

**DRAFT Changes to the BYLAWS OF THE AMERICAN IRIS SOCIETY**

**As Amended, Effective May 30, 2011**

ARTICLE I - NAME

The name of this organization shall be THE AMERICAN IRIS SOCIETY, a corporation registered in the State of Pennsylvania.

ARTICLE II - PURPOSES

Section 1. This corporation shall be organized and operated exclusively for purposes described in Section 501(c)(3) of the Internal Revenue Code.

Section 2. The purposes of The American Iris Society, hereinafter called the AIS, shall be to develop the science of horticulture and any activities related to the study, propagation and culture of the genus Iris; to stimulate and foster interest in horticultural pursuits, conservation and protection of these plants; to cooperate with other organizations, public and private, in the scientific and horticultural education of all those interested in learning any phase of the genus Iris, by any and all means which may be determined from time to time by the Board of Directors of the AIS. These shall include but are not limited to: (a) encouragement and support of scientific research, including those pertaining to the solution of diseases related to but not necessarily exclusive to the genus Iris, and investigation and conservation of the genus in the wild; (b) collection, compilation and publication of data concerning the history, classification, breeding and culture of Irises; and

(c) education of the public through exhibitions, public display gardens, published standards for judging and local, area, regional and national meetings open to the public.

Section 3. In furtherance of these purposes, the AIS Board of Directors shall designate and constitute certain geographical divisions as official AIS Regions. The AIS Board of Directors shall, as deemed necessary in furtherance of the purposes of the AIS, rescind or change the designated boundaries of such official AIS Regions.

Section 4. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation if authorized to pay reasonable compensation for goods and/or services rendered in furtherance of the purposes of the AIS.

ARTICLE III - MEMBERSHIP

Section 1. Membership in the AIS shall be open to any individual, library, association or organization interested in promoting the objectives of the Society.

Section 2. The membership of the Society shall be divided into the following classes:

(a) single print membership, which shall refer to and include individuals, libraries, associations or organizations, entitled to full membership privileges, and which shall be available on an annual or triennial basis;

(b) dual membership, which shall include not more than two individuals living at the same address, and which shall be available as an annual or triennial membership. Both members shall have full membership privileges, except that they shall receive only one copy of each *AIS Bulletin*;

~~(c) life membership, single or dual, non-transferable, which shall carry full membership privileges, and shall be limited to individuals;~~

~~(ce)~~ honorary life membership, which shall be granted by the AIS Board of Directors to persons who have rendered distinguished service in furtherance of the purposes of the AIS; and

~~(de)~~ youth membership, which shall be limited to individuals under 19 years of age, who shall be entitled to full membership privileges at a reduced rate. Youth members living with another AIS member who receives the *AIS Bulletin* shall be eligible for additional rate reduction, provided the youth desires no personal copy of the *Bulletin*.

~~(ef)~~ Electronic membership (emember) shall be the same as other forms of memberships with the exception that an emember shall not receive the bulletin in a printed form but shall have access to it electronically. This e-membership may also include other electronic services which are unique to it. Members may choose to have both e-membership and another form of membership to receive both printed and electronic services. Holding two types of membership shall not duplicate voting privileges. E-members shall also receive the new member's packet and other information electronically. Electronic-membership shall be renewable annually"

Section 3. Dues for the different classes of AIS membership shall be determined by the AIS Board of Directors. Members whose dues remain unpaid after written notice has been given shall be removed from the AIS membership list without further notice.

Section 4.- AIS members interested in a particular group of irises may establish a separate organization which may be chartered by the AIS as a Section. Membership in the AIS shall be a prerequisite for all elected officers and directors. Sections may grant non-AIS members all Section membership rights and privileges except the right to serve as officers or directors. Other prerequisites for obtaining and maintaining a charter as a Section, and privileges granted to Sections and their members, shall be determined by the AIS Board of Directors. The AIS shall not be responsible for the debts or liabilities of any of its chartered sections, and shall have no power to exercise control over the Section except pursuant to any Section Charter Agreement entered into as a condition of the Charter or as provided in the Articles of Incorporation or Bylaws of the Section.

Section 5. An organization with purposes consistent with those of the AIS and with a majority of its membership within one AIS region shall be eligible for acceptance as an Affiliate of the AIS. The prerequisites for acceptance as an AIS Affiliate and the privileges granted shall be determined by the AIS

Board of Directors. These prerequisites and privileges shall be published at least once every two years in the AIS Publication "The Iris". The AIS shall not be responsible for the debts or liabilities of any of its Affiliates, and shall have no power to exercise control over the Affiliate except pursuant to any Affiliation Agreement entered into as a condition of Affiliate status.

Section 6. Established national or international ~~organizations~~organizations, whose primary purposes are consistent with those of the AIS, may be recognized as Cooperating Societies of the AIS. They shall be accorded privileges determined by the AIS Board of Directors. The AIS shall not be responsible for the debts or liabilities of any of its Cooperating Societies, and shall have no power to exercise control over the Cooperating Societies except pursuant to any Cooperating Society Agreement entered into as a condition of Cooperating Society status.

#### ARTICLE IV - MEETINGS

Meetings of the AIS shall be business or general, or both held in conjunction.

Section 1. Business meetings shall deal with the financial and administrative- affairs of the AIS.

(a) The AIS Board of Directors shall meet in the spring and fall of each year and at such time or times as the AIS President designates.

(b) Business meetings shall also be called by the AIS President upon written request of forty AIS members, of whom not more than fifteen shall be from any one AIS Region. Such written request shall contain a statement of the purpose of such meeting. Notice of such meeting shall be ~~mailed~~conveyed, either electronically or by mail, to the AIS membership at least thirty days in advance of such meeting, stating time, place and purpose, and no business shall be transacted at such meeting other than that stated in the notice.

(c) A majority of the AIS Board of Directors shall constitute a quorum at any business meeting.

(d) All appropriations of money voted by AIS members at any business meeting of the AIS shall be subject to the approval of three-fourths of the AIS Board of Directors.

Section 2. General meetings shall be called and held annually or from time to time, and be national, regional, area or local.

(a) National general meetings shall be called only by the AIS Board of Directors, which shall determine the time and place of such meetings, with appropriate advance notice published in the *AIS Bulletin* ~~or mailed to the AIS membership.~~, mailed by letter, or sent electronically to the AIS membership.

~~(b)~~ Regional, area or local meetings shall be called either by the AIS Board of Directors or by the AIS Regional Vice President in whose AIS Region the meeting is to be held.

(c) All general meetings shall be called and conducted in conformity with the rules prescribed by the AIS Board of Directors.

(d) a draft of the minutes will be made available to the board and RVPs within 60 days of the conclusion of the meeting.

## ARTICLE V - BOARD OF DIRECTORS

Section 1. The AIS Board of Directors shall have complete and comprehensive power and authority to conduct the affairs of the AIS, the intent of these bylaws being to confer upon the AIS Board full discretion and power in any and all situations that may arise.

Section 2. The AIS Board of Directors shall have the authority between regularly scheduled meetings of the Board to conduct business via electronic mail-means provided there are adequate standing rules in place to protect the integrity of the deliberative process.

Section 3. The AIS Board of Directors shall consist of thirteen elected directors and such ex-officio members as hereinafter provided, all of whom shall be AIS members. The thirteen elected directors and not more than seven ex-officio members shall have full voting privileges, except as provided hereinafter.

(a) Four directors shall be elected annually and shall hold office for three years and until their successors shall be duly elected and qualified. If an unfilled vacancy exists on the Board, the election of more than four directors may be necessary.

(b) One director who is a Regional Vice President in the first or second year of that office shall be elected by the AIS Board of Counselors at its annual spring meeting and shall hold office until a successor is duly elected and qualified. The term shall be for two years, that is from the adjournment of the AIS Board of Directors meeting in the Spring to the adjournment at the next\_ Spring AIS Board of Directors Meeting two years hence.

(c) No director shall be eligible to serve more than two consecutive full three-year terms. Appointments to complete more than eighteen months of an unfinished term shall be considered as serving one full term.

(d) A director who has served two consecutive full three year terms shall again become eligible for nomination or appointment as a director after being off the board as a director for one year. No director shall serve more than 4 full three year terms, excluding ex officio positions.

(e) An outgoing or retiring member holding the following positions shall not become eligible for election or appointment as a director until after being out of office for one year: President, First Vice President, Second Vice President, Secretary, Treasurer, Editor, and Immediate Past President.

(f) The election or appointment of a director to one of the following positions shall create a vacancy on the board for the departing director's unfinished term: President, First Vice President, Second Vice President, Secretary, Treasurer, and Editor. A director elected to fill one of these positions shall be entitled to cast but a single vote even though a successor has not been duly named and qualified.

(g) Outgoing directors and ex-officio members shall be eligible for appointment as non-voting chairs of advisory committees of the Board.

(h) Officers holding the following positions shall be members ex officio of the board of directors: President, First Vice President, Second Vice President, Immediate Past President, Secretary, Treasurer, and Editor. These officers shall have full voting powers ~~unless filling a salaried position and accepting compensation for services rendered in that position in furtherance of the purposes of the AIS.~~

Any member of the AIS Board of Directors who holds a salaried position in AIS shall recuse himself/herself from any vote coming before the Board that may possibly impact his/her position. If there is doubt about the impact, the AIS President shall make the determination of whether the salaried person shall be excused from voting.

(i) Each Past President of the AIS, other than the Immediate Past President, unless otherwise a director or officer, shall be an ex-officio member of the AIS Board without voting privileges.

(j) In case of a vacancy on the AIS Board of a director serving a three-year term, the President shall fill the unexpired term by appointment from the remaining candidates from the two most recent pools of nominees, subject to confirmation by the AIS Board. The President shall call upon the Nominating Committee to augment the pool of qualified candidates ~~whenever the number remaining falls below double the number of vacancies to be filled at his discretion.~~

Section 4. Nomination and election of directors shall be as follows:

(a) A Nominating Committee of five members shall be named annually at the AIS spring meeting and shall consist of two members from and selected by the AIS Board of Directors, two Regional Vice Presidents elected by the AIS Board of Counselors, and one representative chosen by the AIS Section and Cooperating Society Advisory Board. The committee shall elect its own chair.

(b) The AIS Board and any member of the AIS general membership may submit names to the Nominating Committee for consideration for nomination. At the following year's AIS spring meeting the Nominating Committee shall report to the AIS Board of Directors a pool of names of qualified candidates at least equal to double the number of vacancies to be filled.

(c) Nominations for directors other than the one-year Regional Vice President member shall be made by the AIS Board of Directors at its spring meeting. After the Nominating Committee has presented its report and before voting takes place, the chair shall call for further nominations from individual members of the Board and from the floor. Selection of a single slate of nominees for directors shall then be made by the AIS Board of Directors at that spring meeting. The names of the single slate of nominees selected by the Board shall be published in the *AIS Bulletin* or mailed to the AIS membership on or before August 1 of each year.

(d) Any additional nomination shall thereafter be by petition signed by forty members, with not more than fifteen from any one AIS Region, and such petition shall be submitted to and received by the AIS Secretary on or before August 15 of the same year. A ballot including the names of the original nominees and any additional nominee or nominees shall be mailed to all AIS members on or before

September 15 of each year, and returned ballots received by the AIS Secretary or the Election Committee, if one is appointed, on or before October 15 of the same year.

(e) If there are no additional nominations, a ballot shall be omitted and the original nominees considered elected. Results of the election shall forthwith be reported to the AIS President and shall be published in the *AIS Bulletin*.

Section 5. The AIS Board of Directors shall ~~appoint~~ confirm the Regional election of an AIS Regional Vice President to preside over each official AIS Region. The AIS Board of Directors shall, as deemed necessary in furtherance of the purposes of the AIS, rescind or change the designated boundaries of such official AIS Regions, and the appointment of affected AIS Regional Vice Presidents shall be rescinded or altered as necessary. AIS Regional Vice Presidents shall be appointed annually by the AIS Board of Directors at its fall meeting. The term of office for an AIS Regional Vice President is one year, beginning at the date of appointment, and no AIS Regional Vice President shall serve for more than three successive years. An AIS Regional Vice President who has served for three successive years shall again become eligible for appointment as AIS Regional Vice President after being out of the office for one year.

Section 6. The AIS Board of Directors shall designate one of its members as advisor to the AIS Board of Counselors, which shall consist of the AIS Regional Vice Presidents. The AIS Board of Counselors shall meet during the national spring meeting of the AIS, and shall consider all questions that may arise relating to the best interests of the AIS and its various regions, and make recommendations to the AIS Board of Directors.

Section 7. The AIS Board of Directors shall designate one of its members as liaison consultant to the AIS Section and Cooperating Society Advisory Board, which shall consist of the presidents of the AIS sections and cooperating societies. The AIS Section and Cooperating Society Advisory Board shall meet during the national spring meeting of the AIS, consider questions relating to the best interests of the AIS and its sections and cooperating societies, and make recommendations to the AIS Board of Directors.

Section 8. The AIS Board of Directors shall have the authority to establish administrative positions and appoint officers or assistants to staff such positions, and to define the authority and powers given to such officers or assistants.

Section 9. The AIS Board of Directors shall have the authority to adopt rules for its own governance, not inconsistent with these bylaws or the purposes of the AIS.

#### ARTICLE VI - COMMITTEES

The AIS Board of Directors shall, in furtherance of the purposes of the AIS, have the authority to create and appoint committees and delegate to such committee's powers and functions as seem proper.

#### ARTICLE VII - OFFICERS

Section 1. The AIS Board of Directors at its annual fall meeting shall elect the following officers to serve one year or until their successors are named and qualified: (1) President; (2) First Vice President; (3)

Second Vice President; (4) Secretary; (5) Treasurer; (6) Editor. (a) The President, First Vice President, and Second Vice President shall be elected from among the incumbent directors or from among those AIS members who have served one or more full terms as an AIS Director or ex-officio Director.

(b) The Secretary, Treasurer and Editor shall be elected from the Board of Directors or from among those AIS members who are qualified to hold these offices.

Section 2. The AIS Board of Directors at its annual spring meeting in those years that the incumbent president is completing the last year term shall elect a President-elect to take office following the official elections at its annual fall meeting.

Section 3. The President shall preside at all meetings of the AIS and of the AIS Board of Directors. During the President's term of office, the President shall have general superintendence of the affairs of the AIS and shall be a member ex officio of all committees, except as provided herein. The President shall be eligible to serve no more than three consecutive one-year terms.

Section 4. The First Vice President shall perform the duties of the President in case of the President's absence.

Section 5. The Second Vice President shall perform the duties of the First Vice President in case of the First Vice President's absence.

Section 6. The Secretary shall keep the records of the proceedings of the AIS and of the AIS Board of Directors and carry on the correspondence. The Secretary shall mail notices of meetings and have charge and custody of AIS books and papers except those relating to AIS financial affairs. The Secretary shall draw written orders for the payment of AIS expenses by the Treasurer, with such orders signed by the Secretary and countersigned by the President and/or the First Vice President. The Secretary shall make an annual report to the AIS Board of Directors.

Section 7. The Treasurer shall receive and keep records of all AIS monetary assets, and shall maintain these assets in special accounts in the name of the AIS. The Treasurer shall pay authorized AIS expenses upon written, signed order of the Secretary, countersigned by the President and/or First Vice President. The Treasurer shall make an annual report of all receipts and disbursements to the AIS Board of Directors. The Treasurer shall annually submit all books and records to auditors approved by the AIS Board of Directors.

Section 8. The Editor shall have charge of editing the *AIS Bulletin*, subject in all matters to the approval of the AIS Board of Directors.

Section 9. Persons receiving a salary may include a *Bulletin* Editor, Membership Secretary, Registrar, and others who may be appointed by the AIS Board of Directors to ensure that its important functions are cared for by competent persons in a timely manner.

Section 10. The AIS Board of Directors shall determine those officers, directors and/or other persons requiring bonding, which shall be at the expense of the AIS, and shall set bonding limits as deemed prudent.

#### ARTICLE VIII - RECORDS AND REPORTS

All records and reports of the officers and directors of the AIS shall be a matter of public record and shall be available to the AIS membership upon request, or printed in the *AIS Bulletin*.

#### ARTICLE IX - DISSOLUTION OF CORPORATION

In the event of the dissolution of the corporation, after paying or adequately providing for its debts and obligations, the AIS Board of Directors shall distribute all corporate assets to such organizations as are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of a future Internal Revenue Law.

#### ARTICLE X - AMENDMENTS

Section 1. Initiation of amendments to these bylaws shall be by a two-thirds vote at any business meeting of the AIS or of the AIS Board of Directors, provided that notice of the proposed amendment or amendments shall have been included in the notice of the meeting. Such proposed amendment or amendments shall then be submitted by postal mail or electronic mail to the AIS membership. A two-thirds affirmative vote of the total cast for any amendment or amendments shall be required for ratification and adoption.

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Section 2. The AIS Board of Directors shall have the authority to submit any question, including amendments to these bylaws, by ~~mail~~ mailed paper ballot or electronic ballot to members of the AIS with the request that the members vote by ~~mail~~ mailed paper ballot or electronic ballot upon such questions. Voting by ~~mailed~~ mailed paper ballot or electronic ballot shall be as valid as if the question were voted upon at an annual or special meeting of the AIS.

Section 3. The parliamentary rules contained in the most recent edition of *Robert's Rules of Order* shall be used in all meetings of the AIS to cover questions not provided for in these bylaws.