

BYLAWS OF THE AMERICAN DAHLIA SOCIETY

Article I - Name and Object

Section 1. The name of the Society shall be THE AMERICAN DAHLIA SOCIETY, INCORPORATED, "ADS".

Section 2. The ADS has formed for the purpose of stimulating interest in and promoting the culture and development of the dahlia; to establish a standard nomenclature; to test new varieties and to give them such recognition as they deserve; to study the diseases and the pests of the dahlia and find remedies for the same; to disseminate information relating to the dahlia; to secure uniform standards for judging dahlia shows and to give exhibitions when deemed advisable.

Article II - Membership

Section 1. Anyone interested in growing dahlias for pleasure or business shall be eligible for membership in this Society, provided they have applied to the Membership Chairman or through a Participating Society, reside in the United States of America, Canada or Mexico, and paid dues for the current and/or succeeding membership year(s) of May 1st to April 30th.

Section 2. Members shall have a full voice in the affairs of the Society, shall be entitled to vote in the election of officers and in other matters as shall be decided by a vote at the Annual Meeting.

Section 3. There shall be the following classes of Membership.

Clause 1. Individual Membership shall be entitled to all the rights and privileges of membership in the ADS. They shall receive one copy of each issue of the *Bulletin* and one copy of the current Classification and Handbook of Dahlias.

Clause 2. Household Membership shall include any two individuals living at the same address. Both members shall be entitled to all rights and privileges of membership in the ADS. They shall receive one copy of each issue of the *Bulletin* and two copies of the current Classification and Handbook of Dahlias.

Clause 3. Sustaining Memberships shall be individuals, two individuals at the same address, business firms or institutions who desire to make a contribution each year beyond the regular dues as specified by the Board to further the interests of the Society. The Board currently recognizes two categories of Sustaining Memberships: Benefactor and Patron. Benefactor and Patron memberships are considered Household Memberships. The Board will establish the dues levels for Benefactor and Patron levels of Sustaining Memberships.

Clause 4. Honorary Membership may be conferred by the Board upon any person who, by his or her contribution to the advancement of the Dahlia or the interests of the Society, may be deemed worthy of the honor. Honorary Members shall be entitled to all rights and benefits of an Individual Member

Clause 5. Student Membership shall be offered to interested individuals (up to and including 25 years of age), who have an ADS member sponsor. Any interested student, with an ADS member sponsor, may join

ADS as an Individual Member. The ADS recommends that all societies have a separate section in their dahlia show for student members where they may exhibit dahlias. Student members are entitled to all rights and benefits of an Individual Member

Article III – Overseas Associates

Section 1 – Overseas Associates shall be deemed Friends of the Society, and on the payment of a fee, will receive an electronic version of the ADS Bulletin and Classification and Handbook of Dahlias, pursuant to rules adopted by the Board. Overseas Associates must reside in countries other than the United States of America, Canada, and Mexico. Overseas Associates shall not be members of and will not have full rights and privileges of membership in this Society.

Article IV - Dues

Section 1. The Board, subject to ratification at the next annual meeting, shall specify the dues of all classes of members, other than Honorary Members, and those persons who are recipients of the ADS Presidential Life Membership Award.

Article V - Gifts

Section 1. Gifts.

Clause 1. Unrestricted Gifts. Gifts given without restriction. To be used at the discretion of the Board. No special segregation or accounting of such gifts.

Clause 2. Current Restricted Gifts. Gifts given with specific purpose for current usage. Principal shall be dispersed over a period no longer than three years, for the purposes specified in the gift, provided, however that such term may be extended by the Board. Any interest will be deposited in the General Funds account or as designated by the gift.

Clause 3. Endowment Gifts. The minimum gift to establish an endowment fund is \$25,000. Gifts in a lesser amount may be made to an existing endowment fund. Monies in the endowment funds shall be invested and a portion of the income shall be available each year for the use specified (note: Income can accrue for future use, be added to the fund or used for expenses of the fund). Subject to specific gift restrictions, all endowment funds are pooled, and the investment gains or losses shall be prorated and allocated based on each gift's total amount and the time of investment. An annual endowment gift report shall show each year's total endowment plus or minus changes in capital received, reflect fund expenses, and indicate the total income (excluding capital change) available for the purpose designated, plus any carryover income from previous years.

Clause 4. Specific Gifts. The Board may form designated funds and solicit monies for same as occasion may dictate. Such designated funds will be handled as "Endowment Funds," but will be retained in a separate account.

Clause 5. Each gift of two hundred and fifty dollars (\$250.00) or more shall be acknowledged by the Treasurer in writing.

Article VI - Affiliated and Participating Societies

Section 1. Affiliated Societies.

Any organization interested in the dahlia may become an Affiliated Society of the American Dahlia Society, Inc. upon approval of the Board and upon payment of a membership fee as determined by the Board and ratified at the next annual meeting. Each Affiliated Society shall be entitled to receive one (1) medal of the American Dahlia Society, Inc. to be suitably awarded by the Affiliated Society, and to receive one (1) copy of each issue of the *Bulletin* of the American Dahlia Society, Inc. and one (1) copy of the current Classification and Handbook of Dahlias when issued and be entitled to participate in the ADS Seedling Bench Evaluation.

Section 2. Participating Societies.

Clause 1. Any organization interested in the dahlia may become a Participating Society of the American Dahlia Society, Inc. upon application to the Membership Chair and approval by the Board.

Clause 2. Each Participating Society shall pay into the treasury of the American Dahlia Society, Inc. through a duly authorized officer of said participating society, a sum representing the annual dues for not fewer than 10 members in good standing of such Participating Society (including Student Members), and as many more as desire to join this Society as Individual or Household members (Article II, Section 2, Clauses 1 and 2) up to the full membership in good standing of the Participating Society. A household membership shall count as two members.

Clause 3. Each Participating Society shall receive a medal of the American Dahlia Society, Inc. to be suitably awarded by the Participating Society, and shall be entitled to participate in the ADS Seedling Bench Evaluation.

Section 3. The American Dahlia Society, Inc. shall not be held liable for any acts, obligations, or commitments of any Participating or Affiliated Society.

Article VII - Officers

Section 1. The officers shall be: President, First Vice-President, Second Vice-President, Third Vice-President, and such additional Vice Presidents as may be authorized by the Board; Treasurer; General Secretary; one or more Assistant Secretaries as may be needed to conduct the affairs of the Society; all to be elected in the manner hereinafter provided. Each officer of the ADS must be a member in good standing of ADS.

Clause 1. The President, Secretary, Treasurer, and other Officers and Committee Chairs designated by the Board shall be bonded or insured for such amount as determined by the Board. The cost of such bond or insurance shall be paid by the Society.

Section 2. Nomination and Election of Officers.

Clause 1. A Nominating Committee shall be selected before February 1st of each election year as follows: The chair shall be appointed by the President; two members shall be selected by the Chairman and an additional two members by the Board. The Chair of the Membership Committee shall be an ex officio member of the Nominating Committee. The Nominating Committee shall prepare a list of nominees for all elective offices except the Regional Vice-Presidents.

Clause 2. During an election year, there shall be published in the June issue of the *Bulletin* a ballot for voting by mail or by such other similar method approved by the Board. Each member in good standing shall be entitled to cast, for the election of officers, by mail, electronic, facsimile or such other method as may be approved by the Board, a ballot which must be sent to the Treasurer and be legally dated on or before August 15.

Clause 3. Any member desiring to vote for any candidate for any office, other than those named by the Nominating Committee, shall have the right to write in such name on the ballot, provided that written consent of the candidate has been obtained and said consent is on file in the office of the General Secretary on or before July 15 of the election year.

Clause 4. All candidates for the offices provided for in Article VI, Section I, must be members in good standing of the American Dahlia Society, Inc., with membership dues paid as of April 15 of the election year.

Clause 5 A plurality of valid votes shall elect if there is competition for any office. A minimum of twenty-five valid votes shall be required for election to any office.

Section 3. The terms of all elected officers, except Trustees, shall be for two years, or until their successors have been duly elected and installed. There shall be three Trustees with staggered terms of four years, so that no more than two trustees may be elected during each election year. The term of office shall be from November 1 through October 31 for the two-year period.

Section 4. Immediately upon retiring from office, each officer shall turn over in good order to his successor all funds, books, records, and other property of the Society that may be in his possession.

Section 5. Should a vacancy occur in the office of any Regional Vice-President, such vacancy may be filled for the balance of the term by nomination by the Participating Societies in the Region and approval by the Board, provided such approval will not be unreasonably withheld.

Section 6. Should a vacancy occur in the office of any Vice-President, Secretary, Treasurer or Trustee, such vacancy may be filled for the balance of the term by the appointment by the President of the Society, subject to the approval of the Board.

Article VIII - Duties of Officers

Section 1. The duties of the President shall be to preside at the Annual Meeting, meetings of the Board, and at any special meetings called at his/her discretion or upon written request of twenty- five members; to appoint all committees not otherwise provided for, and to perform such other duties as the advancement of

the society may require.

Section 2. In the absence of the President, the First Vice-President shall preside at the meetings and shall perform the duties of the President's office. In the absence of the President and the First Vice-President, the Second Vice-President shall preside at the meetings and perform the duties of the President's office. In the absence of the President, the First Vice-President and the Second Vice-President, then the Third Vice-President shall preside at the meetings and perform the duties of the President's office. In the absence of all four, a President Pro Tem may be elected by the eligible voting Board members present.

Section 3. Should a vacancy occur in the office of the President, the First Vice-President shall assume the duties of that office. In the event of a prolonged illness of the President, the First Vice-President shall assume the duties of the President until the President is able to return to duty. In the event of the absence or illness of both the President and the First Vice-President, the Second Vice-President shall assume the duties of the office of the President until the return of either officer or until the next regular election.

Section 4. The Treasurer.

Clause 1. The Treasurer shall be empowered to receive monies for the ADS from any officer, Committee Chair or directly from those owing or contributing such funds, giving any required receipt for gifts and to deposit said funds in a suitable bank or to invest them in approved securities in the name of the Society. The Treasurer is empowered to disburse such funds of the Society to pay invoices for goods and services rendered to the Society as specified in the Bylaws, as approved by the President or the Board and for reimbursement of reasonable expenses of Officers or Committee Chairs incurred fulfilling responsibilities of their office. The Treasurer will serve as an ex-officio member of the Finance Committee.

Clause 2. Checks in payment of funds owed by the Society shall be signed by the Treasurer, the President or the General Secretary as set forth in Article VII, Section 5, Clause 1. Resolutions covering same shall be made to the bank where deposits are made in the name of the Society.

Clause 3. The Treasurer shall render a report of the current financial condition of the Society at the meetings of the Board or as requested by the President. The Treasurer shall also render a financial report at the Annual Meeting of the Society. The Treasurer will also annually prepare and submit the necessary filings for a not-for-profit organization to the U.S. Internal Revenue Service and the N.Y. State Department of Law. The Treasurer may engage professional assistance as deemed necessary to carry out these responsibilities. The compensation of the Treasurer shall be subject to the finances of the Society and the approval of the membership at the Annual Meeting. The fiscal year of the Society shall run from June 1 through May 31.

Section 5. The General Secretary.

Clause 1. The General Secretary shall record proceedings of the Board meetings, reporting same at the next Board meeting; shall record proceedings of the Annual Meeting, and shall provide minutes of all meetings. After approval of such minutes by the Board, the General Secretary shall forward meeting minutes to the Editor of the *Bulletin* for publication in the following issue of the Bulletin or to the Web Site

Committee for posting on the ADS website. Dissemination of the minutes will be as directed by the Board. The General Secretary shall maintain the official records of the Society and as directed by the President, shall conduct all general correspondence. The General Secretary may receive money due the Society giving a receipt therefore, and shall transfer all such monies so collected to the Treasurer, taking receipt therefore. In the absence of, or because of illness of the Treasurer, the General Secretary is empowered to disburse funds of the Society in payment of accounts against the Society, as authorized by the President and/or a majority vote of the Board.

Clause 2. The compensation of the General Secretary shall be subject to the finances of the Society, and the approval of the membership at the Annual Meeting.

Article IX- The Trustees

Section 1. The Trustees shall consist of three members, to be nominated and elected as provided in Article VI, Section 2.

Section 2. The Trustees shall be elected for a staggered term of six years arranged in such a manner that only one Trustee is elected during an election year.

Section 3. The Trustees shall review and advise the Treasurer and Board as to financial matters and supervise the finances of the ADS.

Clause 1. The Trustees shall advise the Treasurer with respect to investment of monies under the Society's control.

Clause 2. The Trustees shall, from time to time, review the operations of the Society and report to the Board, making recommendations as determined appropriate.

Article X - Executive Board and the Standing Committees

Section 1. The Executive Board

Clause 1. The Society shall be governed by the Executive Board, referred to as the "Board," which shall have all the powers and responsibilities of a "Board of Directors" of a New York State Not-for-Profit Corporation.

Clause 2. The Board shall consist of the President, the First Vice-President, the Second Vice-President, the Third Vice-President, the General Secretary, the Treasurer, Immediate Past President, the Trustees, the Chairs of all Standing Committees, the Editor and Advertising Manager of the *Bulletin*, ADS Store Manager, and the Regional Vice-Presidents, with all members of the Board having a vote.

Clause 3. There shall be an Executive Committee of the Board consisting of the President, the First Vice-President, the Second Vice-President, the Third Vice-President, the General Secretary, the Treasurer, Immediate Past President, Trustees and Finance Committee Chair. The Executive Committee shall exercise the duties of the Board between meetings of the Board. The Executive Committee will report to the Board at each regularly called meeting.

Clause 4. It shall be the duty of the Board to have charge of the working interests of the Society, and to provide direction and guidance to the President. It shall examine all accounts of the Society and make report of the same at the Annual Meeting. It shall provide for an annual audit and may call for a financial statement from the Treasurer at any time. It shall meet on the call of the President and shall perform all such duties as may be necessary for the welfare and advancement of the Society. The duties of the Executive Committee of the Board will be as set out above.

Clause 5. The President shall be the liaison with the elected officers, the Regional Vice-Presidents, the Chair of the Finance Committee, and the Chair of the Special Awards Committee.

Clause 6. The First Vice-President shall be the liaison between the Board and the following Standing Committees: Publications, ADS *Bulletin* Editor, Web Site, Publicity/Public Relations, Marketing, New Society Coordination and Technology Resources. The First Vice-President can be the liaison between the Board and other committees as determined by the President.

Clause 7. The Second Vice-President shall be the liaison between the Board and the following Standing Committees: Classification, Judges Accreditation, Seedling Bench Evaluation, Trial Garden, Garden Dahlias and Research and Education. The Second Vice-President can be the liaison between the Board and other committees as determined by the President.

Clause 8. The Third Vice-President shall be the liaison between the Board and the following Standing Committees: Membership, Photography, Image Library, National Show, Historian, Policy, and Insurance. The Third Vice-President can be the liaison between the Board and other committees as determined by the President.

Section 2. Regional Vice-Presidents.

Clause 1. Regional Vice Presidents shall serve as the liaison between the Participating and Affiliated Societies in their regions and the Board. They shall facilitate communication and support for their Participating and Affiliated Societies, ensure the optimal level of ADS member services, and represent the interests of their Participating and Affiliated Societies to the Board.

Clause 2. Regional Vice-Presidents shall be nominated by the Participating Societies in each region. Regional Vice Presidents, so nominated, will be subject to approval by the Board, provided such approval will not be unreasonably withheld. In regions where the Participating Societies are not organized to select a Regional Vice-President, the Regional Vice-President may be appointed by the President of the ADS subject to approval by the Board.

Clause 3. The President shall be the liaison with the Regional Vice-Presidents.

Section 3. Standing Committees

The Standing Committees shall be National Show, Membership, Trial Garden, Research and Education, Classification, Publications, Judges Accreditation, Seedling Bench Evaluation, Special Awards, Publicity/Public Relations, Image Library, Photography, Historian, Insurance, Garden Dahlia, Technology Resource, New Society Coordination, Web Site, Social Media, and Finance. The Chairs of the Judges

Accreditation, Trial Garden, Seedling Bench and Classification Committees shall be ADS Senior Judges in good standing.

Clause 1. The actions of all committees are subject to approval by the Executive Board.

Section 3A. National Show.

Clause 1. The National Show Chair shall arrange the details of all exhibitions that are co-sponsored by the Society.

Clause 2. This Committee Chair shall be appointed by the President. The Chair shall consider all applications received from proposed host societies and make recommendations to the Board for the date and place of the National Show for up to five ensuing years. The Board will make determination promptly, and the General Secretary will officially notify applicant host societies of the decision. All applications must be made in writing to the National Show Chair of the American Dahlia Society, Inc. with a deposit of not less than \$50.00 or such greater amount as may be established by the Board. This deposit shall be returned after the show has been awarded. There shall be no financial obligation to the American Dahlia Society, Inc. because of the conduct of any National Show, but the Board shall make available to the host society such financial assistance as it may deem feasible. The National Show schedule must provide for single-bloom exhibits covering all classes in the Current Classification and Handbook of Dahlias, an arrangement competition, and any special ADS classes. The National Show must be judged by teams with the majority of judges being accredited ADS judges.

Section 3B. Membership. The Membership Chair shall be appointed by the President and is charged with the duty of maintaining the membership records of the Society. The Chair is to maintain a current roster of members' status and addresses; to provide the Editor of the *Bulletin* with a current mailing list as required; to accept membership fees and forward the payments to the Treasurer in a timely manner; and to send material to new members. The Membership Chair shall also support the Society by making recommendations to the Board for sustaining and increasing membership.

Section 3C. Publications. The Board or its designee(s) has responsibility for all publications of the Society. The price for ADS publications including the *Bulletin* shall be specified by the Board.

Clause 1. The Editor of the *Bulletin* shall supervise the publication of the *Bulletin*. The Editor of the *Bulletin* shall be appointed by the President.

Section 3D. Trial Garden. The Trial Garden Chair shall be appointed by the President and shall recommend the establishment of Trial Gardens and shall formulate regulations for the management of such gardens. The Chair shall report annually to the Board on the status and conduct of the Trial Gardens, prepare a report listing cultivars achieving a score of at least 85 (or its equivalent) at the Trial Gardens for publication in a subsequent issue of the *Bulletin* and determine the winners of the Hart and Gullikson awards.

Section 3E. Research and Education. The Research & Education Chair shall be appointed by the President and shall promote research and educational activities, secure information on the culture of the

dahlia and disseminate such information among growers of dahlias (and the public).

Section 3F. Classification.

Clause 1. The Classification Committee Chair shall be appointed by the President and shall have charge of annually compiling and publishing the American Dahlia Society Classification and Handbook of Dahlias and periodically publishing a Composite Listing of Dahlias. The Classification Committee shall be responsible for the classification and reclassification of dahlias, and for recommending to the Board the identification, description and recognition of new forms and types.

Clause 2. The members of the Classification Committee shall be designated by the President on the recommendation the Chair of the Classification Committee. Members of the Classification Committee must be Senior Judges who have demonstrated a thorough knowledge of dahlias, including accurately determining their size, form, and color. The Classification Chair shall review the registration of names of cultivars and with the help of the Trial Garden Chair and the Seedling Bench Evaluation Chair resolve conflicts in the naming of cultivars, including different names for identical sports or cultivars and duplicate names of different cultivars. The Classification Chair shall review the Classification and Handbook of Dahlias as often as necessary, make recommendations to the Board for its improvement, and consult with the Classification Committee for classification changes and advice.

Section 3G. Judges Accreditation. The Judges Accreditation Committee shall consist of the Judges Accreditation Chair and Chairs of the Judges Accreditation Committees of the various Regions and Participating Societies as may be designated by the President on the recommendation the Chair of the Judges Accreditation Committee. The ADS Judges Accreditation Chair shall be appointed by the President. It shall be the duty of this Committee to formulate rules for the accreditation of judges and submit such rules to the Board for adoption. The Judges Accreditation Chair shall annually review the list of Candidate, Accredited, Senior, and Honorary Senior judges and submit for publication the list of all judges that have fulfilled their requirements for current accreditation.

Section 3H. Seedling Bench Evaluation. The Seedling Bench Evaluation Chair shall be appointed by the President and shall recommend rules and supervise the Seedling Bench Evaluation and Achievement Awards of all Affiliated and Participating Societies; prepare a report for publication in a subsequent edition of the *Bulletin* listing cultivars achieving a score of at least 85 (or its equivalent) in the Seedling Bench Evaluation and determine the winner of the Dudley and Gullikson awards.

Section 3I. Special Awards. The Special Awards Chair shall be appointed by the President and shall from time to time make recommendations to the President for awards of recognition to persons or groups who have made outstanding contributions to the cause of the dahlia. In consultation with the President, the Committee shall select individuals to receive the ADS Gold Medal and other special Society awards of recognition.

Section 3J. Publicity/Public Relations. The Publicity/Public Relations Chair shall be appointed by the President and shall promote the dahlia through published and transmitted media by providing articles,

electronic images and prints as well as information about the activities of the American Dahlia Society and its Participating and Affiliated Societies. The Chair shall also support the Participating Society sponsoring the ADS National Show.

Section 3K. Image Library. The Image Library Chair shall be appointed by the President and shall accept and collect slides, electronic images and prints and other dahlia related materials, assemble them into suitable groupings and make them available to societies and interested groups. The Chair will make copies of the image groupings and other dahlia related materials as necessary to fulfill the society requests in a timely manner. The Chair will also make these images and other dahlia related materials available to the *Bulletin* Editor and the authors and editors of other ADS publications.

Section 3L. Photography. The Photography Chair shall be appointed by the President and shall recommend rules and categories for the ADS photo contest and shall accept photographic images as set forth in the current published photography contest rules. The Photography Chair shall obtain judging assistance and judge all photographic images in their appropriate categories and make awards where deemed worthy. The Chair shall make worthy entries available to the *Bulletin* Editor and the Image Library Chair for possible inclusion in the *Bulletin* and Image Library.

Section 3M. Historian. The Historian Chair shall be appointed by the President and shall collect materials related to the dahlia, the American Dahlia Society and foreign dahlia societies. The Historian shall catalog significant materials, make this catalog list available, and publish occasional articles of historic interest in the *Bulletin*.

Section 3N. Insurance. The Insurance Chair shall be appointed by the President and administer the insurance policies acquired by the ADS for its activities and make available a general liability policy to the Affiliated and Participating societies.

Section 3O. Finance. The Finance Committee shall be chaired by a Trustee designated by the President. It shall establish long-term financial plans including fund raising for the Society, provide recommendations to the Board on approaches to achieve the goals of such financial plans, and assist in their implementation and achievement. The Treasurer shall serve as an ex officio member of the Committee.

Section 3P. Garden Dahlias. The Garden Dahlia Chair shall be appointed by the President. The Committee shall make recommendations and undertake activities to promote the cultivation and popularity of dahlias grown in the garden for purposes other than show exhibition, including the identification and recognition of suitable cultivars.

Section 3Q. Technology Resources.

Clause 1. The Technology Resources Committee Chair shall be appointed by the President and shall develop recommendations and provide support to the President and Board for implementing the use of technology to further the Society's goals and purposes.

Clause 2. The Chair shall report periodically to the Board on the best practices of other organizations, both non-profit and for profit, with respect to their use of technology to serve their members and the public.

Clause 3. When requested, the Chair can provide the Affiliated and Participating Societies with recommendations regarding technology that can be used to further their goals and purposes.

Section 3R. New Society Coordination. The New Society Coordinator shall be appointed by the President and serve as Chair of the Committee. The Committee's purpose is to facilitate the successful formation of new ADS Participating and Affiliated Dahlia Societies. The Committee shall partner with the Membership Committee to promote and increase ADS membership.

Section 3S. Web Site. The Web Site Committee Chair shall be appointed by the President. The Web Site Committee shall be responsible for the design, operation, and maintenance (including updating) of the Society's web site and digital content.

Clause 1. The Web Site Committee shall include an ADS Store Manager who is responsible for maintaining the inventory of and selling the products and/or publications offered by the Society through the website. The Store Manager will make recommendations regarding the cost of publications and/or products to the Board. On an annual basis the Store Manager shall provide the Board with an inventory of the publications and/or products available on the website. The ADS Store Manager shall be nominated by the Chair of the Website Committee subject to approval by the Board.

Section 3T. Social Media. – The Social Media Chair shall be appointed by the President. The Social Media Committee is responsible for design, operation, and maintenance of the ADS social media sites. The Social Media Committee will make recommendations to the Board regarding the use of social media to further the Society's goals and purposes.

Section 3U. The President shall appoint such other committees as may be advisable.

Article XI - ADS Outreach Officials

Section 1. ADS Representatives

Clause 1. Each Participating Society will designate an ADS member to serve as its ADS Representative, subject to approval by the ADS president or his/her designee. In the absence of such designation, the ADS Representative may be appointed by the ADS President or his/her designee. The ADS Representatives will be Officers of the Society but will not be members of the Board.

Clause 2. The ADS Representative shall serve in that capacity until succeeded by a new ADS Representative or until he/she notifies the ADS President or his/her designee that he/she can no longer serve as ADS Representative.

Clause 3. It is the responsibility of the chief officer of a Participating Society to communicate the name, address (postal and e-mail) and telephone number of the ADS Representative to the ADS President or designee. Qualification must include the ability to receive and send communications via e-mail or other electronic means.

Clause 4. It will be the responsibility of the ADS Representative to communicate information from the ADS to the Participating Society on a regular basis and to communicate the opinions and suggestions of the

Participating Society to the Regional Vice-President or such other ADS Officer as is appropriate. The ADS Representative will be the point of contact for Seedling Bench Evaluation reports and for the show winner reports for the ADS *Bulletin*.

Article XII - Meetings

Section 1. Annual Meeting.

Clause 1. The Annual meeting shall be held at the same time and place as the National Show of the American Dahlia Society. The President of the Society shall inform the Board of any substantive matters of new business to be presented to the Annual Meeting to assure that adequate time is made available for consideration of such matters.

Clause 2. The General Secretary shall notify the Editor of the *Bulletin* of the date, time, and place of the Annual Meeting for publication in the June *Bulletin* and prior publications, if possible. Publication in the *Bulletin* shall be deemed legal notice of the Annual Meeting.

Clause 3. If no National Show event is held in any year, the Annual Meeting shall be held at such time and place as determined by two-thirds of the Board voting thereon with notification to the members.

Clause 4. Twenty-five members shall constitute a quorum for the transaction of business at any Annual Meeting.

Section 2. Meetings of the Board shall be held on the call of the President a minimum of three times per year and at other times at the request of five members of the Board. Meetings may be in person or by other means found to be suitable by the Board and President. In addition, the Board may be called to session by the President or by five members of the Board in connection with the Annual Meeting.

Clause 1. Eight members of the Board, or the minimum number as required by law, shall constitute a quorum for the transaction of business at any regular meeting of the Board or at a special meeting called or authorized by the President.

Article XIII - Bulletin

Section 1. The Society shall publish a *Bulletin*, in print or digital format, to be issued as directed by the Board.

Section 2. The name of this publication shall be "The *Bulletin* of the American Dahlia Society, Incorporated." ("*Bulletin*")

Section 3. Editorial Supervision

Clause 1. The *Bulletin* shall be edited under the supervision of the Editor, with guidance by the Board.

Clause 2. The Editor shall have the power to reject, in whole or in part, any advertising or reading material submitted for publication that may be deemed unsuitable for publication.

Section 4. Bulletin Advertising Manager

Clause 1. The Bulletin Advertising Manager shall be nominated by the Bulletin Editor subject to approval by the Board.

Clause 2. The Bulletin Advertising Manager shall be responsible for soliciting advertisers for the *Bulletin*. They shall coordinate their activities with the Editor.

Clause 3. The publishing specifications for *Bulletin* advertisements shall be established by the Bulletin Editor and Advertising Manager.

Clause 4. The advertisement rates for the *Bulletin* shall be based on recommendations of the Bulletin Editor and Advertising Manager and they must be approved the Board.

Section 5. The price for ADS publications including the *Bulletin* shall be specified by the Board.

Article XIV - Trial Gardens

The American Dahlia Society, Inc. shall have the power to establish and certify Trial Gardens for determining the merits of seedling varieties, at such places and under conditions as the Board shall decide.

Article XV - Rules of Order

The rules contained in the latest edition of "Robert's Rules of Order, Revised," shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Article XVI - Amendments

These Bylaws can be amended at any Annual Meeting of the Society by two-thirds vote, provided that the amendment has been submitted to the Board in writing in time for publication in the June *Bulletin* or posted on the ADS website at least 60 days prior to that year's annual meeting.

Revised with changes approved at the Annual Meetings, 1991, 1992, 1994, 1996, 1998, 2003, 2008, 2017 and 2022.