

ARTICLE I - NAME

The name of the organization shall be "REGION 09 OF THE AMERICAN IRIS SOCIETY", hereinafter referred to as "Region 09, AIS", of which territory is the State of Illinois as designated by the Board of Directors of the American Iris Society.

ARTICLE II - OBJECTIVES

Section 1. Region 09 AIS is organized and operated as a not-for-profit organization exclusively for purposes described in Section 501(c)(3) of the Internal Revenue Code.

Section 2. The objectives of Region 09, AIS shall be to develop the science of horticulture and any 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 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 Region 09, AIS. These shall include but are not limited to:

- (a) encouragement and support of scientific research, including that pertaining to the management of pests and diseases related to, but not necessarily exclusive 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, culture and breeding 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) promotion of the endeavors of the American Iris Society.

Section 3. No part of these bylaws shall be interpreted in any manner that will contradict or supercede the published bylaws, rules and regulations of the American Iris Society.

Section 4. No part of the net earnings of the organization shall be distributable to individual members, directors, officers or other private persons, except that the organization is authorized to pay reasonable compensation for goods and/or services rendered in the furtherance of the objectives of Region 09 AIS. In the event of the dissolution of the Region, any funds remaining after the obligations of the Region have been met, shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations within the scope of the IRS Code 501(c)(3), which shall be selected by the members of Region 09 AIS.

Section 5. There shall be no personal liability of Region 09, AIS members for obligations of the Region.

ARTICLE III - MEMBERSHIP

Any individual, library, association or organization in good standing with the American Iris Society and residing in or based in the State of Illinois are automatically members of Region 09, AIS without further payment of dues.

ARTICLE IV - MEETINGS

The Annual General Membership Meeting shall be held on the Third Saturday in August each year as determined by the RVP and accommodation availability. Meetings of Region 09, AIS shall be business or general, or both, held in conjunction. Other meetings may be held from time to time as the RVP and/or the Board of Directors shall determine necessary, in which special event due and timely written notice will be given to all members of Region 09, AIS.

Section 1. Robert's Rules of Order shall define and determine the parliamentary procedures by which all General Membership Meetings shall be conducted. The Region 09, AIS Board of Directors Parliamentarian shall advise the general membership, upon request, in all matters of deliberation. In the event that the Board of Directors Parliamentarian is not present at the meeting, or unable to perform his/her duties, the RVP may appoint a Parliamentarian for the duration of the meeting.

Section 2. The Regional Vice-President shall chair all General Membership Meetings of the Region 09, AIS. In the absence of the RVP, the order of succession shall be the Assistant Regional Vice-President, Secretary, Treasurer, then the Editor of the Illinois Irisarian. In the absence of the above elected officers, the meeting of the General Membership shall be chaired by the most recent past RVP. In the absence of any past RVP, The Membership shall designate one of its members to preside.

Section 3. Twenty-five (25) members in good standing, attending any Annual or Special Membership Meeting, shall constitute a quorum to conduct business.

Section 4. No member of Region 09, AIS shall be entitled to vote by proxy. Each member shall have one vote per motion.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Region 09, AIS Board of Directors shall have all powers and authority, explicit and implicit, to execute the will of the Region 09, AIS membership and to conduct the affairs of the Region.

Section 2. The Region 09, AIS Board of Directors shall consist of five elected directors, to wit, Regional Vice-President, Assistant Regional Vice-President, Secretary, Treasurer, and Editor of the Illinois Irisarian, all of whom shall be current members of AIS, and AIS members in good standing for three consecutive years prior to election, and residents of the State of Illinois. The Region 09, AIS Board of Directors shall further consist of the duly elected Presidents, all of whom shall be AIS members in good standing, of each of the Region 09, AIS affiliated Societies in good standing with AIS and Region 09, AIS. The duly elected Vice-President of each affiliated Society of Region 09, AIS, or and Officer of that Society who had been previously designated in writing, shall be deemed the alternate to the Society President, in the event the Society President is unable to perform his/her duties as a member of Region 09, AIS Board of Directors. Further, each Past RVP of Region 09, AIS shall be a member ex officio of the Region 09, AIS Board of Directors with all the rights and privileges appended thereto.

Section 3. The Regional Vice-President shall chair all meetings of the Region 09, AIS Board of Directors. In the absence of the RVP, the order of succession shall be the Assistant Regional Vice-President, Secretary, Treasurer, then the Editor of the Illinois Irisarian.

Section 4. Should a vacancy occur in one or more of the five elected directorate offices of the Region 09, AIS Board of Directors, the Regional Vice-President, or in his/her absence, the legitimate successor to the office, shall have the power to fill by appointment the unexpired term of said vacancy. Such appointment shall be subject to approval by majority vote of the Region 09, AIS Board of Directors. Should a vacancy occur in the office of an affiliated Society

Representative to the Region 09, AIS Board of Directors, the respective affiliated Society shall fill said vacancy in compliance with the bylaws of that Society.

Section 5. Robert's Rules of Order shall define and determine the parliamentary procedures by which all meetings of the Region 09, AIS Board of Directors shall be conducted. Further, the Board shall select by majority vote, one of its members to fill the office of Parliamentarian. The Parliamentarian shall advise the Board, upon request, in all matters of deliberation.

Section 6. A quorum of the Region 09, AIS Board of Directors shall consist of those members present, provided a majority of the Directors and Representatives, as designated in Article V, section 2, of this document, are present. A quorum count may include ex officio members of the Region 09, AIS Board of Directors. No business of the Region 09, AIS Board of Directors in the event a quorum is not present.

Section 7. No member of the Board of Directors shall be entitled to vote by proxy. Each Board member shall have one vote per motion.

Section 8. The Region 09, AIS Board of Directors shall meet in March of each year and at such other times as the RVP shall determine necessary, in which special event, the RVP shall provide due and timely notice by summons or otherwise to all Directors and Representatives of the Board.

Section 9. The Region 09, AIS Board of Directors shall in furtherance of the objectives of the Region, have the authority to create and appoint committees, other than Standing Committees herein described, and delegate to such committees powers and functions as may seem proper. The Board shall further have the authority to establish administrative positions and appoint officers or assistants to staff such positions, and to define the authority and powers given to such officers or assistants.

ARTICLE VI - ELECTIONS

The elected offices of Region 09, AIS shall be the Regional Vice-President, Assistant Regional Vice-President, Secretary, Treasurer, and Editor of the Region 09, AIS Bulletin, *THE ILLINOIS IRISARIAN*. The term of office for all offices shall be concurrent and for a duration of three years, subject to annual approval by the Board of Directors of the American Iris Society. All candidates for the elected offices of Region 09, AIS shall be residents of Region 09, AIS and members in good standing of the American Iris Society for a period of three (3) consecutive years prior to the time of the election, and if elected, throughout their terms of office.

Section 1. The Regional Vice-President shall be succeeded by the Assistant Regional Vice-President unless he/she declines to serve, in which event the Nominating Committee shall publish appropriate candidates for the office.

Section 2. The Nominating Committee shall publish its nominations for the elected officers of Region 09, AIS in the Illinois Irisarian prior to the last Annual Membership Meeting of the current term of office.

Section 3. Nominations from the floor shall be taken at the next successive meeting of the Region 09, AIS Board of Directors that occurs after the mailing of the spring bulletin bearing the publication of the Nominating Committee nominees. Nominations from the floor must be by petition only, with each petition specifying the name of the nominee and bearing the signatures of fifteen (15) Region 09, AIS members in good standing. In the event no nominations are forth coming from the floor, nominations shall be declared closed and the slate proposed by the Nominating Committee declared elected by acclamation.

Section 4. When two or more candidates contend for any one office, a ballot bearing the names of all candidates for the contended office(s) shall be mailed with the July bulletin that precedes the last Annual Membership Meeting of the current term of office, to all Region 09, AIS members in good standing. The Chairman of the Nominating Committee shall sign the ballot in blue/red ink. The ballot shall be designated OFFICIAL BALLOT and shall bear the mailing address of the Chairman of the Nominating Committee plus the deadline date by which the ballot must be postmarked. Any ballot-bearing envelope not postmarked by the deadline date shall be deemed invalid. The envelope bearing the ballot must be marked **BALLOT ENCLOSED** on the sealing flap of the envelope. Only ballots mailed in envelopes marked **BALLOT ENCLOSED** will be counted valid.

Section 5. The Chairman of the Nominating Committee shall receive and retain all ballot bearing envelopes unopened until the last Annual Membership Meeting of the current term of office, at which time the ballot bearing envelopes shall be opened in the presence of all members of the Nominating Committee or the legitimate tellers of the day and election results canvassed. Simple majority shall determine the winner of any election.

Section 6. Should a tie vote occur for any office, the tie shall be resolved through secret ballot cast by the members present at the Annual Membership Meeting at which the Election Results are canvassed. Simple majority shall determine the winner of the tie vote resolution. The Nominating Committee shall conduct the tie vote balloting.

Section 7. In the event a candidate(s) for a Region 09, AIS office are indisposed and unable to accept the office at the time of the election, nominations and elections for the vacant office(s) may be held at the last annual meeting of the current term of office.

Section 8. The General Membership of Region 09, AIS shall reserve the right to recall any elected officer in the event said officer fails to properly perform the duties of office herein described, whether explicit or implicit, or fails in General to further the objectives of Region 09, AIS. The order of recall shall be conducted as follows:

- (a) A petition naming the officer(s) to be recalled and bearing the names of twenty-five (25) Region 09, AIS members in good standing shall be presented to the Region 09, AIS Board of Directors at the spring meeting of the Board.
- (b) The Board of Directors shall take nominations from the floor as outlined in Article I, section 3 of this document. In the event no nominations from the floor are forth coming, the recall action shall be declared invalid and the officer(s) in question shall retain office for the remainder of the unexpired term of office.
- (c) In the event nomination(s) is/are forth coming from the floor, the Board of Directors shall cause a Ballot to be mailed and election results canvassed according to the procedures outlined in Article VI of this document.
- (d) The winner of the recall election shall take office immediately following publication of the election Results and shall hold office for the remainder of the unexpired term of office.

Section 9. Each member of Region 09, AIS, in good standing, shall be entitled to vote in all elections. Each member shall have only one vote per motion, or contended office, unless otherwise instructed by the chair. No member shall be allowed to vote by proxy.

ARTICLE VII - DUTIES OF OFFICERS

- (A) **The Regional Vice-President shall fulfill all duties as published by AIS and imposed by the Bylaws.**

The RVP shall preside at all General Membership meetings and meetings of the Board of Directors.

The RVP shall act as a member of the Region 09, AIS Board of Directors with full voting privileges.

The RVP shall maintain a membership file of the Region and provide a current membership list to the secretary of each affiliated Society within the Region, and provide membership lists as necessary to the membership Committee and Editor of the Illinois Irisarian.

The RVP shall supervise or may delegate supervision of judges training and maintain judges records within the Region.

The RVP shall promote such other activities as would fulfill the purposes of this organization and would benefit the present membership and encourage new membership in AIS.

- (B) **The Assistant Regional Vice-President shall assist the RVP in all activities within the Region. In the event the RVP is unable or unwilling to act, the ARVP shall become Acting Regional Vice-President and assume the duties of RVP.**

The ARVP shall act as program chairman for the Annual Membership Meeting and coordinate all relevant presentations.

- (C) **The Secretary shall be responsible for coordinating with the bulletin Editor the preparation and mailing of ballots for amending the Bylaws; receive and secure those ballots, and appoint tellers for the canvass of the voting.**

- (D) **The Treasurer shall receive all monies paid in to the Regional treasury and issue all disbursements, maintaining a record of all receipts and disbursements.**

The Treasurer shall submit an annual report at the Annual Meetings of the Board of Directors in March, and the General Membership Meeting in August.

The Treasurer shall annually submit all books and records to an audit committee appointed by the Board of Directors.

The Treasurer shall serve as chairperson of the Standing Finance Committee and thereby submit a Region 09, AIS budget to the Board of Directors and General Membership.

The Treasurer shall prepare and submit annual tax returns as necessary.

No single disbursement in excess of fifty dollars (\$50), with the exception of disbursements for the postage and printing of the regional bulletin, shall be made without prior approval of the Board of Directors.

- (E) **The Editor shall have the responsibility of editing, publishing and mailing the Region Membership Bulletin, the *Illinois Irisarian*, and any other publications of the Region. The *Illinois Irisarian* shall be published at least twice annually.**

Section 1. When necessary, any officer may delegate a portion of his/her responsibility to a sub-committee(s) of which activity he/she shall be responsible.

Section 2. All retiring officers of the Region shall provide succeeding officers with pertinent files for the sake of maintaining a history of the Region.

Section 3. The Region 09, AIS Board of Directors shall determine those officers, directors and/or other persons requiring bonding, which shall be at the expense of the Region, and shall set bonding limits as deemed prudent.

ARTICLE VIII - STANDING COMMITTEES

Section 1. The Regional Vice-President shall appoint chairpersons and act as an ex officio member of the following Standing Committees, except the Nominating Committee:

- (a) **MEMBERSHIP** - It is the duty of this committee to keep accurate records of addresses and membership status of the members in the Region by utilizing the AIS membership list provided to the committee chairman by the RVP. This committee shall also utilize the AIS Region delinquent list provided by the RVP to contact delinquent members in an effort to retain their membership. This committee shall extend hospitality at all meetings and use feasible means to promote memberships in the Region and AIS.
- (b) **FINANCE** - The Treasurer shall be chairperson of this committee. In addition to assisting the Treasurer with his/her duties as outlined in ARTICLE VI, this committee shall be responsible for promoting and organizing plant sales and any other fund-raising activities for the benefit of the Region,
- (c) **JUDGES TRAINING** - All members of the Judges Training Committee shall be AIS approved judges of Region 09, AIS. The committee members shall assist the chairperson in his/her duties of maintaining accurate records regarding the activities of the Region's judges, e.g., the schools attended, tutoring given or received, voting records, addresses, and years of service. This committee is responsible for supplying report forms to all classes of judges and apprentice judges, and the mailing of activity reports to all judges within the Region. When information from all these activities has been recorded, the information shall be sent to provide *The Illinois Irisarian* Editor with information on any judges training sessions which are scheduled within the Region, or in nearby Regions.
- (d) **RESEARCH AND TEST GARDEN** - It is the responsibility of this committee to maintain records and markings of test garden plantings, recruit members to help maintain and improve the garden site, report to hybridizers on their seedling's performance, inform members and judges regarding bloom periods and encourage judges to vote on seedlings. This committee shall utilize *The Illinois Irisarian* to inform members on procedures regarding the submitting of test garden seedlings, and to educate members on subjects of garden culture, iris diseases and pest control, soil maintenance, fertilizer, and other informative subjects pertinent to iris growing.
- (e) **NOMINATING** - The Nominating Committee shall consist of the following Region 09, AIS members. At the first meeting of the Region 09, AIS Board of Directors which occurs after each new RVP takes office, the Board shall designate a member of the Board other than the ARVP, to serve as chairman of the Nominating Committee; in addition two members at large shall be selected by the General Membership at the next successive Annual Membership Meeting. Neither of the two members at large shall be current members of the Region 09, AIS Board of Directors, except that ex officio members of the Board shall be exempt from this restriction.
 - (1) It shall be the duty of the Nominating Committee to solicit, receive, and confirm one or more candidates for the elected offices of the Region 09, AIS. It shall further be the duty of the Nominating Committee to canvass the results of the election of Region 09, AIS officers.
 - (2) In the event that any member of the Nominating Committee is unable to perform his/her duties At the Annual Membership Meeting at which the results of the election for the Region 09, AIS officers are to be canvassed, the RVP, or the legal successor to the office, shall have the power to appoint tellers of the day to assist the Nominating Committee.

Section 2. Each committee shall present recommendations to the Region 09, AIS Board of Directors concerning any questions that have been considered by the committee and concluded to be in the best interest of the Region.

Section 3. The RVP shall have all Standing Committee Chairpersons appointed and confirmed by January 1 of each year. The Chairpersons of each committee shall report his/her committee member appointments to the RVP and Editor of *The Illinois Irisarian* by March 1 of each year. The RVP shall appoint additional committees as is deemed necessary for the efficient operation of the Region. All Standing Committee appointments shall expire at the end of each RVP's term of office.

ARTICLE IX - AMMENDMENTS TO THE BYLAWS

Section 1. Any member of Region 09, AIS may propose an amendment to these bylaws. Such proposal shall be conveyed to the RVP at least twenty-one (21) days in advance of the annual business meeting in March of the Region 09, AIS Board of Directors. Such proposal must subsequently be initiated by a majority vote of the Board of Directors.

Section 2. Notice of the proposed amendment or amendments shall be included in the notice of the next Annual Membership Meeting, at which meeting a two-thirds (2/3) majority affirmative vote of the total ballots cast for any amendment or amendments shall be required for ratification and immediate implementation.

Section 3. Ratification of a proposed amendment or amendments may also be conducted by secret ballot. Upon approval of the Board of Directors, notice of the proposed amendment(s), along with a ratification ballot shall be mailed to each member of Region 09, AIS. A postmark deadline date or return to the Secretary shall be indicated on the ballot. A majority affirmative vote of the total ballots cast for any amendment(s) shall be required for ratification and adoption.

I HEREBY CERTIFY THAT THE PRECEEDING BYLAWS FOR REGION 09, AIS ARE A TRUE COPY AS AMENDED BY THE GENERAL MEMBERSHIP AT THE ANNUAL MEETING HELD AUGUST 19, 1989, IN SPRINGFIELD, ILLINOIS.....GEORGE S. POOLE, CHAIRMAN, BYLAWS REVISION COMMITTEE REGION 09, AIS