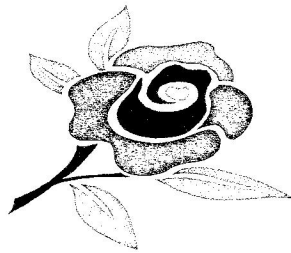


**THE
PHILADELPHIA
ROSE SOCIETY**

ORGANIZED



MARCH 1947

By Laws

2002

**BY-LAWS
OF
THE PHILADELPHIA ROSE SOCIETY
ORGANIZED MARCH 1947
AND AFFILIATED WITH
THE AMERICAN ROSE SOCIETY
SHREVEPORT, LA**

PREAMBLE

Since one method of insuring continued growth and vigor to the Philadelphia Rose Society would be to place in the hands of its Executive Committee all routine business matters, thus freeing its membership to devote itself to the program at hand, these By-Laws aim to make the meetings as uncluttered by formality as possible.

ARTICLE I

Name

Sec. 1. The name of this organization is the Philadelphia Rose Society. It shall not operate in any manner resulting in pecuniary gain or profit to its members and it shall operate in accordance with Section 501(c)(3) of the Internal revenue Code of 1986, as same may be amended (the "Code"), or any successor provision of Code governing the affairs of not-for-profit organizations, and all applicable state laws relating thereto. The Society shall be affiliated with the American Rose Society.

ARTICLE II

Purposes

Sec. 1. The purposes of this organization are:

a. To increase the general interest in the cultivation of the rose, and to improve its standard of excellence.

b. To sponsor public rose gardens and exhibitions of roses, in order to stimulate and encourage a greater interest in rose culture.

c. To establish and foster fraternal relations among its members.

ARTICLE III

Procedure

Sec. 1. The By-Laws shall govern all matters and affairs of the Society, except as may be required to the contrary by applicable state law.

ARTICLE IV

Members, Dues and Voting

Sec. 1. All persons interested in rose culture, whether professional, commercial or amateur, shall be eligible for membership. The Executive Committee may revoke the membership of any member for just cause.

Sec. 2. There shall be three classes of membership.

a. Single/Family Annual – Membership may be accepted upon application and payment of dues and may be for an individual or family, and each member of a family over the age of sixteen (16) who has been listed by his or her family on the application shall have voting privileges.

b. Life – Historically, Life Members have been conferred by the Executive Committee. They shall pay no dues and shall have full membership privileges, including voting and holding office. No new Life Members shall be conferred by the Executive Committee.

c. Honorary – Any person whom the Society shall deem worthy of the honor may, at any meeting of the Executive Committee, be elected an Honorary Member by a two-thirds (2/3) vote of the members of the Executive Committee present; and such election shall specify the length of time of such honorary membership. Honorary Members shall pay no dues and shall have full membership privileges except that they shall not be permitted to vote or hold office.

Sec. 3. Dues for Single/Family Annual members shall be determined by the Executive Committee and shall be due the first day of October for the ensuing year.

Sec. 4. Each Single/Family Annual and Life Member shall be entitled to one vote on all matters brought before the Society.

Sec. 5. Membership dues remaining unpaid on the first day of January of any year shall be delinquent. The Executive Committee shall determine the action to be taken on delinquent memberships.

Sec. 6. New Membership applications received on or after the Society's June Rose Show will be accepted at one-half (½) the then current rate.

Sec. 7. Eligibility for perpetual trophies in the Society's Rose Shows shall be limited to those persons who have held membership in the Society for at least thirty (30) days prior to the Show.

ARTICLE V

Officers

Sec. 1. The Executive Officers of the Society shall be the President, a Vice President and, upon the determination from time to time by the Executive Committee that such is advisable for the Society, a Second Vice-President, the Recording Secretary, the Corresponding the Secretary and the Treasurer, each elected for a term of two (2) years. Officers may be reelected for additional terms.

Sec. 2. Single/Family Annual and Life Members in good standing may be nominated or appointed to serve as an Executive Officer or Executive Committee Member of the Society. They should show a willingness to serve on committees and assist at the Society's June Rose Show when asked to do so.

Sec. 3. **PRESIDENT** – The President shall:

- a. Preside at all meetings of the Society and decide all questions of procedure and order which might arise from time to time.
- b. Be an ex-officio member of all committees.
- c. Call a special meeting of the Society, when, in his/her discretion, he/she deems it necessary, or upon the request of fifteen (15) members of the Society in good standing.
- d. Sign all documents which shall from time to time require his/her signature, and in general, perform such other duties as required by the office.
- e. Call meetings of the Executive Committee when, in his/her discretion, he/she deems it necessary.
- f. Appoint an auditing committee of three members, who need not serve on the Executive Committee, to audit the accounts of the Treasurer and report at the first Executive Committee meeting of the year.

Sec. 4. **VICE-PRESIDENTS** –

The Vice-Presidents, in the order of rank if more than one, shall, in the absence of the President, perform all the duties of the President.

Sec. 5. RECORDING SECRETARY –

The Recording Secretary shall keep the minutes of the meetings of the Executive Committee and report thereon at each Executive Committee meeting.

Sec. 6. CORRESPONDING SECRETARY –

The Corresponding Secretary shall send out notices of meetings and attend to any correspondence not taken care of by the President or Committee chairpersons.

Sec. 7. TREASURER

The Treasurer shall receive and account for all funds of the Society, including membership dues, and deposit same in banking institution designated by the Executive Committee. The funds of the Society shall, at all times, be under the exclusive control of the Executive Committee. The Treasurer or one Trustee may sign checks drawn against the funds of the Society, and at each Executive Committee meeting the Treasurer shall present a report of income and expenditures. At the first business meeting of the year, the Treasurer shall present the annual financial report.

Sec. 8. When a vacancy occurs in an elective office, except that of President, the unexpired term of such office shall be filled by the Executive Committee.

ARTICLE VI
Executive Committee

Sec. 1. The Executive Committee shall consist of the Executive Officers of the Society, the Immediate Past-President, and not less than two (2) or more than twelve (12) additional members, as determined by the sitting Executive Committee before the beginning of each calendar year. Notwithstanding the foregoing, the Executive Committee shall not reduce the number of members of the Executive Committee so as to eliminate any member of the Executive Committee before the end of his or her term. The Executive Committee shall function as the Society's Board of Directors.

Sec. 2. The Executive Committee shall conduct the business of the Society, appoint all Standing and Special Committees, and make and supervise policies of the Society. A simple majority of the members of the Executive Committee currently in office shall constitute a quorum. The Executive Committee may remove from office any member of the Executive Committee for misconduct calculated to injure the membership or the best interest of the Society. The Executive Committee shall fill any vacancy that may exist from time to time on the Executive Committee.

Sec. 3. The term of office of the members of the Executive Committee shall be for three (3) years, and they may be re-elected for additional terms. Recognizing that the Executive Officers of the Society serve for terms of two (2) years which may overlap

terms of the Executive Committee, the terms of office of the Executive Committee shall be staggered so that, to the greatest extent possible, the terms of one-third (1/3) of the Executive Committee members shall expire each year and, to the greatest extent possible, the terms of the Executive Officers shall not expire after the expiration of their terms on the Executive Committee.

Sec. 4. There shall be a Board of Trustees consisting of three (3) members, appointed by the Executive Committee. The President shall be one of the Trustees. The Board of Trustees shall have custody and control of all endowments, special gifts to the endowment fund and any bequests to the Society and the right to invest the funds in legal investments. Such funds shall be segregated and maintained separately from other funds of the Society. The Executive Committee shall determine what use is to be made of the funds and income derived therefrom to serve the best interest of the Society.

ARTICLE VII

Meetings

Sec. 1. The Society shall meet at least six times each year, at such times and places as may be determined by the Executive Committee. A written notice of the time and place of each regular or special meeting shall be sent to each member at least five (5) days prior thereto.

Sec. 2. A quorum shall consist of not less than fifteen (15) members.

Sec. 3. The Executive Committee shall meet at such times and places as shall be designated by the Executive Committee. Special meetings of the Executive Committee shall be held at the call of the President, or upon the written request of three (3) members addressed to the President.

Sec. 4. At special meetings of the Society or the Executive Committee, no business shall be transacted except that for which the meeting was called.

ARTICLE VIII

Committees

Sec. 1. The Executive Committee shall appoint all Standing and Special Committees from the membership of the Society to carry out the specific functions of the Society.

Sec. 2. The Standing Committees of the Society shall be the Nominating Committee, the Rose Show Committee and the Membership Committee.

Sec. 3. The President, at the Society's second-from-the-last general meeting of the year, shall appoint a Nominating Committee of at least three (3) members to nominate

candidates for the various offices to the various offices to be filled at the next election. The Nominating Committee shall report to the Society the names of the candidates at the Society's next-to-the last general meeting of the year. At this meeting members in good standing may make additional nominations from the floor.

Sec. 4. The Rose Show Committee shall be responsible for the staging, conduct and rules for the Society's June Rose Show and such other exhibitions of roses as the Executive Committee shall determine.

Sec. 5. The Membership Committee shall be responsible for the recruitment and retention of members of the Society.

ARTICLE IX

Election of Officers and Executive Committee Members

Sec. 1. Election of officers shall take place at the Society's next-to-the-last general meeting of the year. Elected officers shall be installed at the last general meeting of the Society of the year; terms of office shall commence on January 1st of the ensuing year.

Sec. 2. Election of Executive Committee members shall take place at the Society's next-to-the-last general meeting of the year. The elected Executive Committee members shall be installed at the last general meeting of the Society; terms of office shall commence on January 1st of the ensuing year.

ARTICLE X

Order of Business

Sec. 1. The transaction of business at all regular or special general meetings of the Society shall be governed by parliamentary rules of procedure. Minutes of the Executive Committee meetings and the Treasurer's Report as given at general meetings should be summarized rather than given in detail.

ARTICLE XI

Amendments

Sec. 1. The By-laws may be amended at any regular or special general meeting of the Society by an affirmative vote of two-thirds (2/3) of those Single/Family Annual and Life Member present and in good standing; provided that notice of such proposed amendments be given to each member at least thirty (30) days preceding the meeting.

Article XII

Dissolution

In the event of the dissolution of this organization, after payment of all obligations of the Society, except for trust funds or other restricted funds as provided herein, the Executive Committee shall determine the transfer of all properties to an organization of similar purpose, provided that the recipient is a permissible tax-exempt organization under the Code and Pennsylvania law. All money and property remaining in trust funds or restricted funds upon the dissolution of this organization shall be transferred in accordance with the terms of those funds as determined by the Trustees.