

OKLAHOMA IRIS SOCIETY
CONSTITUTION AND BYLAWS

REVISED 1986,1997,1999,2019, 2024, 2025, 2026
CONSOLIDATED AND PRINTED FEBRUARY, 2026

Revision Committee

Cynthia Wade, Past President

Michael Kowalchuk, President

Randy Moore, Past President and Treasurer

ARTICLE I: NAME

SECTION A: The name of the Society shall be OKLAHOMA IRIS SOCIETY

ARTICLE II: MISSION STATEMENT

SECTION A: The mission of this society shall be to promote the culture and improvement of the genus Iris by: Encouraging Iris cultivation and breeding, Holding exhibitions, Making formal and informal visits to gardens and Promoting and supporting scientific research.

ARTICLE III: CORPORATE PURPOSE STATEMENT

SECTION A: The Oklahoma Iris Society is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purposes of the Society are to promote the culture and improvement of the genus Iris by encouraging its cultivation and breeding, holding exhibitions, conducting formal and informal visits to gardens, and promoting and supporting scientific research related to Iris.

ARTICLE IV: MEMBERSHIP

SECTION A: Membership in this society shall be open to all persons interested in the culture of IRIS.

SECTION B: Membership shall consist of:

1. Regular Member (including dual membership)
2. Honorary Member
3. Youth Member

SECTION C: DUES

1. Dues for regular members shall be set out in the Schedule of Dues in each Newsletter of the Society as described in the Resolution of the Board of Directors dated January 16, 1997, and approved by a vote of the members March 7th, 1997. Members must be current in their dues to be eligible to vote. Dues are to be paid by December 31st. If a member has not paid by the March Meeting said member will be removed from the membership roster.
2. The Board of Directors shall determine the annual rate of membership dues of the Society, and the Board shall recommend to the members any change necessary in such dues.
3. Notice of any change of dues shall be made to members in writing (Society's Newsletter if timely notice can be given.) prior to the scheduled meeting at which a vote shall be taken. Upon a 2/3 majority vote of members present and eligible to vote such change will become effective immediately with notice of such rates to be noted in subsequent publications of membership rates in the Newsletter.
4. Dues may be adjusted as necessary and reasonable to maintain the fiscal ability of the society to perform all functions required by the Constitution and By Laws and to meet the financial needs from year to year or for special needs. Such Schedule of Dues shall not be specified by dollar amount in the Constitution and By-Laws since a Resolution and vote of approval by members shall prevail until further amended by the Board of Directors and membership.
5. There shall be a limit of two adult votes per Dual Membership.
6. Youth Membership is free through the calendar year of the youth's 19th Birthday. OIS will also pay for the American Iris Society dues of all youth members.

SECTION D: HONORARY MEMBERSHIPS

1. An honorary membership in the Society may be conferred by the Board of Directors upon persons who have rendered distinguished service to or for the society. Honorary members shall not be required to pay dues nor shall they hold office or vote.

SECTION E: LIFE MEMBERSHIPS

1. All Past Presidents of the Society shall be Life Members. This honor shall not prohibit nor debar such members from holding any office or voting.

2. As of March, 2023, Life Memberships are not offered for sale.

SECTION F: Assessments

1. In no event will any assessment be levied upon any member of the society beyond the schedule of Dues and extra services as heretofore provided.

SECTION G: REVOKING OF MEMBERSHIPS

1. Any person who applies for membership shall be admitted by the Society. The Board of Directors may, however, revoke any membership for just cause.

ARTICLE V: MEETINGS

SECTION A: Meetings of the Society shall generally be held on the first Friday of the month, at Will Rogers Garden Center or other facility to be published in the Newsletter if Will Rogers Garden Center is unavailable, from August through December and from February through June.

1. Meetings may be canceled by the President as a result of Acts of God or existence of an emergency or an event beyond control of the membership of the Society..

2. Thirty (30) OIS Members, two (2) officers, and five (5) board members must be present with the two officers counting towards the board member requirement to constitute a quorum at any regular or any special meeting which has been called after notification has been given to regular membership.

3. All meetings shall be called and conducted in conformity with the rules prescribed in the By-Laws.

4. Special Meetings may be called at any time by the President or by a majority of the Board of Directors.

5. The society may meet and conduct business via digital means, if the regular quorum threshold is met.

SECTION B: Board Meetings

1. There shall be a majority of board members present in order to form a Quorum at meetings of the Board of Directors.

2. Regular Board Meetings are scheduled and organized by the President. The regularly scheduled board meetings will occur at least three times per year, in the months of Jan/February, July/August, and November.

3. Special meetings of the Board of Directors may be called by the President, or a majority of the Board of Directors. The President will then organize and schedule the special meeting as needed/requested by the majority of the board. Notice of the special meeting must be sent out to all of the Board of Directors at least two days prior to the special meeting.

4. The Board may meet and conduct business via digital means subject to the regular quorum requirement.

5. All Board Meetings are open to all members to participate as observers.

ARTICLE VI: OFFICERS

SECTION A: The Board of Directors of the Society shall consist of all officers who have been elected by the membership and shall be empowered to transact the business of the Society. Standing Committee Chairs are also full voting members of the Board of Directors. As long as it is financially feasible, the society shall pay the American Iris Society dues of each Board Member.

SECTION B: ELECTION OF OFFICERS

1. All elections are held every three years. Prior to March 1st, the Board of Directors shall appoint a nominating committee, consisting of at least three members. It shall be their duty to submit a slate of candidates for officers. This slate shall be submitted to the Society at the April meeting. The action of the nominating committee shall in no way preclude nominations from the floor at the elections at the June meeting. However, any nominations from the floor must be accompanied by a statement from the person nominated, that if elected, he or she will serve. The Parliamentarian shall be required to ask if there are any nominations to be made from the floor.

2. The election of officers shall be held at the regular Society meeting in June. The installation of the officers shall be held at the June meeting and they shall take office immediately. Individuals serving in the offices of President and Treasurer shall be limited to serving two consecutive terms.

3. Elected officials shall consist of President, Vice-President, Recording Secretary, and Treasurer. The Parliamentarian, Historian, Reconciliation Officer, and all Chairmen of Standing Committees shall be appointed by the President.

See Article VII, Section A, Standing Committees.

4. A member must have served on the Board of Directors or a Standing Committee for at least a year to be eligible for the Presidency.

SECTION C: THE IMMEDIATE PAST PRESIDENT

1. The Immediate Past President will be President Emeritus and will act as Advisor and Counselor to the President and to the Board of Director and will be a voting member of the Board of Directors until there is a new Immediate Past President.

ARTICLE VII: COMMITTEES

SECTION A: STANDING COMMITTEES

1. Standing Committees shall be: Program, Finance, Public relations, Revisions, Hospitality, Iris Festival/Iris Show, Membership, Newsletter, Youth, Garden, and Sunshine. For duties of the Chairman of these committees see By-Laws, Duty of Officers, Appendix A.

2. Committees shall consist of three (3) or more members. The Chairman shall appoint who will serve with them.

3. Committees will function under the direction of the Board of Directors and Committee Chairmen will make a report when called upon to do so at meetings of the Board.

4. The President is an ex-officio member of all committees.

The ARTICLE VIII: AMENDMENTS

SECTION A: Amendments of the constitution and By-Laws of the Society shall be considered by the Revision Committee. They shall submit to the Board of Directors a copy of the present Constitution and a copy of the changes. A copy of the same will be emailed to all regular members at members request. Amendments may also be considered by the Board, at any regular BOD meetings.

SECTION B: Amendments of the Constitution and By-Laws of the Society shall be presented at a regular board meeting of the Society. Following such a meeting, the proposed amendments must be passed by a two thirds ($\frac{2}{3}$) majority of votes cast by the board members at the next regular board meeting or by a two thirds ($\frac{2}{3}$) majority of votes cast by the membership present at the next regular membership meeting. Notification shall be given to members by newsletter that proposed changes will be presented.

SECTION C: Amendments may also be made at a regular meeting without previous notice by a two thirds ($\frac{2}{3}$) majority of votes cast by the Society's regular Membership Present.

ARTICLE IX: DISSOLUTION

SECTION A: In the event of dissolution of the Oklahoma Iris Society all of its property, whether real, personal, or mixed, and wherever situated shall be vested in such charitable, educational, or scientific organization, institution, or corporation as the last Board of Directors of the Society shall designate. None of the property shall insure to the benefit of any officer, director or member of the Society.

ARTICLE X: GOVERNANCE POLICIES

Governance Policies

The Board of Directors shall adopt and maintain written governance policies to ensure the ethical, transparent, and lawful operation of the Oklahoma Iris Society and to fulfill its fiduciary duties under applicable law.

Such policies shall include, but are not limited to:

- A Conflict of Interest Policy;
- A Whistleblower Policy; and
- A Document Retention and Destruction Policy.

Governance policies shall be adopted, amended, or repealed by resolution of the Board of Directors and shall be maintained separately from these Bylaws. No governance policy shall supersede or conflict with the Articles of Incorporation or these Bylaws.

CONSTITUTION AND BY-LAWS

OKLAHOMA IRIS SOCIETY

REVISED 1986, 1997, 1999, CONSOLIDATED 2004

APPENDIX A: Revised October 1986, 2024, 2025, 2026

ARTICLE I: DUTIES OF ELECTED AND APPOINTED OFFICERS

SECTION A: The President shall preside at all meetings of the Society and the Board of Directors and shall call special meetings of the Society and of the Board of Directors when at any time he or she deems it necessary. He or she appoints the special committees not otherwise provided. He or she is an ex-officio member of all committees. The President is also the liaison between the society and the Parks Department staff in regard to booking appropriate venues for the society's events. Individuals are limited to serving two consecutive terms. Past Presidents become eligible for the presidency after at least one term out of the position of President.

SECTION B: The Vice-President, in the absence of the President, shall assume his or her duties. He or she shall also serve as Chairperson of the Program committee. The Program Committee shall plan all Society programs.

SECTION C: The Membership Manager is chairman of the membership committee. The membership committee shall be in charge of the work of procuring members, and shall certify names of members in good standing.

SECTION D: The Chairman of Finance Committee shall keep an accurate record of all Society properties and arrange for their storage. He or she shall be responsible for the development of the annual budget. The Finance Committee shall assist in raising the necessary funds for the operation of the Society. The President and the Treasurer are members of this committee.

SECTION E: The Chairman of Public Relations and Civic Activities is to present the work of the Society to the public through the press, radio, TV and other desirable media.

SECTION F: The Recording Secretary shall keep the minutes of all meetings and shall furnish a copy of the minutes to the President in reasonable time, keeping a copy for their files. The minutes are to be presented to be approved as printed in the newsletter at the next regular meeting of the Society.

SECTION G: The treasurer shall have charge of the funds of the Society and shall receive all monies due and deposit same to the credit of the Society in the Bank specified by the Board of Directors. He or she shall keep an account of all expenditures and monies received and preserve all vouchers and receipts and shall have the ability to sign checks. He or she shall give a report when called for by the President or Board of Directors, but not less frequently once each quarter. Individuals are limited to serve two consecutive terms. Individuals may become eligible for this office after one term out of the position.

SECTION H: The Parliamentarian shall have a current copy of the Constitution and By-Laws at all meetings of the Society and shall decide all questions that may arise concerning legality of actions taken by the Society. He or she shall preside at all elections and installations and shall be the Chairman of the Revisions Committee. The Revisions Committee shall offer proposed revisions to the Constitution and By-Laws when directed by the Society, for further action as set forth in Article VII of the Constitution.

SECTION I: It shall be the duty of the Reconciliation Officer to audit the Treasurer's books annually and make a report to the Society. Such action is to be certified in the minutes.

SECTION J: The Garden Director shall procure Iris for Will Rogers Garden and work in cooperation with the City Horticulturist as to the plantings and to the general upkeep of the garden. The Garden Director shall make selections of rhizomes to be removed and sold at the Rhizome Sale. The Garden Director is Chairman of the Garden Committee.

SECTION K: The Newsletter Editor shall procure and compile, edit, and write news of the Iris Society. He or she shall compile articles contributed that are pertinent to the growing of Iris, hybridizing, etc. and all items of interest to the Society, to be published when space is available in the Newsletter.

SECTION L: The Chaplain shall give a short reading or devotional at meetings.

SECTION M: The Sunshine Committee Chair will send cards to those who are ill, someone we are missing, to relatives of the members we lose. Send donations approved by OIS Membership/Board of Directors. Assist in sending reminders to members to renew dues.

SECTION N: The New Member Liaison shall serve as the primary point of contact for new members of the Oklahoma Iris Society, welcoming and orienting them to the Society, educating new volunteers regarding the Society's mission, activities, and expectations, assisting with membership development and retention strategies, and serving as a member of the Membership Engagement Committee to promote member involvement and engagement.

SECTION O: The Membership Engagement Committee shall focus on promoting the engagement and participation of members in volunteer activities, taking primary responsibility for the education and orientation of new volunteers to ensure they understand the Society's mission, programs, and expectations, and developing membership growth and retention strategies to be submitted to the Board of Directors for approval.

SECTION P: The Long Range Planning Committee shall be responsible for developing and recommending the strategic plan for the Oklahoma Iris Society, conducting surveys of the membership to assess the direction, priorities, and interests of the Society, and identifying potential candidates for key positions, including but not limited to Reconciliation Officer, Tax Officer, and Counsel, to be considered by the Board of Directors

ARTICLE II: OIS SPECIAL AWARD FOR SERVICE

A special award may be given when warranted to recognize a member as having performed outstanding service to the society. The special award shall be voted on by a committee. The committee will be led by the current President. The current President is ineligible for the award during their term as President.

ARTICLE III: The Queen of Show Trophy

The Queen of Show Trophy is to remain in possession of the Oklahoma Iris Society. The winner of Queen of Show will have an engraved plaque with their name, date and the name of the iris that won placed on the trophy. The trophy is to be kept in the Will Rogers Garden Center trophy case.

CONSTITUTION AND BY-LAWS

OKLAHOMA IRIS SOCIETY

REVISED 1986, 1997, 1999, CONSOLIDATED 2004

APPENDIX B: Revised October 1986, 2024, 2025

ARTICLE I: VACANCIES

SECTION A: If a member of the Board of Directors is absent three (3) consecutive meetings without a valid excuse, the office on the Board shall be declared vacant.

SECTION B: Vacancies in the Board of Directors shall be filled by appointment made by the remaining directors. Each person so appointed to fill a vacancy shall remain a Director until his or her successor has been elected by the Society. The Society may make such elections at their next regular meeting or at any special meeting duly called for that purpose.

ARTICLE II: STANDING RULES

SECTION A: An annual event properly commemorating the Iris bloom season shall be observed by the Society in such manner as may be determined by the Board of Directors.

SECTION B: There shall be an annual Rhizome Sale, date to be announced by the President.

SECTION C: There shall be an annual Christmas Party at the December meeting.

SECTION D: Youth College Scholarship

\$1,000 for each scholarship, minimum of one per year, with the opportunity to max to 3 scholarship winners per year depending on entries and qualifying students.

Qualifications: Existing Jrs and Srs

If the student is a Jr, we will keep money on behalf of student until they are accepted into a school.

Payments would be made to the student's school of choice - no specific major or school type requirement (trade school, university, college, etc all acceptable)

Students must be OIS members, in good standing and active within the club

> they can volunteer in OIS gardens, or if they are outside the OKC area, they can propose and maintain a public garden project. Standard Christmas in September accounting applies.)

>>OIS will provide Iris for the proposed public garden after the student submits a plan, including the execution and maintenance of the proposed garden. This is for students outside of the main OKC area without easy access to our normal volunteer opportunities.

> Must have trackable hours (at minimum, qualify for Christmas in September) - hours in their public garden, OIS volunteer opportunities, or entering in shows, set up, hybridizing activities, etc.

Application Process: Due date: June 30

5 paragraph essay at least, no more than 2 than pages at the most.

OIS based prompts for essay - we can cycle the question used each year

"What do you enjoy most about OIS and why?"

"How do you plan to share your love of iris in your community?"

"How will you foster a love of Iris?"

Award Date: August 1st > announce/acknowledge with certificate at Christmas in September meeting

Send letter with congratulation and invitation to September meeting for official recognition

RSVP to ensure they are present for the awarding.

The winner of this scholarship will be the OIS candidates for other AIS opportunities. OIS Youth members are automatically enrolled in AIS.

Section E:

The President has the discretion to approve up to \$500 in additional spending in the case of a committee exceeding their annual budget, without the approval of the board. In the case a committee needs to spend more than the \$500 presidential discretionary amount, they must ask the President and the President will conduct the vote, the vote must receive the approval of a majority of the board before incurring the expense.

Section F:

Diversity, Equity, and Inclusion Statement:

Membership is open to all individuals regardless of gender, race, sexual orientation, disability, political affiliation, gender identity, or socioeconomic status. We expect all officers, directors, and members to follow this statement and treat others with dignity and respect.

Section G:

Financial Disclosure at Public Membership Meetings

At regular membership meetings open to the public, the treasurer shall not report the dollar amount of current assets in their report. Any member may ask for the exact dollar amounts of society assets at any time, and the treasurer is to report the figures privately and promptly. The treasurer will report exact dollar amounts in their quarterly report at regularly scheduled board meetings.

APPENDIX B:
Continued

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OKLAHOMA IRIS SOCIETY
Revised 1986, 1997, 1999, 2019

SECTION E: The following items of business are mandatory at each meeting.

1. Call to Order
2. Reading or short devotional
3. Minutes of last meeting approved as printed in the newsletter
4. Treasurer's Report
5. Membership Report
6. Report of Standing and Special Committees
7. Reading of Correspondence
8. Unfinished Business
9. New Business
10. Special Orders
11. Program
12. Closing

ARTICLE IV: ROBERT'S RULES OF ORDER

SECTION A: Robert's Rules of Order Revised shall be used in all meetings of the Society to cover questions not provided for in the Constitution and By-Laws.