

**BY-LAWS**  
**OF**  
**THE VIRGINIA CAMELLIA SOCIETY**

Founded 1946  
Incorporated 1959  
Adopted as revised September 19, 2000  
Adopted as revised May 18, 2004  
Adopted as revised December 15, 2006  
Adopted as revised December 5, 2014

**ARTICLE I**  
**Purpose**

The Purpose/Mission of the Virginia Camellia Society is to learn and to promote the growth and propagation of the beautiful camellia through meetings, workshops, and through the presentation and sponsorships of annual camellia shows.

**ARTICLE II**  
**Members**

Any person interested in the purposes for which the Society was formed, as expressed in the Charter, may become a member upon payment of the annual dues.

**ARTICLE III**  
**Board of Directors**

**Section A**--The Board of Directors shall consist of twelve (12) voting directors, three (3) of whom shall be elected by the members each year for four-year terms. Each board member shall be a member in good standing of both the Virginia Camellia Society and the American Camellia Society. In addition to the above, the past president shall automatically be placed as a voting board member until the next succeeding president is elected. The State Director of the American Camellia Society for Virginia and any other officer or director of the American Camellia Society who lives in Virginia and who is a member of this Society shall serve ex-officio with seal and voice but no vote. Directors may serve one (1) four-year term, and after an absence of one (1) year, are eligible for renomination.

**Section B** – The Board shall hold at least four (4) meetings during the year between annual elections, the first of which shall be held no later than July. The

President or any three (3) Directors shall call such meetings. Each member of the board shall be required to attend at least fifty percent (50%) of all scheduled board meetings, including special called board meetings. A member shall be deemed to have resigned if not in attendance at three consecutive meetings of the board, unless the minutes reflect consent to such absence, or the President acknowledges advance receipt of notification of non-attendance for just cause. A quorum shall consist of seven voting board members. At any regular or special meeting duly called at which a quorum is present, any one or more of the directors may be removed with or without cause by a vote of two-thirds (2/3) of those present at such meeting. Any director whose removal has been proposed shall be given at least seven days notice of the time, place, and purpose of the meeting and shall be given the opportunity to be heard at the meeting.

**Section C** – The Board shall have authority, subject to any directions which may be adopted by the membership at any properly constituted meeting, to conduct the affairs of the Society, in furtherance of its purposes as set forth in the charter.

**Section D** – At its first meeting following the election of the new board members, the Board shall elect the officers for the ensuing year by majority vote of those present.

**Section E** – The Board shall have authority to fill vacancies that occur in its own membership, and any director so elected shall serve the unexpired term.

**Section F** -- There shall be a Nominating Committee consisting of three (3) members; the chairman is to be appointed by the President and the other two (2) members to be appointed by the Board. This committee shall select at least three (3) candidates and place their names on a ballot, providing the nominees have agreed to serve. The Second Vice President shall mail a ballot to each member of the Society at least fourteen days before the date of the meeting at which the election is to take place. Members may either return their ballots to the Second Vice President or cast them at said meeting. Any member wishing to vote for any member not listed on the ballot may do so by writing in his or her name on the ballot. The Second Vice President shall, as near to the date of the meeting as practicable, turn over to the Nominating Committee all ballots which have been returned, and said Committee shall tally them before the meeting. At the meeting, the Nominating Committee or, in the absence of any member thereof, three (3) tellers appointed by the President shall complete the tally and report the results.

**Section G** – At each meeting of the members, or of the Board, the following order of business shall be followed to the extent practicable:

Verify a quorum  
Minutes  
Treasurer's Report  
Committee Reports

Elections (if elections are to be held)  
Old Business  
New Business  
Program (if any)  
Adjournment

**Section H** – Robert’s Rules of Order shall govern the conduct of all meetings.

**Section I** – A quorum at any meeting of the members shall be fifteen (15), and at any meeting of the Board of Directors, seven (7) voting Directors.

**Section J** – The fiscal year for the Society shall commence on July 1 and end on June 30.

#### **ARTICLE IV** **Officers**

**Section A** – There shall be a President, a First Vice-President, a Second Vice-President, a Recording Secretary, and a Treasurer.

**Section B** – The President shall be the chief business executive officer and under the Board of Directors shall exercise general supervision over the conduct of the business affairs of the Society. It shall be the duty of the President to (1) preside at all meetings of the Society and of the Board of Directors, (2) appoint all committees unless the resolution creating any such committee provides for a different method, (3) serve as ex-officio member of all committees, and (4) sign any documents or instruments evidencing the action of the Society. As soon as feasible after July 1 of each year, and no later than the second meeting of the Board during the business year, the President shall present to the Board for approval a proposed budget for the ensuing year and a list of committee appointments. The President shall also assume such other responsibilities and perform such other duties as generally appertain to the office or which the Board of Directors may assign.

**Section C** – The First Vice-President shall be the program chairman for all general meetings. In the absence or incapacity of the President, he or she shall assume all of the duties and responsibilities imposed upon the President.

**Section D** – The Second Vice-President shall serve as the chairman of the membership committee. In the absence or incapacity of both the President and the First Vice-President, he or she shall assume all of the duties and responsibilities imposed upon the President. The Second Vice President shall serve as liaison between the Board and membership.

The Second Vice President shall assume other responsibilities as directed by the President and Board.

The Second Vice President shall mail Welcome packets to new members and membership cards to renewing members in a timely manner. He or she shall send yearly membership renewal notices; maintaining and updating the membership database.

The Second Vice President shall work directly with the Treasurer to ensure that all dues are collected and recorded for all new and renewing members.

The Second Vice President shall communicate between the Board and membership via e-mail blasts and telephone contact. He or she shall keep the VCS webmaster informed of updates for the VCS website and shall oversee all social media, i.e.: Face Book, Twitter.

The Second Vice President shall receive an honorarium as prescribed by the Board.

**Section E** – It shall be the duty of the Recording Secretary to record the minutes of all proceedings of the Board and membership, distributing the minutes of previous meetings to board members within two weeks following each meeting. The Recording Secretary shall inform the Second Vice President of all Society events so the Second Vice President can update the VCS website and social media.

**Section F** – The Treasurer shall be the chief accounting and financial officer of the Society. It shall be the duty of the Treasurer to (1) receive and issue all receipts for monies paid to the credit of the Society in the bank or banks designated by the Board of Directors, (2) make disbursements approved by the Board, and, as a necessary incident to the discharge of such duties, sign all checks, vouchers, etc., and (3) keep an accurate account of such receipts and disbursements and generally keep the accounting books and be custodian thereof for the organization. The Treasurer shall also assume and perform such duties as generally appertain to the office of Treasurer of a Society or which the S of Directors may assign. At each regularly scheduled board meeting, the Treasurer shall prepare and present to the Board a detailed financial report. The Treasurer shall also assist the President in the preparation of a budget for the forthcoming year and report to the Board any significant anticipated deviations from the budget. The Treasurer shall dispense no funds except as approved by the Board.

**Section G** – All officers shall serve for a term of one (1) year and until their successors are elected, after which they are eligible for re-election at the discretion of the Board. The president may be elected to two additional one-year terms of office. However, this three-year limitation shall be in addition to any time served to complete the unfulfilled term of his predecessor.

**Section H** - The recording secretary and the treasurer shall be ex-officio members of the board. If a board member is elected to any of these offices, it is deemed that a vacancy has been created on the board and should be filled according to Article III, Section E of the by-laws.

## **ARTICLE V Committees**

In addition to the following committees, there shall be such other committees as the Board may determine.

A. **NOMINATING COMMITTEE.** See ARTICLE III, Section F.

B. **EDUCATION COMMITTEE.** The purpose of this committee is to promote education of the membership and the public in general pertaining to all aspects of camellia culture. This includes all educational programs exclusive of those conducted at the regularly scheduled membership meetings. It shall provide for a Speakers Bureau to address requests for speakers at functions of other organizations, such as garden clubs. Unless already serving as a voting member of the board, the chairman of this committee shall serve as an ex-officio member of the board without vote.

C. **RESEARCH COMMITTEE.** This committee shall develop, promote and supervise research projects pertaining to camellia culture as deemed appropriate by the Board. It shall consist of a chairman and two members.

D. **BY-LAWS COMMITTEE.** There shall be three members of this committee. It shall meet at the discretion of the Board and at least every three (3) years to review the by-laws and recommend any changes deemed necessary.

E. **PROPAGATION COMMITTEE.** This committee shall arrange for and supervise the propagation of camellias for the benefit of the Society. This shall include propagation of plants for new members.

F. **MEMBERSHIP/TELEPHONE COMMITTEE.** This committee is responsible for contacting members regarding impending meetings, activities, functions, etc. The Second Vice-President shall serve as chairman of this committee.

## **ARTICLE VI Annual Dues**

The annual dues shall be established by the Board and shall cover the calendar year. Membership dues for new members received after August 1st shall cover the

following year. Any member who fails to pay his or her annual dues within thirty (30) days after a second notice thereof, which shall be sent no later than March 1st, shall cease to be a member and shall be dropped from the rolls. The Second Vice President shall assist the Treasurer in collecting and recording membership fees.

**ARTICLE VII  
Seal and Charter**

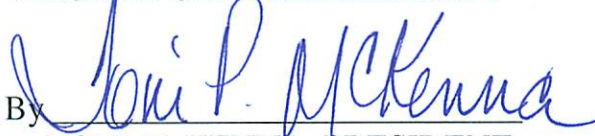
The corporate seal shall consist of two (2) concentric circles between which shall appear the name "Virginia Camellia Society" and the date "1946", and in the center, the words "Incorporated 1959." The Treasurer shall have custody of the seal and charter.

**ARTICLE VIII  
Amendments**

These by-laws may be amended by a majority vote of the members present at any scheduled meeting of the members, provided that at least thirty-(30) days' notice of the proposed amendment(s) has been given. All amendments approved by the Board shall be put in finalized form to be presented to the general membership by the Recording Secretary.

I hereby certify that this is a true and correct copy of the Bylaw of The Virginia Camellia Society, presented to the general membership and adopted by the Board of Directors on the 5<sup>th</sup> day of January 2014.

VIRGINIA CAMELLIA SOCIETY

By 

TONI MCKENNA, PRESIDENT