

**BY-LAWS**  
of the  
**Azalea Society of America, Incorporated**

Revised May 2004, to repeal and replace  
all previous By-Laws

**ARTICLE I**  
**NAME**

The name of this nonprofit membership corporation shall be the AZALEA SOCIETY OF AMERICA, hereinafter also referred to as "ASA" or "the Society."

**ARTICLE II**  
**OBJECTIVES AND SCOPE OF ACTIVITIES**

The general objectives of the Society are to foster knowledge and improve standards of excellence with respect to azaleas. The Society shall promote understanding and skills in the classification, hybridization, propagation, and culture of azaleas among all interested people. It shall serve as a clearinghouse for information, contribute to scientific advance in this area of horticulture, encourage the introduction of new species and hybrids and the greater use of superior cultivars, and increase the bonds of fellowship among those who grow and appreciate azaleas. In furtherance of these objectives, the Society may engage in organized activities and, with authorization by the Board of Directors, participate in cooperative programs with appropriate governmental, private non-profit organizations, and other entities. The activities listed in this paragraph are neither all-inclusive nor mandatory upon the Society.

**ARTICLE III**  
**MEMBERSHIP**

**A. Eligibility for Membership**

Individuals, organizations, firms, institutions, and clubs interested in azaleas and supportive of the objectives of the Society shall be eligible for membership in the Azalea Society of America. Membership may be obtained upon application therefor and payment of the appropriate dues (except as otherwise provided in Article III.B.3., below). Each applicant for membership shall undertake to adhere to the rules of the Society and to help promote its objectives.

**B. Classes of Membership**

Classes of membership shall include annual, life, and honorary. Additional classes or subclasses may be established or eliminated by the Board of Directors (hereinafter also referred to as the "Board") at its discretion.

**1. Annual Membership.**--Annual membership is open to individuals, organizations, firms, institutions, and clubs. Such members may become members of an ASA chapter (Article IV) or members at large (affiliated directly with ASA). Persons residing together in a single household may, at their option, be designated as joint members and share a single individual membership; provided, that such membership status confers entitlement to only a single vote at membership meetings. An organization, firm, institution, or club shall be entitled only to a single membership (individuals affiliated with such entities are not members of ASA unless they join the Society as individuals) and to a single vote at membership meetings (such vote shall be cast by the duly authorized representative of the member under procedures established by the Society's Board).

**2. Life Membership.**--Life membership is open to any individual eligible for membership in ASA (including two persons residing together in a single household and sharing a single membership), upon payment of the full dues appropriate for this class of membership at the time of application. A life membership confers eligibility to a single vote at membership meetings. Organizations, firms, institutions, and clubs are not eligible for life membership. The surviving member of any two-person life membership shall continue to enjoy all the privileges of membership. Any existing life membership of an organization, firm, institution or club shall continue until it legally dissolves or resigns from membership.

**3. Honorary Membership.**--In conformity with criteria and procedures established by the Board, and upon recommendation by the Board, the members of the Society may from time to time elect individuals to honorary membership for life. Such election shall be limited to the recognition of exceptionally meritorious service to the Society, distinctive achievement in the improvement of azaleas, or related accomplishments. An honorary member shall not be subject to the payment of dues but will be accorded all membership privileges accruing to individual members. The surviving spouse of an honorary member may continue to enjoy the privileges of membership, except for voting in Society affairs, without payment of dues; or, unless already a life member, may enroll as an annual or life member upon payment of dues for the class of membership selected.

### **C. Dues**

The Board of Directors shall determine from time to time the amount of dues to be paid by members of the Society subject to dues payment, as well as the apportionment of dues between the Society and its affiliated chapters. The Board shall determine and disseminate to the chapters and the membership the procedures for collection of dues, including specification of the respective responsibilities of Society and chapter officials. Life membership dues and dues paid in advance of the year for which they are due shall be and remain the property of the Society upon receipt, regardless of any future termination of the membership for which they were paid. Such dues shall be full payment for the period for which paid, regardless of any future change in the dues amounts.

**1. Annual.**--Annual membership dues shall be payable on the first day of the calendar year to which such dues apply. For any special classes of membership established by the Board (for example, Contributing, Sustaining, and Endowment), the amount of dues received

in excess of the scheduled amount of regular annual membership dues shall be added to the General Endowment reserve. Interest earned on savings accounts or investment instruments associated with this reserve shall be transferred each year to the Society's operating fund.

2. Life.--Life membership dues shall be payable to the Society. Dues received for new life memberships shall be added to the General Endowment reserve. All principal and accumulated interest previously designated for the ASA Life Membership reserve shall be transferred to the General Endowment reserve.

#### D. Termination of Membership

1. Failure to pay dues.--The membership of any annual member for whom the appropriate dues have not been received by the Society's dues recipient as designated by the Board on or before the first day of March shall be terminated without notice. Memberships so terminated may be reinstated by application to the Membership Committee and payment of the full amount of dues for the current year, as established by the Board.

2. Other causes.--Any membership may be terminated by the Board of Directors upon any ground which, in the judgment of the Board, constitutes action or conduct contrary to any of the provisions of the articles of incorporation or the By-Laws of the ASA, or contrary to the interests of the ASA; provided, that the Board shall give written notice of such grounds and intent to terminate membership at least thirty days before final action on such termination and shall provide to the member(s) affected opportunity to reply thereto in an appropriate hearing; provided further, that any such termination of membership by the Board shall be subject to review and revocation by the members at an annual membership meeting or a special meeting called for that purpose.

#### E. Resignation

Any member may resign by filing a written statement with the Secretary, but such resignation shall not relieve a member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

#### F. Non-Transferability of Membership

Membership in ASA is not transferable or assignable.

### **ARTICLE IV CHAPTER ORGANIZATION**

#### A. Chapter Formation

Any group of ten or more members of the ASA may make application to the Society for affiliation as an ASA chapter. A copy of the organizational papers and By-Laws of the chapter shall be provided to the Secretary of the ASA. The organizational arrangements and the By-Laws of the chapter shall be consistent with the articles of incorporation and the By-Laws of

the ASA. If the application is approved by the Board of Directors of the ASA, and upon payment of the required fee (if any), the Board shall issue an appropriate document to the petitioning group certifying the affiliation of the new chapter. The incorporation of a chapter under state law is authorized but not required by the Society, and is a matter for decision by the chapter members.

#### **B. Chapter Name**

Prior to approval by the ASA Board of Directors of an application for chapter affiliation, the applicants shall submit to the Board the proposed name for the chapter. That name shall be approved in writing by the Board, unless in its judgment the proposed name would cause confusion with the name of another ASA chapter or similar organization. A duly affiliated chapter shall have the right to use the name "Azalea Society of America" in connection with the chapter name approved by the ASA Board, subject to the limitations set forth in paragraph G. of this Article.

#### **C. Membership**

All members of a chapter must be members of the ASA. Individuals, organizations, firms, institutions, and clubs shall be eligible for chapter membership. A chapter may provide associate-membership privileges to members at large of the Society and to members of other ASA chapters under conditions set forth in the chapter By-Laws. There shall be at least two classes of chapter membership, including annual and life, as described in Art. III.B.1. and 2. of these By-Laws.

#### **D. Dues and Membership Records**

1. Each chapter shall be entitled to a share of the dues paid (or equivalent amount for life members) for each regular member of the chapter, as determined under the provisions of Article III.C. of the Society's By-Laws. Chapters shall not collect dues from honorary members of the ASA.

2. By the first of March each year, a responsible officer in each chapter shall provide to the ASA membership chairperson a list containing the correct current address and, if applicable, telephone number (including area code) and e-mail address for each chapter member.

#### **E. Chapter Activities**

The appropriate scope of chapter activities shall include, among others, promotion of the objectives of the Society set forth in Article II of these By-Laws and fulfillment of other responsibilities as determined by the Board of Directors and approved by a majority of the members present at a duly constituted membership meeting of the Society. Chapters shall carry out all of their activities in a manner consistent with maintaining the character of the ASA as a tax-exempt non-profit educational and scientific organization in accordance with the Internal Revenue laws and regulations of the United States (see Article XIV).

#### **F. Officers**

The officers of the chapter shall be elected by its members, and the duties of the officers shall be set forth in the By-Laws of the chapter. The President of each chapter shall be ex officio a

voting member of the Board of Directors of the ASA for the term of his office as Chapter President. If the Chapter President is serving as an elected officer of the Society or as an At-Large member of the ASA Board, the Chapter Vice president shall assume the said ex officio membership on the Board (Article VI.B.). The results of chapter elections shall be reported promptly to the Secretary of the ASA.

#### G. Limitations

No chapter (or officer or member thereof) shall, with respect to chapter activities, have the power to act for the ASA in any manner, as agent or otherwise, or to claim authority to bind the ASA in any manner, financially or otherwise. No chapter shall have any proprietary interest in the name "Azalea Society of America" or in any combination of said words with other words, its right to use of the name being limited to situations in strict consonance with these By-Laws.

#### H. Cancellation of Affiliation

In the event that a chapter shall comprise less than ten (10) members of the Society, or include in its membership any person or entity not a member of the ASA, or shall fail to perform its responsibilities as specified elsewhere in these By-Laws, the ASA certification of affiliation of such chapter shall be deemed cancelled thirty (30) days after a notice of the pending cancellation is mailed by the ASA Secretary, on instruction from the ASA Board of Directors, to the last known president or secretary of the subject chapter at the address in the records of the ASA. The ASA Board may vacate such cancellation if it is satisfied that the conditions which justified the notice of cancellation have been corrected or eliminated within the thirty-day period.

#### I. Dissolution of Chapter

In the event of the dissolution of a chapter, all chapter monies and ASA property in possession of said chapter shall be returned to the Society, and all property and other assets of the chapter shall be disposed of in the manner specified in the By-Laws of the chapter or in applicable state statutes and regulations. The By-Laws of the chapter shall provide for disposition of the property and other assets of the chapter in a manner approved by the United States Internal Revenue Code for the disposition of the assets of a tax-exempt nonprofit organization.

## **ARTICLE V MEETINGS OF MEMBERS**

#### A. Annual Meeting

An annual meeting of the members of the Society shall be held at a time and place determined by the Board of Directors. The Board of Directors may designate any place, within or without the District of Columbia, as the place of meeting for any annual meeting or any special meeting. The business of the annual meeting of members shall include the installation of officers and directors and such other business as may come before the meeting; provided, that if the process of electing officers and directors shall not be completed by the day designated for the annual meeting, or at any adjournment thereof, the Board shall cause the

election to be completed at the annual meeting or at a special meeting of the members as soon thereafter as may be feasible.

#### **B. Special Meetings**

Special meetings of the membership may be called by the President, or by at least one-third of the number of directors specified in these By-Laws (including the ex officio members of the Board), or upon written subscription of at least one-tenth of the members having voting rights. The business of a special meeting shall be limited to that specified in the notice calling that meeting.

#### **C. Notice of Meetings**

Written notice stating the place, day, and hour of any meeting of the members of the Society shall be delivered either personally or by mail or e-mail to each member entitled to vote at such meeting. A printed notice in The Azalean shall constitute an appropriate form of notice. Notice of meeting shall be delivered at least thirty (30) days in advance of the annual meeting or any special meeting. The notice shall be given by or at the direction of the President, or the Secretary, or the members calling a special meeting. In the case of a special meeting, or as required by statute or these By-Laws, the notice shall clearly state the purpose or purposes for which the meeting is being called. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the address appearing on the records of the Society and with proper postage prepaid. An e-mail notice shall be deemed to be delivered when an acknowledgement of its delivery is received by the sender from the recipient. If such an acknowledgement is not received with twenty-four (24) hours, the notice shall be sent by United States mail as specified above.

#### **D. Quorum**

A quorum shall be deemed to exist at any duly called meeting of members of the Society if there are present in person not less than thirty (30) members entitled to vote at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time pending constitution of a quorum, without further notice other than announcement at the meeting, until such time as a quorum is present. Once a quorum is present at any meeting so adjourned, any business may be presented or transacted that might legitimately have been presented or transacted at the meeting as originally scheduled.

#### **E. Proxies**

Each member entitled to vote at any meeting may delegate, by means of a written proxy, that privilege to another member of the Society entitled to vote; provided, that proxies shall not be used in the establishment of a quorum, in the election of officers or directors, or in a membership vote on the termination of a membership. Only proxies filed with the Secretary or Acting Secretary prior to the commencement of a meeting may be counted in determining the result of any vote. No proxy shall be valid after the final adjournment of the meeting for which it was executed. The form of proxy will be substantially as follows:

I, \_\_\_\_\_, hereby constitute \_\_\_\_\_ as my proxy to vote for me and on my behalf at the membership meeting of the Azalea Society of America to be held at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_; I hereby ratify and confirm the action of my proxy in all votes or actions at the said meeting in conformity with the By-Laws of the Society.

(Witness) \_\_\_\_\_ (Signed)

(Date) \_\_\_\_\_ (Date)

#### F. Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting of the members at which a quorum is present shall be necessary for the adoption thereof, unless a greater proportion shall be required by statute or these By-Laws.

#### G. Presiding Officer and Secretary at Meeting

Following the transition period (Article VI.L.), the President shall preside at meetings of the members of the ASA. In the absence of the President, the chair will be held by the Vice President; or, in the absence of that officer, by a member of the Society designated by the Board of Directors; or, in the absence of any of the aforementioned persons, by a member designated by a majority of the members present. The Secretary (or, in the absence of that officer, a person designated by the presiding officer of the meeting) shall record the minutes of the meeting and perform other duties appropriate to the office.

### **ARTICLE VI BOARD OF DIRECTORS**

#### A. General Powers

The direction and management of the affairs, business, and property of the ASA shall be the responsibility of the Board of Directors (herein also referred to as "the Board"). The Board shall determine the policies of the Society and have control over the disposition of ASA funds and property; it shall do all lawful acts and things pertaining thereto that are not by statute, article of incorporation, or By-Laws required to be exercised or done by the members. The directors must be members in good standing of the Society, but need not be residents of the District of Columbia.

#### B. Composition

Following the transition period (Article VI.L.), the Board shall include of four (4) elected officers (the President, Vice President, Secretary, and Treasurer); six (6) elected Directors At Large; the immediate Past President; and the president of each ASA chapter, who while holding such office shall serve ex officio as a member of the Board; in addition, the Editor of The Azalean shall serve ex officio as a member of the Board. The aforementioned persons shall be the voting members of the Board. No person shall hold more than one of these positions on the Board at the same time; if the serving president of a chapter shall be elected as an officer or

Director At Large of the Society, the vice-president of the chapter shall replace that chapter president as ex officio member of the Board.

### C. Terms of Office

1. Officers.--Following the transition period (Article VI. L.), the President, Vice President, Secretary, and Treasurer shall be elected to serve for approximately two years, from the meeting at which they are installed to the annual meeting second following.

2. Directors At Large.--The elected Directors At Large shall be elected to serve for approximately two years, from the meeting at which they are installed to the annual meeting second following. In order to ensure continuity in the deliberations of the Board of Directors, one-half of this class of directors shall be elected at each annual meeting. No elected Director At Large shall serve in that capacity more than three terms (approximately six years) consecutively.

3. Past President.--The immediate Past President of the Society shall become a member of the Board without election and shall serve in that capacity until his successor in office is succeeded and becomes the immediate Past President. If the immediate Past President resigns, retires, dies, or is otherwise unable to serve a full term, the office will remain vacant for the unexpired term.

4. Ex Officio Members.--The president of each ASA chapter (or the vice president if the president is serving in another capacity on the ASA Board) shall automatically become ex officio a member of the Board upon receipt by the Secretary of the Society of official notification from the chapter of that chapter officer's election and installation.

5. Vacancies.--The President, Vice President, Secretary, Treasurer, and Directors At Large of the Society shall continue to serve until their respective successors have been duly elected and shall have qualified. A vacancy on the Board because of the death, resignation, removal, disqualification, or other disability of an elected officer or elected Director At Large may be filled by the Board for the unexpired portion of the term; provided, that in the case of a Director At Large, any vacancy occurring may be filled, after due notice of the proposed action to all members of the Board, by the affirmative vote of a majority of the number of remaining directors, though such number be less than a quorum of the fully constituted Board; provided further, that if the vacancy occurs prior to the election at the end of the first year of the two-year term of the office vacated, the remaining year of term will be filled by election. In this circumstance, the Nominating Committee shall place in nomination the name of an individual appointed by the Board to fill a vacancy but may also nominate others.

### D. Election of Officers and Directors

1 Ballots.--On or about the first day of February each year, the President shall receive from the Nominating Committee the slate of nominees prepared in accordance with Article VIII.F. of these By-Laws. The President shall then cause to be prepared a ballot listing the nominees for the various offices, together with short biographical profiles to accompany the ballot. The ballot shall include appropriate instructions for marking and return and will prominently display the date by which the marked ballot must be received by the Secretary of



the Society. The ballots shall be prepared in a manner appropriate to prevention of unauthorized reproduction.

2. Dissemination of Ballots.--The President shall cause one ballot to be sent to each member. At the discretion of the Executive Committee, the ballots may be included with the mailing of the March issue of The Azalean or may be mailed separately.

3. Counting of Ballots.--Ballots shall be counted by one or more persons designated by the President, and shall be retained for thirty (30) days after the annual convention to resolve any dispute. In case of ties, the Board of Directors as a group shall cast one vote to break each tie.

#### E. Functions of Officers

1. President.--The President shall be the chief executive officer of the Society and shall, following the transition period (Article VI.L.), preside at meetings of the Board of Directors and at meetings of the members. Subject to the direction of the Board, the President shall exercise general supervision and control over the affairs of the Society. In general, the President shall perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the Board. The President may sign, together with the Secretary or other proper officer of the Society so empowered by the Board, any deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except in cases where the signing and execution of such instruments shall be expressly restricted to the Board or, by these By-Laws or by statute, to some other officer or agent of the Society. The President shall be chairperson and a voting member of the Executive Committee (Article XII.D.). The President shall be ex officio a member of all other committees but may vote in those committees only in the event of a tie.

2. Vice President.--When acting in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions applying to the President. In addition, the Vice President shall perform such other duties as from time to time may be assigned to that individual by the President or the Board.

3. Secretary.--The Secretary shall record and maintain the official minutes of the meetings of the members, the Board, and the Executive Committee. In addition, the Secretary shall maintain other files pertaining to activities of the Society. The Secretary shall ensure that all notices are duly given in accordance with these By-Laws or as required by statute. The Secretary shall oversee maintenance of an up-to-date register of the mailing address of each member of the Society, which address shall be furnished by the member, and the official register of the members entitled to vote. The Secretary shall be the custodian of the corporate records and shall make same available for inspection by any member at any reasonable time (see Article IX.D. for access to financial records). The Secretary shall be custodian of the seal of the Society and shall attest and affix said seal to any instrument for which execution under seal shall be required, unless some other officer or officers of the Society shall have been duly authorized by the Board to perform this function. The Secretary shall mail to those members of the Board qualified to vote a copy of the minutes of meetings of the members and meetings of the Board promptly after such meetings. The Secretary shall perform such other duties as may

be incident to the office of secretary and as may from time to time be assigned to that officer by the President or the Board.

4. Treasurer.—The Treasurer shall have the custody of and, under the general direction of the Finance Committee, shall be responsible for the funds, securities, and other property of the Society. The Treasurer shall keep accurate records thereof and of all receipts and disbursements of the Society in books of record maintained for the purpose. The Treasurer shall deposit all monetary assets of the Society in the name of and to the credit of the Society with such depository or depositories as shall be designated by the Executive Committee and in accordance with Article IX, Financial Transactions. The Treasurer shall, with other persons designated by the Board (if any), disburse the funds of the Society, receiving and taking proper vouchers therefor, and render to the Board such reports as it shall prescribe; and in general shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to that officer by the President or the Board. The Treasurer, with the prior approval of the Board or of the Executive Committee, shall have the power to authorize in writing any one or more of the officers, members, or employees of the Society to discharge these duties under his supervision. If required by the Board, any person authorized to disburse funds shall agree to be bonded in such sum and with such surety or sureties as prescribed by it for the faithful performance of such person's duties, and the Treasurer or the Board may require such a bond from others under the Treasurer's supervision. Any such bond(s) is (are) to be purchased at the expense of the Society. The financial records of the Society are to be kept in accordance with Article IX.

#### F. Resignation

An officer or Director At Large may resign from such office at any time by presentation of a written notice of resignation to the Secretary. Such notice shall be effective upon receipt by the Secretary.

#### G. Removal

An elected officer or Director At Large may be removed from office only by action duly taken in a meeting of the members of the Society (Article V). A proposal to this effect must first be made in a meeting of the Board of Directors; for the proposal to be brought before the members of the Society, it must first be recommended by the vote of two-thirds of the directors present at a meeting of the Board at which a quorum is present, provided that the notice of the meeting discloses such action as a purpose; or, alternatively, by the vote of three-fourths of the total number of directors specified in these By-Laws (including ex officio members of the Board), with or without notice. Any officer or Director At Large appointed by the Board to fill a vacancy may be removed for reasonable cause by the Board at any regular or special meeting, provided that the notice of the meeting discloses such action as a purpose. Such removal requires a vote of two-thirds of the Board at a meeting at which a quorum is present.

#### H. Meetings of the Board

1. Regular Meetings.—A regular meeting of the Board of Directors shall be held, without notice other than this by-law, at approximately the same time and place as the annual meeting of members. The Board may by resolution set the time and place for holding of additional regular meetings.

2. **Special Meetings.**--Special meetings of the Board may be called at any time and place by the President or, upon written request to the Secretary, by any three of the other directors qualified to vote in proceedings of the Board.

3. **Notice of Meeting.**--With respect to meetings of the Board other than the regular meeting held in conjunction with the annual meeting of the members, the Secretary or other official of the Board shall, at least twenty days before the date set for a regular or special meeting, provide to each member of the Board who is entitled to vote due notice of the place, date, and hour of meeting. Distribution to the officers and directors of minutes containing a resolution stating the place, date, and hour for a regular meeting shall constitute due notice of such a meeting. Otherwise, notice of meetings of the Board may be transmitted to the Board members personally or sent by mail or telegram or e-mail to their addresses shown in the records of the Society. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope properly addressed and with first-class postage thereon prepaid. If notice be given by telegram, such notice shall be deemed delivered when the message is provided, together with appropriate payment therefor, to the Telegraph Company or its designated agent. An e-mail notice shall be deemed to be delivered when an acknowledgement of its delivery is received by the sender from the recipient. If such an acknowledgement is not received with twenty-four (24) hours, the notice shall be sent by United States mail as specified above. Notices of all special meetings, as well as notices of regular meetings that will include consideration of matters requiring special notice of intent to act, shall state the purpose or purposes for which called. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### I. Quorum

At least one-quarter of the Board of Directors (including ex officio members of the Board) must be present in person to constitute a quorum for the transaction of business at any meeting of the Board; provided, that in the absence of such a quorum, a majority of the directors who are present may adjourn the meeting from time to time without further notice. Proxies may not be counted in the determination of the presence of a quorum. For purposes of this article and article VI.J below, "in person" shall include being on the telephone and connected to a meeting of the Board of Directors being held via a telephone conference call.

#### J. Manner of Acting

The act of a majority of the directors present in person or represented by valid proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute or by these By-Laws. In the interim between duly constituted meetings of the Board, the President or any three members of the Board acting in unison may order the submission of a mail-in ballot to the directors. Except as otherwise provided in statute or in these By-Laws, an affirmative vote of a majority of those eligible to vote shall be interpreted as the official action of the Board and shall become a part of the minutes of the next official meeting of the Board.

**K. Compensation for Officers and Directors**

Officers and directors of the ASA and its chapters shall not be entitled to any compensation or remuneration for their services in those capacities, except such allowances for actual and reasonable official expenses as may be authorized by the Board.

**L. Transition Period.**

Prior to the 1991 membership meeting and election, the respective duties and prerogatives of the Chairman of the Board and the President shall continue as specified in the previous By-Laws. At the 1991 annual membership meeting, the elected President and Vice-President shall be installed for two-year terms, and the elected Secretary and Treasurer shall be installed for one-year terms. The three (3) newly elected Directors At Large will be installed for two-year terms. Of the five (5) Directors At Large installed at the 1990 annual membership meeting, only three (3) will continue to serve during 1991/92; the reduction shall be accomplished by attrition, resignation, or lot.

**ARTICLE VII  
INFORMATIONAL MEDIA**

The Board of Directors is authorized to establish appropriate procedures and arrangements for publication by the Society of various forms of educational and scientific material relating to azaleas in furtherance of the objectives of the ASA. The Board shall establish the price of such materials to ASA members and to nonmembers. In cases where the Board has determined that the price of the publication is covered by membership dues, one copy of each such publication shall be mailed to each ASA member in good standing. No compensation shall be paid to any editor or author or to any person associated with any of the aforementioned publications except as expressly authorized by the Board. The Board of Directors is further authorized to establish other activities and means for dissemination of information appropriate to realization of the objectives set forth in Article II of these By-Laws.

**ARTICLE VIII  
COMMITTEES**

**A. General**

The activities of the Society are to be carried out principally through the officers and the committees. The Executive, Finance, and Nominating Committees shall be standing committees, which have continuing existence and function, although the Board of Directors may from time to time make changes in their membership and, in conformity with the intent of Sections D., E., and F. of this Article, in their manner of acting. The Board shall, in conformity with the By-Laws, establish or authorize the establishment of all other committees, prescribe the scope of their work, the duration of their existence, and the extent of their authority.

### B. Committee Members

The Board of Directors shall appoint or authorize the appointment of chairpersons and other members of all committees of the Society in accordance with these By-Laws. All committee members serve at the pleasure of the Board unless otherwise required by these By-Laws.

### C. Committee Meetings

1. Notice.—Unless otherwise provided by the Board of Directors, committee meetings shall be called by the chairperson or acting chairperson on not less than five days' notice; provided, that notice may be waived in accordance with Article XII, Waiver of Notice, of these By-Laws.

2. Quorum.—A quorum at any meeting of a committee shall consist of a majority of the members of such committee, unless the Board shall prescribe otherwise. The act of a majority of the members present at a committee meeting at which a quorum is present shall be the act of the committee, unless the Board or these By-Laws shall prescribe otherwise.

3. Reports.—Committee chairpersons shall submit to the Board or Executive Committee, upon request from the President or more frequently at the discretion of said chairpersons, reports on the activities and actions of their committees.

### D. Executive Committee

The Executive Committee shall consist of at least six but not more than seven members from the Board of Directors, including the President, the immediate Past President, the Vice-President, Treasurer, Secretary, Editor of The Azalean, and other directors chosen by vote of the Board. The President shall preside and shall have full voting power in this committee. The Executive Committee shall have and exercise the power and authorities of the Board, except that it shall have no power or authority with respect to establishing or altering the dues of members; to appointing committee chairpersons and other committee members, except on an interim basis pending action by the Board; or to making any expenditures or creating any financial obligations in excess of the amount or amounts that the Board may from time to time determine to be within the authority of the Executive Committee.

### E. Finance Committee

The Finance Committee shall consist of not less than three members of the Society, including the Treasurer. A majority of the Finance Committee shall be directors other than the Treasurer. The Finance Committee, subject to such policies and directives as may be adopted and issued relating to its activities by the Board of Directors or the Executive Committee, shall perform the duties enumerated below:

1. Budget.—The committee shall prepare and submit to the Board by the fifteenth day of November each year a proposed budget (financial plan) for the following fiscal year.

2. Oversight.—The committee shall provide continuing oversight and review of the responsibilities and activities of the Treasurer and any assistant to the Treasurer, in order to ensure the effective implementation of Society policies and the accomplishment of duties relating to financial matters.

3. Gifts and Bequests.--The committee, in collaboration with the Society's legal advisors, shall make recommendations to the Board in connection with the Society's interests in connection with arrangements for gifts and bequests to the Society and related matters.

4. Dues.--The committee shall make recommendations to the Board in connection with the setting of dues and the sharing of dues between the Society and its chapters.

5. Miscellaneous.--The committee shall carry out such other activities relating to the financial affairs of the Society as the Board of Directors may from time to time direct.

#### **F. Nominating Committee**

The Nominating Committee is responsible for preparation of the slate of candidates for election to the Board of Directors (President, Vice President, Secretary, Treasurer, and Directors At Large). The slate of candidates for offices to be filled at the next annual meeting of the Society, together with a brief biographical resume of each nominee, shall be submitted to the President by the first day of February each year for incorporation in the ballot to be sent to the members of the Society. The Nominating Committee shall be organized and shall operate as follows:

1. Composition.--The Nominating Committee shall consist of one or more members who, if serving as elected officers, are not eligible for re-election at the next annual meeting of the Society. The chairperson and other members of the committee shall be appointed by the Board; vacancies occurring on the committee shall be filled by action of the Board. In the event that the spouse of a member of the Nominating Committee is serving on the Society's Board or is being considered for election thereto, such committee member shall withdraw from all deliberations and actions of the committee so long as said spouse is being considered.

2. Regional Considerations.-- In preparing the slate of candidates, the committee shall consider both the desirability of representation from different parts of the country and the effect of location of residence on the ability of officers and directors to perform their duties effectively.

3. Notification to Membership.--The President shall, before the end of October each year, disseminate to all members of the Society certain information relating to the nomination process. (Publication of this information in the September issue of The Azalean shall constitute such notice.) The information shall include the name and address of the chairperson of the Nominating Committee, together with a call for nominees for positions to be filled. Members' suggestions may be sent to the chairperson of the Nominating Committee by the end of the December following subject notice. The Nominating Committee shall include in the slate of nominees any name(s) supported by petition signed by forty (40) or more members and forwarded to the chairperson of the Nominating Committee by the end of December. Those submitting such petitions shall include biographical profile(s) for the nominee(s) included.

#### **G. Other Committees**

The Board of Directors may establish or authorize the establishment of other committees, designate any of these as standing committees, and, at its discretion disestablish such committees. These committees may be established to assist in implementation of objectives

set forth in these By-Laws, including program activities and administrative activities such as membership, public relations, and legal affairs.

## **ARTICLE IX FINANCIAL TRANSACTIONS**

### **A. Contracts**

The Board of Directors may authorize any officer or officers (or agent or agents) of the Society, in addition to those officers otherwise authorized by these By-Laws, to enter into any contract or execute and deliver such instrument in the name of and on behalf of the Society. Such authority may be general or may be confined to specific instances at the discretion of the Board.

### **B. Instruments for Payment or Borrowing**

All checks, drafts, or other instruments for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Society shall be signed by the officer or officers, or agent or agents, authorized by explicit provisions of these By-Laws or by the Board of Directors as provided in the preceding paragraph. Such instruments shall be executed in a manner to be determined by the Board. In the absence of such determination by the Board, such instruments will be signed by the Treasurer or an Assistant Treasurer and be countersigned by the President or Vice President of the Society.

### **C. Deposit of Funds**

All funds of the Society shall be deposited from time to time to the credit of the ASA in such Federally insured bank, trust company, or other depository or depositories as the Executive Committee may select.

### **D. Financial Records**

The financial records of the Society shall be kept in such form as may be directed by the Board of Directors or the Executive Committee. The Treasurer shall, at least once a year and additionally as requested by the Board, render a balance sheet of the Society's status at the end of its fiscal year and a summary of the sources and uses of funds during the fiscal year. These statements will be reviewed by the Finance Committee and may be submitted for review to a qualified individual or firm at the discretion of the Board. All financial books, records, and vouchers of the Society shall be open to inspection at any reasonable time by any member of the Society.

### **E. Fiscal Year**

The fiscal year of the Society shall begin on the first day of January and end on the last day of December.

## **ARTICLE X AMENDMENTS**

### **A. Amending the Articles of Incorporation**

The Board of Directors at any duly constituted meeting may adopt a resolution setting forth any proposed amendment to the articles of incorporation and directing that it be submitted to a vote of the members at the annual meeting (or postponement or continuation thereof) or a special meeting; provided, that prior to action by the Board, the substance of such amendment shall have been stated in the notice calling the meeting of the Board or in a duly completed waiver of notice thereof. Written notice stating the substance of the proposed amendment shall be mailed to each member at least thirty days in advance of the meeting at which a vote on adoption of the amendment is to be held. Adoption of such amendment shall require an affirmative vote of two-thirds of the qualified votes at the meeting of the members, provided that a quorum has been established (Article V.D.).

### **B. Amending the By-Laws**

These By-Laws may be amended by an affirmative vote of two-thirds of the qualified votes at any meeting of the members provided, that a quorum has been established (Article V.D.); provided further, that the substance and effect of the proposed amendment(s) shall have been set forth in a notice to the members at least thirty days in advance of said meeting.

### **C. Proposal of Amendments by Members**

A written request for amendment of the articles of incorporation or the By-Laws, signed by at least one-tenth of the members entitled to vote and delivered to the Secretary of the Society, shall be sent to the directors with the notice of the first meeting of the Board of Directors to be mailed by the Secretary following receipt of the request. The Board shall give due consideration to such request and in due course inform the entire membership in writing of the substance and effect of the proposed amendment, together with the Board's recommendations, in order that the members may vote thereon at a subsequent annual or special meeting.

## **ARTICLE XI PERSONAL LIABILITY**

### **A. Non-Liability**

Neither the Board of Directors nor any officer or member of the Society shall have the power to bind personally the members or the individual officers or directors of the Society. All persons, corporations, or other entities extending credit to, contracting with, or having any claims against the Society shall look only to the funds and property of the Society for payment of any debt, damage, judgment or decree, or any money that may otherwise become due or payable to them from the Society, so that neither the members nor the directors, nor the officers, present or future, shall be personally liable therefor.



### **B. Indemnification**

Each member, director, and officer of the Society shall be entitled, without prejudice to any other rights that said person shall have, to be reimbursed by the Society for, and indemnified by the Society against, all legal costs and other expenses reasonably incurred by said person in connection with or arising out of any claim, action, suit, or proceeding of whatever nature in which said person may be involved as a party or otherwise or with which said person may be threatened by reason of having been a member or having served as a director or officer of the Society or by reason of any action alleged to have been taken or omitted by said person as such member, director, or officer of the Society, whether or not said person continues in such status at the time of incurring the aforementioned cost or expenses, including amounts paid or incurred in connection with reasonable settlements (other than amounts paid to the Society itself) made with a view to curtailment of costs of litigation. No such reimbursement or indemnity shall be paid or made for any expense incurred or settlement made by such member, director, or officer in connection with any matter as to which said person shall be finally adjudged in any such action, suit, or proceeding to have been derelict in the performance of duty as such member, director, or officer. In no event shall anything herein contained be construed so as to obligate the Society to indemnify any such member, director, or officer against any costs or expenses incurred or settlement made in connection with any matter arising out of or resulting from said person's own negligence or willful misconduct. The Society, its members, directors, officers, and employees shall not be liable to anyone for making a determination as to the existence or absence of liability of the Society hereunder or for making or refusing to make any payment hereunder on the basis of such determination or for taking or omitting to take any other action hereunder in reliance upon advice of counsel.

### **ARTICLE XII WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act or under the provisions of the articles of incorporation or the By-Laws of the Society, a waiver thereof in writing and signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Waiver of notice of any meeting of the Board may be accomplished as provided in Article VI.1.3.

### **ARTICLE XIII OFFICES**

The Society shall have and continually maintain in the District of Columbia a registered office and a registered agent whose office is identical with such registered office, as required by the District of Columbia Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the District of Columbia. The registered agent, the address of the registered office, or both may be changed from time to time by the Board of Directors. The Society may have such other offices, either within or without the District of Columbia, as the Board may determine and the affairs of the Society may require from time to time.

**ARTICLE XIV  
LIMITATIONS ON ACTIVITIES AND APPLICATION OF ASSETS**

**A. Principles**

The Azalea Society of America shall at all times be operated solely and exclusively in accordance with the following principles:

1. The Society shall operate solely and exclusively for the purposes set forth in Article II and elsewhere in these By-Laws.
2. No part of the net income of the Society may under any circumstances inure to the benefit of any private individual.
3. The Society shall not carry on any political propaganda or otherwise attempt to influence legislation.
4. The Society shall not participate in or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.
5. The Society shall not participate in any transaction resulting in a diversion of its income or assets to any director, officer, member, employee, or contributor.
6. The Society shall at no time conduct or participate in any activity whatsoever that a totally tax-exempt organization is not permitted to carry on under the provisions of the United States Internal Revenue Code then in effect.

**B. Application to Chapters**

The principles set forth in the preceding section of this Article shall apply to each chapter of the Society, and each Chapter shall ensure the inclusion of these principles in its organizational papers and By-Laws as appropriate under local law.

**ARTICLE XV  
DISPOSITION OF ASSETS UPON DISSOLUTION**

Should the Azalea Society of America be dissolved, all of its assets and all income accrued thereon shall be distributed to the Maryland-National Capital Park and Planning Commission, to be applied specifically for the upkeep, support, benefit, and/or improvement of the McCrillis Garden, a property of the said Commission located in Bethesda, Maryland, and maintained for the use and benefit of the general public. If for any reason the foregoing disposition cannot be made, all the assets of the Azalea Society of America shall be distributed to the United States National Arboretum for the upkeep, support, benefit, and/or improvement of its azalea collection. If for any reason neither of the foregoing dispositions can be made, all of the assets shall be distributed to an organization or organizations (preferably devoted to the advance of horticulture) qualified as exempt under Section 501-(c)(3) of the United States Internal

Revenue Code. Any assets not disposed of in the manner aforesaid shall be disposed of by a court of the District of Columbia having jurisdiction over such matters to such organizations as the said court shall determine.

**ARTICLE XVI  
SEAL AND LOGO**

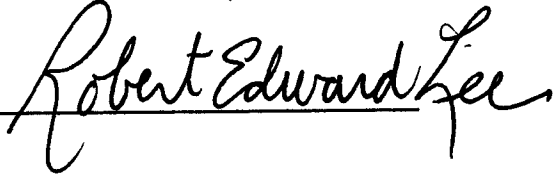
The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have included thereon the name AZALEA SOCIETY OF AMERICA, INCORPORATED, and the words "Corporate Seal" and the date "1979". The Board may select and cause to be designed an appropriate logo for use on the Society's letterheads, publications, and elsewhere as it deems appropriate.

**ARTICLE XVII  
PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order shall govern all ASA meetings in cases to which they apply and where they are not inconsistent with the By-Laws of the Society.

Adopted by the membership at the annual meeting, May 8<sup>th</sup>, 2004:

Robert Edward Lee, President

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John B. Brown, Secretary SEAL

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