

American Iris Society Region 14

By-Laws

Article I: Name

This organization shall be known as Region 14 of the American Iris Society (Region 14).

Article II: Purpose

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 Region 14 of the American Iris Society (AIS) shall be to promote the science of horticulture and any activities related to the study, propagation, improvement and culture of the genus Iris; to stimulate and foster interest in horticultural pursuits, conservation, protection, and culture of these plants; to support the aims 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 Iris; and

(C) education of the public through exhibitions, public display gardens, published standards for judging irises, and providing guidance for local, area, and regional meetings open to the public.

Section 3. No part of the net earnings of Region 14 shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation is authorized to pay reasonable compensation for goods and/or services rendered in furtherance of the purposes of Region 14.

Article III: Membership

All members of the AIS residing within Region 14, the boundaries of which have been designated by the Board of Directors of the AIS, shall automatically be members of this organization.

Article IV: Officers and Duties

Section 1. The officers of this organization shall be the Regional Vice President (RVP), the Assistant Regional Vice President (ARVP), Secretary, Treasurer, three Directors, the Regional Bulletin Editor, and the Immediate Past RVP. It is a duty of these officers and directors to attend spring and fall Region 14 meetings as well as other Region 14 meetings that may be called by necessity to resolve business for the Region.

Section 2.

(A) Regional Vice President (RVP)

It shall be the duty of the RVP to perform all duties assigned to this position by the bylaws of the AIS and to respond in a timely manner to requests from AIS officers and Committee Chairs. Additional duties of the RVP shall be to (1) preside at Regional meetings and at Executive Board meetings; (2) appoint the Secretary, Treasurer, and Bulletin Editor; (3) appoint Chairs and

committee members as needed with the approval of the Executive Board; (4) act as ex-officio member of all committees except the Nominating Committee; (5) Recommend garden and apprentice judges for the approval of the AIS Board of Directors; and (6) perform any other duties necessary to maintain the well-being of Region 14 and the AIS national organization.

(B) Assistant Regional Vice President (ARVP)

The duties of the ARVP shall be to: (1) preside at Regional and Executive Board meetings in the absence of the RVP; (2) serve as the Region's Judges' Training Chair; and (3) assume duties and responsibilities of the RVP when that office is declared vacant by the Executive Board.

(C) The duties of the Secretary shall be to: (1) record and transcribe the minutes of the Regional and Executive Board meetings; (2) conduct official mailings; and (3) keep additional records as directed by the RVP.

(D) The duties of the Treasurer shall be to: (1) have custody of all regional monies and deposit these monies in a bank in the name of the Region; (2) issue all checks dispensing Regional funds consistent with the budget, *or* as directed by the Board; (3) keep books showing the source and use of all Regional monies; (4) submit said books annually for review; (5) prepare the annual proposed budget and with the RVP, co-chair the annual Region 14 budget meeting; and (6) serve on the Fundraising Committee.

(E) The duties of the Directors shall be to: (1) serve on the Nominating Committee; (2) serve as advisors to the RVP; and (3) serve as Committee Chairs when requested by the RVP.

(F) The duties of the Bulletin Editor shall be to: (1) edit the Regional Bulletin under the direction of the RVP and under such policy as determined by the Executive Board; (2) chair the Publications Committee; and (3) report to the Budget Committee in advance of the annual Region 14 budget meeting a proposed annual budget for the Regional Bulletin.

Article V: Nomination and Election of Officers

Section 1. During the last year of an incumbent RVP's term of office a Nominating Committee shall be appointed by the Executive Board for the purpose of nominating candidates to the positions of RVP and ARVP. Nominating Committee members shall be composed of seven (7) members: the three (3) Directors, a Region 14 affiliate president, a Region 14 AIS judge, and a Region 14 member-at-large. The Nominating Committee Chair shall be a past RVP selected by the Board, who may only vote to break a tie. Members for the Nominating Committee shall be selected as to represent equally the different geographic areas of the Region as defined in the most current edition of the Region 14 Standing Rules. The Committee shall nominate one candidate for RVP and one candidate for ARVP.

(A) The Nominating Committee shall submit a proposed slate to all local Society Presidents as well as to the Region Board within 30 days of their decision. In order to reach all Region 14 members by the end of August, nominee names shall be printed prominently in the Summer Issue of the Region 14 Bulletin (or substitute official communication).

(B) Additional nominations may be made by petition of the general membership. Each such petition shall be signed by the nominee and endorsed by at least ten percent of the Region 14 members, representing at least three (3) local Affiliates, one from each of the three geographic areas. This petition shall be placed in the hands of the secretary prior to September 1 of the election year. Such names shall be printed on a ballot together with the Nominating Committee's nominee names and mailed so as to be received by all members in early October. All

voted ballots must be received by the Regional Secretary no later than ten days prior to the Fall Regional meeting.

(C) The Secretary shall be Chair of an Election Committee of three to count the ballots and report results to the RVP. The RVP and ARVP are elected for a term of three (3) years. The RVP is subject to approval by the Board of the AIS annually.

(D) There shall be three directors, each elected for a term of three years, one from each geographic area of the Region, the term to begin immediately following election. One Director shall be elected at each Fall Regional Meeting; candidates shall be nominated from the floor; a nominee shall be elected by a majority vote of the members present. During the three-year term that a geographic area's Director is seated on the Board, no other Director from that geographic area, as defined in the most current edition of the Region 14 Standing Rules, may be elected to a Director position. In the event that a Director's position is vacated before the end of their three year term, another qualified person from the same geographic area may be elected at any subsequent membership meeting to fill the vacancy for the balance of the term. Directors may not serve successive terms as Director; provided, however, a person filling a Director vacancy for one year or less shall be eligible for election to a successive full term.

Article VI: Executive Board

(A) Membership

The voting members of the Executive Board shall be the officers of Region 14 as listed in Article IV; Standing Committee Chairs and all Affiliate Presidents within Region 14 shall be ex-officio voting members of the Executive Board. An Affiliate President may appoint a designated representative in writing, to vote on the Executive Board in that capacity.

(B) Duties

The duties of the members of the Executive Board shall be as follows: (1) attend the Executive Board meetings, as called by the RVP; (2) serve as an advisory group to the RVP; (3) select the Nominating Committee; (4) adopt an annual budget; and (5) appoint an ARVP when the office is declared vacant by the Executive Board.

(C) Meetings

Meetings of the Executive Board **may** be called by the RVP at each Fall and Spring Regional, and at any other time deemed necessary to conduct the business of Region 14. Electronic meetings of the Executive Board may also be called by the RVP, in compliance with the Standing Rules. (Changed from shall to may on Oct. 20, 2013)

(D) Quorum

Quorum for the meetings of the Executive Board shall be a simple majority of the Executive Board. The Affiliate Presidents and Standing Committee Chairs shall have a vote, but their presence will not count against the quorum.

(E) Standing Rules

There shall be Standing Rules for the governance of Region 14. Standing Rules may be proposed by the Executive Board and approved at a general membership meeting. Standing Rules shall not be inconsistent with these By-Laws, the By-Laws of AIS, or the purposes of Region 14 and the AIS.

(F) The Region 14 Executive Board shall have the authority between regularly scheduled meetings of the Board to conduct business via electronic mail in accordance with the Region 14 Standing Rules.

Article VII: Regional Meetings

Section 1. Spring Regional

A spring regional meeting **may** be held each year during iris bloom season. It may include garden tours, and at least one tour garden may contain plantings of guest seedlings. At least two years in advance when possible, a local society wishing to host a spring regional meeting should present a written invitation to the RVP, who will in turn present it at the next general membership meeting for approval by members. (Changed from shall to may on Oct. 20, 2013)

(A) Registration fees for the Spring Regional shall be set at an amount that will cover expenses and leave a three dollar minimum per registrant for the Region 14 general fund.

(B) The Society hosting the Spring Regional shall select the Chair and Committee members who will make arrangements for the event.

(C) Plans for the Spring Regional meeting must be submitted to the RVP for final approval no later than the preceding Fall Regional. The Chair shall send to the RVP a full report within ninety days following the meeting; the report should include attendance, finances, and awards.

Section 2. Fall Regional

(A) A Fall Regional Meeting **may** be held each October. The RVP shall present a written invitation to host from a local society for approval by the membership at the next general membership meeting, at least one year in advance. (Changed from shall to may on Oct. 20, 2013)

(B) Registration fees for the Fall Regional shall be set at an amount that will cover expenses and leave a three dollar minimum per registrant for the Region 14 general fund.

(C) The Society hosting the Fall Regional shall select the Chair and Committee members who will make arrangements for the event. This Chair shall present final plans for the Fall Regional for approval by the RVP no later than six months before the event. Following the event, the Chair shall send a full report on the Fall Regional to the RVP within sixty days.

Section 3. General Membership Meetings

(A) A General Membership meeting shall be called by the RVP in conjunction with each Spring and Fall Regional.

(B) At each general meeting every member in attendance shall have the privilege of addressing the Chair and the Board. Each member shall have full privileges of bringing a motion before the assembly, offering a second and voting on any motion brought before the assembly.

Article VIII: Finances and Budget

Section 1. The annual budget shall be prepared by the Budget Committee and submitted to the Executive Board at the Annual Budget Meeting for adoption, on or before January 31st; approval by a simple majority in attendance is required. The approved budget shall be printed in the next issue of the Region 14 Bulletin or other substitute official communication.

Section 2. Unbudgeted expenses or those in excess of the approved budget of more than two hundred (200) dollars require the approval of the Executive Board.

Section 3. Unbudgeted expenses or those in excess of the approved budget of more than five hundred (500) dollars require the approval of the members attending a regional business meeting.

Section 4. The fiscal year shall begin the first day of January and end the last day of December.

Article IX: Standing Committees

The Standing Committees shall be: Fundraising, Historian, Honorary Awards, Internet/Electronic Services, Membership and Public Relations, Policy and Procedures, Scholarships, Science, Trophies and Awards, and Youth.

Article X: Amendments

Amendments to these bylaws may be proposed at a regular business meeting of the region, and voted upon at the next regular general membership meeting for approval of a majority of those members present, provided that the membership has been notified of the intention to amend at least thirty days prior to the date of the meeting.

Article XI: Conflict with AIS By-Laws

The bylaws of the American Iris Society shall, in cases of conflict, take precedence over these bylaws.

Article XII: Dissolution of Corporation

In the event of dissolution of the corporation, after paying or adequately providing for its debts and obligations, Region 14 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.

(Amended and Adopted May 2, 1998, October 25, 2003, April 29, 2006, October 28, 2006, and October 24, 2009, October 19,2013)