

**BYLAWS**  
**IRIS SOCIETY OF MINNESOTA**  
**An Affiliate of the AMERICAN IRIS SOCIETY**  
AS REVISED OCTOBER 2022

**ARTICLE I Name and Purpose**

*Section 1.* The name of this organization is the Iris Society of Minnesota, an affiliate of the American Iris Society

*Section 2.* This organization is a nonprofit, public benefit affiliate of the American Iris Society.

*Section 3.* The specific purposes of this organization shall be to develop the science of horticulture and any activities related to the study, propagation, and culture of the genus Iris in the upper midwestern United States; to stimulate and foster interest in the conservation and protection of these plants in the wild; and 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 this organization. These shall include, but not be limited to, the following:

- a. Encouragement and support of scientific research, including that pertaining to the solution of diseases related to, but not necessarily exclusive to, the genus Iris, and investigation and conservation of the genus Iris 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, and local, area, regional, and national meetings open to the public.

**ARTICLE II Exemption Requirements**

*Section 1.* The Iris Society of Minnesota, an affiliate of the American Iris Society, is organized and operated exclusively for public purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

*Section 2.* No part of the net earnings of this organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

*Section 3.* No substantial part of the activities of this organization shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the organization shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

*Section 4.* Notwithstanding any other provisions of these Bylaws, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section(s) of any future tax code.

*Section 5.* The property of this organization is irrevocably dedicated to public purposes. No member, officer or director shall have any right, title, or interest in or to any property of this organization. Upon dissolution or winding up of the organization, its assets remaining after payment, or provisions for payment, of all debts or liabilities of this organization shall be distributed to a nonprofit fund, foundation, or organization that is organized and operated exclusively for educational and scientific purposes, and which has established and maintains its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE III Membership and Dues**

*Section 1.* Membership shall be open to any person or organization with an interest in the purpose for which this organization is formed and payment of biannual dues. Active participation in this organization's affairs, while not required as a condition of membership, is heartily encouraged as a means for strengthening the organization and furthering its purpose.

*Section 2.* Membership with full voting rights shall be (1) individual; (2) family-household; or (3) organization. The Board of Directors may confer honorary membership without voting rights for a period of one year to an individual or organization. Charter members shall consist of those who were members during the first year of formation of this organization. This organization was chartered October, 1951.

*Section 3. Dues:* The Board of Directors shall establish the amount of biannual dues for individuals, family-households, and organizations. Biannual dues will be payable by January 1<sup>st</sup> every other year and shall be past due on March 1<sup>st</sup> of that same year. A member's voting rights are suspended during the period of time when dues are in arrears. Biannual membership shall run from January 1<sup>st</sup> to December 31<sup>st</sup> of the second year.

*Section 4.* The Board of Directors shall maintain a list of current paid members, including the number of members within each family-household and the number of the organization's members who are also members of the American Iris Society.

## **ARTICLE IV Meetings of Members**

*Section 1. Annual and Special Meetings:* The annual meeting of this organization shall be held in October each year. The Board of Directors shall designate the specific date, time, and location of the annual meeting. The annual meeting shall be for the purposes of electing officers and at-large members of the Board of Directors, receiving reports of all officers and committees, approving the annual budget for the following year, and for any other business that may arise.

Special meetings of the membership may be called by the President, a majority of the Board of Directors, or a number equivalent to five per cent of the current paid membership of this organization. The purpose of the special meeting shall be stated in the notice.

*Section 2. Notice Requirement:* An official meeting requires that each member have notice at least fifteen days in advance, except in cases of emergency. Notice may be provided in writing, by telephone, or by electronic means. A member's attendance at the meeting constitutes a waiver of the requirement for fifteen days' notice.

*Section 3. Quorum:* The quorum for a meeting of members shall consist of ten members, two of whom shall be elected officers.

All issues to be voted on shall be decided by a simple majority of the current paid membership present at the meeting in which the vote takes place.

The current edition of Robert's Rules of Order, newly revised, shall be used in all meetings of the organization to cover questions not provided for in these Bylaws.

## **ARTICLE V Board of Directors and Officers**

*Section 1. Board Membership, role, and compensation:* The Board of Directors shall be the governing body of this organization and shall be comprised of all the elected officers and the immediate Past President, together with three persons from the membership-at-large. All Board members must maintain membership in the American Iris Society during their terms of office.

Officers shall be a President, a Vice President, a Secretary, and a Treasurer. The officers and directors shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the organization.

No member shall hold more than one organizational office at a time. The Board of Directors shall receive no compensation other than reasonable expenses.

*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 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.

*Section 3. Board Elections:* The officers and at-large directors shall be elected by voting members at the annual meeting. Voting shall be by ballot, and election shall be by a simple majority of the current paid membership present at the annual meeting. In the event there is only one candidate for one or more of the offices, a motion may be made to dispense with balloting and for election of the candidate(s) nominated by voice vote.

*Section 4. Nominating Committee:* At least two months prior to the October annual meeting, a Nominating Committee of not less than two members shall be appointed by the President. It shall be the duty of this committee to nominate a candidate for each position to be filled at the annual meeting: the four officers and the three at-large directors. Nominees whose names are presented from the floor must have given their prior consent to be nominated, whether present at the annual meeting or not.

*Section 5. Board Meetings and Quorum:* The Board of Directors shall meet regularly at least once between annual meetings of the organization, at an agreed upon location and time. Additional Board meetings may be called by the President or by any two other board members. An official meeting requires that each Board member have notice at least one week in advance. Notice may be provided in writing, by telephone, or by electronic means. Attendance at the meeting constitutes a waiver of the requirement for one-week's notice. A quorum for the Board of Directors shall consist of four members. Additional Board meetings may be conducted via electronic or telephonic means, provided that actions taken be incorporated into the minutes of the next regular Board meeting.

*Section 6. Vacancies:* Offices or board positions which become vacant mid-term shall be filled by appointment of the President. Should the President's office become vacant, the Vice President shall assume the Presidency and complete the term. Should the immediate past President's office become vacant, the President shall appoint an additional at-large director to complete the term.

*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.
- c. The Vice President shall assist the President and preside over matters of the organization in the temporary absence of the President.
- d. The Secretary shall maintain minutes of the organization's meetings and the historical records of the organization.
- e. The Treasurer shall receive the funds of the organization and be responsible for the organization's fiscal affairs, including receipts, disbursements and records of assets. The Treasurer shall maintain all of the organization's funds in a federally insured financial institution and make timely deposits thereto. The Treasurer shall make an annual fiscal report at the October annual meeting.
- f. The Board of Directors shall, beginning in 2024 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.

*Section 8. Resignation and termination:* Resignation from the Board of Directors must be in writing and received by the President or Secretary. A Board member may be terminated from the Board by a three-fourths vote of the remaining Board members, provided notice of the proposed termination has been included in the notice of Board meeting.

## **ARTICLE VI Committees**

All committees are appointed by the President and are subject to ratification by the Board of Directors. Committees may be set up to carry out the functions of the organization. All committee appointments shall be valid for one year, expiring at the annual meeting in October.

## **ARTICLE VII Amendment of Bylaws**

These Bylaws may be amended at any regular or special meeting of the organization by a simple majority vote of the current paid membership present at the meeting, provided that, at least fifteen days prior to the meeting, notice of the proposed amendment has been given and the complete text of the amendment has been distributed to the membership. Balloting by mail, paper or electronic, may be authorized by the Board of Directors for amending these Bylaws in conjunction with the meeting. However, members may revoke their mail ballot by attending the meeting and voting in person.