

To the Board of Directors of the Iris Society of Minnesota,

Following conversation during the ISM board meeting of 1 October 2022, the Bylaws Committee proposes the following changes to sections as detailed below in the Bylaws Committee Report. In summary:

First, we recommend one amendment here that I neglected to bring up for discussion at the board meeting. It addresses a simple typo in Article I, Section 3, subsection c to remove an errant "(c)" from the start of the subsection.

Second, we recommend amending Article V Section 2 regarding term limits so that they are modified to:

- 1) Allow individuals to serve three terms in the same position rather than two.
- 2) Modify elections so that half the board is elected every year, rather than replacing the entire board every two years as we are today. This was discussed in the 2021 annual meeting, is the primary reason for creation of this committee, and is drafted to help ensure the health of the society through board continuity.

Third, we recommend amending Article V Section 7 to clarify discretionary spending limits by the President or board to be per annum and not per instance, and increase those current spending limits as verbally agreed by the board.

Finally, we recommend amending Article V Section 7 to add a new subsection directing the board to seek outside audit of society finances in such a manner as to maintain a seven year history.

Thanks again for all your support. It's a pleasure to serve this board.

Sincerely,

The members of the ISM 2021-2022 Bylaws Committee,

Jeff Allen (Chair)
Tatiana Allen
Gary Klimmek
Jack Worel

ISM 2021-2022 Bylaws Committee Report

The Iris Society of Minnesota bylaws committee consisting of Jack Worel, Gary Klimmek, Tatiana Allen, and Jeff Allen, appointed during the 2021 Iris Society of Minnesota annual meeting, recommends the following motions for amendment of society bylaws to the society Board of Directors and General Membership. All recommendations are based on the bylaws published on the Society's public website at <http://www.irismn.net/bylaws.pdf>.

Motion to amend Article I, Section 3, subsection (c) of the society bylaws to address obvious typo:

Let it be resolved that Article 3, Section 3 subsection (c) shall be amended to remove the errant "(c)" from the beginning of the subsection so that the subsection shall read in entirety:

"Education of the public through exhibitions, public display gardens, published standards for judging, and local, area, regional, and national meetings open to the public."

Motion to amend Article V, Section 2 of the society bylaws defining terms of society officers:

Whereas the terms of all society officers and directors are of the same length and expire at the same time, currently in 2023, and,

Whereas the full turnover of a non-profit board does not encourage the mentorship of talent necessary for the long term success of any organization, and

Whereas certain board positions, especially that of Treasurer, call for hard to find skill sets that the society has found difficult to fill with different members every four years, and,

Whereas on Saturday 1 October 2022 all officers and directors whose chairs would be immediately affected by this proposal gave their verbal agreement to the board of this proposal,

Let it be it resolved that the bylaws of the Iris Society of Minnesota be amended as follows:

Article V Section 2. Terms:

- 1) The section shall be amended so that the verbiage of the current Section 2 be included in a new subsection 2.a.
- 2) The verbiage of the new subsection 2.a be amended by substitution so that the following sentence:

"No officer or at-large director may serve more than two consecutive terms in the same position."

Shall be replaced by:

"No officer or at-large director may serve more than three consecutive terms in the same position."

- 3) A new subsection 2.b shall be created with the following verbiage:

Terms for officers and directors are to be elected on the following alternating cycles. Terms for Secretary, Treasurer, and two Director positions will start with the annual meeting in even numbered years. Terms for President, Vice President, and one Director chair will start with the annual meeting in odd numbered years.

See the full text of the proposed amended section in Appendix A. below.

Motion to amend Article V Section 7, subsections a and b of the society bylaws defining duties of board members:

Whereas there has been general agreement among senior members of the society that the ability of the society has been adversely affected by limits placed on discretionary spending that have not grown with inflation, and,

Whereas there is some flexibility in interpretation of these subsections regarding whether discretionary spending limits are per instance or per annum, and,

Whereas spending limits or the budget as a whole may be amended by the membership during a special meeting as defined in Article IV Section 1 of the society bylaws,

Let it be resolved that Article V, Section 7 (Duties) of the society bylaws be amended as follows:

1) Subsection a shall be amended to:

- a. Increase the current limit of discretionary spending over the annual budget allowed to the society Board of Directors without approval by the full membership from \$200 per year to \$500.
- b. Add the word "cumulative" after the amount so that the pertinent clause shall read, "Such interim actions may not involve more than a \$500 increase over the annual budget which was approved by the membership at the annual meeting."

2) Subsection b shall be amended to:

- a. Increase the current limit of discretionary spending over the annual budget allowed to the society President without approval by the Board of Directors from \$50 per year to \$150.
- b. Add the word "cumulative" after the amount so that the pertinent clause shall read, "The President may not approve actions involving more than a \$150 cumulative increase over the annual budget which was approved by the membership at the annual meeting."

See the full text of the proposed amended section in Appendix B. below.

Motion to amend Article V Section 7, of the society bylaws defining duties of board members to add a new subsection f) addressing duties to ensure fiscal responsibility:

Whereas the society has not consistently executed activities generally regarded as best practice supporting financial reporting of non-profit organizations,

Let it be resolved that Article V, Section 7 (Duties) of the society bylaws be amended as follows:

1) A new subsection f shall be added to read as follows:

The Board of Directors shall, beginning with the adoption of this subsection in 2022 and every four years thereafter, arrange for an outside audit of the society's financial records. Said audits shall be conducted and maintained by the society such that the society may provide eight years of historical data of finances as deemed appropriate. Providing said audit data to any individual or institution other than members of the Board of Directors shall be subject to a simple majority vote of the Board of Directors.

See the full text of the proposed amended section in Appendix C. below.

Appendix A.

Complete Proposed Verbiage, Article V, Section 2

Section 2. Terms:

- a) Officers and at-large directors shall serve a term of two years, or until their successors are elected. The immediate past President shall serve until succeeded by a new immediate past President. The term of office begins upon adjournment of the annual meeting at which officers and at-large directors are elected. No officer or at-large director may serve more than three consecutive terms in the same position. Retiring officers shall deliver to their successors all properties of their office within fifteen days of their retirement.
- b) Terms for officers and directors are to be elected and begin on the following alternating cycles. Terms for Secretary, Treasurer, and two Director positions will be elected and begin with the annual meeting in even numbered years. Terms for President, Vice President, and one Director chair will be elected and begin with the annual meeting in odd numbered years.

Appendix B.

Complete Proposed Verbiage, Article V, Section 7 subsections a and b:

Section 7. Duties: The duties of the officers and Board of Directors shall be as follows:

- a. The Board of Directors shall have the power to act when necessary between meetings of the organization. Such action may occur in person, by telephone or electronic means. Such interim actions may not involve more than a \$500 cumulative increase over the annual budget which was approved by the membership at the annual meeting. Larger increases must be approved by the membership at a special or regular meeting, providing notice of the budget increase has been included in the notice for the membership meeting.
- b. The President shall preside over all meetings and direct all official business. The President may not approve actions involving more than a \$150 cumulative increase over the annual budget which was approved by the membership at the annual meeting. Larger increases must be approved by the Board at a special or regular meeting, providing notice of the budget increase has been included in the notice for the Board meeting.

Appendix C.

Complete Proposed Verbiage, Article V, Section 7 subsection f (new):

- f. The Board of Directors shall, beginning with the adoption of this subsection in 2022 and every four years thereafter, arrange for an outside audit of the society's financial records. Said audits shall be conducted and maintained by the society such that the society may provide eight years of historical data of finances. Providing said audit data to any individual or institution other than members in good standing of the society shall be subject to a simple majority vote of the Board of Directors.