

**PREFACE TO THE CONSTITUTION OF THE  
PENINSULA ROSE SOCIETY, INC.**

The Peninsula Rose Society was founded on August 28, 1955, by:

J. Harvey Brown

Clay Morgan Jr.

Grace Brown

Lucia Morgan

Charles F. Kunz

Herbert Vasconcelles

Linda Kunz

Allwyn Vasconcelles

The Society was organized for the purpose of creating interest and education in the cultivation and exhibition of the rose. In pursuit of this purpose, the Society will maintain membership in the American Rose Society and take an active part in functions of the Northern California Nevada-Hawaii District of the American Rose Society.

In July 1960, the Society became a non-profit corporation organized under the statutes of the State of California. After incorporation, By-Laws reflecting the growth of the Society were presented to the membership for adoption. They were revised and adopted in October 1960, revised in 1968, amended in 1969, amended in August 1973, revised in June 1982, June 1996, June 2001, September 2008, November 2020, November 2021.

**CONSTITUTION AND BY-LAWS PENINSULA ROSE SOCIETY, INC.  
ARTICLE I  
MEMBERSHIP**

**Section 1.** Any person who is in any way interested in the rose shall be eligible for membership.

**Section 2.** An application for membership must bear the signature of the applicant. The payment of dues for the current year must accompany each application.

**Section 3.** Any person applying for membership (or any current member) may be denied membership for just cause by two-thirds of the Board of Directors as the voting body.

**Section 4.** Dues:

A. Dues for annual membership in the Peninsula Rose Society, Inc. shall be established by the Board of Directors.

B. Dues for an annual associate member in the Peninsula Rose Society, Inc. (limited) to a person living in the same household of a regular member) shall be established by the Board of Directors.

C. Annual dues are payable on or before January 1st and will be considered delinquent on March 1st. Delinquent members will be dropped from membership.

D. The dues of new members joining after July 1st will be reduced by one-half of the annual dues.

E. Membership and fiscal year will be from January 1st to December 31st.

**Section 5.** Each member shall be entitled to one vote on any matter brought before the general membership of the society, providing his or her dues are paid in full to date.

**Section 6.** Peninsula Rose Society members are encouraged to support the American Rose Society through individual memberships.

**ARTICLE II**  
**OFFICERS**

**Section 1.** The elective Officers of the Society shall consist of:

|                     |                         |
|---------------------|-------------------------|
| President           | Vice President          |
| Recording Secretary | Corresponding Secretary |
| Treasurer           | Three Directors.        |

**Section 2.** The Board of Directors shall consist of all the elected Officers and three immediate past Presidents.

**Section 2a.** The Executive Board shall consist of all standing Committee Chairpersons and Board of Directors.

**Section 3.** Terms of Officers:

- A. The President and Vice President shall serve a one-year term and can be re-elected for additional terms.
- B. The Recording Secretary, Corresponding Secretary, and the Treasurer shall serve a one-year term and can be re-elected for additional terms.
- C. Directors shall serve a three-year term, one Director to be elected each year.  
No Director may serve more than one term consecutively.

**Section 4.** Vacancies occurring during the year may be filled temporarily by appointment by the President until an election may be held.

**ARTICLES III**  
**DUTIES OF THE OFFICERS**

**Section 1.** The President shall preside at all the Membership meetings of the Society and all meetings of the Board of Directors and the Executive Board.

**Section 2.** The Vice President shall assist the President in the operation of the Society and preside at all meetings in the absence of the President and be responsible for the monthly programs.

**Section 3.** The Recording Secretary will record all minutes of the Membership meetings, the Executive Board meetings, and the Board of Directors meetings.

**Section 4.** The Corresponding Secretary will attend to all Peninsula Rose Society communications.

**Section 5.** The Treasurer will collect all monies, pay all authorized bills, and maintain a record of all financial transactions.

**Section 6.** Duties of Directors. The Directors shall aid and assist in the administrative functions of the Board.

#### **ARTICLE IV MEETINGS**

**Section 1.** Membership meetings shall be held by the Society on the Third Tuesday of each month, or at a date, time, and place as may be determined by the Board of Directors. As needed, electronic media can be utilized for both Membership and Board of Director's meetings.

**Section 2.** All business shall be presented at a meeting of the Executive Board. No business may be brought on the floor at a Membership meeting except:

- A. Nomination and the election of officers.
- B. Voting on amendments or revision of By-Laws.
- C. Installation of newly elected officers shall take place at the annual meeting in December.

**Section 3.** Meetings of the Executive Board will be held monthly, at a time designated by the Executive Board.

**Section 4.** Notification of all Membership and Board meetings will be published in the Society's Newsletter.

## **ARTICLE V** **COMMITTEES**

**Section 1.** There shall be four standing committees:

|             |                          |
|-------------|--------------------------|
| Membership, | Publicity,               |
| Editor,     | Annual Show Chairperson. |

**Section 2.** The President shall appoint an Auditing Committee and other pro tem committees as are necessary.

**Section 3.** The Nominating Committee shall consist of three members of the Executive Board, appointed by the President, and two volunteers of the membership at large selected at the September Membership meeting. The Nominating Committee shall present their recommendations to the membership at the October Membership meeting. Other nominations may be received from the membership at large at that time.

**Section 4.** The Auditing Committee shall meet with the Treasurer and audit the books of the Society at the end of the calendar year and report to the Executive Board at the March meeting.

**Section 5.** The Membership Chairman shall submit new applications to the Board of Directors for approval at each monthly Board meeting. All voting on applications shall require a two-thirds majority of the Board of Directors present and voting.

## **ARTICLE VI** **VOTING**

**Section 1.** All voting at a Membership meeting shall be by ballot or acclamation.

**Section 2.** The slate of officers will be published in the October Society Newsletter and announced at the October Membership Meeting.

**Section 3.** The slate of officers and Board of Directors shall be announced at the November Membership meeting and shall require a majority of votes cast by the members present. During periods of time when members cannot vote in person, they can use electronic means or other options. These same means can be utilized for annual Officers and Board officers voting.

**Section 4.** Special elections may be called at the direction of the President.

**Section 5.** A majority of members of the Executive Board shall constitute a quorum for the holding of a meeting of the Executive Board.

**Section 6.** Motions before the Board shall be deemed carried by a majority vote of the members present.

## **ARTICLE VII** **FUNDS**

The funds of the Society shall be expended only upon approval of the Executive Board. No member or group of members may incur any indebtedness in the name of the Society without the approval of the Executive Board. In the event that the Society is dissolved, any assets remaining after payment of all just claims and debts of the Society shall be given to a not-for-profit organization recognized under section 501 (C) (3) of the Internal Revenue Code with a similar charitable purpose or it may be given to the American Rose Society.

**ARTICLE VIII  
AMENDMENTS**

This Constitution and By-Laws may be amended and revised at any Membership meeting provided a written notice sent to each member thirty (30) days prior to the meeting at which the proposal is to be acted upon. Amendments to By-Laws shall require a two-thirds majority of votes cast by members present.

**ARTICLE IX  
PARLIAMENTARY RULES**

The business of this Society shall be governed by Roberts Rules of Order Newly Revised unless otherwise specified in the Society's By-Laws.

REVISED - November 2021

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