

ARTICLE I: NAME

The name of this Society shall be the Canadian Iris Society.

ARTICLE II: OBJECTS

Section 1. Primary

The objects of the Canadian Iris Society, hereinafter called the CIS, shall be

- a) To develop, improve, and extend the culture and cultivation of the genus Iris primarily within, but not restricted to Canada;
- b) To stimulate conservation of the genus Iris;
- c) To educate the public through exhibitions, display gardens, and local, regional, and national meetings; and
- d) To collaborate with other organizations for these purposes.

Section 2. Compensation

No part of the net earnings of the Society shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Society is authorized to pay reasonable compensation for goods and/or services rendered in furtherance of the objectives of the CIS.

ARTICLE III: MEMBERS

Section 1. Eligibility

Individuals and organizations in sympathy with the objectives of the Society are eligible for membership.

Section 2. Classes

The membership of the Society shall be divided into the following classes:

- a) Single members, which shall refer to and include individuals, shall be entitled to full membership privileges. These memberships will be available on an annual or triennial basis.
- b) Family members, which shall refer to and include two adult individuals and their children under the age of 19 residing at the same address. Such members shall be entitled to full membership privileges, except that they shall receive only one printed copy of each CIS publication.

- c) Life members, single or family, non-transferable, which shall carry full membership privileges and shall be limited to individuals. This class is suspended; existing members retain their status.
- d) Honorary Life members, which shall be granted by the CIS Board of Directors to persons who have rendered distinguished service to the CIS and its objectives.
- e) Youth members, which shall refer to individuals less than 19 years of age, shall be entitled to full membership privileges at a reduced rate.
- f) Associate members, which shall refer to and include libraries, associations, or organizations.

Section 3. Dues

- a) The CIS Board of Directors shall determine the dues for the different classes of CIS membership annually.
- b) The dues are applied to the anniversary date.
- c) Members whose dues are outstanding shall receive one written notification. They shall be removed from the membership list without further notice should those dues remain outstanding.

Section 4. Regional Groups

The CIS shall encourage and promote the formation of CIS affiliated iris groups across Canada . Affiliated groups shall be self-organizing stand alone entities with their own directors and officers as they determine. They shall conduct their own activities, local iris sales, shows and other iris events responsible only to themselves.

- a) A regional group, local iris society or other iris orientated group with purposes consistent with those of the CIS shall be eligible upon annual application for acceptance as an affiliated group of the CIS. Affiliates must apply for renewal each calendar year.
- b) The Society's Board of Directors shall determine prerequisites for obtaining and maintaining a charter as an affiliated regional group of the CIS. These prerequisites shall be reaffirmed annually following the Annual General Meeting.
- c) The CIS shall not be responsible for the debts or liabilities of its regions and shall have no power to exercise control over the regional group except as detailed by any specific, written agreement entered into as a condition of status as an affiliated regional group of the CIS.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Directors

The duties of the Directors shall be to perform those duties prescribed by these by-laws and by the parliamentary authority adopted by the Society, these to include:

- General supervision of the affairs of the CIS,
- Selection of the President, Vice-Presidents, Secretary and a Treasurer,
- Appointment of the Nominating Committee. The past president may chair the Nominating Committee and offer advice as requested.
- Confirmation of the members of the permanent committees, their terms of reference,
- Confirmation of members to fill vacant positions on the Board of Directors until the next Annual General Meeting,
- Appointment of honorary directors from amongst its former officers and directors in recognition of valuable service to the Society and to the Board. The honorary directors shall have no specifically assigned duties as such and are not considered when determining quorum of Board Meetings, but may serve in any role as an active member.

Section 2. Additional Authority

The CIS Board of Directors will have the authority between regularly scheduled meetings of the Board to conduct business via electronic mail provided there are adequate standing rules in place to protect the deliberative process.

Section 3. Membership Requirements

All members of the Board of Directors shall be current members of the CIS. The immediate past president is an ex-officio member of the Board of Directors.

Section 4. Nomination Procedure

A nominating committee shall be established at a Board of Directors meeting to identify and nominate individuals from the general membership for those positions on the Board of Directors to be filled at the Annual General Meeting. The Chair shall be a past-president, the immediate past-president if available.

The nominating committee will accept further nominations from all members in good standing prior to the AGM. Nominations for the available positions shall be requested in the CIS Newsletter and on the CIS web site.

All nominations will be delivered to the Secretary at the Annual General Meeting, and the President will accept further nominations at the AGM from the floor.

Section 5. Ballot Election and Term of Office

All members in good standing may vote their choice of the nominations proposed at the Annual General Meeting. Election shall be by majority vote. Ballots may be used if necessary. No proxy votes are permitted.

- All terms begin at the close of the Annual General Meeting.
- The full term for all elected directors shall be three years. Five directors shall be elected at each AGM to ensure overlapping terms of office.
- A director filling a vacancy is considered to have served a full term when they serve more than half of that term's duration.

Section 6. Office Holding Limitations and Vacancies

No director may serve more than two consecutive terms.

The Board of Directors may declare a position on the board vacant due to the following circumstances:

- i. The Director in question having submitted a written resignation to the Secretary or the Secretary pro tem,
- ii. The Director in question failing to maintain an active CIS membership,
- iii. Other circumstances as defined in the Standing Rules

Section 7.

The CIS Board of Directors will have the authority to adopt rules for its own governance, not inconsistent with this constitution or the purposes of the CIS.

ARTICLE V: OFFICERS

Section 1. Eligibility Requirements

Officers shall be current members of the CIS.

All officers shall be selected from those elected directors currently sitting on the Board.

This permits those who have been elected by the membership at the AGM to be considered for the officer role within their first year, since they will not take up their role until after the following AGM. See Section 5.

Section 2. Terms of Office

All terms begin at the close of the Annual General Meeting.

The full term for all officers selected by the Board of Directors shall be one year.

An officer filling a vacancy is considered to have served a full term when they serve more than half of that term's duration.

Section 3. Holding Limitations and Vacancies

No selected officer excepting the secretary and treasurer may serve more than two consecutive terms in the same office.

No officer shall hold more than one office at a time. (President, v-p, etc)

The Board of Directors may declare an office on the board vacant due to the following circumstances:

- i. The Officer in question having submitted a written resignation to the Secretary or the Secretary pro tem,
- ii. The Officer in question failing to maintain an active CIS membership
- iii. Other circumstances as defined in the Standing Rules

Section 4. Officers

All officers are expected to attend as many of the CIS activities as possible.

a) President

The duties of the President shall be:

- To preside over all meetings of the CIS and to conduct those meetings in accordance with the Rules of Order.
- To appoint all committees, excluding the nominating committee. Also, to sit as an ex-officio member of all committees.
- To have signing authority over payments made on behalf of the CIS.
- To act as a spokesperson for the CIS.

b) First Vice-President

The duties of the First Vice-President shall be:

- To preside over those meetings of the CIS in which the President is absent or when the President vacates the chair.
- To have signing authority over payments made on behalf of the CIS.
- To act as a spokesperson for the CIS should the President be unavailable.

c) Second Vice-President

The duties of the Second Vice-President shall be:

- To preside over those meetings of the CIS in which both the President and First Vice-President are absent.
- To act as a spokesperson for the CIS should the President and First Vice-President be unavailable.

d) Secretary

The Secretary shall be selected from the Board of Directors.

The selection of the existing Secretary or their replacement must be confirmed at the Annual General Meeting.

The duties of the Secretary shall be:

- To keep a record of all the proceedings of the CIS (the minutes).
- To keep on file all committee reports
- To call the role whenever required.
- To make the minutes available to members upon request. This privilege is not to be abused.
- To notify officers and committee members of their appointments, to furnish committees with whatever documents they may need to perform their duties, and to have a list of all committees and their members on hand at each meeting.
- To sign all certified copies of acts of the CIS.
- To maintain a record book in which the bylaws, special rules of order, standing rules, and minutes are entered, along with any amendments to these documents that have been properly recorded. This document is to be on hand at each board meeting and at the AGM.
- To send out to the membership a notice of each meeting and to conduct the general correspondence of the CIS, that is, the correspondence that is not a function of other officers or committees.
- To prepare an order of business prior to each meeting for the use of the presiding officer (the agenda). This will show all matters known in advance that are due to come up, under the correct headings and in the exact order.

In the absence of the Secretary, the Board of Directors will select a Secretary pro tem.

e) Treasurer

The Treasurer shall be selected from the Board of Directors.

The appointment of the existing Treasurer or their replacement will be confirmed at the Annual General Meeting.

The Treasurer is entrusted with the custody of the funds of the CIS. As such, the duties of the Treasurer shall be:

- To maintain proper Books of Account, to maintain proper backups of all financial data as appropriate, and to provide the Secretary with the backup. The backup may be recycled on a quarterly basis.
- To oversee the receipt and deposit of all funds in the name of the Society
- To have signing authority over payments made on behalf of the CIS.
- To pay all bills and to disburse funds in the name of the Society.
- To provide financial reports, especially reconciliation statements, for distribution at meetings of the Board of Directors.
- To provide annual financial reports, including a Statement of Revenue and Expenses and a Balance Sheet, for the Annual General Meeting.
- To submit the Books of Account to the auditors appointed by the Board of Directors. The results of the audit are to be published in the CIS Newsletter.

Section 5. Nomination Procedure

The Nominating Committee for Officers of the CIS shall be established at a Board of Directors meeting immediately following the AGM.

No current elected officer may be a member of the nomination committee.

The committee will identify and nominate existing board members to the positions of President, Vice-President(s), Secretary, and Treasurer.

The slate of nominations will be provided to the Secretary prior to the general board meeting immediately preceding the AGM. Additional nominations from board members may be accepted at that time.

Section 6. Ballot Election

The Secretary will present the proposed slate of officers to the Board of Directors at the quarterly board meeting immediately preceding the AGM.

The President will call for further nominations. Should there be no additional nominations to the slate provided by the Nomination Committee, the President shall call upon the Secretary to cast the confirming vote. That slate of officers shall be considered the officers-elect and assume their positions at the close of the AGM.

Should there be additional nominations to the slate, the Secretary shall provide all board members with ballots listing the candidates for the office in contention and the election shall proceed in accordance with the Standing Rules. All positions that are not in contention shall have the roles considered as officers-elect.

Ballots will be provided to those board members unable to attend the board meeting.

Election shall be by majority vote. Votes shall be delivered to the Chair of the Nomination Committee by mail or by e-mail. Proxy votes are not permitted. The President shall vote only in the event of a tie. The Past President shall audit the votes. They will jointly inform the Secretary of the results.

The Secretary shall convey the results of the vote to the board members as early as possible, but no later than one week prior to the AGM.

ARTICLE VI: MEETINGS

Section 1. Annual Meeting

The CIS will have an Annual General Meeting of the membership; this meeting is generally held in late September of each year. Quorum is set at twenty members.

The business meeting shall be for the purpose of electing directors, receiving reports of officers and committees, and for any other business that may arise.

Section 2. Board Meetings

The CIS will have quarterly board meetings during which the regular affairs of the CIS are addressed. All officers and directors are expected to attend; the general membership is welcomed to attend the open sessions. Quorum is set at *five with a minimum of two officers*.

Section 3. Special Meetings

Special meetings may be called by the President or by two or more directors.

Special meetings shall be called upon the written request of ten members *in good standing* of the CIS. The purpose of the meeting shall be stated in the call. Minimum notice of one week is required and shall be held within 45 days of that notice.

Any special meeting of the Board of Directors shall not replace the scheduled Board of Directors meetings.

ARTICLE VII: COMMITTEES

The ordinary committees of the CIS are appointed by the Board of Directors to consider, investigate, and/or take action on certain matters or subjects.

The Board of Directors will appoint the chairman and members of each committee. The members of the committee will serve until their successors are appointed.

Section 1. Permanent Committee

The following permanent committees shall be established by the Board of Directors and shall remain in existence during the term of the elected officials:

- a) Program
- b) Finance
- c) Membership
- d) Publication

The President shall be an ex-officio member of the permanent committees. Other permanent committees shall be added as necessary.

Section 2. Special Committees

The President has the authority to establish special committees whose purpose is to present a report to the Board of Directors.

Should the report not be presented at the next meeting of the Board of Directors, the Board shall review the need for the special committee and take appropriate action:

- a) Confirm the committee, establish a terms of reference, and set a deadline for the final report; or
- b) Refer the question to the appropriate permanent committee.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rule of Order Newly Revised shall govern the CIS in all ways that they may be applicable and in which they are not inconsistent with these bylaws or any special rules of order adopted by the CIS.

ARTICLE IX: AMENDMENTS

These Articles may be amended at the Annual General Meeting of the Canadian Iris Society by a two-thirds vote of the members present, provided that the notice of the vote has been submitted in writing in the spring or the summer CIS newsletter preceding the AGM.

The amendment shall be made available to the membership in all regular CIS publications, including the web site and newsletter.

ARTICLE X: DISSOLUTION

In case of disbandment of the Society all assets of the Society will become the property of the University of Guelph, Guelph, Ontario. Any funds shall be used by the University in support of research of the Genus Iris.