

BY-LAWS

of the

NORTHERN VIRGINIA CHAPTER

of the

AZALEA SOCIETY OF AMERICA

ARTICLE I

Name

The name of this organization shall be the Northern Virginia Chapter of the Azalea Society of America.

ARTICLE II

Objects

The object and general purpose of this organization shall be:

To promote interest in and exchange of knowledge of the azalea, in its forms and uses.

To bring together those whose interest in the exchange of knowledge of and appreciation of azaleas form a bond of friendship.

To study the principles of hybridization, propagation, culture and care of azaleas.

To support the objectives of the National Society.

ARTICLE III

Membership

Section 1. Membership shall be open to any individual or joint members interested in azaleas, who by making application, submitting dues and accepting membership affirm their support for the objectives of the society.

Section 2. Classes of membership, annual dues to the National Society, termination of membership shall be as defined in Article III of the National Society by-laws.

Section 3. The President of the National Society and the Editor of the Azalean shall be ex officio members of the organization and shall enjoy all privileges of the organization except that of voting or holding office. They shall pay no dues.

Section 4. Dues

- a. The Board of Directors of the National Society shall determine the amount of annual dues to be paid.
- b. Annual dues are due and payable January 1 of each year. Membership of any member shall be terminated upon failure to pay such dues on or before March 1 of each year. A membership terminated due to failure to pay dues may be reinstated by written application and the payment of full dues for the current year.
- c. The Chapter shall be authorized to fix fees for local activities in addition to the annual dues as approved by a majority of **those members present** at a regularly called meeting.

Section 5. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 6. Classes of Membership (Dues as noted in section 4 above)

- a. Individual.
- b. Joint Husband and Wife. Each shall be entitled to all the privileges of the Society.
- c. Associate Members. Members of other Chapters of the Azalea Society of America. Each is entitled to all the privileges of the Society.
- d. Life Membership. Each life member is entitled to all the privileges of the Society.
- e. Honorary Membership.

ARTICLE IV
Meetings

Section 1. This organization shall meet not less than four times per year, time and place to be determined by the Executive Committee.

Section 2. The Annual Meeting shall be the last regularly scheduled meeting of the organization year and shall include the election and installation of officers, final Treasurer's report and the presentation of the proposed budget for the following year.

Section 3. Special meetings may be called by the President, the Executive Committee, or written request of not less than ten members.

Section 4. Written notice stating the place, day and hour of any meeting of members shall be given to each member not less than fifteen (15) days in advance of any regular or special meeting.

Section 5. The quorum for all Chapter meetings shall be a minimum of ten (10) voting members.

Section 6. Members entitled to vote may vote in person or by written proxy at any meeting. Only proxies actually received prior to the commencement of a meeting may be counted in establishing quorum or determining the results of any vote.

Section 7. Decision shall be reached by majority vote of those present or represented by proxy once a quorum is established unless otherwise stated in these by-laws.

ARTICLE V Officers

Section 1. The elected officers of this organization shall be a President, a Vice-President, a Secretary and a Treasurer. The term of office shall be for one year.

Section 2. The elected officers, and in addition the immediate past President of the Chapter and the Corresponding Secretary shall constitute the Executive Committee. Committee Chairmen (See Article VI) shall be invited to all Executive Committee meetings as non-voting members.

Section 3. The Executive Committee may appoint a Corresponding Secretary, a historian, Committee Chairmen and such other officers or agents as it shall have such authorities, perform such duties, and serve for such periods of time as recommended by the Executive Committee.

Section 4. In the event of a vacancy in any office, other than President, it shall be filled by appointment by the Executive Committee. The vacancy in the office of President shall be filled by the Vice-President.

Section 5. The President shall preside at all meetings of the organization and shall present the recommendations of the Executive Committee to the membership. The President shall be an ex officio member of all committees, but may vote on the committee business only in case of a tie.

Section 6. The Vice-President shall preside at all meetings in the absence of the President. The Vice-President shall be considered an alternate to the President and may fulfill any of the duties of the office in the event of the absence of the President of vacancy of the office. The Vice-President shall be Program Chairman.

Section 7. The Secretary shall keep the official minutes of the meetings of the members and of the Executive Committee.

Section 8. The Treasurer shall be the custodian of the organization funds and shall disperse these funds upon order of the Executive Committee or the President with the consent of the organization. The Treasurer shall keep accurate records of all transactions and shall file a complete financial report at the annual meeting. At this time all records, vouchers, etc., which shall make possible a proper auditing of accounts shall be placed in the hands of the auditor appointed by the Executive Committee. The Treasurer, at the request of the Executive Committee, may be requested to provide a quarterly financial report.

Section 9. The Corresponding Secretary shall see that all notices are given in accordance with these by-laws and shall conduct such additional correspondence as may be requested by the President, the Executive Committee or the organization and shall compile and be custodian of the organization scrapbook if a historian is not appointed.

Section 10. The Corresponding Secretary shall handle all press releases for the organization and shall compile and be custodian of the organization's scrapbook.

Section 11. The Executive Committee shall have general charge of the affairs of the organization, shall have the power to authorize routine expenditures and to act upon all questions not requiring a vote of the organization. The Executive Committee shall present the proposed budget to the membership at the Annual Meeting.

ARTICLE VI Elections

Section 1. At least two (2) months before the annual meeting, the Executive Committee shall appoint a Nominating Committee of three (3) members, one of which shall be a member of the Executive Committee and shall be Chairman of the Committee.

Section 2. This committee shall present to the membership at least one month in advance of the Annual Meeting, a proposed slate of officers, together with a short resume of each such candidate.

Section 3. The election of officers shall be held at the Annual Meeting. Nominations may be made from the floor or by proxy. Given a quorum exists, a majority of those present and those proxy voting shall constitute an election.

Section 4. The results of the election will be promptly reported by the Corresponding Secretary to the Chapter members, the President and Secretary of the Azalea Society of America, Inc., and to the Editor of The Azalean.

ARTICLE VII Committees

Section 1. Standing Committees may be formed at the direction of the Executive Committee for such purposes as plant sales, seed exchanges, supplies, and shows.

ARTICLE VIII
Amendments

Section 1. Given a quorum exists, these by-laws may be amended at any regular meeting of the organization by a two-thirds vote of those present and voting, provided the proposed amendment has been submitted in writing to the membership at least fifteen (15) days in advance of such meeting.

Section 2. There shall be an automatic review of the by-laws every five years by a committee of five (5) appointed by the Executive Committee.

ARTICLE IX
Principles

Section 1. As a Chapter of the Azalea Society of America, we affirm our support to the objectives of the Society and to the authority of the Society by-laws.

Section 2. The Northern Virginia Chapter of the Azalea Society of America shall at all times be operated solely and exclusively in accordance with the following principles as adopted by the National Society:

- a. The Society shall operate solely and exclusively for scientific and/or educational purposes related to the study of azaleas, their hybridizing propagation, culture, care and development.
- b. No part of the net income of the Society may under any circumstances inure to the benefit of any private individual.
- c. The Society shall not carry on any propaganda or otherwise attempt to influence legislation.
- d. 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.
- e. The Society shall not participate in any transaction resulting in a diversion of its income or assets to any officer, employee, member or contributor.
- f. The Society shall at no time conduct or participate in any activity whatsoever which a totally tax-exempt organization is not permitted to carry on under the provision of the United States Internal Revenue laws then in effect.
- g. In the event of the dissolution of this Chapter, its assets would be distributed to the National Society. In the event that the National Society has been dissolved prior to that event, the assets of this Chapter would be distributed to the National Arboretum for Azalea Research, including, for such purpose, the making of distribution that qualify as exempt

organizations under Section 501(c) (3) of the Internal Revenue Code. If for any reason the foregoing provision may not be carried out, all assets of the corporation shall be disposed of to a corporation or organization operated exclusively for charitable, educational, religious, or scientific purposes and which qualifies as an exempt organization under Section (501 (c) (3)) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by a Court of the Commonwealth of Virginia having jurisdiction of such matters to such organization as said Court shall determine, which is organized and operated exclusively for such purpose.

- h. Invalidation of any one or more of the articles set forth herein (or part hereof by ruling of the Azalea Society of America) shall nowise affect any of the other articles set forth herein which shall remain in full force and effect.

ARTICLE X
Parliamentary Authority

“Roberts Rules of Order – Revised” shall be the Parliamentary Authority for this organization in cases where they are not inconsistent with the by-laws of the Azalea Society of America.

Approved

Richard H. Brown VICE-PRESIDENT
29 Nov 2010

(For the Executive Committee of the Northern Virginia Chapter)

Adopted by the membership of the Northern Virginia Chapter of the Azalea Society of America, Inc. at a regular meeting on _____, 20 _____

Accepted

Aaron V. Cook President ASA 12/6/2010

(For the Board of Directors of the Azalea Society of America, Inc.)