

# Proposed Amendments to Azalea Society of America By-Laws

*[Published in accordance with stipulations of By-Laws. These proposed amendments have been discussed and approved by the Board of Directors and will be presented for a vote of the membership at the annual Society meeting during the convention in Asheville, North Carolina, Friday, June 16, 2001. Actual changes or additions to each existing By-Law affected are shown in italics, Ed.]*

**Article III.B.2 Membership. Classes of Membership.**

Intent of change: 1) to limit a life membership to one or two persons; 2) to document our handling of deceased life members; and 3) to formally "grandfather in" existing organizations with life memberships.

As amended: 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.*

**Article III.C Membership. Dues.**

Intent of the change: 1) to specify the handling of payment for future dues in the event of membership termination for any reason—to resolve the question of what to do with unused advance dues payments and life membership dues of members who die; and 2) to specify that dues paid in advance are valid regardless of future dues changes.

As amended: 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.*

**Article III.D.1 Membership. Termination of Membership. Failure to pay dues.**

Intent of the change: to formally recognize our current organization and allow for future changes (today, renewal dues come to the Treasurer, not to the Membership Chairperson).

As amended: 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.

**Article IV.D.2 Chapter Organization. Dues and Membership Records.**

Intent of the change: obtain member e-mail addresses.

As amended: 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 ap-

plicable, telephone number (including area code) and e-mail address for each chapter member.

**Article IV.I Chapter Organization. Dissolution of Chapter.**

Intent of the change: to allow National to get the money and other assets of a defunct chapter. The way the section is now worded, National only gets back "ASA property," which may be nothing, and everything else is the property of the chapter, to be disposed of per their By-Laws. The intent is that all assets and property of the chapter should come back to National.

As amended: 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.C Meetings of Members. Notice of Meetings.**

Intent of the change: allow use of e-mail to notify members of a meeting.

As amended: 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 acknowledgment of its delivery is received by the sender from the recipient. If such an acknowledgment is not received with twenty-four (24) hours, the notice shall be sent by United States mail as specified above.*

#### **Article VI.D.3 Board of Directors. Election of Officers and Directors.**

Intent of the change: simplify the counting procedures.

As amended: 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.*

#### **Article VI.H.3 Board of Directors. Meetings of the Board. Notice of Meeting.**

Intent of the change: allow use of e-mail to notify Directors of a meeting.

As amended: 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 (20) 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 acknowledgment of its delivery is received by the sender from the recipient. If such an acknowledgment 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.

#### **Article VI.I Board of Directors. Quorum.**

Intent of the change: allow use of telephone conference calls for board meetings.

As amended: 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.*

#### **Article VIII.F.1 Committees.**

Intent of the change: legalize our current operations over the past few years.

As amended: 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.*

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

Intent of the change: to ensure that members receive written recommendations regarding By-Laws amendments from the Board of Directors.

As amended: 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.