

BYLAWS
OF THE
DELAWARE VALLEY CHAPTER
OF THE
AMERICAN RHODODENDRON SOCIETY

ARTICLE I

A. NAME

This organization shall be known as the DELAWARE VALLEY CHAPTER OF THE AMERICAN RHODODENDRON SOCIETY (the “Chapter”).

B. HISTORY

The Chapter was formed, effective June 18, 2023 (the “Merger Date”), by the merger of the Valley Forge Chapter (founded March 1, 1967) and the Greater Philadelphia Chapter (founded November 11, 1957) of the American Rhododendron Society (the “ARS”), a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

C. OBJECTIVES

The objectives of the Chapter are to encourage interest in and to disseminate information and knowledge about the genus Rhododendron, including Azaleas, and to provide a medium through which all persons interested in this genus may communicate with others of like interest through educational and scientific studies, meetings, publications, and similar activities.

D. DUTIES

The duties of the Chapter shall be (i) to hold meetings, which may be in person or electronic, at regular stated times, (ii) to make available to the membership information about the genus Rhododendron, including Azaleas, (iii) to issue special publications from time to time, (iv) to conduct scientific and educational activities, and (v) to cooperate with the ARS.

E. ADDRESS

The initial address of the Chapter shall be 14 Northwoods Road, Radnor, PA 19087.

F. FISCAL YEAR

The Fiscal Year of the Chapter shall conform to that of the ARS (as of the Merger Date, the 12-month period ending each August 31).

ARTICLE II
MEMBERSHIP

A. Membership in the Chapter shall be available to all persons interested in the growth and culture of Rhododendrons, including Azaleas.

B. A person may become a member of the Chapter by written application to the Treasurer of the Chapter accompanied by remittance of a prorated amount of dues for the person's first full or partial year of membership.

C. All classes of membership shall be established by the Board of Directors of the ARS. As of the Merger Date, those classes were the following:

Annual
Associate
Honorary
Life
Commercial or Corporate
Student
Sustaining
Sponsoring
Electronic Affiliate

D. All members of the Chapter shall have full membership in the ARS.

ARTICLE III
DUES

A. Dues for all classes of membership shall be established from time to time by the Board of Directors of the ARS.

B. Dues for a Fiscal Year shall be payable on or before October 31 of the Fiscal Year and shall be delinquent on January 1 of the Fiscal Year. Failure to pay dues by such January 1 shall constitute grounds for termination of membership.

C. The Treasurer of the Chapter, on or before the first day of the Fiscal Year, shall give each of its members written or emailed notice of the member's dues payable for such Fiscal Year. The Chapter shall retain a percentage of the dues collected, as established by the ARS, and the remainder shall be remitted to the Secretary of the ARS.

ARTICLE IV
DIRECTORS AND OFFICERS

A. DIRECTORS AND MEETINGS OF THE BOARD OF DIRECTORS

1. The Board of Directors of the Chapter (the “Board”) shall consist of not fewer than eight and not more than 20 directors, all elected by the general membership of the Chapter and including the current officers.

2. The term of office of a director (other than an officer) shall be three years beginning on the first day of the Fiscal Year following the director’s election, except that the term of office of one-third of the directors elected at the annual meeting held on the Merger Date shall begin on the Merger Date and end one year after the first September 1 following the Merger Date; the term of office of one-third of the directors elected at the annual meeting held on the Merger Date shall end two years after the first September 1 following the Merger Date; and the term of office of one-third of the directors elected at the annual meeting held on the Merger Date shall end three years after the first September 1 following the Merger Date. Directors may serve no more than two consecutive terms, unless such limit is waived by a two-thirds vote of the Board. Thus, approximately one-third of the total number of directors shall be elected at each annual meeting beginning at the 2024 annual meeting (to start their term on the following September 1).

3. The Board shall meet at least twice a year. Meetings of the Board shall be held upon the call of the President or of any three directors and may be in person or electronic.

4. One officer and four other Board members shall constitute a quorum. Notice of meetings of the Board shall be given via mail or email at least seven calendar days before the date of the meeting and shall state the time and place of the meeting.

B. OFFICERS

1. The initial officers of this Chapter shall consist of a President, Vice President, Secretary, and Treasurer, all elected by the general membership of the Chapter. The initial President and Vice President elected at the annual meeting held on the Merger Date shall serve through August 31, 2024; the President elected at the 2024 annual meeting shall serve for one year; the Vice President elected at the 2024 annual meeting shall serve for two years; and all future Presidents and Vice Presidents shall serve for two years. The President and/or Vice President may be twice re-elected for two additional years, after which term the persons so elected shall not serve as President or Vice President for at least one year. The initial Secretary and Treasurer shall serve through August 31, 2024; all future Secretaries and Treasurers shall serve for two years; all Secretaries and Treasurers shall be eligible for re-election without limit.

2. The term of office of each officer shall generally commence September 1 following the officer’s election at the Chapter’s annual meeting in June. However, a full slate of officers

shall be elected at the annual meeting held on the Merger Date and shall begin their terms on such date; such terms shall end one year after the September 1 first following the Merger Date.

3. Qualified candidates for any office shall be selected from those members in good standing with the Chapter. All officers shall serve without compensation, except such allowances for expenses as are authorized by the Board.

4. The President shall preside at all meetings of the membership and of the Board and shall have the powers and duties usually associated with that office.

4. The Vice President shall have such powers and duties as are assigned by the President with the approval of the Board. If a vacancy in the office of the President occurs, or if the President is unable to serve, the Vice President shall serve as pro tem President until the vacancy is filled in accordance with Section D below.

5. The Secretary and Treasurer shall have the powers and duties usually associated with their offices except as otherwise determined by the President with the approval of the Board.

6. Upon expiration of his or her term, each officer shall deliver to the successor the records of the office.

C. REMOVAL OF OFFICER OR DIRECTOR

1. The Board, by the affirmative vote of two-thirds of the voting directors present at a meeting of the Board, which may be in person or electronic, may remove any officer or director upon the grounds of (i) absence without cause from at least three consecutive meetings of the Board, (ii) failure to meet his or her responsibilities as a director or officer, (iii) conduct that reflects discredit upon the Chapter, or (iv) misconduct in office.

2. No officer or director shall be removed by the Board without (i) at least 30 days prior written notice to that officer or director setting forth the intention of the Board to consider such action and the asserted grounds for such action, and (ii) an opportunity for the officer or director to be heard at the Board meeting at which such action is to be considered.

D. VACANCIES

A vacancy in the office of a director or officer before the end of the director or officer's term shall be filled by a majority vote of the Board at the next Board meeting (or at the same Board meeting if the vacancy occurs by the removal process described in Section C above), except that the Board may choose not to replace a director if it decides to reduce the size of the Board (but not to fewer than the minimum set forth in Section A.1. above). The person thus chosen shall hold office for the unexpired term of the director or officer who is succeeded.

ARTICLE V
SIGNATURES, TREASURER'S REPORT, AUDIT

A. SIGNATURES

The signatures of two officers, one of whom shall be the Treasurer, the other as determined by the Board, shall be on file for any accounts of the Chapter on deposit in any banking institution. In case of the absence or inability of the Treasurer to serve, the second signature shall be accepted for any transactions concerning the Chapter's accounts.

B. TREASURER'S REPORT

The Treasurer shall present a full report concerning the Chapter's accounts at every Board meeting.

C. AUDIT

The Board shall provide for an audit of the accounts of the Chapter during the four-month period following the end of a Fiscal Year and a financial report of such audit shall be given at the first regular Board meeting following the completion of the audit. The Board shall designate an accountant or a financially knowledgeable member of the Chapter to conduct the audit.

ARTICLE VI
MEMBERSHIP MEETINGS

A. MEETINGS

The dates of the regular membership meetings shall be determined by the President with the approval of the Board. No fewer than four meetings shall be scheduled during the Fiscal Year, which may be in person or electronic. The annual meeting of members shall be held in June. The Secretary or the Secretary's designee shall send notice of regular meetings (including the annual meeting) at least 10 calendar days prior to the date on which the meeting is scheduled to be held.

B. QUORUM

The presence of at least 20 percent of the members of the Chapter shall constitute a quorum for business to be transacted at a membership meeting.

ARTICLE VII
ELECTIONS

Each Fiscal Year, the President shall appoint a Nominating Committee consisting of no fewer than three members of the Chapter at least 60 days prior to the annual meeting. The Nominating Committee shall recommend a slate of candidates of officers and directors to the general membership at least 10 days prior to the annual meeting. The Nominating Committee shall select its candidates from among those members who are annual (full) members of the Chapter and whose dues for the current Fiscal Year and all prior Fiscal Years have been paid. Additional nominations may be made by any member present at the annual meeting. The election of officers and directors shall be held at the annual meeting with all members in good standing voting on the nominees by a show of hands or with a ballot. Votes by proxies or by mail or email shall not be recognized. The new and continuing officers and directors shall take or continue office at the beginning of the following Fiscal Year (September 1).

ARTICLE VIII
AMENDMENT OF BYLAWS

These bylaws may be amended by majority vote at any regular or special meeting of the Chapter at which a quorum is present, provided that the proposed amendment(s) shall have been presented to the membership at a previous meeting and included in the current meeting notice. Votes by proxies or by mail or email shall not be recognized.

ARTICLE IX
COMMITTEES

A. APPOINTMENT

Subject to Section B below, the Board shall appoint such committees as it deems appropriate for the conduct of the Chapter's business and the provision of services to its members.

B. SUGGESTED COMMITTEES

The committees appointed by the Board may include, but shall not be limited to, the following committees:

Membership Committee
Plant Sales Committee
Programming Committee
Communications Committee

ARTICLE X
LIMITATION OF DIRECTOR'S LIABILITY

No director of this Chapter shall be personally liable, as such, for monetary damages for any action taken or any failure to take any action unless (i) the director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness; provided, however, that the provisions of this Article shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or to the liability of a director for the payment of taxes pursuant to Federal, State, or local law.

ARTICLE XI
DISSOLUTION PROCEDURE

Upon the dissolution of the Chapter, the Board, after paying or making provisions for the payment of all of the liabilities of the Chapter, shall dispose of all of the assets of the Chapter exclusively for the purposes of the Chapter in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Chapter is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.