

# EUREKA CHAPTER, AMERICAN RHODODENDRON SOCIETY

## BYLAWS

Revised September 2018

### **Article I: Name**

The name of the organization shall be Eureka Chapter, American Rhododendron Society.

### **Article II: Status and Purposes:**

#### **A. Status:**

The chapter shall be operated as a non-profit organization conforming to the rules and regulations of the Internal Revenue Service, the State of California and the American Rhododendron Society.

#### **B. Purposes:** The purposes of the Eureka Chapter shall be:

1. To promote the study and culture of rhododendrons and to promote home and community beautification using rhododendrons alone and with companion plants.
2. To support the aims and activities of the American Rhododendron Society and to allocate dues to the ARS as provided in ARS Bylaws and Board Policies.
3. To organize, promote and present an annual public rhododendron flower show.
4. To organize, promote and present plant sales at meetings and at public venues as appropriate.
5. To organize, promote and present or support other organizations in presenting events not covered above as consistent with the status and purposes of the American Rhododendron Society and the Eureka Chapter.

## **Article III: Membership and Dues.**

### **Section A: Membership.**

#### **1. Regular Membership:**

Membership shall be open to all persons interested in rhododendrons and in supporting the purposes of the American Rhododendron Society and the Eureka Chapter.

#### **2. Associate Membership:**

Any regular member of another chapter of the American Rhododendron Society may become an associate member of Eureka Chapter by paying Eureka Chapter dues.

### **Section B: Dues.**

Society and chapter dues are set by ARS board policies. Dues are payable in October and become delinquent December 31. The names of members who have not paid dues by December 31 will be removed from the roles. The treasurer, during the month of January, shall pay to the American Rhododendron Society an amount equal to the Society portion of the dues.

### **Section C: Privileges of membership.**

1. Chapter, district or society offices may be held only by regular members.
2. Holding a current Eureka Chapter membership card entitles a member to discounts at participating local nurseries.
3. A new member is entitled to a complimentary rhododendron at the first regular meeting attended.

## **Article IV: Meetings.**

The chapter shall hold no fewer than seven regular membership meetings in each calendar year at a designated time and place.

## **Article V: Officers, Board of Directors, Executive Board.**

### **Section A: Definitions.**

#### **1. Officers.**

The elected officers of the Eureka Chapter shall be: President, Vice-President, Secretary, Treasurer and Past President, plus no fewer than four or more than ten Directors-at-Large.

#### **2. Board of Directors.**

The Board of Directors of the Eureka chapter shall consist of all the elected officers.

#### **3. Executive Committee.**

The Executive Committee of the Eureka Chapter shall consist of the President, Vice-President, Secretary and Treasurer.

### **Section B: Duties and Authority.**

#### **1. Board of Directors.**

The Board of Directors shall be responsible for the ongoing operations of Eureka Chapter. The board shall have the responsibility for transacting business on behalf of the membership and for the chapter's fiscal management. The board shall have the authority to submit recommendations to the membership for action at regular meetings of the membership. The board shall meet at the call of the president. The board shall assign the duties of committee chairmanships as defined in Article V, Section B 7-13 among its members as appropriate. A board member may hold more than one committee chairmanship but shall have one vote.

#### **2. Executive Committee.**

The Executive Committee shall have the authority to act on behalf of the Board of Directors when the board is unable to meet or to produce a quorum.

#### **3. President.**

The President shall:

- a. Preside at all meetings, act as chair of the Board of Directors
- b. Be an ex-officio member of all standing and ad hoc committees.
- c. Have the authority to call meetings of the Board of Directors and of the general membership.

#### **4. Vice President.**

The Vice President shall act as President at the request of or in the absence of the President or if the presidency becomes vacant.

#### **5. Secretary.**

The Secretary shall:

- a. Keep the minutes of all general meetings and all meetings of the Board of Directors.
- b. Act as historian, keeping all records, books, reports and media reports of chapter activities.
- c. Conduct the official correspondence for the chapter.

#### **6. Treasurer.**

The Treasurer shall:

- a. Collect dues and other chapter income and be custodian of all chapter funds.
- b. Disburse funds under the guidance of the Board of Directors.
- c. Present a current financial report at each meeting of the Board of Directors and, as directed by the board, at regular chapter meetings.
- d. Close the account book at the end of each year and submit an annual report.
- e. Be responsible for required reporting to the IRS and the California Franchise Tax Board.
- f. Chair the Finance Committee.

#### **7. Show Chair.**

The Show Chair shall be responsible for organizing the annual public rhododendron flower show, including arranging time, location, judges, insurance, staffing adequate to manage the show and any other activities necessary for ensuring the success of the show.

#### **8. Membership Chair.**

The membership chair shall be responsible for maintaining a current list of members, working with current members, the board and the ARS to enlist new members and welcoming regular and new members. The Membership Chair may, at the discretion of the Board of Directors, be designated as the contact person with ARS headquarters with respect to membership.

#### **9. Program Chair.**

The Program Chair shall be responsible for programs for regular meetings of the membership and for such other events as may be designated by the Board of Directors or the membership.

**10. Newsletter Chair.**

The Newsletter Chair shall be responsible for producing monthly newsletters or meeting notices.

**11. Publicity Chair.** The Publicity Chair shall be responsible for disseminating chapter information concerning regular meetings and special events, such as flower shows and plant sales.

**12. Hospitality Chair.** The Hospitality Chair shall oversee refreshments at regular meetings if refreshments are served and shall assist the Membership Chair as needed.

**13. Volunteer Coordinator.** The volunteer coordinator shall be responsible for organizing and assigning volunteers for the annual flower show, for regular meetings and for other chapter events as needed.

**14. Past President.**

The immediate Past President shall serve as a general advisor to the Board of Directors and may assume duties as assigned by the board.

**Section C: Quorum.**

**1. Board of Directors.**

A quorum of the Board of Directors shall consist of any five officers.

**2. Executive Committee.**

A quorum of the Executive Committee shall consist of any three of the officers defined under Article V, Section B.2 above.

**3. General Membership.**

A quorum of the general membership shall consist of any ten regular members.

**Article VI: Terms of Office, Elections and Vacancies.**

**Section A: Terms of Office**

**1. Length of Terms.**

The length of all terms of office shall be one year.

## **2. Term Limits.**

All officers excepting the President may serve multiple terms. The number of terms the President may serve shall be limited to three consecutive terms.

## **3. Assumption of Office.**

Elected officers shall assume office at the regular June meeting immediately following the meeting at which they are elected.

# **Section B: Elections.**

## **1. Nominations.**

### **a. Nominating Committee.**

The President shall appoint, in March of each year, a Nominating Committee consisting of three of the regular members.

### **b. Slate of Candidates.**

The Nominating Committee shall present a slate of nominees for office derived from Article V, Section A.1 above to the general membership at the regular April meeting. The committee shall solicit nominations from the floor at that time.

## **2. Elections.**

The nominating committee shall present the list of candidates resulting from the April meeting action to the general membership at the May meeting for election at that meeting. In the event that more than one member runs for an office the committee shall prepare a written ballot for secret balloting. If only one candidate runs for an office, the committee may ask for a voice vote.

# **Section C: Vacancies.**

## **1. Office of President.**

In the event that the office of President becomes vacant, the Vice President shall assume the duties of the presidency for the remainder of the term.

## **2. Other offices.**

In the event of a vacancy in an office other than President, the Board of Directors may appoint any regular member to serve the remainder of the term.

### **3. Combining offices.**

In the event that regular members are not available to fill offices, the Board of Directors may assign those duties to officers or other members. The offices of President, Secretary and Treasurer shall be filled at all times.

## **Article VII: Committees.**

The President and the Board of Directors are empowered, at their discretion, to appoint committees as follows:

### **Section A: Standing Committees.**

#### **1. Program Committee.**

The Program Committee shall work with the Program Chair to ensure that programs are available for every regular meeting and for such special events as the chapter may sponsor. The committee shall be responsible for arranging hospitality for out of town speakers.

#### **2. Membership Committee.**

The Membership Committee shall work with the Membership chair to help increase membership, to publicize meetings and to welcome regular and new members at meetings.

#### **3. Show Committee.**

The Show Committee shall assist the Show Chair to ensure that the annual rhododendron flower show is successful. The committee shall be responsible for maintaining a list of trophy and award winners, ensuring that names of winners are engraved on trophies in a timely manner and that trophies are returned to the Show Chair prior to the show each year.

#### **4. Publicity Committee.**

The Publicity Committee shall work with the Publicity Chair to ensure that activities of the chapter are advertised.

#### **5. Plant Committee.**

The Plant Committee shall be responsible for obtaining and maintaining rhododendrons for plant sales and for organizing and running plant sales at regular meetings and special events.

#### **6. Finance Committee.**

The Finance committee shall be responsible for overseeing the chapter funds, including but not limited to funds held in investment accounts and other liquid assets (such as cash, cash equivalents, stocks and bonds).

**7, Hospitality Committee.**

The Hospitality Committee shall be responsible for furnishing refreshments at regular meetings and special events.

**Section B: Ad-Hoc Committees.**

The President shall be empowered to appoint Ad-Hoc Committees for such temporary purposes as may arise from time to time. Such committees shall be dissolved upon completion of their tasks.

**Article VIII: Rules.**

All regular meetings and board meetings shall be governed by Roberts Rules of Order, revised.

**Article IX: Dissolution.**

In the event of dissolution of the Eureka Chapter, American Rhododendron Society, any remaining assets of the chapter shall become the property of the American Rhododendron Society or such IRS 501 (c) (3) non-profit organization the chapter officers shall designate.

**Article X: Amendments.**

These bylaws may be amended at any regular chapter meeting by a 2/3 majority vote of members present.