

AMERICAN IRIS SOCIETY - REGION ONE

BYLAWS

(as amended September 2024)

ARTICLE I – NAME AND AFFILIATION

- Section 1. The name of this organization is REGION ONE of the AMERICAN IRIS SOCIETY.
- Section 2. Region One is a region of the American Iris Society (“AIS”), comprising the New England states and the Canadian maritime provinces.

ARTICLE II - PURPOSES

- Section 1. Region One shall be organized and operated exclusively for the purposes described in section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
- Section 2. The purposes of Region One shall be to carry out and support the purposes of AIS, which include: developing the science of horticulture and any activities related to the study, propagation and culture of the genus Iris; b) stimulating and fostering interest in horticultural pursuits, conservation and protection of these plants; and c) cooperating 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 Executive Council of Region One 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 and

pests 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, hybridizing, and culture of Irises.
- 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. The purposes of Region One shall also include any and all duties assigned to it by AIS, including, but not limited to:

- a) Promotion of AIS.
- b) Managing affiliation matters between affiliates within the Region One designated boundaries and the AIS.
- c) Managing and/or designating responsibilities with regard to judges and judges' training.
- d) Assisting liaison between AIS Convention officials and Region One Convention officials when an AIS convention is scheduled within Region One.

Section 4. Notwithstanding any other provisions of these bylaws, Region One shall not carry on any other activities not permitted to be carried on by a) an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 5. No Substantial part of the activities of Region One shall consist of carrying on propaganda, or otherwise attempting to influence legislation except as otherwise provided by section 501(h) of the Internal Revenue Code, and Region One shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign, on behalf of, or in opposition to, any candidate for public office.

Section 6. Inurement of income: No part of the net earnings of Region One shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that Region

One 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 these articles.

ARTICLE III - MEMBERSHIP

- Section 1. Any individuals who are members of AIS, including youth members, and who reside within the boundaries of Region One as established by AIS, shall be members of Region One without payment of additional dues. Membership privileges and years shall conform to those of AIS.
- Section 2. It is the duty of Region One and its officers to respect the privacy of each member with regard to the AIS Membership List and portions thereof. This List shall be shared only with appropriate administrators within AIS and Region One, and shall never be sold or otherwise shared by Region One with any outside person or organization.

ARTICLE IV – OFFICERS

- Section 1. The elected officers shall consist of the following: Regional Vice President (“RVP”) who shall serve as President; Assistant Regional Vice President (“Assistant RVP”) who shall serve as Vice President; a Secretary and a Treasurer.
- Section 2. The Officers shall be elected by the membership every year at the Fall Annual Meeting. The RVP (President) is subject to approval by AIS at the AIS Fall Board Meeting.
- Section 3. The President/RVP shall:
- a) Preside at all meetings of Region One and of the Executive Council.
 - b) Have general supervision of the work of the organization.

- c) Appoint the chairpersons of standing and special committees, with the exception of the nominating committee.
- d) Be an *ex officio* member of all committees, with the exception of the nominating committee.
- e) Fulfill all duties delegated by AIS to the Region.
- f) Represent Region One at AIS meetings.

Section 4. The Assistant Regional Vice President/Assistant RVP shall:

- a) Perform the duties of the RVP in case of his/her absence from a meeting.
- b) Fulfill other duties as determined by the Regional Executive Council.
- c) Fill the un-expired term of the President/RVP in case of a vacancy.

It is expected but not mandatory that the Vice President/Assistant RVP shall be nominated for President/RVP for the succeeding term.

Section 5. The Secretary shall:

- a) Keep the minutes of general meetings, as defined in Article VII - Meetings, Section 1.
- b) Keep the minutes of Executive Council meetings.
- c) Distribute copies of the minutes of meetings to the Executive Council members.
- d) Distribute copies of the minutes of General Meetings to the membership prior to the start of the Fall Annual Meeting.
- e) Conduct all correspondence referred to him/her by the RVP.
- f) Perform all other duties as determined by the Executive Council.

Section 6. The Treasurer shall:

- a) Keep account of and report on all monies of Region One.
- b) Receive and disburse all Region One funds as directed by the RVP.
- c) Serve as a member *ex officio* of the Finance Committee.

d) Give a financial report at the Fall Annual Meeting.

ARTICLE V - EXECUTIVE COUNCIL

- Section 1. The affairs and business of Region One shall be managed by an Executive Council. The Executive Council shall consist of the four current elected officers, the past RVP (President), the Presidents of any and all of the Region One Affiliates in good standing, and the Judges' Training Chairperson (if this position is not currently held by the RVP or Assistant RVP).
- Section 2. The Executive Council may adopt rules and regulations governing its meetings and methods of transacting its business. The Executive Council shall have the authority to conduct business via electronic meeting platforms and/or electronic mail.
- Section 3. In the event of a vacancy in any Region 1 elected office, the Executive Council shall appoint a successor to serve until the next Fall Annual Meeting and until a successor is elected.

ARTICLE VI - COMMITTEES

- Section 1. There shall be the following Region One Standing Committees: Nominating; Judges' Training; Publications/Website, and Finance.
- Section 2. Except for the Nominating Committee, the chairperson of each Standing Committee shall be appointed by the RVP (President). The term of each chairperson shall run concurrent with the term of the RVP (President).
- Section 3. Special committees (and their chairpersons) may be appointed by the Executive Council as the need arises.
- Section 4. Except for the Nominating Committee, each committee chairperson may choose one or more Region One members to

serve on their committee and to participate in the work for which the committee is responsible.

Section 5. Nominating Committee:

- a) The Nominating Committee shall consist of three members who are elected by the membership at the Fall Annual Meeting to serve for three years.
- b) The terms are staggered so that each year one member shall have one year remaining, one member shall have two years remaining, and the newest member shall have three years remaining. The Chairperson of the Committee shall be the member who is serving in their third and final year.
- c) Each year the Nominating Committee shall nominate a slate of officers, plus a new Nominating Committee member to replace the member whose term is about to expire. In the event of a premature vacancy in the Nominating Committee, the remaining members shall appoint a successor to fill the unexpired term.

Section 6. Judges Training Committee: The Judges' Training Chairperson ("JTC") is responsible for administrating the Judges' Training program as described by AIS and for acting as the liaison between the AIS Judges' Training Chairperson and the Judges in Region 1. The JTC is also a voting member of the Executive Council.

Section 7. Publications/Website Committee: The Publications/Website Committee is responsible for administering the Region One Website and for editing and publishing such material as is directed by the Executive Council, on the website or in print.

Section 8. Finance Committee: The Finance Committee consists of the Treasurer and a representative from each Region 1 Affiliate. It is responsible for providing financial oversight.

ARTICLE VII - MEETINGS

- Section 1. There shall be at least two general meetings of Region One membership each year held for the purpose of iris education, appreciation, and culture – one held in the spring/summer and an Annual Meeting held in the Fall. The Fall Annual Meeting should be held prior to the AIS Fall Board Meeting. These meetings shall be held in a rotation among the Affiliates, as determined by the membership.
- Section 2. The Executive Council shall meet prior to the Fall Annual Meeting and at such other times as the RVP shall designate.
- Section 3. A general meeting dealing with financial and/or administrative affairs of Region One shall be held as part of the Fall Annual Meeting.
- Section 4. Additional meetings may be held when deemed necessary by the RVP with approval of the Region One Executive Council, or upon petition by ten percent of the individual members of Region One.
- Section 5. All meetings shall be conducted in conformity with procedures established by the Region One Executive Council. These procedures may include when, and how, any meeting can be attended electronically by members via a pre-determined electronic platform.
- Section 6. Notice of time, place and purpose of each Region One meeting shall be communicated to each member by electronic mail or traditional mail at least ten days in advance of such meeting. This provision shall not pertain to Executive Council meetings deemed to be emergency, or time-is-of-the-essence, meetings by the RVP. Notice of time, place and purpose of such emergency meetings shall be made to all members of the Executive Council in a fair and equitable manner.
- Section 7. Committees shall meet as needed at the call of each committee chairperson.

Section 8. Roberts Rules of Order, Revised, shall be the parliamentary authority.

ARTICLE VIII - QUORUM

Section 1. Ten members present and voting at any general meeting shall constitute a quorum, one of whom must be the RVP (President) or the Assistant RVP (Vice President), even if such meeting is conducted with members participating partially or completely via electronic platform.

Section 2. A quorum of the Executive Council shall consist of four members, one of whom must be the RVP (President) or the Assistant RVP (Vice President), even if such meeting is conducted with members participating partially or completely via electronic platform.

ARTICLE IX – ELECTIONS

Section 1. Four Region One officers and one Nominating Committee member shall be elected each year at the Fall Annual Meeting by a majority of the members present and voting at said meeting, provided that the requirement of a quorum has been met.

Section 2. The Nominating Committee shall present its report containing its proposed slate of officers, plus one Nominating Committee member each year to replace the member whose term is about to expire.

Section 3. Additional nominations may be made from the floor following the Nominating Committee's report.

Section 4. The proposed RVP (President) shall be recommended to the Board of Directors of the American Iris Society for appointment as Regional Vice-President.

Section 5. No person shall be elected to the same position for more than three consecutive years, except the Secretary, the Treasurer, and members of the Nominating Committee.

ARTICLE X– FINANCES

Section 1. No funds of Region One shall be used for salaries or other compensation for officers or members of Region One except in cases of reasonable reimbursement as determined by the Finance Committee.

Section 2. There must be two co-signers on any bank account held by Region One.

ARTICLE XI – AMENDMENTS

Section 1. These bylaws may be altered or amended by a two-thirds vote of the members present and voting at any general meeting of the organization, provided a quorum is present. Notice of such proposed amendments shall be given at a previous meeting and sent in writing to each member at least ten days before the general meeting in which action is to be taken.

ARTICLE XII - DISSOLUTION

Section 1. Upon the dissolution of Region One, its assets remaining after payment, or provision for payment, of all debts and liabilities of Region One shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or shall be distributed to the American Iris Society or organizations of the American Iris Society if they are exclusively organized and qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code.

Section 2. Distributions under Dissolution are to be determined by a vote of the membership.