

HISTORIC IRIS PRESERVATION SOCIETY BYLAWS

Approved February 21, 2019

Article I. Name of Organization

The name of this nonprofit public benefit organization shall be the HISTORIC IRIS PRESERVATION SOCIETY (hereinafter HIPS).

Article II. Purpose of HIPS

- II.1. HIPS is incorporated in the State of Oregon.
- II.2. HIPS shall be organized and operated exclusively for nonprofit purposes described in Section 501(c)(3) of the US Internal Revenue Code.
- II.3. HIPS shall not carry on any activities not permitted to be carried on:
 - II.3.a. by an organization exempt from US Federal income tax under Section 501(c)(3) or the corresponding Section of any future US Federal tax code, or
 - II.3.b. by an organization, contributions to which are deductible under Section 170(c)(2) of the US Internal Revenue Code, or the corresponding Section of any future US Federal tax code.
- II.4. HIPS shall be a Section of the American Iris Society (hereinafter AIS).
- II.5. HIPS shall educate the public about historic irises and bring historic irises at risk of extinction together with members of the public who want to grow and perpetuate them.

Article III. Board of Directors

III.1. Board Composition: The HIPS Board of Directors (hereinafter the Board) shall consist of eleven (11) elected Directors. No one Director shall hold more than one (1) position on the Board simultaneously. Every Director shall be an AIS member and a HIPS member.

- III.1.a. **Officers:** Four (4) Directors shall be Officers: the President, Vice-President, Secretary, and Treasurer.
- III.1.b. The **Immediate Past President** is still a Director and may attend all Board meetings and vote on Board decisions.
- III.1.c. **Other Directors:** The six (6) other Directors shall conform to geographic residency requirements set forth in HIPS Policy.
- III.1.d. Each Director shall be entitled to one (1) vote in each Board decision.

III.2. Board Duties

- III.2.a. The Board shall conduct HIPS business.
- III.2.b. The Board shall appoint an interim Director to fill any vacancy in an elective office. That Director shall remain in office for the remainder of the current term.

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III.2.c. The Board shall determine any bonding requirements for Directors and/or other HIPS Members. The Board shall reimburse all such bonding expenses.

III.3. Officers

III.3.a. The President shall chair meetings. The President shall appoint committee chairs with the approval of the Board.

III.3.b. The Vice-President shall assume the duties of the President when the President is not available.

III.3.c. The Secretary shall record the minutes of all Board and General Member meetings. The Secretary shall record all resolutions and votes in meeting minutes. The Secretary shall be the custodian of all official HIPS records.

III.3.d. The Treasurer shall receive and deposit all HIPS funds. The Treasurer shall disperse HIPS funds as directed by the President or the Board.

III.4. Board Meetings

III.4.a. The President may call a Board meeting. Directors may call a Board meeting via a written notice signed by a majority of Directors. An Officer shall inform all Directors of each meeting.

III.4.b. The Board may meet in person or via telephone or electronically.

III.4.c. Quorum: The Board shall not make any decisions without a simple majority of Directors present.

III.4.d. Directors may vote by means permitted by current Federal and State of Oregon law and approved in current HIPS Policy.

III.5. Board Member Elections

III.5.a. HIPS Members shall elect Directors via postal mail. The Board shall provide a ballot to each HIPS Member at least thirty (30) days prior to the close of voting.

III.5.b. A simple majority of the voting HIPS members shall make the decision.

III.6. Board Membership Removal: The Board or the HIPS general membership may remove a Director from the Board in accordance with current State of Oregon Nonprofit law.

Article IV. HIPS Members

IV.1. Any person or organization may become a member of HIPS. HIPS members are not required to join AIS, although AIS membership is encouraged.

IV.2. Any person or organization shall become a Member of HIPS upon receipt by HIPS of membership dues as specified in HIPS Policy.

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IV.3. Each HIPS Member shall be entitled to one (1) vote on each matter submitted to Members for a vote.

IV.4. Membership Termination

IV.4.a. HIPS Members whose membership dues are in arrears may continue to participate in all HIPS activities during a grace period specified in HIPS Policy, after which time their membership is terminated.

IV.4.b. The Board may terminate a HIPS membership in accordance with current State of Oregon Nonprofit law.

IV.5. HIPS General Membership Meetings

IV.5.a. HIPS Annual Meetings: The HIPS Board shall announce General Member Annual meetings, with notice to HIPS Members at least thirty (30) days but no more than sixty (60) days prior to the meeting.

IV.5.b. The HIPS Board may call General Member Special meetings, with notice to HIPS Members at least thirty (30) days but no more than sixty (60) days prior to the meeting.

Article V. Bylaws Amendment

V.1. An amendment to these Bylaws may be proposed as follows:

V.1.a. The Board may, by a simple majority vote, approve any Bylaws amendment proposal to submit to HIPS Members for a vote; or

V.1.b. A group of twenty (20) or more HIPS Members may propose an amendment to these Bylaws by written petition submitted to the Board. The Board shall then submit the Bylaws amendment proposal to HIPS members for a vote.

V.2. HIPS Members shall have an opportunity to vote on all Bylaws amendment proposals submitted to the HIPS Membership. The Board shall provide a ballot to each HIPS Member at least thirty (30) days prior to the close of voting. Members may vote by means permitted by current Federal and State of Oregon law and approved in HIPS Policy.

V.3. A simple majority of the voting HIPS Members shall make this decision.

Article VI. HIPS Dissolution

Dissolution of HIPS shall comply with current US Federal law, State of Oregon law, and AIS bylaws.

End of HIPS Bylaws

Approved by HIPS Board of Directors August 28, 2018.

Approved by HIPS Membership February 21, 2019.