

BYLAWS
REGION 2 of the AMERICAN IRIS SOCIETY
(revised October 24, 2020)

ARTICLE I - NAME AND AFFILIATION

Section 1 Name: This organization shall be known as "Region 2 of the American Iris Society" (hereinafter "Region 2").

Section 2 Affiliation: Region 2 is an organization whose geographical boundaries have been designated by the Board of Directors of American Iris Society as the State of New York, and the Canadian provinces of Ontario and Quebec. Accordingly, Region 2 shall be a region of the American Iris Society (hereinafter "the AIS").

ARTICLE II – PURPOSES

Section 1 The purposes of Region 2 shall be to develop the science of horticulture and activities related to the study, propagation and culture of the genus: Iris; to stimulate and foster interest in horticultural pursuits; conservation and protection of these plants; to cooperate with organizations, public and private, in the scientific and horticultural education of those interested in learning any phase of the genus Iris; by any means consistent with these bylaws. These shall include, but are not limited to:

- a) Encouragement and support of scientific research regarding the genus Iris, including, but not necessarily exclusive to, the management of pests and diseases related to the genus Iris;
- b) Investigation and conservation of the genus Iris in the wild;
- c) Collection, compilation and publication of data concerning the history, classification, breeding, and culture of Irises;
- d) Education of the public through exhibitions, public display gardens, published standards for judging, and local, area, regional, and national meetings open to the public; and
- e) Furtherance of the endeavors of AIS.

Section 2 Region 2 shall be organized and operated exclusively for the educational and scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

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

Section 4 No substantial part of the activities of Region 2 shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and Region 2 shall not participate or intervene in any political campaign, including the publication or the distribution of statements on behalf of any candidate for public office.

Section 5 Inurement of income: No part of the net earnings of the organization shall be distributable to its members, directors, officers, or other private persons, except that the organization is authorized to pay reasonable compensation for goods and/or services rendered in furtherance of the objectives of Region 2.

ARTICLE III – DISSOLUTION

Section 1 In the event of the dissolution of Region 2, after paying or adequately providing for its debts and obligations, the Region 2 Vice President and Treasurer shall distribute all assets of Region 2 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. Any such assets not so disposed of shall be disposed of by a court having jurisdiction for such purposes in the county in which the principle office of the organization is then located for such purpose or to such organization or organizations as said court shall determine, which are organized exclusively for such purpose.

ARTICLE IV - PERSONAL AND REGIONAL LIABILITIES

Section 1 Region 2 shall represent in dealings with third parties that the AIS is not responsible for obligations that are the sole responsibility of Region 2. Region 2 shall indemnify and hold AIS harmless for obligations that are the sole responsibility of Region 2.

ARTICLE V – MEMBERSHIP

Section 1 Any member, club, society, library, association or organization in good standing, by paying dues to the AIS and residing in or based in Region 2, and who agrees with the purposes as stated in Article II may be a member of Region 2 without further payment of dues.

Section 2 All clubs and societies wishing to be affiliated with AIS must apply for affiliation annually and must be approved by the AIS Chairman of Affiliates.

ARTICLE VI – OFFICERS

Section 1 The Elected Officers of Region 2 shall be a Regional Vice President, an Assistant Regional Vice President, a Secretary and a Treasurer, and a representative from each AIS affiliated club or society. These shall comprise the Region 2 Board of Directors.

Section 2 - All of the officers and representatives on the Board of Directors shall be elected annually, with the Regional Vice President being subject to the approval of the Board of Directors of the AIS. No officer or representative, except the Treasurer and Secretary, shall be elected or appointed to the same office for more than three consecutive years.

Section 3 A Regional Vice President who has served for three successive years shall again become eligible for appointment as AIS Regional Vice President after being out of office for one year.

Section 4 All candidates for the elected offices of Region 2 shall be residents of Region 2 and members in good standing of the AIS, and if elected, remain so throughout their term of office.

Section 5 The representative from each affiliated club or society on the Board of Directors shall be the President or an elected representative from their affiliated club or society, not having served in that same capacity as a representative to the Board of Directors for more than three consecutive years. Notwithstanding this provision for a term limit in the previous sentence, no affiliated club or society will be denied representation on the Board of Directors, in those circumstances when an alternative individual cannot be found, who is both able and willing to represent the affiliated club or society.

Section 6 After the approval of the Regional Vice President by the Board of Directors of the AIS at their Fall Meeting, newly elected officers shall assume office. All officers shall transfer their material to their successors within 30 days of leaving office. All officers and members of the Board of Directors shall be expected to attend all meetings and exercise voting privileges, or shall appoint a Proxy, which is reported to the RVP, to attend. Failure to attend two unexcused consecutive meetings shall result in termination from the Board. Excused absences shall be reported to the RVP prior to the meeting.

ARTICLE VII - DUTIES OF OFFICERS

Section 1 The Regional Vice President (hereinafter "RVP") shall preside at all Region 2 meetings. The RVP shall exercise general supervision over all standing and special committees, and may create and appoint the same as the need arises.

Section 2 The RVP shall fulfill all duties as published by the AIS and imposed by these bylaws. The RVP shall serve on the AIS Board of Councilors, which meets during the annual national spring Board Meeting of the AIS.

Section 3 The Assistant Regional Vice President shall perform the duties of RVP in the event of the latter's absence and assist him/her in all regional activities.

Section 4 The Secretary shall record the minutes of official meetings. These minutes shall be kept as a permanent record, and shall also be printed in the Region 2 newsletter. He/she shall

conduct official correspondence and mailing, either electronically or by surface mail, under the direction of the RVP.

Section 5 The Treasurer shall be custodian of all moneys belonging to Region 2 or under its control. He/she shall promptly pay bills properly incurred and owed by Region 2 and keep accurate records of all financial transactions. At each meeting he/she shall report all receipts and disbursements since the last meeting. He/she shall submit the annual report including the anticipated expenses for the coming year to the RVP for approval at the Region 2 Annual Meeting.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1 A majority of the entire Board of Directors shall constitute a quorum.

Section 2 - The Board of Directors shall meet at least once annually at a time and place designated by the Regional Vice President. The Board of Directors may also conduct region business via electronic mail (email), teleconference or videoconference. Minutes from these meetings will be reported in the region newsletter when appropriate.

Section 3 Special meetings of the Board of Directors shall be held at the call of the Regional Vice President, or upon written request of three members of the Board of Directors received by either electronic or surface mail. Notice of these meetings shall be electronically mailed, mailed by surface mail or made by personal contact to each member of the Board of Directors.

Section 4 The Board of Directors shall have control and management of the affairs, policies and business of Region 2 and shall be responsible for carrying out the activities agreed upon by the Board.

ARTICLE IX - ANNUAL MEETINGS

Section 1 There shall be at least one regular meeting each year. Additional meetings shall be held when deemed necessary by the Regional Vice President, with the approval of the Board of Directors, or upon written petition, either electronic or hand written, by ten percent of the members of Region 2, not more than six percent of the members being from one affiliated society. Notice of time, place and purpose of each meeting shall be mailed, either electronically or by surface mail, to each member at least thirty days in advance of such meetings.

Section 2 The Annual Meeting of Region 2 shall be held prior to the Fall Meeting of the Board of Directors of the AIS for the transaction of such business as may properly be brought before the Region.

ARTICLE X - NOMINATIONS AND ELECTIONS

Section 1 The nominating committee shall be composed of the RVP, the Vice President who shall be the chairman of the committee, and one at-large member. The slate of officers shall be presented at the Annual Meeting. The responsibility of the nominating committee is to find and encourage potential officers.

Section 2 Nominations may be made from the floor by any AIS member of the assembly at the Annual Region 2 Meeting.

Section 3 No one shall be nominated who has not signified willingness to serve.

Section 4: The election is to be held each year during the business portion of the Annual General Meeting by show of hands or by roll call vote. A simple majority of the members present and voting is necessary for elections.

Section 5 If a vacancy occurs in the office of president in any of the affiliated clubs or societies, the club or society must fill the vacancy by vote before the next Region 2 meeting and notify the RVP of the results.

ARTICLE XI – COMMITTEES

Section 1 Within thirty days of taking office the RVP shall; appoint a Membership Chairman, Newsletter Editor, Judge's Training Chairman, Bylaws Chairman, a Youth Chairman, and any other committees necessary to fulfil the obligations of Region 2.

Section 2 The representatives from the affiliated clubs and societies of Region 2 Board of Directors shall constitute the Finance Committee. It shall be their duty to audit the books of the Treasurer prior to the Annual Meeting.

Section 3 The Duties of the Committees shall be:

- a. The Membership Chairman is responsible for the maintenance of the membership records and, working with AIS, is responsible for the dissemination of membership information throughout the Region, including: new members, changes, possible deletes.
- b. The Newsletter Editor and staff shall edit, publish and distribute the Spring and Fall issues of the Regional Newsletter, and publish any other items authorized by the Board of Directors with approval by the RVP.
- c. The Judges Training Chairman, is responsible for Administering the judges training program as described by AIS and for acting as the liaison between the national judges training chair and the judges. All formal judges training sessions scheduled within Region 2 must be approved by the RVP prior to the session.

d. The Bylaws Chairman shall be responsible for the maintenance of the Regional Bylaws and for insuring compliance with the state and federal requirements, as well as consistency with the Bylaws of AIS.

e. The Youth Chairman shall be responsible for the maintenance and administering to the youth members of the region.

ARTICLE XII - FUNDING REGIONAL ACTIVITIES

Section 1 The activities of Region 2 shall include, but are not limited to, the Annual Meeting, Newsletters, RVP Travel, Archives, Awards, Start-up of new Clubs, and Insurance.

Section 2 The funds to support the activities of Region 2 shall be from regional activities, including, but not limited to auctions.

Section 3 Region 2 may request supplemental funds from the Clubs and Societies, based upon Region 2's budget requirements presented at the Annual Meeting.

ARTICLE XIII – AMENDMENTS

Section 1 The Bylaws may be amended by a two-thirds vote of the members present and voting at Region 2's annual meeting, provided that all members have been mailed, either electronically or by surface mail, a printed copy of the proposed amendments at least fifteen days prior to voting.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

Robert's Rules of Order (latest version) shall govern this organization unless otherwise provided for in these bylaws.

HISTORY OF BYLAWS AND AMENDMENTS

These bylaws were presented and adopted by the membership of Region 2 at the Fall Annual Meeting, in Buffalo, New York on October 13, 2001.

These bylaws were amended by the membership of Region 2 at the Fall Annual Meeting, in East Greenbush, New York on October 8, 2005.

Summary of Adopted Amendments

Article XIII of the current Region 2 Bylaws provide for periodic amendments and revisions. “The Bylaws may be amended by a two-thirds vote of the members present and voting at Region 2's Fall annual meeting, provided that all members have been mailed a printed copy of the proposed amendments at least fifteen days prior to voting.”

At the Fall Annual Meeting in East Greenbush, New York on October 8, 2005, the following revisions were adopted by a vote of the Membership. These revisions were published in the previous Newsletter at least fifteen days prior to voting.

Change Article VI, Section 5 from “The representative from each affiliated club or society on the Board of Directors shall be the President of that club or society, or an elected representative from their affiliated club or society, not having served as a representative Board of Director officer on the Region 2 Board of Directors for more than three consecutive years.” to “The representative from each affiliated club or society on the Board of Directors shall be the President or an elected representative from their affiliated club or society, not having served in that same capacity as a representative to the Board of Directors for more than three consecutive years. Notwithstanding this provision for a term limit in the previous sentence, no affiliated club or society will be denied representation on the Board of Directors, in those circumstances when an alternative individual cannot be found, who is both able and willing to represent the affiliated club or society.”

Change Article VIII, Section 2 from “The Board of Directors shall meet at least two times annually...” to “The Board of Directors shall meet at least once annually...”

Change Article IX, Section 1 from “There shall be two regular meetings each year.” to “There shall be at least one regular meeting each year.”

Change Article XI, Section 1 and Section 3 from “... Publicity Chairman ...” to “... Newsletter Editor ...”

Change Article XII, Section 3 from “Region 2 may request supplemental funds... at the Fall Annual (or Spring Board) Meeting.” to “Region 2 may request supplemental funds... at the Annual Meeting.”

These bylaws were also amended by the membership of Region 2 at the Annual Meeting in Fulton, New York on September 24, 2011.

Summary of Adopted Amendments:

Change Article XIII Amendments, Section 1 from “The Bylaws may be amended by a two-thirds vote of the members present and voting at Region 2's Fall annual meeting, provided that all members have been mailed a printed copy of the proposed amendments at least fifteen days prior to voting.” To: “The Bylaws may be amended by a two-thirds vote of the members present and voting at Region 2's Fall annual meeting, provided that all members have been mailed, **either electronically or by surface mail**, a printed copy of the proposed amendments at least fifteen days prior to voting.”

Change Article I, Section 2 from: “Affiliation: Region 2 is an organization whose geographical boundaries have been designated by the Board of Directors of the American Iris Society as the

State of New York. Accordingly, Region 2 shall be a region of the American Iris Society (hereinafter, “the AIS”) to: “Affiliation: Region 2 is an organization whose geographical boundaries have been designated by the Board of Directors of the American Iris Society as the State of New York, **and the Canadian provinces of Ontario and Quebec.** Accordingly, Region 2 shall be a region of the American Iris Society (hereinafter “the AIS).

Change Article VII—Duties of Officers, Section 4 from: “The Secretary shall record the minutes of official meetings. These minutes shall be kept as a permanent record, and shall also be printed in the Region 2 newsletter. He/she shall conduct official correspondence and mailing under the direction of the RVP to: “The Secretary shall record the minutes of official meetings. There minutes shall be kept as a permanent record, and shall also be printed in the Region 2 newsletter. He/she shall conduct official correspondence and mailing, **either electronically or by surface mail,** under the direction of the RVP.”

Change Article VIII, Board of Directors Section 3 from: “Additional meetings of the Board of Directors shall be held at the call of the Regional Vice President, or upon written request of three members of the Board of Directors. Notice of these meetings shall be mailed or made by personal contact to each member of the Board of Directors.” to: “Special meetings of the Board of Directors shall be held at the call of the Regional Vice President, or upon the written request of three members of the Board of Directors **received by either electronic or surface mail.** Notice of these meetings shall be **electronically mailed, mailed by surface mail** or made by personal contact to each member of the Board of Directors.”

Change Article IX, Annual Meetings, Section 1 from: “There shall be at least one regular meeting each year. Additional meetings shall be held when deemed necessary by the Regional Vice President, with the approval of the Board of Directors, or upon written petition by ten percent of the members of Region 2, not more than six percent of the members being from one affiliated society. Notice of time, place and purpose of each meeting shall be mailed to each member at least thirty days in advance of such meetings” to: “There shall be at least one regular meeting each year. Additional meetings shall be held when deemed necessary by the Regional Vice President, with the approval of the Board of Directors, or upon written petition, **either electronic or hand written,** by ten percent of the members of Region 2, not more than six percent of the members being from one affiliated society. Notice of time, place and purpose of each meeting shall be mailed, **either electronically or by surface mail,** to each member at least thirty days in advance of such meetings.”

Change Article X, Nominations and Elections, Section 1 from: “The President or Representative of the affiliated clubs and societies along with the RVP and the Vice President shall constitute a Nominating Committee for the purpose of nominating the incoming Regional Vice President and all elective officers. They shall elect their own chairman and will prepare a slate for presentation at each Annual Meeting. The responsibility of the nominating committee is to find and encourage potential officers, ” to: “**The nominating committee shall be composed of the RVP, the Vice President who shall be the chairman of the committee, and**

one at-large member. The slate of officers shall be presented at the Annual Meeting. The responsibility of the nominating committee is to find and encourage potential officers.”

Change Article X, Nominations and Elections, Section 5 from: ‘For President of the affiliated clubs or societies, the club or society would fill the vacancy by vote before the next Region 2 meeting and notify the RVP of the results.’ to: **“If a vacancy occurs in the office of president in any of the affiliated clubs or societies, the club or society must fill the vacancy by vote before the next Region 2 meeting and notify the RVP of the results.”**

Change Article XI, Section B: Change references to “Publicity Chairman” to: **Newsletter editor.**

Change Article XIII—Amendments, Section 1 from: ”The Bylaws may be amended by a two-thirds vote of the members present and voting at Region 2’s Fall annual meeting, provided that all members have been mailed a printed copy of the proposed amendments at least fifteen days prior to voting “ to: **“The Bylaws may be amended by a two-thirds vote of the members present and voting at the Region 2 annual meeting, provided that all members have been mailed, either electronically or by surface mail, a printed copy of the proposed amendments at least fifteen days prior to voting.”**

These bylaws were also amended by the membership of Region 2 at the Annual Meeting in Victor, New York on October 21, 2017.

Summary of Adopted Amendments:

Change Article VIII, Section 2 from “The Board of Directors shall meet at least once annually at the time and place designated by the Regional Vice President.” to: **“The Board of Directors shall meet at least once annually at the time and place designated by the Regional Vice President. The Board of Directors may also meet and transact region business via electronic mail (e-mail) or via conference telephone call. These meetings and transactions will be reported in the next region newsletter. A printed copy of the report shall be placed in the permanent minutes book of the Region 2 Secretary.”**

These bylaws were also amended by the membership of Region 2 at the Annual Meeting October 24, 2020.

Change: Article VI – Officers Section 2 - All of the officers and representatives on the Board of Directors, except the Treasurer, shall be elected annually, with the Regional Vice President being subject to the approval of the Board of Directors of the AIS. No officer or representative, except the Treasurer, shall be elected or appointed to the same office for more than three consecutive years.

To: Article VI – Officers/Section 2 - All of the officers and representatives on the Board of Directors shall be elected annually, with the Regional Vice President being subject to the

approval of the Board of Directors of the AIS. No officer or representative, except the Treasurer **and Secretary**, shall be elected or appointed to the same office for more than three consecutive years.

Change Article VIII – Board of Directors/Section 2 The Board of Directors shall meet at least once annually at a time and place designated by the Regional Vice President. The Board of Directors may also meet and transact region business via electronic mail (e-mail) or via conference telephone call. These meetings and transactions will be reported in the next region newsletter. A printed copy of the report shall be placed in the permanent minutes book of the Region 2 Secretary.

To: Article VIII – Board of Directors/Section 2 - The Board of Directors shall meet at least once annually at a time and place designated by the Regional Vice President. The Board of Directors may also conduct region business via electronic mail (email), **teleconference or videoconference. Minutes from these meetings will be reported in the region newsletter when appropriate.**

Change: Article X – Nominations and Elections/Section 4: The election is to be held each year during the business portion of the Annual General Meeting by show of hands. A simple majority of the members present & voting is necessary for elections.

To: Article X – Nominations and Elections/Section 4: “The election is to be held each year during the business portion of the Annual General Meeting by show of hands **or by roll call vote.** A simple majority of the members present and voting is necessary for elections.”