

# **Bylaws of The Tall Bearded Iris Society**

Approved by the Membership 6/1/2016

## **BYLAWS**

### **Article I - Name**

The name of this, not for profit, organization shall be THE TALL BEARDED IRIS SOCIETY, hereinafter referred to as TBIS.

### **Article II - Purposes**

Section 1. The purposes or objectives of this organization shall be to promote the culture and improvement of all types of tall bearded iris; to gather, collect and disseminate information on history, classification, experiences, testing results and ideas of the members and the public; to encourage garden visitations, the feeling of friendship and mutual understanding among the members and all persons interested in tall bearded iris. The society shall encourage iris related activities for educating the public and fellow irisarians of the attributes of tall bearded iris and to encourage membership in this organization and all other plant societies with non-profit 501(c)(3) status.

Section 2. The Society is organized exclusively for educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and shall not carry on any activities not permitted by a corporation exempt from Federal income tax under Section 501(c)(3), or by a corporation the contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 3. No part of the activities of the Society shall consist of carrying on propaganda or otherwise attempting to influence legislation, and shall not participate in any campaign, including publications or dissemination of statements on behalf of any candidate for public office.

Section 4. No part of the net earnings of the Society shall inure to the benefit of or be distributed to its members, directors, officers or other private person, except that the Society shall be authorized and empowered to pay reasonable compensation for goods used and/or services rendered in the furtherance of the purposes of the Society.

### **Article III – Memberships**

Section 1. All persons interested in the tall bearded iris may become members of this organization by the payment of dues. There shall be the following classes of memberships: annual, dual annual, triennial, dual triennial, life, organizational and outside the USA.

Section 2. Each membership address of the classes noted in Section 1 shall be entitled to no more than one (1) vote for the election of Directors, or other matters that may be presented to the membership for vote. There may be a classification of dual annual or dual triennial membership issued to two persons at the same address, with each being granted one vote, but they would receive only one copy of the publication Tall Talk.

Section 3. Organizations may subscribe to the periodical publications of TBIS by paying an amount equal to annual or triennial membership dues, and they shall be designated as “subscribers.” They shall not have voting privileges.

Section 4. Dues for all classes of membership shall be set by the Executive Board, as noted in the Standing Rule 1.

#### **Article IV - Meetings**

Section 1. An annual business meeting of the organization shall be held. The Executive Board shall schedule this meeting. The date shall be announced at least 30 days prior to the meeting. A quorum shall consist of the members present at the meeting.

Section 2. Special meetings of the organization may be held (a) at the call of the President, (b) by a majority vote of the Executive Board, when it is deemed necessary, or (c) upon the written request of twenty five (25) members of TBIS. The President shall direct the Secretary to send the notice of the special meeting be sent to each membership address of TBIS at least thirty (30) days prior to the date of the meeting, stating the purpose of the meeting and the business to be conducted.

#### **Article V - Executive Board**

Section 1. The Executive Board shall consist of the President, the Vice-President, the Secretary, the Treasurer, the last two (2) living Immediate Past Presidents, and seven (7) Directors. The word “board” appearing in these Bylaws refers to the Executive Board as defined in this paragraph. The term “director” applies only to the 7 persons elected by membership balloting as defined in Article VIII.

Section 2. The seven (7) Directors shall represent, as nearly as possible, all the geographic areas of the United States with an even distribution of representatives as possible on the basis of population, no more than two (2) from any one state. No more than one (1) director or officer may serve from any household membership address at any time.

Section 3. The finances, policies, affairs and management of TBIS shall be under the control and management of the Executive Board.

Section 4. The Executive Board shall determine the official depository for the funds of the organization and designate the officer in addition to the Treasurer who may sign TBIS checks. No officer of TBIS may incur any debits in the name of TBIS in excess of \$200.00 unless authorized by the Executive Board in a duly called meeting.

Section 5. The officers of the organization shall be a President, a Vice-President, a Secretary and a Treasurer all of whom shall be elected by the Directors for a three (3) year term or until their successor has been duly elected or appointed. The President and Vice-President shall not be eligible to serve consecutive terms to either office; however, the Secretary or the Treasurer may serve two consecutive terms.

Section 6. The Directors shall be elected for a three (3) year term. A Director may not serve more than two consecutive terms. Should a director not attend two consecutive duly called

meetings of the Executive Board, they shall be considered as not performing their elected duties and their office shall be considered vacated. Extenuating circumstances may be considered on the basis of written data furnished to the Executive Board or the attendance of the next meeting.

Section 7. The Executive Board may appoint a Business Manager who shall carry out the routine correspondence and written matters addressed to the Society, send out ballots and reports which are the results of all elections, and other duties that may be directed or assigned by the Executive Board. Any compensation for services rendered must be determined by a specific item in the yearly budget. No employee of TBIS can serve as a voting member of the Executive Board.

Section 8. The Executive Board shall fill, by appointment, any unexpired term on the Executive Board caused by a vacancy, including the Registered Agent, until the term vacated has expired.

Section 9. Each year the Executive Board shall prepare and approve a budget for the upcoming fiscal year to assure that expenses can be paid.

Section 10. A quorum of the Executive Board shall be a simple majority of the Executive Board members. If a member of the Executive Board holds more than one of the defined positions on the Board, the total number of members of the Board shall be reduced by one.

Section 11. The fiscal year of the society shall be as specified in the Standing Rules.

Section 12. The Executive Board shall have the authority between regularly scheduled meetings of the Board to conduct business via electronic mail and/or electronic meetings provided there are adequate standing rules in place to protect the integrity of the deliberative process.

## **Article VI - Officers**

Section 1. The duties of the President shall be to serve as the Executive Officer of TBIS, to preside over all meetings of the organization, to serve as an ex officio member of all standing and special committees, to provide guidance and leadership to TBIS in striving to achieve its goals, and to implement the directions given by the Executive Board.

Section 2. The Vice-President shall, in the absence of the President, preside over all the meetings of TBIS and the Executive Board. Other duties may be assigned by the President or the Executive Board.

Section 3. The Secretary shall keep the records of the minutes of all meetings of TBIS and the Executive Board. The Secretary shall perform such other duties as may be assigned by the President or the Executive Board. The Secretary shall see that the membership is advised of the actions of the Board through articles or items in the TBIS publication.

Section 4. The Treasurer shall deposit all funds and monies received by TBIS to the official depositories of TBIS, and disburse funds as directed by the Executive Board or the President. The Treasurer shall submit a written report to the Executive Board at the annual meeting of TBIS, a mid-year report, and such other reports as requested by the Executive Board or the President. The Executive Board shall require a surety bond on the Treasurer, the cost thereof to be paid by TBIS. The Treasurer

shall perform such other duties as may be assigned by the Executive Board or the President.

Section 5. On presentation of written factual data and cause, and with approval of the Executive Board, any Officer or Director of TBIS may be relieved of their duties for malfeasance of office or other just cause. The relieving of duties shall be by a majority vote of the total Executive Board, at a properly called meeting.

## **Article VII - Committees**

Section 1. There shall be several standing committees within TBIS as noted in the Standing Rules.

Section 2. The chairman of each standing committee shall be appointed by the President, subject to the approval of the Executive Board, except for the Finance, Nominating and Audit Committees.

Section 3. The Finance Committee shall consist of the President, who shall serve as chairman of the committee, along with two Directors of the Executive Board, who are serving in the third year of their term.

Section 4. The Nominating Committee shall function each year in an effort to present a slate of Directors for consideration by the membership. The Immediate Past President shall serve as chairman. The remainder of the committee being Directors who are serving in the second year of their elected terms. In the event that a nomination by petition is presented to the President, all restrictions in Article V, Section 2 apply. In the event of a tie, the Executive Board will make the final determination of eligibility.

Section 5. The Audit Committee shall audit the financial transactions and the records of the society and report the results of their findings to the Executive Board. The Audit Committee shall consist of three members who are appointed by the President, but may not be a member of the Executive Board.

## **Article VIII - Elections**

Section 1. The Nominating Committee shall prepare a list of candidates for the three year terms of Directors each year. A ballot shall be enclosed or bound into the Spring issue of Tall Talk. Ballots must be returned by June 1 of the same year with legible signature(s) of the voting member(s). An appointed tabulator shall receive all returned ballots from the membership and shall compile the results. A report and certification of the results shall be presented to the Executive Board for approval and distribution to the membership.

Section 2. Each nominee for the position of Director must be a member in good standing and must consent to the nomination. Any consenting members name may be placed in nomination by a petition signed by at least thirty (30) members in good standing, with no more than ten (10) signatures from residents from the same state, or by three Members of the Executive Board. Any such petition shall comply with the timelines set forth in Section 1 above.

## **Article IX - Parliamentary Procedures**

Section 1. This organization shall be governed by these bylaws and business shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised, so long as they are not inconsistent with these bylaws.

Section 2. All interim actions taken by the Executive Board when not in active session shall be confirmed at the first physical meeting of said Executive Board.

## **Article X - Amendments**

Section 1. These bylaws may be amended at any annual meeting or a special meeting of the membership by a two thirds vote of those in attendance and voting, provided such amendments have been submitted to the membership in writing at least thirty (30) days in advance of the meeting.

Section 2. Any forty (40) members may recommend an amendment to the bylaws by written petition to the President. The Executive Board must acknowledge receipt of the petition, and present the proposed amendment for consideration at the annual meeting; provided, however, that the petition has been submitted sufficiently in advance for the Executive Board to be able to comply with the written notice requirements set forth in Section 1 above. The results of the action of the Executive Board shall be reported to the membership through the next issue of Tall Talk or other publication by TBIS.

## **Article XI - Dissolution of the Tall Bearded Iris Society**

In the event that it becomes necessary to dissolve the Tall Bearded Iris Society, any remaining assets will be distributed to an established tax exempt organization under 501(c)(3) of the Internal Revenue Code of 1954, as determined by a two-thirds majority vote of the Executive Board.