

**MINUTES**  
**AZALEA SOCIETY OF AMERICA**  
**BOARD OF DIRECTORS MEETING**  
**ASA CONVENTION DUNWOODY, GEORGIA**  
**1:00 P.M**  
**April 19, 2023**

**BOARD OFFICERS**

President Charlie Andrews, III\*  
Vice President Tom Johnson\*  
Secretary Denise Lanclos\*  
Treasurer Paul Beck\*  
Past President Rick Bauer\*

**BOARD OF DIRECTORS**

Director-2023 Dale Berrong\*  
Director-2023 Michael Bamford\*  
Director-2023 Dr. John Simmons\*  
Director-2024 Frank Russenberger  
Director-2024 Shane Harris\*  
Director-2024 Dr. Allen Owings

Editor Kathy Jentz\*  
Webmasters David Banks  
Paul Beck\*

**CHAPTER PRESIDENTS**

Pres. Alabamense John Torbert  
Pres. Arkansas Ronnie Palmer\*  
Pres. Ben Morrison Senora Simpson\*  
Pres. Central Carolinas Kevin McCorkle  
Pres. Lake Michigan John Migas  
Pres. Louisiana Allen Owings  
Pres. Northern Virginia Barbara Kirkwood\*  
Pres. Rev. John Drayton Wilson Taylor  
Pres. Texas David Creech  
Pres. Texas Forest Country Betty Horne  
Pres. Vaseyi Aaron Cook\*  
At-Large Contact Rick Bauer\*

**NATIONAL COMMITTEE CHAIRMEN**

Advertising Denise Lanclos\*  
Archives Jeanne Hammer  
Awards Robert "Buddy" Lee and Barbara Stump  
Azalea City Robert "Buddy" Lee\*  
Azalea Research Hale Booth  
Back Issues Susan Bauer  
By-Laws Rick Bauer  
Membership Vacant  
Nominating Rick Bauer  
Seed Exchange Lindy Johnson

Incoming Directors  
Shane Harris\*

\*Indicates those present for meeting at time of roll call.

**CALL TO ORDER:**

Charlie Andrews called the meeting to order at 1:00 p.m.

**ROLL CALL:**

There were 15 in attendance. See the first page of minutes for attendance.

**TREASURER'S REPORT AND FINANCIAL STATEMENTS:**

Treasurer Paul Beck reviewed key points of the 2023 financial report. The current membership has remained level at 550 for the last several, which is approximately 75% of the prior membership of a third of the prior membership of 700-800. Membership dues have remained level for the last several years, however donations have fallen off. General donations were \$2,800 of which \$2,000 was from the North Virginia Chapter. The Research Fund donations were \$2,775; \$2,500 of which were from the Dolan Gardens Foundation. Donations are needed to keep the ASA alive, since the dues and advertising revenue doesn't cover the expenses of the Society. Charlie suggested that the newsletter from the President in the upcoming issue of the journal can call for donations and support. Eighty-eight members were removed from the rolls due to lack of paying their 2023 membership dues. In accordance with the by-laws, members must renew by March 1<sup>st</sup> annually. Fifty members joined in 2022, which is well below the 10-year average of 71.

The ASA needs a membership chairperson. The Azaleas 101 in Arkansas effort was successful. The operating fund is staying healthy. There was a \$26,000 drop in investment value last year but overall, the society is financially healthy. Denise suggested to use media, the Presidents letter in the journal, and fundraising to help increase membership. Tom and Kathy suggested we have a "planned giving" drive for members to include the society in their will and cross post these efforts across both societies. Denise has been trying to promote azalea gardens attractions in the journal and selling advertising and membership to them.

Paul reported every once in a while, PayPal drops a transaction. He recommended that the ASA Treasurer will need a backup person in the Society, and he has agreed to be back up. Dialog was shared about the society retaining the \$5 form each membership that is given to the chapters. Paul has not sent out these checks yet this year. Tom suggested three years as seed money for chapters to start up. Rick agreed that each chapter can opt out of receiving the \$5.00 share of member fees. Charlie requested of Paul to send an email to each chapter for them to decide whether to keep this portion or not.

**CHAIRPERSON'S ITEMS:** Paul Beck has served the society as Treasurer for 10 years and will be resigning from this position at the end of 2024. He will continue to maintain the ASA website. The website, treasurer and membership functions that he has been performing are three different jobs. Paul did a lot of work building the membership database on the ASA website. The Membership job is very important and attention to detail is required to keep this database up to date. Charlie suggested we seek a new Treasurer from the chapter members who are good candidates. Paul was excused at 1:30 to return to the convention plant sale. Charlie motioned for the financial reports to be approved, Rick seconded, and all were in favor. Reports approved. The ASA has reduced the number of extra copies printed to just 20 for the Spring issue and 10 for all other season issues.

### **BY-LAWS/ MEMBERSHIPS/CHAPTERS:**

Rick presented the revised by-laws and asked if there were any questions. The proposal was revised in accordance with the approved changes submitted by the board. Dale motioned for approval, Kathy seconded, all were in favor. A summary of the approved changes is at the enclosure.

**PROXIES:** Rick will rephrase and send proposed changes via email to the board members.

For example, the slate needs to be in the winter issue to allow time to send in votes and tally by the spring convention. Rick will also rephrase the vacancies narrative.

**BALLOTS:** Tom suggested, if possible, to offer voting online with login for future ballots. Charlie suggested the requirement for a petition signed by 40 or more members to change to 10. Rick suggested 10 and to change this for the notification of membership. Rick will send via email the final revisions. He clarified checks do not require two signatures just one but we need two authorized signatories in case one is not available.

The board approved the by-law revisions. It now goes to general membership for approval.

Senora Simpson recommended the elimination of Section XVII, “parliamentary authority”. This was discussed and approved and will be added to the recommended changes to the by-laws. Charlie motioned for approval with changes requested. All were in favor.

**THE AZALEAN JOURNAL EDITOR REPORT:** Kathy was complimented for doing a great job with the journal. She suggested we add a “Garden Basics” column to the journal. Shane requested to write articles for the journal. Aaron can write on the research gardens. Ms. Simmons suggested also city gardens. Charlie suggested seasonal FB posts regarding planting, blooming, fertilizing. Kathy is “inviting” the followers on FB to like and follow the ASA. Tom suggested speakers be listed on the website, journal and FB for others to reference. Denise suggested posting videos as these are popular. Kathy advised inviting members to post pictures of azalea flowers on the ASA FB! The following were suggested as fundraising for donations, Magnolia Foundation, Calloway Gardens, Bellingrath Foundation, Encore, Columbus Botanical Gardens, Spring Meadows, PDSI etc. Kathy suggested that we begin thinking about the 50<sup>th</sup> anniversary of the ASA in 2027 by planning campaigns etc.

### **FUTURE CONVENTIONS**

The society is meeting in Auburn, AL next year, but no conventions are currently scheduled beyond 2024. Attendees were solicited for volunteers to run a future convention. Aaron Cook of Vaseyi volunteered to run the convention in 2026. This still leaves a gap for 2025.

### **REVIEW AND ACCEPTANCE OF THE 2023 BOD MINUTES:**

The minutes of the BOD meeting of March 10, 2022, were approved as given with no discussion.

### **FUTURE CONVENTIONS**

- **2024 April 2 – 5, Auburn, Alabama, Alabamese Chapter ASA**
- **2025 ?**
- **2026 Vaseyi sponsor**

For the 2025 Convention, Charlie will inquire with the Arboretums. He noted that the costs have increased to put on a convention and travel. He mentioned that all the membership regions should consider hosting in their respective areas.

Charlie motioned to adjourn the meeting at 3:15pm, Rick seconded, and all were in favor.

Enclosure – BOD approved changes to the society by-laws

#### 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.

### 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 life times 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 1<sup>st</sup>.

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 on 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 is 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 the 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.

## I. Quorum

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 the 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 allow members to be counted as present (i.e., part of the quorum) at meetings if they participate in the meeting through electronic means.

## 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 ballots 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 December following subject notice. The Nominating Committee shall include in the slate of nominees any name(s) supported by a 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 a 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 a 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.