

Bylaws of INTERNATIONAL CLEMATIS SOCIETY

Revised and agreed at the Special Business Meeting by Zoom on 28th May 2025.

Title

1. The name of this Society is INTERNATIONAL CLEMATIS SOCIETY to be abbreviated to ICIS.

Mission

2. The mission of the Society is to stimulate international cooperation and understanding of the cultivation of the genus *Clematis* for the education or benefit of our members and the world-wide gardening community.

Goals

3. The Society shares knowledge by:
 - (a) Creating educational publications (for example an annual Journal, a website) that may include anecdotal stories and reports of the past and future events of the Society and maintaining the Clematis on the Web website.
 - (b) Publicizing scientific and historical research.
 - (c) Holding international conferences and meetings and other clematis related events and offering Membership to all clematis enthusiasts.

Headquarters

4. The headquarters of the ICIS shall be located in the greater Portland Oregon area. Change of the headquarters may be determined by the Council and affirmed by a vote of the Membership at a General Business Meeting or Special Business Meeting.

Membership

5. The Society shall consist of dues paying members. Each Member shall pay an annual dues, the amount of which to be determined by the Council and submitted to a General Business Meeting or Special Business Meeting for approval. No Membership shall be considered in good standing until the dues for the current year have been received by the Treasurer or Secretary. Dues shall be payable on 1st January of each year.
6. A Membership shall consist of one person at the address specified for that Member. Each person shall be known as a Member. This category of Membership is known as Ordinary Membership. Each Ordinary Member is eligible to cast one vote, or designate one vote by proxy, at any General Business Meeting or Special Business Meeting.
7. Other Membership Levels
 - (a) There shall be a Member Plus category for households with two persons at one address who both wish to qualify as voting members, by the payment of a heavily discounted from the two

Ordinary Membership dues level to be determined by the Council, as advised by the Treasurer. The second member in a household will have the same rights and privileges as an Ordinary Member. It is the intention of the Society to encourage dual membership within one household by offering the second membership at a substantially lower cost than for two Ordinary Memberships.

- (b) Nursery and Organization Membership (also referred to as Commercial Membership) shall be available to plant nurseries and other commercial (for profit) organizations and shall include additional benefits and shall require different annual dues from an Ordinary Membership. The additional benefits and the annual dues shall be determined by the Council. Nursery and Organisation Membership shall also assume the Rights and Privileges of two Ordinary Memberships as detailed in Clause 8. Up to two people shall be designated as representatives for those memberships by the nursery or organisation and shall be deemed as voting members and shall assume the Rights and Privileges of Ordinary Members as specified in Clause 9. The address of record for both representatives shall be that of the Nursery or Organization.
- (c) Affiliated Membership shall be available to Clematis or Horticultural Societies or Botanic Gardens with the approval of the Council and shall require the same annual dues as Member Plus Membership and shall assume the Rights and Privileges of Ordinary Membership as detailed in Clause 8(a). Up to two people may be nominated by the Affiliated Society or Garden as representatives and shall be deemed as Ordinary Members and shall assume the Rights and Privileges of Members as specified in Clause 9. The address of record for both representatives shall be that of the Affiliated Society or Botanic Garden.
- (d) Fellows of the Society (or Honorary Fellows) shall be named by vote of the Membership at a General Business Meeting or Special Business Meeting after nomination by the Council. A Fellow of the Society shall be any person who has rendered distinguished service to the study and cultivation of the genus *Clematis* or rendered notable service to the Society. Each Fellow of the Society is entitled to the rights and privileges of Ordinary Membership without payment of the annual dues.

Rights and Privileges

- 8. Each Ordinary Membership of the Society shall be entitled to the following Rights subject to the conditions in force at the time:
 - (a) To receive a single copy of digital newsletters and the annual journal of the Society. Members may receive a printed copy of any of the digital e-newsletters and other digital publications of the Society by special request to the Secretary.
 - (b) To have a single vote at all General Business or Special Business Meetings of the Society.
 - (c) After proper notice to raise matters for discussion at the General Business Meetings of the Society.
 - (d) To nominate propose or second Members of the Society to the posts of Officers or Council Members for election at General Business Meetings.
- 9. Each Ordinary Member of the Society shall be entitled to the following Privileges subject to the conditions in force at the time:
 - (a) To attend meetings arranged by the Society.
 - (b) To be nominated for election to the post of Officer or Council Member.

- (c) Representatives for Nursery and Organization Memberships and Affiliated Memberships may attend meetings and serve as an Officer or Council Member as long as they are the designated representative for the Nursery, Organization, Society, or Garden.
- (d) Both memberships in a household at the Member Plus rate may attend meetings and serve on the Council or hold office.

Management and Administration

10. The management and administration of the affairs of the Society shall be vested in a Council consisting of the following Officers and elected and non-elected Members of the Council who all have full voting rights.

Officers:

- (a) President
- (b) Two Vice-President positions
- (c) Secretary
- (d) Treasurer
- (e) Editor

Council members:

- (f) Immediate Past President
- (g) Up to two Members who may be appointed by the Council to fill vacancies until the next General Business Meeting
- (h) Not more than fifteen Elected Members
- (i) The International Clematis Registrar

Any vacancy on the Council occurring during the period may be filled by the Council and such appointment shall hold good until the next election opportunity. Such Council Members shall be considered appointed Council Members.

The President shall take the chair at all meetings of the Society and of the Council and the longest serving Vice-President shall preside in the absence of the President.

In the absence of the President or Vice-Presidents the Council Members present at the Meeting shall elect a temporary Chair.

In the case of an equality of votes whosoever is the presiding Chair will have a deciding vote in addition to any other vote the Chair may have.

Council Meetings

- 11. Council Meetings shall be convened as often as the Council may decide or whenever the President may think necessary or following a request made by a Council member in writing sent to the Secretary and signed by not less than a two-third majority of Council. This majority of the Council shall state the purpose for which such meeting is desired.
- 12. Not less than thirty days' notice of meetings together with particulars of the business to be transacted shall be sent in writing by the Secretary to each Member of the Council.

13. At least six Council Members or Officers including at least one Council Member and one Officer are needed to take any decision on Council matters.

Appointment of Committees

14. The Council may at any time and from time to time constitute from amongst its members, standing or temporary committees for carrying out specific work or duties connected with the Society. The Council and the Committees may also appoint any Member of the Society whether a Member of the Council or not whom they may consider specially qualified to assist such Committees.

Application of Income and Funds

15. Annual dues and other income will be used for the benefit of Members or in support of the goals of the Society set out in Clause 3.
16. To ensure that the Society maintains a reasonable working surplus, dues and other income will be kept under regular review.
17. The Primary Membership Currency of the Society will be US Dollars. Where payment is offered in currencies other than the Primary Membership Currency, the Treasurer will advise the Council to set membership rates before the start of the next financial year. The Council, with advice from the Treasurer, reserves the right to change the non-Primary Membership Currency subscription fees at any time if the current exchange rates adversely impact the Society.
18. No Member of the Society shall gain remuneration for work that they carry out for the benefit of the Society, but they are entitled to claim legitimate expenses associated with this work as preapproved by the Council.

Type of Organization

19. For Tax purposes the Society is defined as a Not-for-profit Organization operating for the Public Good.

Banking

20. The Treasurer and/or designee shall be responsible for the payment into and out of the bank account(s) of the Society of monies received on behalf of the Society. The Treasurer shall present annually at the General Business Meeting a Statement of Accounts, or this may be printed in the annual Journal. Where necessary, the Council may appoint a bookkeeper to manage the transfer of overseas funds.

Financial Provisions

21. The bankers of the Society shall be such bankers as the Council may from time to time appoint. The bank account(s) shall be in the name of "International Clematis Society" or as agreed by the Treasurer or the President or a Vice President or the Secretary. All banking transactions shall be conducted by the Treasurer or one of the following: President, Vice-Presidents, Secretary, a member

specified by the Council. Copies of any financial transactions for records and auditing purposes must be made available to the Treasurer. The fiscal year shall start on 1st January.

The Election of Officers

22. The President, Vice-Presidents and Officers shall be elected by the General Business Meeting. Where the number of nominees exceeds the vacancies there shall be a secret ballot. When voting is by ballot votes may be given personally or by proxy deliverable to the Secretary.
- (a) Nominations by Members of the Society shall be made in writing to the Secretary before the General Business Meeting. The Secretary will then determine if that nominated member is willing to serve. The President and Vice-Presidents shall take office immediately after the end of the General Business Meeting in which they have been elected.
 - (b) The President may hold office for two periods consecutively.
 - (c) Each Vice-President may hold office for a maximum of two consecutive periods but must be re-elected for the second consecutive period. It is the intention of the Society to avoid electing two new Vice Presidents at the same time.
 - (d) The offices of the Secretary, Treasurer, and Editor shall have no set limitation of term, but shall hold office subject to re-election at each General Business Meeting.
 - (e) A period shall not exceed three years.

Method of Election of Members of the Council

23. The Elected Members of the Council shall be elected by the Members of the Society at a General Business Meeting. The nominations must be sent to the Secretary not later than twenty days before the General Business Meeting. Members of the Council shall retire after three periods and shall be eligible for re-election after a break of at least one year. If the Council Member is moving to an elected Officer role, there need not be a one-year break.

General Business Meeting (GBM)

24. The General Business Meeting of the Society, of which not less than thirty days' notice in writing or digitally transmitted with particulars of the business to be transacted thereat shall be sent by the Secretary to each Membership of the Society at the last recorded mailing or email address, shall be held each period at a date and a place to be decided by the Council, including online meeting platforms.

Special Business Meetings

25. A Special Business Meeting of the Society shall be convened by direction of the Council or in compliance with a request in writing signed by not fewer than fifty Members of the Society stating the purpose for which such meeting is desired. Notice of the day, time, and place or online platform of any Special Business Meeting and full particulars of the business to be transacted thereat shall be given not less than thirty days before the meeting by mailing or email to all Members. No other

business than that for which the meeting has been convened shall be transacted at such meeting. A quorum for a special meeting shall be thirty Members of the Society.

Voting at General Meetings

26. All voting at General Business Meetings other than a ballot taken for the election of Officers shall be taken by a show of hands and any proxy votes held by any member attending the meeting shall be announced and included. An instrument for the appointment of a proxy and rules governing proxy voting will be sent out with the agenda of such meetings.

Members and the General Business Meeting

27. Any Member of the Society must give notice of motions they wish to introduce at a General Business Meeting by sending the substance thereof in writing or digitally to the Secretary not less than twenty days before a General Business Meeting.

International Conferences

28. These will be arranged by the Council at intervals and at a time and place to be determined by it. All conferences shall be self-financing. Every member shall receive notice of upcoming International Conferences.

Amendment of Bylaws and Rules

29. The Bylaws shall not be added to, amended, or rescinded except at a General Business Meeting or a Special Business Meeting of the Society, and then only with the consent of a majority of the voting members present or voting by proxy at such Meetings.

Conflict of Interest

30. No Council Member or Officer shall enter into any contract with the ICIS for their personal benefit or gain. In handling issues necessary to the proper governance and management of the Society, where the Council must hire services or purchase materials on behalf of the Society, any Council Members or Officers with special knowledge of contractors, vendors, or having a financial relationship with potential contractors or vendors must report their relationship to the Council and shall not vote on the matter.

Liability of Members

31. The Corporation (International Clematis Society) elects to indemnify its Council Members, Officers, Employees, and Agents for liability and related expenses under ORS 65.387 to 65.414.

Non-discrimination

32. The Society does not and shall not discriminate based on race, color, religion, creed, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of

its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. The Society is committed to providing an inclusive and welcoming environment for all members, employees, volunteers, subcontractors, vendors, and clients.

Dissolution

33. In the event of agreement at a General Business Meeting or Special Business Meeting that the Society be dissolved, any remaining assets must be donated to another designated non-profit organization named in the Society's Letter of Incorporation with the State of Oregon. The Society chooses to name the Friends of the Rogerson Clematis Collection (a 501(c)3 registered in Oregon) as the beneficiary of any remaining assets after dissolution.

Ends