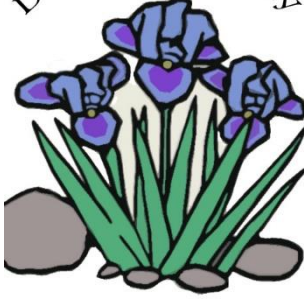


Dwarf Iris Society



Bylaws

2023 Revision

Dwarf Iris Society Bylaws

ARTICLE I: NAME

Section 1. The name of this organization is the Dwarf Iris Society, Inc., hereinafter referred to as DIS.

Section 2. This organization is a nonprofit public charity and is not organized for the private gain of any one person. It is organized under the nonprofit public benefit corporation law for charitable purposes.

ARTICLE II: PURPOSE

Section 1. DIS is organized and operated exclusively for educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 2. The primary purpose of this organization is to promote interest in the growing, development, and preservation of miniature dwarf bearded irises (MDBs). The means for attaining the purpose may include, but are not limited to:

- a. producing publications and other educational materials about MDBs;
- b. encouraging the development and support of display gardens for MDBs;
- c. assembling multiple supporting collections of all existing MDB cultivars to preserve their enjoyment by future generations of gardeners and hybridizers;
- d. conducting symposia to determine the best or most popular varieties of MDBs;

e. supporting scientific research such as experimental hybridizing programs or collection and preservation of varying forms of dwarf iris species; and

f. collecting, maintaining, preserving, and distributing photo documentation of MDBs and various forms of dwarf iris species.

Section 3. Additionally, DIS acquaints fellow iris enthusiasts and the general public with the smaller irises of all classes and types; stimulates and fosters interest in botanical and horticultural pursuits; cooperates with other organizations, public and private, to further learning about all dwarf irises by any means consistent with these bylaws and as outlined in Section 2.

Section 4. Prohibited Activities:

a. Notwithstanding any other provisions of these bylaws, DIS shall not carry on any other activities not permitted (1) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

b. No part of the activities of DIS shall consist of promoting propaganda or otherwise attempting to influence legislation, nor shall DIS participate or intervene in any political campaign, including publication or distribution of statements on behalf of any candidate for public office.

c. No part of the earnings of this organization shall inure to the benefit of, or be distributed to, its members, directors, officers or other persons, except as reimbursement for expenditures authorized by the board and rendered in furtherance of the purposes of the organization.

d. No part of these bylaws shall be interpreted in any manner inconsistent with the published bylaws, rules, and regulations of the American Iris Society (AIS).

Section 5. There shall be no personal liability of members of this organization for the obligations of DIS.

ARTICLE III: MEMBERSHIP

Section 1. Membership in AIS is encouraged, but is not a requirement for membership in DIS.

Section 2. Membership types are single, dual, or other types as authorized by the board. The definition of membership types shall be the same as definitions for the same types of membership in the AIS. Memberships are paid annually or triennially, or at other intervals as authorized by the board.

Section 3. Dues for all categories are determined by the board, and memberships expire at the beginning of the calendar year (January 1). Members whose dues remain unpaid by March 15 are deemed inactive and their names are removed from the membership list.

Section 4. Memberships purchased for any calendar year receive all DIS publications of that year. Members may participate in all DIS activities. Members are kept apprised of all society business, such as meetings, policy decisions, and finances.

ARTICLE IV: OFFICERS

Section 1. All officers must be members of both DIS and AIS. Officers of this organization are president, vice president, secretary, and treasurer.

Section 2. The president is elected by the general membership to a three-year term and may be elected for no more than a total of six consecutive years.

Section 3. The vice president, secretary, and treasurer are elected by the board to a three-year term and may be elected for no more than a total of six consecutive years.

Section 4. All officers are eligible to serve again after an absence of one year.

Section 5. If the office of the president is vacated before the expiration of term, due to death, disability, or resignation, then the vice president becomes the president of DIS. If the vice president declines, a new president pro tem is elected by the board.

Section 6. Roles and responsibilities of officers are described in the DIS Leadership Manual.

ARTICLE V: DIRECTORS

Section 1. Directors are elected by the general membership for three-year terms. Terms expire on a rotating basis, with one-third of the directors elected each year. DIS may have up to nine directors. A vacancy created before a term is completed may be filled by an appointment of the president for the duration of that term.

Section 2. Directors may serve no more than nine consecutive years and are eligible to serve again after an absence of one year.

ARTICLE VI: BOARD

Section 1. The board consists of the officers and directors of DIS.

Section 2. Roles and responsibilities of the board are described in the DIS Leadership Manual.

ARTICLE VII: MEETINGS

Section 1. The board meets quarterly to conduct the business of the society, as described in the DIS Leadership Manual, and at other times as needed.

Section 2. Meetings of the general membership are held at the direction of the board. A scheduled annual membership meeting is recommended.

ARTICLE VIII: NOMINATING COMMITTEE

The nominating committee consists of at least two members appointed by the president. This committee presents a slate of nominees for the annual election of directors and the triennial election of the president, the election to be conducted as described in the DIS Leadership Manual.

ARTICLE IX: AMENDMENTS

Section 1. Amendments to these bylaws must be approved by the board and by the general membership, as described in the DIS Leadership Manual.

Section 2. Any amendments to these bylaws must be in conformity with the bylaws of AIS.

ARTICLE X: DISSOLUTION OR MERGER

Section 1. Should the board deem it necessary to dissolve DIS, the membership must be notified immediately and encouraged to provide input or suggestions. If dissolution is still determined necessary by a two-thirds vote of the board, a proposal for dissolution is submitted to the general

membership for approval, as described in the DIS Leadership Manual.

Section 2. Should the board deem it necessary to merge with another organization, the membership must be notified immediately and encouraged to provide input or suggestions. The board works with the leadership of the other organization to draft a plan for merger, considering such issues as measure of autonomy retained by DIS, merger of finances and assets, continuation of publications and other activities, and other considerations as appropriate to the circumstances. The merger plan must be approved by a two-thirds vote of the board and then be submitted to the general membership for approval, as described in the DIS Leadership Manual.

Section 3. If the membership does not approve dissolution or merger, the responsibility for maintaining DIS and electing new officers and directors falls to the membership.

Section 4. In the event of dissolution, DIS, after paying or adequately providing for its debts and obligations, shall make provisions for all assets to revert to AIS, or to such organizations as are qualified as tax exempt under Section 501 (3) (c) of the Internal Revenue Code.

*Draft revision by DIS bylaws committee (Tom Waters, chair),
October 2023.*

*Approved by the DIS board,
November 2023.*

*Approved by the DIS membership,
February 2024.*