

BYLAWS
OF
THE GREAT LAKES DISTRICT
OF
THE AMERICAN ROSE SOCIETY

(As Amended Through April 9, 2011)

ARTICLE I: NAME AND ORGANIZATION

- Section 1. The name of this Organization shall be “The Great Lakes District of the American Rose Society”, (hereinafter referred to as “The District”).
- Section 2. The District shall be a division of the American Rose Society, a corporation organized under the laws of the state of Louisiana on July 1, 1975.
- Section 3. Funds and assets of the District are the property of the American Rose Society, a corporation qualified as a non-profit charitable corporation under Section 501 (c)(3) of the Internal Revenue Code, and are subject to administration as provided for in these bylaws. In the event of consolidation, subdivision or change in boundaries of the District, assets and funds of the District shall be transferred as directed by the Board of Directors of the American Rose Society, provided, however, that all such assets and property shall remain the property of the American Rose Society, or a division, or an incorporated charitable affiliate thereof.

ARTICLE II: OBJECTIVES

- Section 1. The primary objectives of the District shall be:
- A. To make it possible for everyone to participate in the hobby of growing roses.
 - B. To increase the interest in the cultivation of rose plants generally.
 - C. To maintain the standard of excellence of the rose in the District.
 - D. To improve horticultural knowledge through an interchange of ideas and practices.
 - E. To coordinate the programs, shows and speakers of member societies or clubs through out the District.
- Section 2. The secondary objectives of the District shall be:
- A. To conduct an annual District Membership Meeting and an annual District Rose Show.
 - B. The encouragement of membership in the American Rose Society.
 - C. The formation of new local rose societies that will be affiliated with the American Rose Society.

ARTICLE III: MEMBERSHIP

- Section 1. The membership of the District shall consist of all members of the American Rose Society residing within the geographical boundaries proscribed by the Board of Directors of the American Rose Society for the Great Lakes District.

ARTICLE IV: GOVERNMENT

Section 1. The management of the affairs of the District shall be directed by the Board of Officers of the District, which shall consist of the District Director, the elected Officers of the District, (namely the President, Vice President, Secretary, and Treasurer), the Prizes & Awards Chair, the appointed Chairs of all Standing Committees, and the President or duly appointed/elected Representative of all local societies in the District that are affiliated with the American Rose Society.

All elected Officers and appointed Committee Chairs must be members of the American Rose Society. While it is strongly recommended that the Society representative be a member of the American Rose Society, this is not mandatory since he/she is representing the Society which is an affiliated member of the American Rose Society.

The Board of Officers shall meet annually at the District meetings. In addition, the District Director shall call for a "Planning Session" of all elected and appointed officers and society representatives to be held no later than 60 days after taking office.

Section 2. Officers – Manner of Selection/Terms of Office

- A. The chief executive of the District shall be the District Director. He/she shall be nominated, elected and serve a term of office as set forth in the bylaws of the American Rose Society.
- B. The Chair of Prizes & Awards shall be nominated, elected and serve a term of office as set forth in the bylaws of the American Rose Society.
- C. The President and all other elected District Officers shall be elected by the general ARS membership at the Fall District meeting. Terms of office shall approximate the term of the District Director, beginning at the conclusion of the meeting at which they are elected and ending at the conclusion of the meeting at which their successors are duly elected. Each elected officer shall serve a three year term and is eligible for a second term of office.

Except as provided for by the bylaws of the American Rose Society, vacancies in district offices caused by death, resignation or inability to serve, shall be filled by appointment by the District Director for the balance of the unexpired term. This shall not be construed to be part of that person's eligibility for elected terms of office.

- D. Chairs of Standing Committees shall be appointed by the District Director for a three year term to coincide with the term of the District Director. With the approval of the Board of Officers, the District Director may appoint such additional Chairs or Committees as may be necessary or appropriate in order to carry out the objectives of the District.
- E. The President of each affiliated Society within the Great Lakes District shall be a member of the Board of Officers, empowered to vote on District business on behalf of his/her Society. Each Society shall also elect or appoint an alternate who shall be designated to stand in for the Society President in the event of the President's inability to attend meetings. The Society President shall register the name, address and telephone number of the alternate with the District Secretary immediately after his/her appointment. The alternate may attend meetings along with the local Society President but has no voice on the committee and may not vote on any issues if the President is present.

Section 3. Duties and Responsibilities:

- A. The District Director shall administer his/her District organization, and shall work with the ARS Regional Director to see that District functions within the Region do not conflict. He/she will represent the District at National Meetings.

He/she shall, at the start of his term of office, appoint Chairs of the standing Committees of the District who will serve concurrently with him/her. The District Director may, at his/her discretion, appoint other committees to serve the District as are deemed needed. The District

Director shall work with the local host societies in coordinating programs and events for the District Conventions and rose shows; shall work with the Chair of Horticulture and Arrangements Judges in setting up judging schools and shall pursue any other activities that will further the purpose of the District and the American Rose Society.

- B. The President shall, in the absence of the District Director, perform the duties of the District Director. He/she shall act as presiding officer for all business meetings. He/she shall assist the Consulting Rosarian Coordinator in development and presentation of programs and awards.
- C. The Vice President shall, in the absence of the District Director and the President, perform the duties of the District Director and in addition shall perform such additional duties as assigned to him/her by the District Director. He/she shall be responsible for scheduling the sites for District Conventions.
- D. The Treasurer shall:
 - 1. Maintain a bank account in the name of the American Rose Society, Great Lakes District and deposit all funds received into that account. Said account shall bear the name of the Treasurer and the President on the Signature Card.
 - 2. Pay all bills of the District as authorized by the Bylaws, the Board of Officers, or District Business Meetings.
 - 3. Prepare an annual financial statement for presentation at the Annual Business Meeting in preparation for an audit.
 - 4. Be responsible for filing annual Federal and State income tax forms.
- E. The Secretary shall keep a full record of all meetings, votes cast, and all other records pertinent to the well being of the District, keep a record of District Officers, Committee Chair and Local Society Officers and notify concerned parties of special meetings and other events.
- F. Chair of Prizes & Awards:

The Chair of Prizes & Awards shall conduct meetings of the Prizes & Awards Committee at both the Spring and Fall Meetings of the District. These meetings shall be closed to all except the duly appointed or elected representatives of the local Societies and/or their alternates. He/she shall work with the Spring and Fall Convention Host Society to set a time and location for the Prizes & Awards Committee Meetings and send notice of such to all P & A Members.

He/she shall provide the committee with Minutes of all P & A meetings, and in the Spring shall seek nominations from the Committee and from those nominations send out ballots for District Awards, (i.e. Silver Honor Medal, Davis/Larson Outstanding Service Award and Devoted Service Award).

He/she shall be the official custodian for all rotating or unawarded District Rose Show trophies and shall acknowledge award and trophy winners after the Fall Convention and Rose Show.

In addition, he/she will carry out such National duties as are outlined in the American Rose Society Bylaws.

- G. Local Societies:
 - 1. All local societies operating in the Great Lakes District must hold current American Rose Society membership status. It shall be the responsibility of the President of the Local Society to see that their American Rose Society membership dues are paid annually. It is strongly recommended that affiliate Societies carry American Rose Society insurance to protect them in all eventualities.

2. It is the responsibility of each affiliated local Society to host either a Spring or Fall District Meeting at least once every 5 years and Societies should register with the Vice President a date when they would be available to host such a meeting at least one year in advance of the date.
3. When a Society agrees to host a convention they will work with the District Director in setting up a comprehensive educational schedule and will present their finalized agenda/schedule to the District Director and the President for approval before publication.
4. Should a Society feel that it did not have the membership or means necessary to host either a Spring or Fall Meeting, it could combine with another Society as hosts or offer to help the District host such a Meeting at a conveniently located site. Should the District host such a Meeting, all profits would go to the District.
5. The President or Secretary of each local Society shall provide a list of dues paying members to the President and the Chair of the Membership Committee each year with additions or deletions as they occur.
6. Rose Show schedules shall be sent to the Chairs of Horticulture Judges at the beginning of each new District term of office and to the Chair of Arrangement Judges annually for approval prior to publication.
7. Each local Society shall file a financial report with their members at the close of the calendar year.
8. If the Society publishes a monthly newsletter, copies shall be sent to the District Director, President and the GLD "Review" Editor so that they may be kept informed of the happenings of the District.

ARTICLE V: COMMITTEES AND CHAIRS

Section 1. Prizes & Awards:

There shall be a standing Prizes & Awards Committee which shall consist of the duly elected District Chair of the Prizes & Awards Committee, plus one American Rose Society member representative from each of the local affiliated Societies in the District. This representative shall be elected or appointed by their society to serve a three year term corresponding with the term of the office of the District Chair of the Committee. Local societies shall also provide the Chair with the name of an officially designated alternate who will act in place of the representative in the event said representative is unable to attend District Meetings.

The alternate may attend meetings along with the local Society Representative but has no voice on the committee and may not vote on any issues if the Representative is present. At no time may substitutes stand in for or act in place of appointed Representatives and/or alternates. Both the Society Representative and the alternate must be American Rose Society members.

The Prizes & Awards Committee shall carry out such functions as are specified by the bylaws of the American Rose Society. Among these duties shall be the nomination of candidates and approval of the awarding of the Silver Honor Medal according to the American Rose Society rules and regulations; nomination and approval of the awarding of the Davis/Larsen Outstanding Achievement Award according to the Great Lakes District rules and regulations; nomination and approval of the Great Lakes District Devoted Service Award according to the rules and regulations of the Great Lakes District.

The Committee shall also construct and administer the Horticulture Schedule for the Fall District Rose Show of the Great Lakes District.

The Committee shall establish criteria and policy for accepting and maintaining or deleting District trophies.

Section 2. Standing Committees and duties thereof are:

A. Chair of Horticultural Judges:

1. Shall be responsible for conducting judging schools and seminars to encourage the maintenance of and upgrading of Horticultural judging standards throughout the District.
2. Shall keep all judges informed of any and all changes in National guidelines for judging through the Great Lakes Review.
3. Shall assist societies in need of judges for rose shows and judges in need of assignments.
4. Shall cooperate with the District Director, the District Prizes & Awards Chair and the Chair of the Arrangements Judges in selecting the annual award to the Outstanding Judge of the District.
5. Shall, at the beginning of his/her term of office, review and approve the Horticultural Section of all Local Society rose show schedules where American Rose Society awards are presented.

B. Chair of Arrangements Judges:

1. Shall be responsible for conducting judging schools and seminars to encourage the maintenance of and upgrading of judging standards of Arrangements Judges throughout the District.
2. Shall keep all judges informed of any and all changes in National guidelines for judging through the Great Lakes Review.
3. Shall assist societies in need of judges for rose shows and judges in need of assignments.
4. Shall cooperate with the District Director, the District Prizes & Awards Chair and the Chair of Horticultural Judges in selecting the annual award to the Outstanding Judge of the District.
5. Shall check and approve all Local Society and District rose arrangement schedules where American Rose Society awards are presented.

C. Chair of Old Garden Roses & Shrubs Committee:

1. Shall provide counsel, advice and encouragement in the cultivation and recognition of Old Garden Roses.
2. Shall present or arrange an annual program at a District Meeting.

D. Great Lakes District Review Editor:

1. Shall, in cooperation with the District Director, be responsible for the Great Lakes District Review, which is to be published quarterly for all subscribers.
2. Shall be responsible for soliciting subscriptions and advertisements for the Great Lakes Review.
3. Shall remit all revenues received to the Treasurer upon receipt.
4. Shall remit all bills incurred in the production of the Great Lakes District Review to the Treasurer for immediate payment.

E. Roses in Review Coordinator:

1. Shall annually compile the Roses in Review reports and submit the information to the National Roses in Review Coordinator.

2. Shall submit a list of names of those sending in reports to the Consulting Rosarian Coordinator.
3. Shall prepare a report for publication in the Great Lakes District Review.

F. Consulting Rosarian Coordinator:

1. Shall maintain an up to date list of District Consulting Rosarians.
2. Shall be responsible for the continuing education of Consulting Rosarians residing in the District.
3. Shall conduct or arrange for appropriate seminars for Consulting Rosarians to maintain their credentials.
4. Shall distribute questionnaires to all Consulting Rosarians in the District for their annual reports, and shall compile the reports for publication in the Great Lakes Review.
5. Shall annually select the recipient of the District American Rose Society Outstanding Consulting Rosarian Award in conjunction with the District Director and the President.

G. Chair of Membership / Local Society Relation Committee:

1. Shall work to foster the link between the Local Societies, the District and the American Rose Society.
2. Shall work with local societies in promoting membership in the American Rose Society.
3. Shall publish in the Great Lakes Review a list of names and addresses of all new American Rose Society members who do not belong to a local society.
4. Shall be available to the Local Society Presidents or members for help with Society problems.
5. Shall communicate information and ideas to better serve the Society, the District and the Rose.
6. Shall help set up District Leadership Programs and will serve as liaison between the National Membership and Local Society Relations Committee and all Local Societies within the District for the purpose of sharing ideas.
7. Shall obtain from each local society a current Membership List so as to ascertain the society affiliation (if any) of all District Members.

H. Historian:

Shall be responsible for the collection and storage of the archives of the District. The Historian may arrange for historical talks and exhibits at District Meetings and prepare articles for the Great Lakes Review.

I. District Directory Editor:

Shall annually prepare an up-to-date printed District Directory listing the names, addresses, telephone numbers and email addresses of all elected District Officers and Committee Chairs, Judges, Consulting Rosarians and the Officers of local Societies. This will be offered for sale to Local Society, District and American Rose Society members for their exclusive use at a price that will cover the cost of production.

J. Nominating Committee:

The District Director and the President shall appoint three District members to serve as a Nominating Committee to seek out candidates for the elected District offices. The slate of officers will be presented at the Spring Meeting prior to the Fall election.

ARTICLE VI: MEETINGS

- Section 1. The Annual Meeting of the Great Lakes District shall be held in September on the 1st weekend following Labor Day unless otherwise approved by the Board of Officers. The date of the Spring Meeting of the Great Lakes District shall be set by the Host Society and approved by the Board of Officers.
- Section 2. Special meetings of the Board of Officers as are deemed necessary throughout the year may be called by the District Director, President or a simple majority of the Board of Officers. All notices for such meetings will be sent to the members of the Board of Officers at least 30 days prior to such meetings. The President shall act as presiding officer of such meetings.
- Section 3. Quorum
- A. A quorum for special Board Meetings shall consist of a simple majority of the members of the Board of Officers. Only the members of the Board of Officers are eligible to vote as such meetings. Every Board position shall have a vote. A simple majority of those present shall be required to pass any issue voted upon with the exception of those issues that deprive a member of their rights. Such issues would require a two-thirds majority of those present.
 - B. A quorum for Spring and Fall Meetings shall consist of a simple majority of the members of the Board of Officers. Voting privileges are extended to all members of the American Rose Society attending these meetings and a simple majority of those present shall be required to pass any issue voted upon with the exception of those issues that deprive a member of their rights. Such issues would require a two-thirds majority of those present.
 - C. For purposes of determining a quorum for Special Board Meetings, or Spring and Fall Meetings, the District Director, and the elected Officers of the District and the appointed Chairs of Standing Committees may be additionally counted, if necessary, as the designated representative(s) of their local society. Any such persons who counted twice for quorum purposes, shall have only one vote on Board business meeting matters.

ARTICLE VII: FUNDS

- Section 1. In all special situations, which may involve the immediate expenditure of District funds, the District Director shall call upon the Board of Officers for consultation and approval.
- Section 2. The host Society shall set a registration fee in advance of each District Spring Conference and Fall Convention/Rose Show. This registration shall include a support fee to help finance the activities of the District. The amount of this support fee shall be determined annually, by the District Board of Officers. Said support fee shall not exceed \$5.00 per conference/convention, and may be a lesser amount. The host Society is responsible for collecting this fee and remitting same to the District Treasurer within 60 days of the conference/convention, together with an attendance report, and any District patron contributions, or other monies collected on behalf of the District.
- The host Society may retain the full profits of one pre-approved fund raising activity held at the spring conference or fall convention. To also help fund District programs and activities, thirty percent (30%) of all other conference/convention profits, excluding the pre-approved fund raiser, shall also be remitted to the District Treasurer within 60 days of the event. (Amended, April 18, 2009.)
- Section 3. At no time may the District's franking privileges be used for personal or political mailings.
- Section 4. At no time may any District or Local Society member use the District or a District Office as a means of personal profit or gain and nothing can be sold at or through District functions unless there is a special "Sales Event" with multiple vendors that has been previously approved by the District and with remuneration going to the District.

Section 5. In the event of the dissolution of the Great Lakes District, the assets of the District will be transferred to the American Rose Society. In the event of the dissolution of the American Rose Society, as well as the District, the assets will be distributed to such non-profit horticultural organizations as shall be determined by the existing Board of Officers at that time.

ARTICLE VIII: AMENDMENTS

Section 1. The Bylaws of the Great Lakes District may be amended or revised triennially at any District Meeting by a simple majority vote of the Board of Officers and the American Rose Society members present, provided that notice of the proposed changes is duly given. Notice of the proposed amendment or revision shall be given not less than thirty days nor more than ninety days prior to the meeting by publication in the Great Lakes District Review distributed to all subscribers and to each affiliated Member Society in the District.

Section 2. A copy of these Bylaws shall be submitted for approval to the Board of Directors of the American Rose Society, promptly after adoption by the Great Lakes District. No amendment or revision of these Bylaws shall become effective until approved by the Board of Directors of the American Rose Society.

ARTICLE IX: PARLIAMENTARY AUTHORITY

Robert's Rules of Order Revised shall be the authority in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or Rules of the Great Lakes District of the American Rose Society.

ARTICLE X: INCORPORATION

It shall be the responsibility of the Treasurer to fulfill the requirements necessary to retain the incorporation status of the Great Lakes District of the American Rose Society.

FINANCIAL OPERATING POLICIES:

Financial Operating Policies as approved by the District Board of Officers shall be appended to the Bylaws for codification purposes and to facilitate administration of district operations. These policies are not part of the Bylaws, and from time to time may be amended by the Board of Officers. Policies in effect are:

F1. A donation of \$50 will be made to ARS in the event of the death of

- a. A past or active ARS President
- b. A past or active GLD regional officer
- c. Any sitting GLD Board member, (enacted April 2004)

F2. A donation of \$25 will be made to ARS in the event of the death of:

- a. Anyone who has given distinguished service to the GLD as recognized by the Board, (enacted April 2004)

F3. The President of the District may authorize sympathy card as deemed necessary, (enacted April 2004)

F4. The District support fee to be included in District Spring Conferences and Fall Conventions may be set between \$0 and \$5. The Board shall annually set the fee for the following year at a level sufficient to finance District activities, and to maintain adequate fund balance for District general operations. (enacted November 2008)

Bylaws History

1. General Revision of Bylaws Approved by District April 28, 2001. Bylaws Committee: Frank vonKoss, Loretta LeVasseur, Bunny Skran, Diane Schrift, Cathy Hamilton.
2. Article VII, Section 2 amended April 18, 2009. Ad-hoc Bylaws Committee: Diane Bennett, Rose Enders, Jackie Steinert, and Tom Kressbach, Chair.
3. Article VI, Section 3, Quorum amended April 9, 2011. Ad-hoc Bylaws Committee: Tom Kressbach, Chair.