

Chapter IX.

Charter and By-Laws.

The incorporation of the Society was completed in the early winter of 1927 and the following is copied from Bulletin No. 28:

THE AMERICAN IRIS SOCIETY

IN THE COURT OF COMMON PLEAS No. 1 OF THE
COUNTY OF PHILADELPHIA

In the matter of the Application for	:	
Incorporation of	:	C. P. No. 1,
THE AMERICAN IRIS SOCIETY	:	September Term, 1926 No. 8657
	:	

CERTIFICATE OF INCORPORATION

BE IT KNOWN that the subscribers, citizens of the Commonwealth of Pennsylvania, having constituted with others an unincorporated Society known as American Iris Society, and being desirous of becoming incorporated agreeable to the provision of the Act of the General Assembly for the Commonwealth of Pennsylvania, entitled "An Act to provide for the incorporation and regulation of certain corporations." approved the twenty-ninth day of April, A. D. 1874, and the supplements thereto, do hereby declare that the following are the purposes and conditions for and upon which they desire to be incorporated:

First: The name of the corporation shall be "THE AMERICAN IRIS SOCIETY."

Second: The purpose for which the corporation is formed is to promote the culture and improvement of the Iris.

Third: The place where the business of the corporation is to be transacted is Philadelphia, Pennsylvania.

Fourth: The corporation is to exist perpetually. The membership shall be composed of those who are now members of the unincorporated Society known as American Iris Society, and such other persons as may from time to time be elected to membership, in accordance with the By-Laws of the Society.

Fifth: the corporation shall have no capital stock. The names and residences of the subscribers are:

- | | |
|---------------------------------------|--|
| John C. Wister | Clarkson Ave, & Wister St.,
Germantown, Philadelphia. |
| Arthur H. Scott | Front and Market Sts., Chester, Pa. |
| Fairman R. Furness | Upper Bank Farm, Media, Pa. |
| James Boyd | Haverford, Pa. |
| Mary Wingate Lloyd | Haverford, Pa. |
| Harry Liebeck | 223 Park Ave., Swarthmore, Pa. |
| Mrs. J. Edgar Hires | 107 Linwood Ave., Ardmore, Pa. |
| A. E. Wohlert | Narberth, Pa. |
| Mrs. C. P. Franklin | 2025 Upland Way, Overbrook,
Phila., Pa. |
| Jane S. Harvey | 101 E. Washington St., Media. Pa. |
| William E. Walter | 403 N. Chester Rd., Swarthmore, Pa. |
| Mrs. Alexander Davidson | Mt. Pleasant Ave., Ambler, Pa. |
| Mrs. Wm. B. Mercer | Doylestown, Pa. |
| The Wm. H. Moon Co. | Morrisville, Pa. |
| R. M. Abbott | R. F. D. 2, Bristol, Pa. |
| Ryland W. Greene | Haverford, Pa. |
| Arthur A. Mitten | East Rex Ave., Roxborough,
Phila., Pa. |
| Edward I. Keffer | 5971 Drexel Rd., Philadelphia, Pa. |
| Henry A. Dreer, Inc. | 1306 Spring Garden St., Phila., Pa. |
| W. Atlee Burpee Co. | 485 N. Fifth St., Philadelphia, Pa. |
| Pennsylvania Horticultural
Society | 1600 Walnut St., Philadelphia, Pa. |

Sixth: The number of directors shall be twelve, elected to hold office until the first annual election of the Society, when twelve directors shall be elected under the provisions of the By-Laws of the Society. The names and residences of those who are chosen and their respective terms are:

		Term	Until	first	Election
E. B. Williamson	Bluffton, Indiana	"	"	"	"
R. S. Sturtevant	Wellesley Farms, Mass	"	"	"	"
Arthur H. Scott	Front & Market Sts. Chester, Pa.	"	"	"	"
James Boyd	Haverford, Pa.	"	"	"	"
Mrs. Walter Brewster	2704 Lake View, Chicago Ill.	"	"	"	"
Mrs. H. G. Lloyd	Haverford, Pa.	"	"	"	"
Mrs. C. S. McKinney	Madison, N. J.	"	"	"	"
Dr. Wylie Ayres	Cincinnati, Ohio	"	"	"	"
Mrs. Wheeler H. Peckham	Davenport Neck, New Rochelle,	"	"	"	"
John C. Wister	Clarkson Ave. & Wister St. Germantown, Phila., Pa.	"	"	"	"

Seventh: The corporation shall have no capital stock, but will be supported and maintained by contributions, fees, and dues, levied and collected in accordance with the provisions of its By-Laws. Admission to membership and the requirements thereof shall be as prescribed by the By-Laws, subject to the provisions of the Constitution and laws of the United States and the Commonwealth of Pennsylvania.

Eighth: The yearly income of the corporation from sources other than real estate shall not exceed the sum of Twenty Thousand Dollars (\$20,000.00).

WITNESS our hands and seals this Fifth day of October, in the year of our Lord one thousand nine hundred and twenty-six(1926).

JOHN C WISTER	(Seal)
ARTHUR H. SCOTT	(Seal)
FAIRMAN R. FURNESS	(Seal)
JAMES BOYD	(Seal)
MARY WINGATE LLOYD	(Seal)
HARRY LIEBECK	(Seal)
(MRS. J. EDGAR) THURA TRUAX HIRES	(Seal)
A. E. WOHLERT	(Seal)
MRS. C. P. FRANKLIN	(Seal)
JANE S. HARVEY	(Seal)
WILLIAM E. WALTER, Swarthmore	(Seal)
(MRS. ALEXANDER) RACHEL D. DAVIDSON	(Seal)
(MRS. WM. B.) MARTHA DANA MERCER	(Seal)
THE WM. H. MOON CO.	(Seal)
RICHARD M. ABBOTT	(Seal)
RYLAND W. GREENE	(Seal)
ARTHUR A. MITTEN	(Seal)

EDWARD I. KEFFER (Seal)
 HENRY A. DREER, INC.
 H. G. TULL, V.P. and Treas. (Seal)
 W. ATLEE BURPEE CO., D. Burpee, Pres. (Seal)
 PENNSYLVANIA HORTICULTURAL
 SOCIETY David Rust, Secy. (Seal)

STATE OF PENNSYLVANIA)
) SS
 COUNTY OF PHILADELPHIA)

On the Fifth day of October A. D. 1926, before me the subscriber, a Notary Public for the Commonwealth of Pennsylvania, residing in the City of Philadelphia, personally appeared MARY WINGATE LLOYD, TRUAX HIRES, and FAIRMAN ROGERS FURNESS, being three of the subscribers to the foregoing Certificate of Incorporation of THE AMERICAN IRIS SOCIETY, who, being duly sworn according to law, deposed and said that the facts in said Certificate of Incorporation are true to the best of their knowledge, information and belief.

Sworn to and subscribed before me the day and year aforesaid.)
 CALVIN B. WOOD) MARY WINGATE LLOYD
 Notary Public) THURA TRUAX HIRES
) FAIRMAN ROGERS FURNESS
 My Commission expires March 6, 1927

STATE OF PENNSYLVANIA)
) SS
 COUNTY OF PHILADELPHIA)

On the Fifth day of October A. D. 1926, before me the subscriber, a Notary Public in and for the Commonwealth of Pennsylvania, residing in the City of Philadelphia, personally appeared MARY WINGATE LLOYD, THURA TRUAX HIRES, and FAIRMAN ROGERS FURNESS, being three of the subscribers to the foregoing Certificate of Incorporation of The American Iris Society, and in due form of law acknowledged the same to be their and each of their act and do desire the same might be recorded as such.

Witness my hand and Notarial Seal, the day and year aforesaid.

CALVIN B. WOOD
Notary Public

My commission expires March 6, 1927.

DECREE

And NOW this Second day of February, A. D. 1927, the Certificate of Incorporation of The American Iris Society, a corporation of the first class, having been presented for approval to me, a Law Judge of the said County, accompanied by proof of publication of the said application required by law, I do hereby certify that I have perused and examined the said instrument and that I find the same to be in the proper form and within the purposes named within the first class of corporations specified in the Second Section of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act to provide for the incorporation and regulation of certain corporations," approved the twenty-ninth day of April, A. D. 1874, and the supplements thereto; and that the purpose of the proposed corporation appears to be lawful and not injurious to the community.

It is, therefore, on motion of Thomas B. Gibb, Esquire, attorney for the petitioners, ordered and decreed that the Charter of The American Iris Society be and the same is hereby approved, and that upon the recording of the said Charter and this decree the subscribers thereto and their assigns and successors shall be a corporation for the purpose, upon the terms and under the name therein stated.

(Signed) JOSEPH H. TAULANE
Judge.

Recorded in the Office for Recording of Deeds in and for the County of Philadelphia in Charter Book No. 94, page 580.

Witness my hand and seal of office this Third Day of February,
A.D. 1927.

JAMES M. HAZLETT
Recorder of Deeds
By OSCAR E. ROTHER, Deputy Recorder.

OFFICE OF THE SECRETARY OF THE COMMONWEALTH
OF PENNSYLVANIA

Harrisburg, December 27, 1926

Pennsylvania, SS.:

I DO HEREBY CERTIFY that the name, title or designation,
"THE AMERICAN IRIS SOCIETY,"
was this day filed and recorded in this office as the title to a
proposed corporation of the first class in accordance with the
provisions of the act entitled "An Act to provide for the registration
and protection of names, titles or designations of Associations,
Societies, Orders, Foundations, Federations, Organizations and
Corporations of the first class," approved May 16, 1923, and that
a search of the records of this office failed to disclose any con-
flict between the aforesaid title and any other name, title or
designation heretofore registered under the provisions of the said
act.

IN TESTIMONY WHEREOF, I have hereunto set
my hand and caused the seal of the Secretary's
Office to be advised the day and year above
written.

(Signed) GEO. D. THORN
Deputy Secretary of the Commonwealth

BY-LAWS

ARTICLE I

The name of the Society shall be THE AMERICAN IRIS SOCIETY

ARTICLE II

The object of this Society shall be to promote the culture and
improvement of the Iris. The methods of attaining this object may
include (a) the owning and/or renting buildings, land, test and
exhibition gardens, libraries, photographs, lantern slides, and other
property, and/or the support of same: (b) collection, compilation

and publication of data concerning the history, classification, breeding, cultivation, and exhibition of Irises; (c) encouragement of Iris cultivation and breeding by holding exhibitions and by formal visits to gardens; (d) the promotion and support of scientific research.

ARTICLE III.

Section 1. The membership of this Society shall be divided into the following classes: (1) Honorary; (2) Life; (3) Research; (4) Sustaining; (5) Active.

Section 2. Any individual or organization is eligible to membership, subject in each instance to the approval of the Board of Directors.

Active members shall have all the usual privileges of membership, and shall pay dues of \$3.00 per calendar year, or of \$8.50 for three years in advance.

Sustaining Members shall have all the usual privilege of membership, and shall pay dues of \$10.00 or more per calendar year.

Research Fund Members shall have all the usual privileges of membership, and shall pay dues of \$25.00 or more per calendar year; the dues paid by Research Fund Members shall be kept in a special fund to be used for research and scientific purposes.

Life Membership shall confer all the usual privileges of membership, and shall be open to individuals (no corporations or other associations) upon payment of the sum of \$50.00. All the moneys received for life memberships shall be invested by the Board of Directors, and the income therefrom only shall be used by the Society during the life of the member making the payment; thereafter the said sums of \$50.00 may be applied for permanent purposes.

Honorary Membership may be conferred by the Society upon recommendation or nomination of the Board of Directors upon persons who have rendered distinguished services to the knowledge and development of the Iris. Honorary members shall not be required to pay dues, and they shall not hold office or vote.

Section 3. Dues shall be payable January 1st, for the following calendar year.

The names of members whose dues remain unpaid for three months shall, after due notice has been given, be removed from the mailing list of the bulletins and other publications of the Society until the arrearage has been paid; and further, such persons shall be liable to be dropped from the rolls of the Society without notice by the Board of Directors.

ARTICLE IV.

Section 1. The meetings of the Society shall be (a) Administrative and (b) Non-administrative.

Section 2. The annual administrative meeting of the Society for the transaction of general business shall be held each year at a time and place to be fixed by the Board of Directors, and a notice of the place and approximate date of such meeting shall be mailed to each member at least sixty days in advance; and adequate notice of the exact time shall be mailed.

Special meetings for administrative purposes shall be called by the President upon written request of five members of the Society; such written request shall contain a memorandum of the purpose or purposes of such meeting. A written notice of such meeting shall be given by the Secretary at least thirty days in advance, stating time, place, and purpose, and no business shall be transacted at such meeting other than mentioned in the notice.

Section 3. All appropriations of money voted by the members of the Society at either annual or special meetings shall be subject to the veto in whole or in part of the Board of Directors.

Section 4. Ten active members shall constitute a quorum at any annual or special meeting.

Section 5. Non-administrative meetings shall be of two classes; (a) national and (b) local. National non-administrative meetings may be called from time to time for any purpose looking toward the object of the formation of this Society, namely to promote the culture and improvement of the Iris. Notice of such meetings shall be given in writing to the members of the Society.

Local meetings may be held from time to time and shall be called by the regional Vice President in whose Region the meeting is to be held.

Section 6. All meetings shall be called and conducted in conformity with the rules prescribed by the Board of Directors of the Society.

ARTICLE V.

Section 1. The Board of Directors shall consist of twelve active members of the Society elected as follows: At the first election after the organization of this Society under these By-Laws four members shall be elected for one year, four for two years, and four for three years; at each subsequent election four shall be elected for three years. Directors shall hold office until their successors are duly elected and qualified.

Section 2. Elections shall be by mailed ballot. Nominations for Directors shall be made by the Board of Directors and sent to all members on or before September 15th of each year; any five members may thereafter, on or before October 15th, make additional nominations which shall be addressed to the Secretary, and shall be included in the ballot. This ballot shall be mailed to all members on or before November 1st of each year and must be returned by the members to the Secretary or Election Committee (if one is appointed) on or before December 1st. The result of the election shall forthwith be reported to the President and shall be published in the next printed Bulletin or other publication of the Society.

Section 3. The Board of Directors shall have complete and comprehensive power and authority to conduct the affairs of the Society, it being the intent of these By-Laws to confer upon the Board full discretion and power in any and all situations that may arise. In case of vacancy on the Board the President shall have the power, subject to the approval of the Board, to appoint a director or directors for the balance of the term.

Section 4. The Board of Directors shall have authority to create, appoint and discontinue standing committees and to delegate to such committees such powers and functions as may seem proper to the Board; and shall further have authority to appoint assistants to the officers, and to define the authority and powers given to such assistants.

Section 5. The Board of Directors from time to time may designate and constitute certain geographical sections of the United States as official Regions, and the Board of Directors shall appoint a Regional Vice President to preside over each of such official Regions. Likewise, the Board of Directors may from time to time vacate and rescind the designation of such official Regions whereupon the appointment of such Regional Vice Presidents shall likewise be vacated. Regional Vice Presidents shall be appointed annually by the Board of Directors, who will consider nominations made by the members of the Society from within the Region, provided such requests are presented on or before December 1st of the preceding year.

The By-Laws and all activities of such Regions shall be subject to the approval of the Board of Directors.

Section 6. The Board of Directors shall have authority to adopt by-laws for its own government and from time to time amend such by-laws.

Section 7. Each year the Board of Directors shall elect from its own members: (1) President; (2) One or more vice presidents (as determined by Board of Directors); (3) Secretary, (4) Treasurer.

These officers shall be elected at the first meeting held each year; officers so elected shall hold office until the end of the calendar year, and/or until their successors are duly elected and

qualified. One individual may be elected to the office of Secretary and Treasurer.

Section 8. The PRESIDENT shall preside at all meetings of the Society and of the Board of Directors, and shall have general superintendence of the affairs of the Society.

Section 9. The VICE PRESIDENT shall perform the duties of the president in case of his absence.

Section 10. The SECRETARY shall keep the records of the proceedings of the Society and of the Board of Directors and carry on the correspondence. He shall mail notices of meetings and he shall have charge and custody of the Society's books and papers except those relating to the Society's financial affairs. He shall draw orders for the payment of money upon the Treasury, which orders shall be countersigned by the President and/or Vice President. The Secretary shall make an annual report to the Board of Directors.

Section 11. The TREASURER shall receive and keep account of all the moneys and securities of the Society, keeping moneys in special account in Society's name. He shall pay out moneys under direction of the Board of Directors upon written order of the Secretary, countersigned by the President or Vice President.

He shall make to the Board of Directors and to the Society an annual report of all receipts and disbursements, shall exhibit the orders for such disbursements, and shall give a synopsis thereof to the Society at its annual meeting. He shall give bond at the expense of the Society in such amount and in such form and with such surety as may be, from time to time, required by the Board of Directors. Whenever required he shall submit his books and orders to auditors appointed by the Board of Directors. If the offices of Secretary and Treasurer are held by the same individual, the/a Vice President shall countersign the orders with the President.

Section 12. An EDITOR, who shall have charge of editing the bulletins and other publications, subject in all matters to the approval of the Board of Directors, shall be appointed from time to time by the Board of Directors, who shall be the sole judge of his qualifications.

Section 13. The Board of Directors may submit questions (including amendments of these By-Laws) of any and all kind by mail to the members of the Society, with the request that the members vote by mail upon said questions; these mailed polls will have the same effect as if the questions were voted upon at annual or special meetings of the Society.

ARTICLE VI.

Section 1. These By-Laws may be amended (1) by majority vote of all the members of the Board of Directors at any meeting of the Board, provided notice of proposed amendment shall have been submitted in writing to the members of the Board thirty days before the meeting;

(2) at any annual or special meeting of the members of the Society provided notice of such proposed amendment shall have been submitted in writing to the members thirty days before the meeting, and further provided that the meeting is attended by at least 20 percent of the active members of the Society.

Section 2. Roberts' Rules of Order, Revised, shall be used in all meetings of the Society to cover questions not provided for in these By-Laws.

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I present here the following unrelated regulations which passed the Board between 1920 and 1924, and seem to have been disregarded or unheeded:

Regional Vice Presidents authorized to spend up to \$25 on shows. (March 18, 1920.)

Regional Vice Presidents authorized to hold local meetings. Recommendations there made must be acted on at the next annual meeting of the Society. (March 21, 1924).

Libraries to be allowed 10% discount on back bulletins. Advertisers by the year to be allowed 10% discount from single bulletin rates. (March 21, 1924)

The report of the President, retiring after 15 years service, emphasized strongly that this is a national Society, and that it must be kept so and not allowed to become sectional. Mention was made of the many accomplishments of the Society during the past fifteen years, and also of its various failures. Tributes were paid to various people who had made the work possible, and although our financial position was unusually sound, that work such as ours deserved an endowment and a paid staff.