

Propose ASA By-laws Changes

ARTICLE I. NAME

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

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

Reason – clarification of society name

B. Classes of Membership

As reads - 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.

As changed - Classes of membership shall include **Annual, Life, Student, Honorary** and **Gratis**. Additional classes or subclasses may be established or eliminated by the Board of Directors (hereinafter also referred to as the "Board") at its discretion.

Reason – makes editorial changes and adds the Gratis class of memberships.

2. Life Membership. –

As reads - 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.

As changed - 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.

Reason – No organization memberships exist any longer.

3. Student Membership –

Added - Student membership (at a reduced rate) is open to any individual who is enrolled as a full time student. Student members do not receive the paper copy of *The Azalean*, but may access the

electronic copy online via the Society website. The Student membership terminates when the member is no longer enrolled full time in an institution of learning.

Reason – Establishes a student membership in the hopes of gaining younger members

Added - **5. Gratis Membership** -- From time to time, the Board may direct that a person be awarded a Gratis membership, with full rights and privileges as that of a paid membership. Gratis memberships must be reviewed on an annual basis, in conjunction with the Treasurer's annual report to the Board. Changes to Gratis memberships must be approved by the Board.

As reads - **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.

As changed - - **1. Annual**--Annual membership dues shall be payable on or before the first day of the calendar year to which such dues apply. The amount of dues received in excess of the scheduled amount of regular annual membership dues shall be added to the Society's Operating Fund.

Reason – allows more flexibility in paying dues (i.e., it doesn't require payment on a specific day). Excess dues now go to the operating fund (which is the greatest need) instead of the endowment fund

As reads **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.

As changed - **. 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. In order to cap the obligation of the Society for Life memberships, the Board of Directors may create multiple tiers of Life membership dues based upon the age of the member.

Reason – gives the board the power to charge different rates for Life membership based on actuarial tables.

D. Termination of Membership

As reads - **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.

As changed - **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. Any missed issues of *The Azalean* will not be mailed to the member after their membership has been re-instated. If the member wishes to receive the missed issues, they may purchase them on the Society website, providing that copies are still available.

Reason – Clarifies that dues paid late (after the cutoff date) do not provide the member any issues they missed for the year.

Added - **G. Duration of Life Memberships**

Life memberships remain in effect for the life of the original purchaser, or surviving spouse to the original purchaser. The membership does not extend to a subsequent spouse.

Reason – clarifies that life memberships extend only for the lifetimes of the original purchasers.

ARTICLE IV. CHAPTER ORGANIZATION

C. Membership

As reads - 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.

As changed - 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. The chapter may set a nominal fee for such associate membership. This fee may be included with the member's submission of annual dues, and will be passed to the chapter treasurer as part of the annual rebate of membership dues (see Article IV.D below). 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.

Reason – Clarifies the setting of fees for chapter associate members. It also clarifies that the associate dues are paid to the society treasurer for reimbursement to the chapter.

D. Dues and Membership Records

As reads - 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.

As changed - 2. Membership records shall be maintained in the Society membership database. They will be instantiated upon a member joining and shall be inactivated if and when the member no longer has an active membership. Changes to an individual record may be entered by the member or other individual given edit capability.

Reason – membership records are now maintained at the society level dynamically.

E. Chapter Activities

As reads - 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).

As changed - 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). ASA chapters may file with the IRS for tax-exempt non-profit status, and if they choose to do so, are required to file an annual IRS Form 990-N (ePostcard) by April 1st.

Reason – adds information about IRS requirements if the chapter establishes itself as 501 c(3) organization.

I. Dissolution of Chapter

As reads - 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.

As changed - 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. Chapters whose membership falls below the minimum of 10 members shall be reviewed by the Board at the annual meeting. In the event that a chapter remains below 10 members for three consecutive years, and holds no meetings or other functions, such chapter shall be automatically dissolved and any funds or other assets shall be transferred to the Society.

Reason – adds a three year window for chapters to bring their memberships up to the minimum required level.

ARTICLE VI. BOARD OF DIRECTORS

B. Composition

As reads - 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* and the Webmaster shall each 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. (Webmaster added in 2006

As changed - Following the transition period (Article VI.L.), the Board shall include 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*, the Chair of the Azalea Research Fund (ARF) and the Webmaster shall each 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. (Webmaster added in 2006. Chair of the ARC added in 28 Mar 2015

Reason – Includes the Chair of the Azalea Research Fund as a voting member of the board of directors as approved by the BOD in 2015.

As reads - **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.

As changed - **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 if 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 and prior to the suspense date for submitting the slate of officers to be published in the winter issue of *The Azalean*, 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.

Reason – clarifies that filling of vacancies are by appointment if the vacancy occurs after the submission of officers to *The Azalean* for publication in the winter issue, NOT by the time of the election.

D. Election of Officers and Directors

As reads - **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.

As changed - **1. Ballots**.--On or before the suspense date for input to the Winter issue of *The Azalean* 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.

Reason – changes the submission date of nominees to conform to the publication schedule of *The Azalean*. Removes the requirement to have procedures in place to preclude the creation of unauthorized ballots. This has never been done and has never been a problem.

As reads - **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.

As changed - **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 Winter issue of *The Azalean* or may be mailed separately.

Reason – changes the submission date to conform with the Winter issue of *The Azalean* publication deadlines instead of the spring (March) issue as the spring issue would not necessarily be published in sufficient time to have the ballot results prior to the annual convention.

New para I to be added – Proxies

As reads – New entry

As added - Each voting board member may delegate, by means of a written (mailed or electronic) proxy, that privilege to another voting board member; provided, that proxies shall not be used for electronic meetings or in the establishment of a quorum. 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 board meeting of the Azalea Society of America to be held at _____ on the _____ day of _____, 20____; 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.

(Date)_____ (Date)

Reason – No verbiage currently exist addressing proxies for board meetings.

NOTE: Current paragraphs I, J, K will be renamed J, K, L. See note on current paragraph L below.

L. Transition Period. – will be removed

As reads - 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.

As changed – will be removed from the by-laws.

Reason: This paragraph was no longer of any use after 1992.

I. Quorum (to be redesignated para J)

As reads - 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.

As changed - 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 or other electronic method such as (but not limited to) applications such as videoconferencing and email.

Reason – adds guidelines which allows members to be counted as present (i.e., part of the quorum) at meetings if they participate in the meeting through electronic means

ARTICLE VIII. COMMITTEES

F. Nominating Committee

As reads - 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:

As changed - 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 in sufficient time to be reviewed and submitted to the editor of *The Azalean* in accordance with the established timelines for input for the Winter edition of *The Azalean*. The resumes and ballot will to be sent to the members of the Society as part of the mailing of the Winter edition. The Nominating Committee shall be organized and shall operate as follows:

Reason – changes the submission date for the nominations to conform to the changed guidelines for having the ballot published in the winter *Azalean*.

As reads - **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.

As changed - **1. Composition.**--The Nominating Committee shall consist of one or more members who, if serving as elected officers, are not running 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.

Reason – very few positions have restricted eligibility requirements, severely limiting who can serve on this committee. Key to serving on the committee is not RUNNING for a position.

As reads - **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.

As changed - **3. Notification to Membership**--The President shall disseminate to all members of the Society certain information relating to the nomination process. (Publication of this information in the Summer issue of *The Azalean* shall constitute such notice.) The information shall include the name and email address of the chairperson of the Nominating Committee, together with a call for nominees for positions to be filled. Volunteer's names or members' suggestions may be sent to the chairperson of the Nominating Committee in accordance with the published timeline. The Nominating Committee shall include in the slate of nominees any name(s) supported by petition signed by ten (10) or more members and forwarded to the chairperson of the Nominating Committee by the end of September. The Nominating Committee shall also include the names of any volunteers for any of the positions. Those submitting such petitions or volunteering shall include biographical profile(s) for the nominee(s)/volunteer.

Reason – specifies an earlier date for submitting nominations for positions to conform to the process of submitting nominations by the publication date of the winter *Azalean*. It reduces the number of society members needed to submit a nomination to the chairperson of the Nominating Committee.

ARTICLE IX. FINANCIAL TRANSACTIONS

B. Instruments for Payment or Borrowing

As reads - 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.

As changed - 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.

Reason – removes the requirement for counter signing checks, which has never been practiced and would be infeasible.

ARTICLE XVII. PARLIAMENTARY AUTHORITY

Removed - 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.

Reason – Robert’s Rules are too restrictive and haven’t been totally conformed to in the past so it is being removed as a requirement. This does not preclude the BOD from using the rules of order if it so desires.