

# **Bylaws of the Aril Society international**

Revised November 2023

## **PREAMBLE**

The Aril Society International is a nonprofit corporation, incorporated under and in conformity with the general nonprofit corporation law of the state of California on the 13th day of February 1957.

The Society is empowered to act as directed by the board to accomplish the purposes of the corporation, in compliance with the articles of incorporation.

As a nonprofit corporation, the society may not issue capital stock, or carry on activities to influence legislation.

## **Article I Purpose**

The primary purpose of the society is to promote general interest in and to disseminate information about the culture, hybridization, and horticultural development of the various aril iris species and their hybrids. It is incorporated as a literary and scientific society, publishing information in its newsletter, yearbook, and miscellaneous publications for distribution to its members, to horticultural and scientific organizations and institutions, and to the public. In cooperation with the American Iris Society, the society establishes standards for classification, judging, and awards for aril and arilbred irises.

## **Article II Membership**

### **Section 1 Eligibility**

All persons interested in the objectives of this society are eligible for membership. No person may be barred from membership by virtue of race, sex, nationality, or religion.

### **Section 2 Classes**

Various classes of membership are created by the board and listed in the Standing Rules Manual.

### **Section 3 Benefits**

All members receive the society's yearbook and newsletters, may participate in the plant sale and seed sale, and receive other benefits approved by the board. A membership list is printed in the yearbook.

## **Section 4 Dues**

No assessments other than dues are levied as a condition of continuing membership, although voluntary contributions are accepted. The membership year begins January 1 and ends on December 31. Dues are payable January 1 for the coming year. If dues are not paid within 60 days, members are considered in arrears and may be dropped from the rolls at any time thereafter. Only members in good standing may participate in the annual plant sale and seed sale.

## **Article III Directors and Officers**

### **Section 1 The Board**

The board of the society consists of its elected officers, directors, and the immediate past president of the society. The board has the authority to conduct all the business of the society. The past president serves for only one year following the end of their term.

### **Section 2 Officers**

The officers are the president, vice president, general secretary, membership secretary, treasurer, yearbook editor, newsletter editor, checklist editor, plant sale chair(s), seed sale chair, and website editor. Officers are elected as described in Article VIII.

### **Section 3 Committee Chairs**

With the consent of the board, the president may appoint committee chairs as needed, such as photo librarian and publicity chair. These committee chairs do not have a board vote unless they are also directors or officers.

### **Section 4 Directors**

The board includes eight directors, elected as described in Article VIII.

## **Article IV Qualifications of Directors and Officers**

All individual members in good standing are eligible for election as officers and directors. At least one board member must be a resident of Los Angeles County California, so that their address may serve as the corporate office as required by the articles of incorporation.

## **Article V Terms of Officers and Directors**

### **Section 1 Directors**

Two directors serving four-year terms are elected annually, as described in Article VIII.

### **Section 2 Officers**

Officers serve for a term of four years unless a succeeding candidate cannot be found. In this circumstance, the office will be evaluated yearly and the term extended by the board as needed.

### **Section 3 Assumption of Duties; Interim Officers**

Directors and officers assume the duties and responsibilities of their offices on January 1 following election.

If no willing or qualified candidate for an office can be found, an elected officer or director may hold it as a second office in an interim capacity. An interim officer does not have an additional board vote, and only serves until the replacement is elected.

## **Article VI Vacancies of Officers and Directors**

### **Section 1 Filling Vacancies**

Board members leaving office by resignation, death, incapacity, or removal must be replaced by appointment by the president within 90 days.

### **Section 2 Terms of the Replacement Board Members**

Appointed directors or officers shall serve for the unexpired terms of the directors or officers so replaced.

## **Article VII Duties of the Officers and Directors**

### **Section 1 The Board**

It is the function of the board to set policy, which is then carried out by the officers. Business decisions made by the board may not violate the bylaws of the society or its stated purpose. The board approves the annual budget prepared by the financial committee, and must specifically authorize any significant expense falling outside the budget. Board members will assist the officers in their duties. Examples of such assistance are providing and

soliciting articles for publication, photos for the photo library, and plants for the plant sale. Directors should serve as a link between the membership and the officers.

## **Section 2 President**

The president or designate presides at meetings of the society and the board, notifies the officers and directors of any called board meeting, and provides the agenda for the meeting. The president is the official custodian of the articles of incorporation, the bylaws of the society, and the resolutions and procedures enacted by the board. The president reports annually on the state of the society by preparing a message for publication in the yearbook.

## **Section 3 Vice President**

The vice president makes all the arrangements for the annual membership meeting including time, place, and programs or speakers. The vice president or designate sends the announcement to the annual membership meeting for inclusion in the spring newsletter. If the office of the president is vacated, the vice president succeeds the president for the remainder of the unexpired term. The vice president initiates and reviews a financial audit before a new treasurer takes office.

## **Section 4 General Secretary**

The general secretary records the minutes of all board meetings and the annual membership meeting and sends copies to all board members. The secretary handles routine correspondence as necessary, such as tabulating voting, reporting voting results to board members, sending out meeting notices and filling orders for back issues of the yearbook and other publications. Votes on committee or board-initiated proposals or motions are sent to the general secretary, who counts the ballots and reports the results to all board members.

## **Section 5 Treasurer**

The treasurer serves as a custodian of the monies of the society, depositing the funds of the society in the bank or banks of his or her choosing. All accounts must be opened in the name of the Aril Society International with the treasurer, president, and one other financial committee board member as cosigners. Only one signature is required for withdrawals. The treasurer has discretion to deposit general funds into earning accounts. Designated donations are applied as specified by the donor.

The treasurer is authorized to pay the bills for the normal operation of the society in the budget that is established by the financial committee and

approved by the board. This may include payments for the publication of the yearbook, newsletter, plant sale list and seed sale, payment for plant and seed material for sale, postage, and correspondence. The treasurer chairs the financial committee and prepares a year-end financial statement for publication in the spring newsletter. Before a new treasurer assumes office, the current treasurer prepares the books for the financial audit. An audit shall also be done at the end of their term if the treasurer serves more than one consecutive term.

## **Section 6 Membership Secretary**

The membership secretary keeps an up-to-date membership list, collects dues from the members, and sends that money to the treasurer or deposits them to the society's bank account.

## **Section 7 Yearbook Editor**

The yearbook editor is responsible for the content and publication of the yearbook. This may include soliciting articles from members and nonmembers, searching for articles suitable for re-printing, editing or adapting material as necessary, and creating new material.

The yearbook editor coordinates all the elements of the production of the yearbook, selecting techniques that take best advantage of the available budget and volunteer resources. This may include typing, word processing, typesetting, design, and layout as needed to prepare the book for printing, coordination with the printer, and final distribution of copies to the membership.

## **Section 8 Newsletter Editor**

The newsletter editor edits and publishes the society's newsletter, three issues per year: spring, summer, and fall. The newsletter editor publishes the results of all voting of the board and the annual financial statement.

## **Section 9 Checklist Editor**

The checklist editor extracts all information on registrations and introductions of aril and arilbred irises as it appears in the American Iris Society's *Registrations and Introductions*. The checklist editor publishes this information, along with other pertinent data, in the form of a checklist.

## **Section 10 Plant Sale Chair(s) and Seed Sale Chair**

The plant sale chair(s) obtain plant material for the sale, print and distribute

the sale listing to members, and mail out the plants ordered. They turn all monies, bills, and records of income and expenses over to the treasurer.

Similarly, the seed sale chair obtains seed for sale, publishes the annual listing to members and distributes the seeds ordered. They shall also turn all monies, bills, and records of income and expenses over to the treasurer.

## **Article VIII      Nominations and Elections**

### **Section 1   Nomination of Officers and Directors**

The nominating committee names a minimum of two nominees per year for four-year terms as directors, and at least one nominee for each officer position whose term has expired. These nominations may include nominations from the membership; any two members in good standing may nominate a candidate. The nominees must be members in good standing and must consent to the nomination.—

### **Section 2   Election of Officers and Directors**

Directors are elected by acclamation unless there are more than two nominees. Likewise, officers are elected by acclamation unless there is more than one nominee for the position. A membership election is held for any positions with multiple nominees.

### **Section 3   Removal of Officers and Directors**

Officers and directors must fulfill the responsibilities of their office or be subject to removal by a 2/3 vote of the board.

## **Article IX      Committees**

### **Section 1   Special Committees**

Special committees are temporary and are established to accomplish specific tasks as directed by the president and board. Committees are created by charter, which is written by the president and approved by the board. The charter specifies the name and specific purpose of the committee, the extent of its authority, and the name of the chair. It may also specify the minimum and maximum number of committee members, and any deadlines or restrictions imposed on the committee.

Committees may include persons who are not board members, but the committee chair and at least half of the members of the committee must be members of the board. The committee chair appoints any committee

members not named in the charter within numbers specified by the charter. The president is an ex officio member of all committees.

## **Section 2 Standing Committees**

Standing committees are the nominating committee and the financial committee. The treasurer is the chair of the financial committee.

The chair of the nominating committee maintains a written procedure for nominating and electing directors and officers, in accordance with Article VIII, and ensures that all members of the board have copies of the procedure.

## **Section 3 Committee Operation**

A committee's charter may authorize the committee to make specific types of recommendations to the board and may grant authority to carry out specific activities on behalf of the board. Fiscal expenditures must receive board approval. The committee recommendations will be determined by a simple majority of committee members voting. The committee chair will communicate all recommendations, proposals, or problems to the president and board. The board may accept or reject a committee recommendation by majority vote of board members holding office.

## **Article X Meetings**

### **Section 1 Membership Meetings**

One membership meeting per year should be held at the direction of the board.

### **Section 2 Board Meetings**

The president and general secretary conduct three board meetings per year, provided there is business to be conducted. Special board meetings may be called by the president with the approval of three board members.

### **Section 3 Proposals and Motions**

A proposal is a presentation of an idea for discussion, prior to formulating a motion for the board to vote on. Proposals must be submitted to the president for inclusion on the agenda of the next board meeting. Board members then have an opportunity to discuss the proposal during the course of the meeting. Any board member may introduce a motion based on a proposal at any time.

## **Article XI Policies and Procedures**

### **Section 1 Membership Meeting**

The current edition of Robert's Rules of Order guides the annual membership meeting of the society.

### **Section 2 Board Meetings**

Robert's Rules of Order guides board meetings, subject to the bylaws and as prescribed by the president. A quorum is a majority of the board.

## **Article XII Amendments**

### **Section 1 Vote Required**

The bylaws may be amended by the board by a 2/3 vote of all board members holding office.

### **Section 2 Amendment by Petition**

Any 10 members may recommend an amendment to the bylaws by written petition to the president. The board must take official action on the petition within 90 days. Results of such action are reported to the society through the next newsletter thereafter.

### **Section 3 Dissolution**

No amendment of the bylaws may be made covering the dissolution of this society that permits the members of the society to personally profit from its dissolution or incorporation into a successor organization. Dissolution of nonprofit corporations is specifically addressed in section 501(c) (3). of the Internal Revenue Code of the United States and is covered in the articles of incorporation. All applicable statutory restrictions will be observed in the event of dissolution of the society.