

Constitution of the Columbus Bonsai Society

Preamble: We the members of the Columbus Bonsai Society hereby declare it is our intent to promote bonsai by providing information on this subject to our members and other interested persons.

Article 1: Name

The proper name of record for this organization shall be the **Columbus Bonsai Society**. Within this document it may be referred to as the Society.

Article 2: Office

The Society shall maintain a mailing address in Franklin County, in the State of Ohio.

Article 3: Purpose

The purpose of this Ohio organization is to serve as an educational organization, based upon the following principals:

- A. To promote knowledge, interest, education, and enjoyment of bonsai and related subject matter.
- B. To gather and make available information on the history and culture of bonsai.
- C. To encourage members with their bonsai collections, and to exhibit their bonsai.
- D. To develop materials, workshops and programs to assist Society members in the development and care of bonsai.
- E. To communicate and to participate, when possible, with other bonsai societies, and public organizations in events and organizations related to bonsai.
- F. To actively participate in the above, and in additional activities which may from time-to-time, be developed for the furtherance of the art of bonsai.

Based upon these founding principles, it is the goal of the **Columbus Bonsai Society** to meet the requirements of a non-profit educational organization as defined by the United States Tax Code at 501 (c)(3).

Article 4: Membership

Membership shall be open to any person who endorses the Society's principals as set forth in Article 3 and

who are current with their annual dues as set forth in Article 5. Members shall have full voting privileges, and may be eligible to serve as a member of the Society's Executive Board.

Members who are current in their dues shall be entitled to:

- A. Receive a copy of such publications as the Society distributes to its membership.
- B. Purchase plants, tools, pots and other related bonsai items offered at "member" prices at Society sponsored events.
- C. Participate in workshops, demonstrations, shows, or other events as may become available.

Through such participation members acknowledge and agree that they do so voluntarily and accept all responsibility for such participation. No member may incur a debt or other liability to the Society without the express approval or request of the Executive Board.

Article 5: Annual Dues

The annual membership period shall be from January 1 through December 31 of the following year.

- A. Annual membership dues shall be shall be determined by a majority vote of the membership at the last regularly scheduled Society meeting preceding August 31, and shall be based upon an approved motion of the Society's Board of Directors. Based upon expenses and proposed activities, annual dues may vary from year to year.
- B. Two or more individuals who reside in the same household may apply the "family rate" to their annual membership dues. The Family Rate shall be 50% greater than the amount established as the annual membership dues established through the process described in paragraph A of this Section. Each member of the family will be identified to the Society's Treasurer on the form used for submission of membership dues. Should the family be comprised of more than two members, their Society vote shall be limited to two.
- C. Fees for special events/workshops are not included in the annual membership dues. Annual membership dues shall be applied to regular mailings, meetings, and participation in Society "Shows". The Board will endeavor to provide information about proposed changes to the annual dues in a Society publication distributed prior to the meeting when they are to be presented for a vote by the membership.
- D. A new member (The term "new member" shall apply to an individual or family that has not been a Society member in the previous three years) shall pay the full amount of the current annual membership dues.
 - 1. However, if the new member is joining the Society during the period of June 1 through August 31 of any given membership year, The dues paid may extend through December 31of the following year. If the Society Annual membership Dues is increased, the amount of the increase may be due.
- E. From time-to-time non-voting Lifetime Memberships may be granted by the Society's Board of Directors.
- F. Any member may resign at anytime by filing a written or electronic notice with one of the current officers of the Society's Executive Board. There will be no rebate of any dues or fees already paid.

Article 6: Meetings

To further the principals of the Society the membership shall meet at least six times annually (January thru December). The August meeting shall, unless otherwise agreed to by the Executive Board and noticed to the membership thirty days prior, be utilized to conduct the election of officers to the Executive Board, and to set the annual membership dues.

- A. The Newsletter Editor shall issue notices of meetings and their general content by mail or electronic means to the last known address of each member prior to a Society meeting or event.
- B. Meetings will generally be open to visitors at no cost, except for fees, set when the Executive Board sets guest lecturer, workshop, or materials fees.
- C. At meetings where a vote by the membership is to be taken, twenty-five percent of the current paid membership will constitute a quorum, and 50% plus one will decide a vote.

Article 7: Officers and the Executive Board

The administration of the Columbus Bonsai Society is vested in the Executive Board consisting of members in good standing as set forth under Article 4.

- A. The elected officers of the Executive Board shall be; the President, First Vice President, Second Vice President, Treasurer, Secretary, Librarian, Newsletter Editor, Tree Curator and four "director" members elected to serve for a three-year terms.
- B. The immediate Past-President will serve as a non- elected voting officer of the Executive Board.
- C. The four director members shall initially be elected as follows; one for a three year term, one for a two year term, and one for a one year term. Afterwards one director will be elected to serve for a three-year term.
- D. No Board member shall be elected or appointed to serve to more than one position.
- E. Should a vacancy on the Board occur due to a resignation, or other cause, the Board may select a member in good standing to fill the vacancy until an election. (see Bylaw 2 B)
- F. The management of the Society's affairs and the development and guidance of its programs shall be the responsibility of the Executive Board.
- G. Seven members of the Board shall constitute a quorum of the Board at all if its meetings.
- H. Society property may be used in accordance with the directions of the Executive Board, except that they shall not be used to incur any debt or liability, or any combination of debts or liabilities exceeding the net assets of the Society.
- I. No less than sixty days prior to the August meeting, the President shall appoint a nominating committee of three members. This committee shall present a proposed slate of nominees of members in good standing to fill any vacancies that will occur at the end of the Society's fiscal year. The proposed slate of officers will be presented to the members via written or electronic notice thirty days prior to the August meeting.
 - a. Nominations to the slate may be made from the floor at the meeting, nominees from the floor must be present and shall have expressed a willingness to serve. Upon the

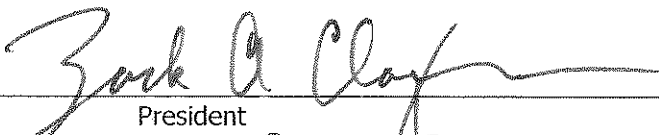
close of nominations, a majority of the members present will vote. All candidates to the Executive Board shall be Society members in good standing, and shall have been a Society member for a period of at least one year.

- b. The term of office will commence on the first day of January.
- c. The President of the Society may succeed himself in office. If the current President declines nomination, the nominating committee to determine interest in ascending to the Office of Society President, will poll the First Vice President. Should the First Vice President decline such nomination, the nominating committee will then poll the Second-Vice President. If the First Vice President accepts such nomination, the Second Vice President may be offered the opportunity to ascend to the First Vice Presidency. Such ascension to office is subject to a vote of the membership as set forth above.

Effective Date

This Constitution shall become effective upon the date of the duly called meeting of the Society's membership, as set forth herein. Any prior existing Constitution of the Columbus Bonsai Society will be superseded. Upon approval this document will be filed with the Secretary of State of Ohio.

Approved this 16 day of January, 2011



President



First Vice President



Second Vice President

Bylaws

Bylaw 1: Duties of the Officers

- A. **Duties of the President:** The President shall preside at all meetings, including meetings of the Executive Board. The President shall appoint all committees as may be necessary for the Society's activities, with the approval of the Executive Board. The President may serve as the annual show planning committee or appoint another member to act in that capacity.
- B. **Duties of the First and Second Vice Presidents:** In the absence of the President, the First Vice President shall exercise the duties of the President and will perform other duties as assigned. In the absence of the President and First Vice President, the Second Vice President shall exercise the duties of the President. The First and Second Vice Presidents shall be the program co-chairs, proposing Society activities for the approval of the Executive Board and making those arrangements as may be necessary to carry out approved programs. The Vice presidents may be responsible for establishing contracts for the Society's annual show, or expenses related to guest lecturers for approved events, such as speaker fees, lodging, mileage reimbursement, meals, audio visual equipment, plant and other bonsai materials as may have been authorized by an approved motion of the Board. The President may delegate this responsibility to another Board member whenever such action is deemed appropriate. The Vice-Presidents shall also serve on the annual show planning committee and shall carry out any duties assigned by the President.
- C. **Duties of the Treasurer:** The Treasurer shall be responsible for the receipt, custody, deposit and disbursement of all Society funds. All moneys paid to the Society shall be deposited in an account in a bank in the name of the Society. Treasurer shall prepare and submit to the Executive Board, a financial report at each Executive Board meeting showing receipts and disbursements of funds made subsequent to the last report, as well as an annual report to the membership at the first meeting after the end of each fiscal year. The Treasurer shall submit such other reports to the Executive Board as it may require. The Treasurer may disburse funds by check for items purchased by Executive Board members for meetings or events, under \$50 without a motion of the Executive Board. For disbursements over \$50 an approved motion of the Board is required. The President may sign in the absence of the Treasurer, or the First-Vice President may sign in the absence of the Treasurer and the President.
- The Treasurer will also coordinate with the Garden Clubs of Ohio to maintain the Society's 501 (c)(3) status and file any and all documents called for to do so.
- D. **Duties of the Secretary:** The Secretary shall be responsible for recording the minutes of the Executive Board, keeping Society records. The Secretary shall maintain a current list of the members of all appointed committees.
- E. **Duties of the Newsletter Editor:** The Newsletter Editor shall produce and distribute copies of publications the Society distributes to its membership, either electronically or by mail. These publications are to notify members of workshops, demonstrations, shows, elections or other events as may become available. The Newsletter Editor will coordinate with the Treasurer and webmaster to maintain a current membership list of Society members.
- F. **Duties of the Tree Curator:** To maintain an inventory of Society trees and promote tree care to the membership. The Tree Curator may upon approval of the Board provide trees for sale to the membership and may assist the Society by purchasing trees for workshops as directed by

the President and approved by the Board.

- G. **Duties of the Librarian:** To promote knowledge, interest, education, and enjoyment of bonsai and related subject matter the Librarian will gather and make available information on the history and culture of bonsai. These duties will include the management of the Society Library that included books and videos, which will be offered to be lent to members during the Society's meetings. The Librarian may from time to time, make purchases to enhance the materials owned by the Society. The Librarian will also conduct a periodic accounting for these materials.
- H. **Directors at Large:** Article 7 of the Constitution describes that the membership of the Executive Board will be comprised of four directors who will serve staggered three-year terms of office. The directors may be appointed by the Executive Board to perform duties deemed to be necessary to accomplish the Purposes listed in Article 3 of the Constitution of the Society. The directors may be called upon to chair or participate on committees related to special events or the Society Show. The directors may from time- to- time be called upon to assist one of the principal officers listed in this Bylaw. The Executive Board may authorize the directors through an approved motion to make purchases, commitments or liabilities in the interest of the Society. Duties that a director may be called upon to perform include, but are not limited to the following; Workshop coordinator, hospitality, website development, show chair, correspondence, or historian. Such assignment will take into consideration the willingness of the individual director to complete the requested assignment.
- I. **Past President:** An immediate past president of the Society may serve as a full voting member of the Executive Board in any of the capacities listed for a Director at Large.
- J. **President Emeritus:** The Board may designate a past president emeritus status to allow especially talented individuals honored status and Board authority.

Bylaw 2: Duties of the Executive Board

- A. The Executive Board shall meet at least six times during the fiscal year.
 - 1. Meetings of the Board will be conducted under Robert's Rules of Order.
 - 2. Motions will be made and seconded to authorize actions of the Board to accomplish the Purposes of the Society and the duties of the Executive Board as listed in Articles 3, 5 and 6.
 - 3. The Board will be presented with information on events, expenses and program for consideration.
 - 4. Proposals for expenditures greater than \$50 will be made to the Board.
 - 5. Proposals for sale of Society property greater than \$50 will be proposed to the Board.
- B. If any of the Officers, except the President, should resign or be unable to perform the duties of their office, and if the unexpired portion of their term of office is longer than six months, the Executive Board Shall call a special election. If the unexpired term is less than six months, the President, subject to the approval of the Executive Board, appoint a member in good standing, to perform the duties of the office until the next regularly scheduled election of officers.
- C. Should the President resign the First Vice President will ascend to the higher office, and the Second Vice President will ascend to First Vice President and a new Second Vice President shall be elected or appointed as noted in Bylaw 2 B.
- D. Officers and members of the Society who perform approved services for, or on behalf of the Society, should be reimbursed their expenses in connection therewith, when such services were approved by the Board and upon presentation of valid receipt(s) to the Treasurer.

Bylaw 3: Committees

From Time to Time the Executive Board may establish committees to accomplish specific tasks. Committees may include; budget and finance, membership, nominating, bylaws, internal review, annual show, and such other committees as deemed advisable by the Executive Board and appointed by the President.

- A. **Committee Membership:** Members of committees need not be members of the Executive Committee, but must be members in good standing. If the Committee Chairperson is not an Executive Board member, they will become a non-voting member of the Board for the period of time that their committee takes to complete its assigned task(s).
- B. **Budget and Finance:** The Treasurer, a vice president and one other member of the Executive Committee shall annually audit the records of the treasurer and present a report to the Executive Board on their findings.
- C. **Bylaws:** In the event that a Bylaws Committee is appointed any proposed revision(s) of the Constitution and Bylaws shall be prepared and presented to the membership for a vote prior to the meeting where the vote is to be taken.
- D. **Show Planning Committee:** The Show Committee shall develop advertising materials, suggest agenda topics, invite and secure speakers, notify additional interested parties as may be potentially interested in attending the Show, the dates and times of which shall be determined by the President and approved by the Executive Committee.
 - 1. From time to time the Society may form partnership agreements for the purpose of holding joint meeting, shows or events with other groups who have bonsai interests, such as MABA, BCI, or ABS.
 - 2. A registration fee shall be used to cover the Society's expenses for such events unless a waiver is approved by the Executive Board.

Bylaw 4: Fiscal Year

The Society's fiscal year shall begin on January 1 of each year and end on December 31 of the following year.

Bylaw 5: Amendments of the Constitution or Bylaws

- A. Proposed amendments of the Constitution and or bylaws may be initiated by action of the Executive Board, or upon written petition signed by at least 10% of the Society's members in good standing. Amendments initiated by petition shall be addressed to the Executive Board for submission to the membership. If a Bylaws Committee does not exist when the Executive Board receives a petition, then one shall be appointed by the President and shall consist of at least one Executive Board member.
- B. Proposed amendments shall be transmitted to the membership by the Newsletter Editor in writing, or by e-mail in advance of the date upon which they are to be voted on. In the case of proposed amendments initiated by petition, the text of the amendments may be accompanied by recommendations if the Executive Board.
- C. A two-thirds majority of the quorum members present at the meeting, and/or responding by written ballot is necessary for the amendment(s) to be approved.
- D. At any meeting where issues are discussed that call for a formal motion of the membership, Roberts Rules of Order shall prevail. The Secretary will provide the Newsletter Editor with a summary that will be transmitted in the next regular mailing to the membership.

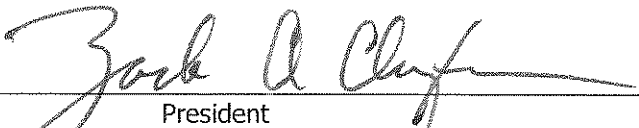
Bylaw 6: Dissolution

In the event of the dissolution of the Columbus Bonsai Society, after paying any outstanding liabilities, shall dispose of any remaining assets of the society to such organization(s) operated and organized exclusively for bonsai, educational, or scientific purposes, that qualify as a Section 501 (c)(3) organization under the Internal Revenue Code of 1954 as amended.


Bylaw 7: Effective Date

These Bylaws shall become effective upon the date of the duly called meeting of the Society's membership, as set forth herein. Any prior existing Bylaws of the Columbus Bonsai Society will be superseded. Upon approval this document will be filed with the Secretary of State of Ohio.


Approved this 16 day of January, 2011



President



First Vice President



Second Vice President