

BYLAWS
OF
GREATER NEW ORLEANS IRIS SOCIETY, INC.

Article I

Name

The name of the corporation is Greater New Orleans Iris Society, Inc. (the “Corporation”).

Article II

Purposes of the Corporation

The Corporation has been organized to operate exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including, but not limited to, exchanging information concerning the culture and breeding of Louisiana irises, making the public more aware of Louisiana irises and their culture through publicity, shows, exhibits, tours and public plantings, providing the public with access to a greater variety of irises to grow in their gardens, and working to preserve the native forms of the Louisiana iris species and their place in the environment, including projects to restore Louisiana iris species in areas where they have been lost.

Article III

Offices and Registered Agent

Section 1. Offices. The principal office of the Corporation and such other offices as it may establish shall be located at such place(s) within southeastern Louisiana, as may be designated by the Board of Directors.

Section 2. Agent. The Corporation shall maintain continuously within southeastern Louisiana a registered agent, which agent shall be designated by the Board of Directors or the President.

Section 3. Changes. Any change in the name or address of the registered agent of the Corporation shall be accomplished in compliance with the Louisiana Nonprofit Corporation Law, Title 12 § 201, et. seq. (the “Non-Profit Law”), and as provided in these Bylaws.

Article IV

Membership Meetings

Section 1. Membership Meetings. Membership Meetings shall be as follows:

A. There shall be at least two, but preferably four Membership Meetings per year. The dates of the Membership Meetings shall be set by the Board of Directors. Additional Membership Meetings may be held upon the call of the President or the Board of Directors.

B. A quorum at a Membership Meeting shall consist of a minimum of 20 percent of the Members in Good Standing.

C. An Annual Membership Meeting shall be held in the first quarter of each year on a date following the Annual Board of Directors Meeting, at which time Officers and Board Members whose term has expired or become vacant shall be elected by a majority of those Members in Good Standing in attendance.

D. An Annual Board of Directors Meeting shall be called by the President to be held in the first quarter of each year. Additional meetings may be called by the President or by three Directors of the Board of Directors.

Article V

Membership and Dues

Section 1. Membership. Any natural person may join the Greater New Orleans Iris Society and will be deemed a Member in Good Standing and entitled to the privileges permitted in these By Laws upon the conditions set forth below:

A. The natural person is interested in Louisiana irises.

B. The payment of dues, which shall be \$10 per year or \$25 for three years (Dues).

C. All members of the Greater New Orleans Iris Society shall be urged to join the Society for Louisiana Irises.

Section 2. Dues.

A. Any changes to Dues can only be initiated by the Board of Directors. If a change is initiated and recommended by the Board of Directors, it must then be voted on by the Members in Good Standing at an Annual Membership Meeting as provided in Article IV above.

B. Dues shall be annual and payable on a yearly basis with the term running from January 1 of each year. Dues can also be for a period of three years with the term running from January 1 of each year.

C. Except as provided in this Paragraph, if necessary, the Board of Directors should establish a pro rata schedule of dues to be paid when a member joins during the course of the year. In the event that a prospective member pays Dues in the last quarter of a calendar year, the Dues shall be deemed to cover the entire annual Dues for the following calendar year and they will be deemed a Member in Good Standing accordingly.

D. Any member who has not paid Dues when due following the end of the calendar year and prior to the Annual Membership Meeting shall no longer be a Member in Good Standing, shall be ineligible to vote at the Annual Membership Meeting and shall be dropped from the roster.

Article VI

Board of Directors

Section 1. General Powers and Duties. The affairs and property of the Corporation shall be managed, controlled and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the Non-Profit Law which are necessary or convenient to carry out the purposes of the Corporation.

Section 2. Nominations and Elections

A. Initially, the Officers and Directors of the Corporation shall be appointed by the Incorporators of the Corporation. Thereafter, the Officers and Directors of the Corporation shall be appointed in the manner set forth in these By-Laws.

B. A Nominating Committee for Officers and Directors shall be appointed by the President at least one month before the Annual Membership Meeting in which Officers and Directors are due to be elected.

C. The Nominating Committee for Officers and Directors shall recommend to the Board of Directors a slate of Officers and Board of Directors members scheduled to be elected, having previously obtained their consent to serve. Upon approval by the Board of Directors, the slate will be submitted to the Membership. Nominations may also be made by a Member in Good Standing when duly recognized during the course of the Annual Membership Meeting and the nominee must consent to serve.

Section 3. Composition of the Board of Directors.

A. The number of Directors constituting the Board of Directors shall be fixed by resolution of the Board of Directors, but shall not be less than three (3) nor more than fourteen (14). Members of the Board of Directors shall include the elected officers; the immediate past President, who shall serve as a consequence of being the immediate past President; and as many as six elected members serving staggered two year terms, with two new members elected each year.

B. The Founding Directors' name and address, including street number and zip code, of each of the individuals who are to constitute the initial Board of Directors and shall serve until a vote of the Membership on the slate of Officers and Directors at the Annual Membership Meeting in the spring of 2017, are set forth in the listing below:

Name:

Address:

Eileen Hollander (as President)

5436 S Claiborne Ave.

New Orleans, LA

70125

Joe Musacchia (as Vice-President)

509 Linda Ann Ave.

Gray, LA

70359

Lorrie Brown (as Secretary)

6509 Schouest St.

Metairie, LA

70003

Calvin A. Lopes (as Treasurer)

7490 Mayo Blvd.

New Orleans, LA

	70126
Tyrone Foreman	7607 Hampson St. New Orleans 70118
Benny Trahan	52 Oak Tree Dr. Slidell, LA 70458
Roland Guidry	524 Susan Dr. Hammond, Louisiana 70403
Gary Salathe	330 St. Calais Place Madisonville, LA 70447
Patrick O'Connor	4628 Newlands St. Metairie, LA 70006
Paul Pastorek	8913 Darby Lane River Ridge, Louisiana 70123

C. The terms of the Directors shall be staggered. Upon the election at the Annual Membership Meeting in the spring of 2017, three of the Directors shall serve for one year, two Directors shall serve for two years and two Directors shall serve for three years. Upon the expiration of the Directors term, the succeeding Director shall serve a term of three years. Directors may hold unlimited consecutive terms.

D. The term of a Director shall also expire by his or her death, resignation or removal in accordance with these Bylaws. Any successor Director shall serve for the remainder of the unexpired term.

E. Any vacancy in the Board of Directors, including a vacancy caused by an increase in the number of Directors comprising the Board of Directors, occurring prior to the Annual Membership Meeting, shall be filled by the President, subject to ratification by the Board of Directors at the next Board of Directors meeting by a majority vote of the remaining Directors in office, even though less than a quorum, or in the discretion of the Board of Directors, by the majority of the Members in Good Standing of the Greater New Orleans Iris Society as provided in Article IV above. The expiration of a Director's stated term of office shall be treated as a vacancy to be filled in accordance with this section.

F. A Director may resign at any time by giving notice thereof in writing to the Secretary of the Corporation.

G. A Director may be removed, with or without cause, by a three-quarters vote of the other Directors in office. Removal can be due to excessive unexcused absences, in the discretion of the Board.

H. The President shall serve as Chair of the Board of Directors and the Vice-President shall serve as Vice-Chair of the Board of Directors. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors at which he or she is present, and shall perform such other duties as may be required of him or her by the Board of Directors. The Vice-Chair of the Board of Directors shall preside, in the absence of the Chair of the Board of Directors, at meetings of the Board of Directors and shall perform such other duties as may be required of him or her by the Board of Directors. In the absence of the Chair, and if a Vice-Chair has not been elected, another Director as designated by the Chair or as selected by the Board of Directors shall preside at meetings of the Board of Directors.

Section 4. Meetings of the Board of Directors.

A. Number. Regular meetings of the Board of Directors shall be held at least once each year during the first quarter of the year. Special meetings shall be called at the discretion of the President or the Board of Directors, at either the request of one-third of the Directors in office or at the request of the President. The first regular meeting of the Board of Directors in each fiscal year shall constitute its annual meeting.

B. Time and place. The time and place of all meetings of the Board of Directors shall be designated by the Chair of the Board of Directors. The meetings may be held within or without of Louisiana.

C. Notice. At least seven days' notice shall be given to each Director of a regular meeting of the Board of Directors. A special meeting of the Board of Directors may be held upon notice of at least two days. Notice of a meeting of the Board of Directors shall specify the date, time and place of the meeting, but, except as provided in Article XI of these Bylaws, need not specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally to each Director, mailed to his or her business address as it appears on the records of the Corporation, sent by facsimile to his or her facsimile number as it appears on the records of the Corporation, or sent to his or her email address as it appears on the records of the Corporation. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given by facsimile or email, it shall be deemed delivered upon receipt of confirmation that the transmittal has been successful. Notwithstanding the foregoing, a Director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

D. Quorum. A majority of the members presently serving in the position of a Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

E. Voting. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

F. Voting without a meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter

agreed upon is sent to all the Directors in office and all the Directors in office consent to such action in writing, setting forth the action taken. Such consent in writing shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation.

G. Meetings by Remote Communication. Any or all Directors may participate in a meeting of the Board of Directors, or a committee of the Board of Directors, by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Article VII

Committees

Section 1. Executive Committee. By a majority vote of the Directors in office, the Board of Directors may designate an Executive Committee consisting of at least three Directors, one of whom shall be the Chair of the Board of Directors, who shall also be Chair of the Executive Committee. The Board of Directors may designate one or more of the Directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Committee upon the request of the Chair of the Board of Directors. Except as otherwise required by law or these Bylaws, the Executive Committee shall have such authority as the Board of Directors shall grant to it for the management of the Corporation, including the power to authorize the seal of the Corporation to be affixed to all papers that may require it. The Executive Committee shall supervise and review all matters pertaining to ethics and assurances of avoidance of conflicts of interest. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors when required. Vacancies in the Executive Committee shall be filled by the Board of Directors at a regular or special meeting.

Section 2. Finance Committee. The Treasurer shall serve as Chair of the Finance Committee whose members, at least one, will be nominated by the President and approved by the Board of Directors. Duties of the Finance Committee shall be to manage financial affairs of the Corporation and prepare an annual budget for presentation to the Board of Directors at the Corporation's Annual Board of Directors Meeting.

Section 3. Standing Committees. The Board of Directors may create standing committees ("Standing Committees") comprised of Members in Good Standing who may not be a Director, which committee(s) will facilitate the operation of the Corporation. These will not be committees of the Board of Directors. The President shall appoint a Chair for each Standing Committee. In consultation with each Chair, two or more members shall also be appointed by the President to serve on each Standing Committee. All of the actions of the Standing Committees must be approved by the President in advance of taking an action. The following committees are Standing Committees.

A. Hospitality Committee. This committee will be responsible for welcoming members and guests to all regular and special meetings of the Society and is responsible for arranging for refreshments at regular Membership Meetings. A budget for refreshments and supplies will be submitted to the President for Board of Directors approval.

B. Education, Tours and Exhibits Committee. This committee will be responsible for planning and publicizing garden tours, staging exhibits and developing other educational

activities and materials. A budget shall be submitted to the President for Board of Directors approval.

C. Plant Sales and Auctions Committee. This committee will be responsible for organizing and publicizing plant swaps, sales and auctions. A budget shall be submitted to the President for Board of Directors approval.

D. Program Committee. This committee will be responsible for organizing at least four programs per year for the Membership Meetings.

E. Newsletter Committee. This committee shall consist of a Chair who shall be Editor of the Greater New Orleans Iris Society newsletter, *Bayou and Marsh*, and who shall appoint a minimum of two additional members. The committee shall be responsible for producing at least four issues per year and for mailing them to the membership. A budget shall be submitted to the President for Board of Directors approval.

Section 4. The Board of Directors may create other committee(s) consisting of Directors or other persons, which committee(s) shall have such authority as the Board of Directors may by law direct.

Section 5. Meetings of Committees. The following shall apply to Board of Director committee meetings unless otherwise provided in a committee charter, as approved by the Board of Directors.

A. One-third of the number of Directors in a Board committee, or two Directors, whichever is greater, shall constitute a quorum for the transaction of business at any meeting of such committee.

B. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before a committee shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

C. Any action required or permitted to be taken at any meeting of a committee may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors of the committee and all the Directors of the committee consent to such action in writing, setting forth the action taken. Such consent in writing shall have the same force and effect as a vote of the committee at a meeting and may be described as such in any document executed by the Corporation.

D. Any or all Directors may participate in a meeting of a committee by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Article VIII

Officers

Section 1. The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other Officers as may from time to time be deemed advisable by the Board of Directors. Officers shall be chosen by a majority vote of the Members in Good Standing. Any two or more offices may be held by the same individual, except for the offices of President and Treasurer.

Section 2. All of the Officers of the Corporation shall hold their offices for such terms, not in excess of two years, as shall be determined from time to time by the Board of Directors,

and shall exercise such powers, perform such other duties and receive such compensation as shall be determined from time to time by the Board of Directors. Officers may hold unlimited consecutive terms.

Section 3. The Officers of the Corporation shall hold office until their successors are chosen and qualified. Any Officer of the Corporation may be removed, with or without cause, at any time by a majority of the Directors in office. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section 4. The President, Secretary, Treasurer and such other Officers as may be authorized by the Board of Directors may enter into and execute on behalf of the Corporation contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these Bylaws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Corporation.

Section 5. The duties and powers of the Officers of the Corporation shall be as provided in these Bylaws or as provided pursuant to these Bylaws, or (except to the extent they are inconsistent with these Bylaws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.

Section 6. The President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with any policies and directives approved by the Board of Directors. The President shall have the power to change the registered agent and registered office of the Corporation; however, upon doing so, the President must inform the Board of Directors in writing within a reasonable time. The President is a member and Chair of the Board of Directors. The President shall preside at all Membership Meetings of the Society and the Board of Directors. The President shall appoint all Standing Committee Chairs and shall also act as spokesperson for the Society. The President may create and name the members of special or ad hoc committees as the need arises.

Section 7. Vice-President. The Vice-President shall preside at any Membership Meetings in the absence of the President and shall automatically become President in case of inability of the President to complete an elected term.

Section 8. Secretary. The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors, and such other actions of the Corporation as the Board of Directors shall direct. He or she shall give or cause to be given all notices in accordance with these Bylaws or as required by law and, in general, perform all duties customary to the office of secretary. The Secretary shall have custody of the corporate seal of the Corporation, and he or she, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it. When so affixed, it may be attested by his or her signature or by the signature of such Assistant Secretary. The Board of Directors may give authority to any Officer to affix the seal of the Corporation and to attest the affixing by his or her signature. The Secretary is a member of the Board of Directors. The Secretary shall take minutes of all Membership Meetings of the Society and the Board and report those minutes as called for by the President. The Secretary shall act as correspondent for the Society as directed by the President. The Secretary shall prepare and mail member meeting notices and other information and shall be custodian of all meeting records and correspondence.

Section 9. The Treasurer.

A. The Treasurer shall perform all duties customary to that office, shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books of the Corporation. He or she shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board of Directors. The Treasurer is a member of the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors or its delegate, taking proper vouchers for such disbursements, and shall render an account of all his or her transactions as Treasurer and of the financial condition of the Corporation to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires. The Treasurer shall report at the Annual Membership Meetings, Board meetings and upon the request of the president or the Board.

Article IX

Indemnification

Section 1. The Corporation does hereby indemnify to the maximum extent legally permissible, and subject to the other provisions of this Article IX, each Director and Officer and former Director and Officer of the Corporation, and each Director and Officer who served at the Corporation's request as a director, officer, partner, or trustee, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other entity, against expenses (including attorneys' fees) and any liability to any person (i.e., any obligation to any person to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan) incurred by him or her in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative) in which he or she may be involved as a party or otherwise by reason of his or her being or having been such Director, Officer, director, officer, partner, trustee, employee or agent.

Section 2. The Corporation shall not indemnify a Director or former Director unless he or she (i) acted in good faith, (ii) reasonably believed (A) in the case of conduct in an official capacity, that his or her conduct was in the best interests of the Corporation, and (B) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation, and (iii) in the case of any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

Section 3. Unless ordered by a court, the Corporation shall not indemnify a Director or former Director (i) in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceeding if the Director or former Director has met the requirements of Section 2 of this Article IX, or (ii) in connection with any proceeding with respect to conduct for which the Director or former Director was adjudged liable on the basis of having received a financial benefit to which he or she was not entitled, whether or not involving action in an official capacity.

Section 4. The Corporation shall not indemnify an Officer or former Officer who is not or was not also a Director, or who is a party to the proceedings because of an act or omission solely as an Officer, with respect to (i) liability in connection with a proceeding by or in the right of the Corporation, other than for reasonable expenses incurred in connection with the proceeding, or (ii) liability arising out of conduct that constitutes either (A) receipt by such

Officer or former Officer of a financial benefit to which he or she is not entitled, (B) an intentional infliction of harm against the Corporation or (C) an intentional violation of criminal laws.

Section 5. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights which such Director, former Director, Officer or former Officer may have under any agreement, vote of the Board of Directors or otherwise.

Section 6. No indemnification shall be made under this Article IX if such indemnification would result in any liability for tax under chapter 42 of the Internal Revenue Code of 1986, as amended.

Article X

Miscellaneous Provisions

Section 1. Seal. The Board of Directors may adopt a seal of the Corporation that shall be circular in form and shall have inscribed thereon the words, “Greater New Orleans Iris Society,” “Louisiana” and “Corporate Seal.”

Section 2. Checks. All checks, drafts or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Article XI

Amendments

Section 1. Amendment of Bylaws. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any meeting of the Board of Directors, by a majority vote of the Directors in office, if at least ten days’ written notice is given of the intention to take such action at such meeting. After the adoption of any changes to the By-Laws by the Board of Directors, the changes must be ratified by the Members in Good Standing at the next Annual Membership Meeting.

Section 2. Amendment of Articles of Incorporation. The Articles of Incorporation may be altered or amended, or new Articles of Incorporation may be adopted, at any meeting of the Board of Directors, by a majority vote of the Directors in office, if at least ten days’ written notice is given of the intention to take such action at such meeting.

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