

**BONSAI SOCIETY OF SOUTHWEST FLORIDA BY-LAWS
APPROVED SEPTEMBER 13, 1986**

**AMENDED: FEBRUARY, 1996; MARCH, 2002; JUNE, 2006; NOVEMBER, 2006, AUGUST, 2008; JULY, 2009;
March, 2011, March 2015**

ARTICLE 1: NAME AND LOCATION

SECTION A) The name of this organization shall be "Bonsai Society of Southwest Florida, Inc."

SECTION B) The principal office of this organization shall be in Lee County as determined by the Board of Directors.

ARTICLE 2: PURPOSE: This organization is declared to be an education organization whose prime purposes are as follows:

SECTION A) To advance the education of its members and the general public in the aesthetic, historic, scientific, business, and social features of the art of bonsai.

SECTION B) To promote the knowledge, interest, appreciation, and enjoyment of the art of bonsai on the part of its members and the general public.

SECTION C) To hold meetings and exhibitions in the furtherance of these purposes.

ARTICLE 3: MEMBERSHIP Membership shall be open to any person who subscribes to Article 2 upon payment of the required fee, which is the first year's dues.

ARTICLE 4: ELECTED OFFICERS AND THEIR DUTIES

SECTION A) The President shall preside at all regular and special meetings of the club and the Board of Directors, appoint such committees as necessary during term of office, and be a member Ex Officio of all committees except the Nominating Committee. The President shall be authorized to sign checks in the absence of the Treasurer. The President is the contact person for the state organization (BSF).

SECTION B) The Vice President shall assist the President in the office and shall preside in the absence of the President. The Vice President shall chair the Program Committee. The Vice President shall assume the duties of President if the President is unable to fulfill the term of office.

SECTION C) The Secretary shall keep the minutes of all meetings and supervise the correspondence of the Society.

SECTION D) The Treasurer shall receive and deposit the funds of the Society into an account established in the name of the Bonsai Society of Southwest Florida for such purpose, pay all expenses, and maintain accurate records of all income and expenditures. The Treasurer shall submit a financial statement for the previous fiscal year to the Annual Meeting of the Society. The Treasurer shall submit interim financial reports as requested by the President or Board. The Treasurer shall submit a proposed budget at the first board meeting following the Annual Meeting.

SECTION E) All officers and Board of Directors shall be elected for 1 (one) year by a majority vote of active members. If more than 1 (one) candidate for any office is nominated, that officer shall be elected by written ballot. All officers shall be introduced at the Annual Meeting and shall take office immediately thereafter. There shall be no limit to the number of years any officer may serve if re-elected.

SECTION F) Except for the President, if any office is vacated during the year, the Board of Directors shall appoint a replacement for the balance of the term, subject to approval at the next regular membership meeting by a majority of those present.

ARTICLE 5: BOARD OF DIRECTORS

SECTION A) The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President, and 5 (five) Directors-at-large.

SECTION B) The function of the Board shall be to establish organizational policy, including dues. All such actions must be approved by a simple majority of the members of the Board of Directors and subsequently by a majority of those voting at the next regular membership meeting.

SECTION C) The Board of Directors shall meet as called by the President or shall meet at the request of two or more members of the Board of Directors. The Board of Directors shall meet at least quarterly.

SECTION D) The offices of President and Treasurer on the Board of Directors may not be held by members of the same household in the same year.

SECTION E) If any officer or director is absent from three Board meetings without cause, the director or officer shall step down, and the Board shall appoint a replacement.

ARTICLE 6: FISCAL YEAR The fiscal year of the Society shall be from January 1 to December 31 of each year.

ARTICLE 7: MEETINGS

SECTION A) Regular meetings are normally held monthly. Other special meetings may be called by the President for workshop sessions, field trips, or any other programs related to the purpose of the organization.

SECTION B) All voting, except by-law changes, shall require a simple majority vote of the members present. Electronic voting such as via email or other communication means shall be permitted in the following circumstances:

- (i) The subject of the vote was previously discussed at a general meeting of the membership without a vote having taken place. or
- (ii) A majority of the Board of Directors agree that the matter to be decided is urgent and a decision must be made before the next regularly scheduled general meeting. Communication between Board Members via email or telephone is permitted without an actual meeting of the Board. All Board members must vote.
- (iii) In presenting the issue to the membership for decision, the email (or other electronic communication) should include a statement of the consequences of an affirmative vote and the consequences of an opposing vote.
- (iv) Electronic voting for by law changes is not permitted.
- (v) A simple majority of these casting ballots is required.

SECTION C) The January meeting shall be designated as the Annual Meeting.

ARTICLE 8: ELECTION OF OFFICERS Election of officers shall be held at the November meeting.

ARTICLE 9: COMMITTEES

SECTION A) Standing Committees

(i) Nominating Committee. The President shall appoint a Nominating Committee of 3 (three) members to submit a slate of candidates for all offices. The slate shall be presented to the membership at the November meeting. Any member shall retain the right to nominate candidates for office from the floor. Such nominations from the floor must be seconded before being included in the balloting.

(ii) Program Committee. The Program Committee shall be chaired by the Vice President and shall consist of at least one other member of the Society appointed by the Vice President. The Program Committee shall be responsible for preparing the educational and social programs of the Society.

(iii) Audit Committee. The Audit Committee shall consist of 2 (two) members who are not serving on the Board of Directors. They shall review all financial records of the Society on an annual basis and make a report of their findings to the membership at the Annual Meeting.

SECTION B) Ad Hoc Committees. The President may appoint any other committees as is thought necessary for the good of the Society.

SECTION C) The President shall appoint members to serve in one or more of the following roles:

(i) Librarian

(ii) Representative to the Garden Council

(iii) Delegate to the Bonsai Society of Florida, Inc. The delegate will be the President, if present.

(iv) The Society will maintain a presence on the Internet through an active web site. A member will be appointed "Web Master" and be responsible for the content of the page.-.

SECTION D) The President shall be Ex Officio member of all committees except the Nominating Committee.

ARTICLE 10: These by-laws may be amended at any time by 2/3 (two-thirds) vote of the total active members. Written proxy votes shall be accepted. Proposed changes must have been presented in writing at the previous meeting. Amendments may be proposed by the Board of Directors or any member of the Society.

ARTICLE 11: Personal liability Neither the Board nor any member or officer shall have the power to bind members or individual officers or the Society, personally. All persons or corporations extending credit to, contracting with, or having any claims against the Society, shall look only to the funds and property of the Society for payment of debt, damage, judgement, or decree of any money that may other become due or payable to them from the Society, so that neither the members nor the officers, present and future, shall be liable therefore.

ARTICLE 12: Dissolutions and distribution of assets. In the event of dissolution of the Society, no portion of its assets may be distributed to its members or officers; all assets, real and personal, shall be distributed exclusively to such organizations as are qualified as tax exempt under Section 501(c) of the United States Internal Revenue code or the corresponding provision of a future United States Internal Revenue Law. The selection of such organizations shall be determined by a two thirds vote of the membership.

STANDING RULES

Matters subject to change from time to time, and not specifically covered in the by-laws, may be set up as Standing Rules and shall be binding upon members in the same manner as the by-laws. These rules may be amended by a two-thirds vote at any meeting after a written notice of such rules has been read to the organization and a copy filed with the Secretary at a previous meeting.

1. Dues for single membership shall be \$45.00 per year. All members shall be members of BSF (Bonsai Societies of Florida).
Family membership:
Two (2) persons same household shall be \$55.00 per year.
Three (3) persons same household shall be \$65.00 per year.
Four (4) persons same household shall be \$75.00 per year.

As of July 1, dues for a single membership shall be \$22.50 for the remainder of the year. Additional members same household shall be \$5.00 per person.

A "Member Emeritus" award may be given to a Club member who has made a lifelong contribution to the Club. The member will be nominated for the award and approved by a 2/3 vote of the membership. The Club will pay the member's BSF dues.

2. Approval for expenditures from the club treasury without prior membership approval shall be as follows per fiscal year:

President: up to \$150.00

Board: up to \$350.00

3. Guidelines for the selling of items at BSSWL club meetings or events.

General Guidelines:

A. Any member selling items at a club meeting or club event will donate 20% of the proceeds to the club, unless the club sells booths or table space (as at the club show).

B. Occasionally, non-club members may be invited to sell items at a club event. The invitation will be decided by the Board who will set the conditions.

At a club auction:

A. Members are encouraged to bring an item or items as a donation to the club (100% of the auction prices will go to the club).

B. A Member may bring one (1) other personal bonsai related item to be auctioned. The member will receive 80% of the proceeds and the club 20%.

C. Procedure and paperwork will be determined by the club Treasurer who will be the treasurer for the auction. The President will appoint a substitute if necessary.