximum term of Board service will be three consecutive years.

Section 3. Officers of the CGF will be a President and a Secretary-Treasurer. Each will serve for one year. To be eligible to serve as President, a member must have served the previous year as Secretary-Treasurer and one prior year as a member of the Board. At the end of each year, the Board will elect a new Secretary-Treasurer.

Section 4. Duties of the President will be to preside over all Board meetings and to keep informed of all work of the Foundation. He or she shall make such reports to the Society as deemed appropriate or as the Society shall request. The President will ensure that all garden maintenance activities are performed in a proper and timely manner. The President may sign checks in the absence, unwillingness, or inability of the Secretary-Treasurer.

Section 5. Duties of the Secretary-Treasurer will be to keep records of all business transacted at Board meetings, maintain a record of all active Board members, receive and account for all moneys of the Foundation, pay all due and proper obligations, and report to the Board on its financial condition whenever deemed appropriate. He or she will preside over Board meetings in the President's absence.

Section 6. All moneys of the Foundation will be kept in an account called the Centennial Garden Fund. It will be maintained separate and apart from funds held by the Society.

ARTICLE XV Parliamentary Authority

Section 1. Meetings held under these Bylaws shall be conducted at the discretion of the President.

Section 2. "Robert's Rules of Order, Revised" shall be regarded as advisory to the conduct of meetings. Generally, the following order of business will pertain:

1. Call to order
2. Reading and disposition of minutes
3. Treasurer's report
4. Admission of new members
5. Reports of officers
6. Reports of the Board
7. Reports of standing committees

8. Unfinished business
9. Reading of communications
10. New business
11. Adjournment
12. Program

ARTICLE XVI

Bylaws

Section 1. Bylaws, including amendments thereto, for this Society shall first be approved by a majority of the Board of Directors at a meeting called for the purpose of adopting or amending Bylaws. Thereafter, approval by a majority of the members present at a meeting held pursuant to the provisions of Article XV, Section 2, shall be required for Bylaws or amendments thereto to be effective.

Section 2. Notice of intent to adopt or amend Bylaws shall be given to the membership in writing, normally by means of the newsletter. The newsletter announcing such intent shall contain the proposed Bylaws or amendments unless the members have previously been informed of such proposal at a regular membership meeting.

Section 3. The official copy of the Society's Bylaws shall be signed by the Board of Directors and shall be included in the records maintained by the Secretary.

Section 4. The Bylaws and any copy thereof shall contain the dates of the meetings of the Board and of the membership at which they were approved.

Section 5. The Secretary shall give each new member a copy of the current Bylaws.

ARTICLE XVII

Dissolution

Section 1. This Society may be dissolved upon recommendation of the Board of Directors to the membership in writing mailed to all members 60 days in advance of a meeting called to vote upon such recommendation.

Section 2. The Society shall be dissolved upon an affirmative vote of a majority of members present at the meeting called pursuant to Section 1 above.

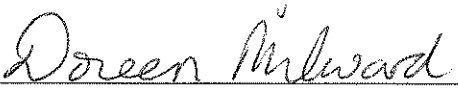
Section 3. Upon dissolution, the outstanding balance in the treasury shall be donated to the American Rose Society.

The foregoing bylaws of the Olympia Rose Society were approved by the Board of Directors at a meeting held pursuant to due and proper notice on February 7, 1991.

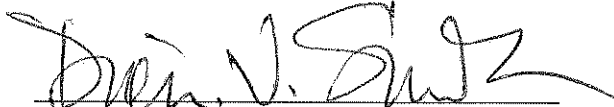
Amendments to these Bylaws of the Olympia Rose Society were voted on and approved February 12, 2004.

Additional amendments to these Bylaws of the Olympia Rose Society were voted on and approved May 11, 2007.

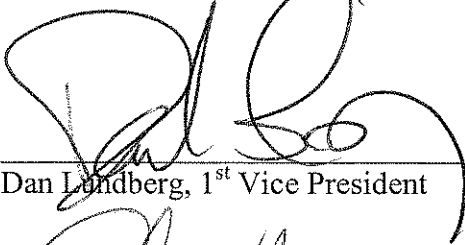
BOARD MEMBERS



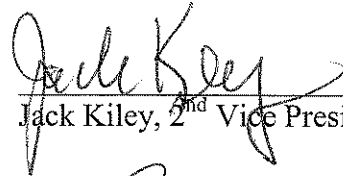
Doreen Milward, President (Dec. – May)



Diane Smith, President (June – Nov.)



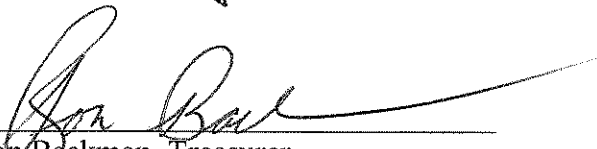
Dan Lundberg, 1st Vice President



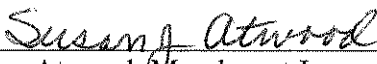
Jack Kiley, 2nd Vice President



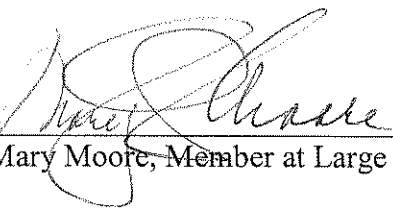
Anita Rose, Secretary



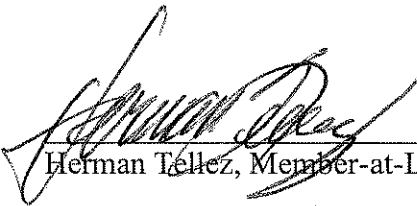
Ron Backman, Treasurer



Sue Atwood, Member at Large



Mary Moore, Member at Large



Herman Tellez, Member-at-Large

Deborah Erickson, Past President

Approved by members of the Olympia Rose Society held pursuant to due and proper notice on May 11, 2007.

Attest:

Anita Rose, Secretary

Section 3. Upon dissolution, the outstanding balance in the treasury shall be donated to the American Rose Society.

The foregoing bylaws of the Olympia Rose Society were approved by the Board of Directors at a meeting held pursuant to due and proper notice on February 7, 1991.

Amendments to these Bylaws of the Olympia Rose Society were voted on and approved February 12, 2004.

Additional amendments to these Bylaws of the Olympia Rose Society were voted on and approved May 11, 2007.

BOARD MEMBERS

Doreen Milward, President (Dec. – May)

Diane Smith, President (June – Nov.)

Dan Lundberg, 1st Vice President

Jack Kiley, 2nd Vice President

Anita Rose, Secretary

Ron Backman, Treasurer

Sue Atwood, Member at Large

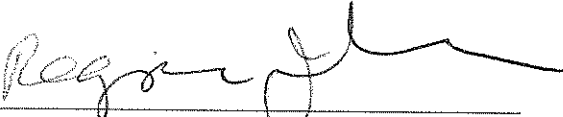
Mary Moore, Member at Large

Herman Tellez, Member-at-Large



Deborah Erickson, Past President

Approved by members of the Olympia Rose Society held pursuant to due and proper notice on May 11, 2007.



Regina Johnson, Newsletter Editor