

The **Willamette Chapter American Rhododendron Society's Current Bylaws** are as follows:

## BYLAWS WILLAMETTE CHAPTER AMERICAN RHODODENDRON SOCIETY

### ARTICLE I -NAME

This organization is officially designated as the Willamette Chapter, hereinafter known as the Chapter of the American Rhododendron Society, hereinafter known as the Society. It shall be governed by these by-laws and those of the Society.

### ARTICLE II -PURPOSE

The objectives of the Chapter are to encourage interest in and dissemination of information and knowledge about the genus Rhododendron, and to provide a medium through which all persons interested in the genus may communicate and cooperate with others of like interest through educational and scientific studies, meetings, publications, and similar activities.

The Chapter will assist the Society in its stated aims of publication and dissemination of scientific and botanical information about the genus Rhododendron, scientific and educational programming, supervision of test gardens, registration of new varieties, and other designated and appropriate activities of a plant society.

### ARTICLE III -MEMBERSHIP

Section 1. Qualifications of Membership: Any person interested in the genus Rhododendron is eligible for membership in the Chapter. Members in good standing are entitled to all the rights and privileges of the society. Membership includes all members of a family living at one address and entitles all such family members to full privileges of membership in the Chapter, but only one membership in the Society.

Section II. Application for Membership and Dues: Applications may be submitted in writing or by a prescribed form to the Chapter Secretary accompanied by remittance and dues for the current calendar year. Dues for all classes of membership shall be established by the Board of the Society. Dues will be payable on or before December 1st for the subsequent year. The Chapter shall retain 30% of the dues collected for local use. The remainder will be remitted to the treasurer of the Society. The Chapter may vote special assessments for its use.

Section III. Associate Membership Members in good standing of another Chapter of the Society are eligible to become associate members of the Willamette Chapter. The associate members shall pay to the Chapter that portion of membership dues retained

by the Chapter from the annual dues of the Society. The rights and privileges of such associate members will cover all Chapter activities, including the holding of elective office in the Chapter.

Section IV. Honorary and Life Membership Honorary or life members of the Society or Chapter will not be required to pay dues to the Chapter, but the Chapter is liable to the Society for payment of the customary annual dues for each honorary membership granted by the Chapter.

#### ARTICLE IV -MEMBERSHIP MEETINGS

Section I. Notice of Meetings: The secretary shall give notice of meetings to members at least 10 days prior to the date scheduled.

Section II. Annual Meeting: The annual meeting to elect officers and directors as well as to conduct other business shall be held on the 2nd Wednesday of April.

Section III. Regular Meetings: Eight regular meetings shall be held on the 2nd Wednesday, or such other day as the governing board may direct, in the months of September, October, November, January, February, March, April, and May.

Section IV. Special Meetings: The President or governing board may call a special meeting at any time upon 10 days notice to members.

Section V. Quorum: A quorum shall be constituted by 50% of the average number of members present at the last three meetings.

Section VI. Voting Rights: There shall be no voting by proxy or by mail. Voting on all matters shall be by voice, or showing of hands, or by written ballot by the members in good standing at any constituted meeting,

#### ARTICLE V -GOVERNING BOARD

Section I. Constitution of the Governing Board: The governing board shall consist of a president, vice-president, secretary/treasurer, the immediate past president, and three directors. The president-elect will serve as an ex officio member of the board.

Section II. Term of Office: The officers; president, vice-president, secretary/treasurer, and the directors; shall serve for two years.

Section III. Election of officers and Directors: All officers shall be elected biannually. The president shall be elected one year in advance as the president-elect. Any officer or member may hold the title of president-elect. The directors will be elected one at

one annual meeting and two at the subsequent annual meeting, The new officers and the directors will take office on July 1st following their election, except that the organizing officers will serve until July 1st. 1981, The duration of the terms of the three original directors shall be determined by lot.

Section IV: Corresponding Secretary: The board shall, from time to time, at its discretion, appoint a corresponding secretary, whose address and telephone will be listed as that of the Chapter. The function of this person will be only to collect and transmit messages for the Chapter. The Chapter Secretary or any other officer or member may hold this position. The corresponding secretary, as such, will not be a voting or ex officio member of the board. The Board should appoint someone, at its discretion, who can likely serve in this capacity for a long period of time.

Section V. Meetings of the Governing Board: Meetings of the governing board shall be held as prescribed by the president, but not less frequently than five times a year. Notice of all meetings shall be given to each member of the board at least three days prior to the date fixed for such meeting. A quorum shall consist of a majority of the governing board. The board meetings shall be open to any Chapter member.

Section VI. Vacancies: Should the office of a director, the president, vice president, secretary/treasurer, or president-elect become vacant by reason of death, resignation or otherwise, a majority of the remaining board shall by majority vote, choose a successor who shall hold office for the unexpired term of the director or officer whose place is filled.

## ARTICLE VI -DUTIES OF THE GOVERNING BOARD AND OFFICERS

Section I. Duties of the Governing Board: The governing board shall be vested with the power to conduct and manage the business affairs of the Chapter and shall meet on call from the president.

Section II. President: The president shall preside at all meetings of the members and governing board; perform all acts and duties usually performed by the presiding officer, appoint a nominating committee consisting of three members at least 60 days prior to the annual meeting. (Nominations may be made from the floor by any member present at the annual meeting.) The president shall annually or at the president's discretion, appoint such committees as are deemed necessary.

Section III, President-elect: The president-elect shall have no duties in that office.

Section IV. Vice-president: The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, shall act as the

program chairman, and shall have such other powers and perform such other duties as the governing board may prescribe.

Section V. Secretary-treasurer: The secretary-treasurer shall keep a complete record of all meetings of the membership and the governing board; maintain proper membership records, serve all notices required by these bylaws, and shall be responsible for the proper accounting of all funds of the Chapter and may be required to furnish bond at the expense of the Chapter, and be responsible for collecting dues and performing such duties as may be prescribed by the governing board. However, the membership records and collecting of dues thereof may be delegated to a membership chairman appointed by the president or a separate office of treasurer may be created if the duties of the secretary-treasurer become too burdensome. If a separate office of treasurer is created, the treasurer will be a member of the governing board.

#### ARTICLE VII -AUDITS

The fiscal year shall be July 1st through June 30th, The governing board may provide for an audit of the accounts of the Chapter in a financial report at the first regular meeting following the close of the fiscal year. The audit may be made by a CPA, a competent accountant, or a committee or members as designated by the governing board. The report shall be available to all Chapter members.

#### ARTICLE VIII. -CONDUCT OF MEETINGS

Meetings shall be conducted in accordance with Roberts Rules of Order, newest edition.

#### ARTICLE IX -AMENDMENTS

These bylaws may be amended at an regular or special meeting of the Chapter by a vote of two-thirds of the members present and voting at such meeting, provided the proposed amendment shall have been mailed to the membership ten days prior to the meeting at which the amendment is to be voted upon.

#### ARTICLE X -DISSOLUTION PROCEDURE

Upon the dissolution of the Chapter, the Board of Directors, after paying or making provision for the payment of all liabilities of the Chapter, shall dispose of all the remaining assets to the Society.

Adopted: July 19, 1978