

BYLAWS of the AMERICAN RHODODENDRON SOCIETY  
VALLEY FORGE CHAPTER

Article I

Name

The Chapter shall be known as the AMERICAN RHODODENDRON SOCIETY, VALLEY FORGE CHAPTER.

Objectives

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

Duties

The duties of the Chapter shall be to hold meetings at regular stated times determined by the Board, as well as to make available to this membership information about the genus Rhododendron, including Azaleas, issue special publications from time to time, conduct scientific and educational activities, supervise test and display gardens, register new varieties, maintain a variety check list and cooperate with the American Rhododendron Society. The policies and bylaws of the Chapter will be in accord with the policies and bylaws of the American Rhododendron Society.

Article II

Membership

Section A. Membership in the Chapter shall be available to all persons interested in the growth and culture of Rhododendrons, including Azaleas.

Section B. A person may become a member by written application to the treasurer of the Chapter accompanied by remittance of dues.

Section C. All classes of membership shall be established by the Board of Directors of the American Rhododendron Society.

Section D. All members of the Chapter shall have full membership in the American Rhododendron Society.

Article III

Dues

Section A. Dues for all classes of membership shall be established from time to time by the Board of Directors of the American Rhododendron Society.

Section B. Dues are payable October 31 and are delinquent on January 1. Failure to pay dues by January 1 will constitute grounds for termination of membership.

Section C. Dues will be collected by the Treasurer of the Chapter upon due notice to its members. Due notice for this purpose shall constitute sixty days. The Chapter shall retain a percentage of the regular dues collected, as established by the ARS and the remainder shall be remitted to the secretary of the American Rhododendron Society.

#### Article IV

##### Directors

Section A. The Board shall consist of six: directors, elected by the Chapter membership; plus the current President, the Vice President, the Treasurer, and the Secretary. All past Presidents of the Chapter shall be voting members of the Board.

Section B. The term of office of a director shall be three years, except that the term of office of elected officers shall be concurrent with his or her term of office.

Section C. Two directors will be elected each year.

Section D. The Board shall meet at least twice a year. Meetings of the Board shall be held upon the call of the President or of any three directors.

Section E. Six Board members shall constitute a quorum. Notice of meetings of the Board shall be given stating the time and place of the meeting.

#### Article V

##### Officers

Section A. The officers shall consist of a president, vice president, treasurer, and secretary, all elected by the general membership of the Chapter. The term of office of each officer shall commence September 1 following the election and shall continue for two years thereafter, or until a successor is elected and qualified candidates for any office will be selected from those members in good standing with the Chapter. All officers shall serve without compensation, except such allowances for expenses as are authorized by the Board.

Section B. The president shall preside at all meetings of the membership and of the Board and have the power usually associated with the office.

Section C. The vice president shall have such power and duties as are assigned by the president with the approval of the Board. If a vacancy in the office of the president occurs, or if the president is unable to serve, the vice president shall serve as pro-tern president until the vacancy is filled in accordance with Section G hereof.

Section D. The secretary and treasurer shall have the power and duties usually associated with their offices except as otherwise determined by the president with the approval of the Board.

Section E. An audit of the books will be made within 30 days after the end of the fiscal year by an Auditing Committee appointed by the president and with the approval of the Board. The report of the Auditing Committee will be presented to the Board of Directors at its first meeting after September 30.

Section F. Upon expiration of his or her term, each officer shall deliver to the successor the records of the office.

Section G. A vacancy in the office of an elected director or of an officer shall be filled by a majority vote of the Board at the next Board meeting. The person thus chosen shall hold office for the unexpired term of the director or office who is succeeded.

Section H. The signatures of two officers, one of which shall be the treasurer, the other as determined by the Board, shall be on file for any accounts on deposits in any banking institution. In case of absence or inability of the treasurer to serve the second signature will be accepted for any transactions concerning these accounts. The treasurer will present a full report concerning these accounts at every Board meeting.

Section I. The Headquarters address of the Chapter shall be 14 Northwoods Rd., Radnor, PA, 19087.

#### Article VI

##### Meetings

Section A. The dates of the regular membership meetings will be determined by the president with the approval of the Board. No less than four meetings will be scheduled during the fiscal year. The annual meeting of members will be held in June. The newsletter editor shall send notice of regular meetings at least ten (10) days prior to the date scheduled.

Section B. All business meetings are to be conducted in accordance with Roberts Rule of Order.

#### Article VII

##### Elections

The president shall appoint a Nominating Committee at the beginning of the second year of office. The nominating committee shall consist of no less than three (3) member of the Chapter. Candidate recommendations will be submitted to the general membership thirty (30) days prior to the annual meeting. Candidates will be selected from among those members whose membership is with the Valley Forge Chapter. Further nominations may also be made by any member present at the annual meeting. The election of Officers and Directors shall be held at the annual meeting with all members in good standing voting on the nominees by a show of hands or a ballot. Votes by proxies or by mail shall not be recognized. The new Officers and Directors shall take office at the beginning of the fiscal year (September 1).

#### Article VIII

##### Amendments to the Bylaws

Proposed amendments or changes in existing bylaws will be presented to the general membership (30) days prior to the annual meeting. Voting on proposed amendments or changes in existing bylaws will take place at the annual meeting by members in good standing by a show of hands or by ballot.

Article IX

Committees

The following standing committees shall be appointed by the president upon the approval of the Board:

Budget Committee---the Treasurer will chair this committee.

Banquet Committee

Awards Committee

Auditing Committee

Cut Flower Competition Committee

Nominating Committee---3 members

Plant Sale Committee

Website Committee

Newsletter Committee

Article X

Dissolution Procedure

Upon the dissolution of the Chapter, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Chapter, shall dispose. of all the assets of the Chapter exclusively for the purposes of the Chapter in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Chapter is located, exclusively for such purposes or to such organization or organizations as said Court shall determine.

Amended 6/17/2018