

BY-LAWS
VIRGINIA BONSAI SOCIETY
A VIRGINIA NON-STOCK, NON-PROFIT CORPORATION

ARTICLE I – NAME

The name of the organization shall be Virginia Bonsai Society.

ARTICLE II – OBJECTIVES

To promote, encourage, and develop appreciation of the art of bonsai and to provide a forum through which persons interested in bonsai may communicate by participating in educational lectures, hands on work shops, professional meetings, research and publications, and other related pursuits.

ARTICLE III – SEAL

The Corporate Seal shall be circular in form and shall have inscribed there on the words Virginia Bonsai Society and Incorporated 1975.

ARTICLE IV – MEMBERSHIP

Section 1. The Membership in the Society shall be open to all persons interested in the art of bonsai.

Section 2. There shall be two classes of membership. (a) Individual memberships: consisting of individuals interested in the art of bonsai and in promoting the purposes of the corporation, (b) Family memberships: consisting of immediate members of the same family over the age of eighteen years and residing in the same household and interested in the art of Bonsai and furthering the purposes of the Corporation.

Section 3. Each individual member of both classes of membership shall be entitled to one vote per person.

ARTICLE V – GENERAL MEMBERSHIP MEETINGS

Section 1. There shall be an annual meeting of the Society in April of each fiscal year at the time and place specified by the Board of Directors. A written notice of the meeting shall be sent in accordance with the terms and conditions contained in these by-laws for the purpose of electing the officers and/or directors at large as specified hereinafter and for the transaction of other business as may come before the meeting.

Section 2. Additional meetings of the Society shall be held throughout the year as determined by the Board of Directors in accordance with the by-laws.

Section 3. Special meetings may be requested by the President.

Section 4. Printed or written notice of all general membership meetings shall state the place, the date and the purpose, and shall be delivered to all members in good standing not less than ten (10) or more than fifty (50) days before the day of such meeting.

Section 5. Quorum. At any meeting of the general body of the Society, fifteen (15) members in good standing shall constitute a quorum.

ARTICLE VI – DUES

Section 1. The dues of each class of membership from time to time shall be fixed by the Board of Directors with pro-rated reductions over the last half of the calendar year.

Section 2. Dues shall be payable upon joining the Society and thereafter at the beginning of each calendar year and shall be considered delinquent on or after April 1 of the year in which they become due. Members who have not paid their dues by March 1, shall be so notified on or before that date and failure to pay by April 1 shall constitute grounds for termination of membership.

ARTICLE VII - ORGANIZATIONAL STRUCTURE

Section 1. The government of the Society shall be vested in the Board of Directors.

Section 2. The Board of Directors shall consist of: (1) voting members: Vice President, Secretary, and Treasurer and six (6) Directors at large, (2) non-voting members: Committee Chairpersons of the Society, a Parliamentarian, and the immediate past president. The President in office shall vote only in the event of a tie vote.

Section 3. Appointment of chairpersons and their duties shall reflect the ongoing needs of the Society and be determined by the Board of Directors.

Section 4. The duties of the Board of Directors shall be to conduct the business of the Society, determine and exercise policy, and keep the membership informed of its actions.

Section 5. The Board of Directors shall hold a minimum of two meetings each calendar year: one meeting in June for the purpose of preparing bonsai events calendar, and one meeting in August for the purpose of finalizing bonsai events calendar. The Board of Directors may also meet at the call of the President of the Society or any two members of the Board of Directors. Either the President or in his absence the Vice-President shall preside at any such meeting.

Section 6. Any five (5) voting members of the Board in attendance at any duly called meeting of the Board of Directors shall constitute a quorum.

ARTICLE VIII – NOMINATIONS AND ELECTIONS

Section 1. A Nominating Committee of three members of the Society shall be appointed by the President on or before March 1 of each year. A slate of Officers and/or Directors nominated by the Nominating Committee shall be presented at the annual meeting in April. Nominations will be accepted from the floor provided the nominee is present or has previously agreed to serve if elected.

Section 2. Officers shall be elected to serve a two year term.

Section 3. Directors at large shall be elected to serve a two year term. Beginning April 2005, three (3) directors at large shall be elected each year.

Section 4. All Officers and Directors at large shall take office on September 1 of the year during which elected and shall continue in office until their successor has been elected and installed.

Section 5. A vacancy in an office or a directorship of the Society shall be filled by a majority vote of the Board of Directors at a special meeting of the Board called by the President for that purpose within ninety days after the vacancy has occurred. The person so elected shall hold office for the unexpired term of the director or officer whom he replaces.

Section 6. If an office or a director at large is elected to another office, the office vacated by him/her shall be filled for the unexpired term at the same annual membership meeting.

Section 7. The failure of an officer or director to attend two (2) consecutive Board of Directors meetings without due notification to Board of reasons for absence, i.e., because of unforeseen circumstances, shall be presumed to have tendered his/her resignation as an officer or a director of the Corporation and the vacancy, when declared by the Board of Directors shall be filled in accordance with Section 5 above.

ARTICLE IX – OFFICERS

Section 1. The officers of the Society shall consist of a President, Vice-President, Secretary and Treasurer.

Section 2. The president shall be the chief executive officer of the Society. He/she shall preside at all general and special membership meetings of the Society as well as all regular and special meetings of the Board of Directors. He/she will serve as an ex officio member of all committees without power to vote. President shall not be a member of the nominating committee. He shall be responsible for promoting the overall objectives of the Society and shall have usual and necessary powers and authority to do so.

Section 3. The vice-president shall have the power and responsibilities of the president in his absence or inability to serve. He/she shall also be the chairperson of the program committee.

Section 4. The secretary shall keep the minutes of all meetings of the Society and of the Board of Directors and shall be custodian of all records of the Society. The secretary shall see that notices are timely given in accordance with the directions of the by-laws. The president shall read the minutes of the previous meeting and ask for corrections and/or additions/omissions.

Section 5. The treasurer shall be the chief financial officer of the Society. He/she shall be responsible for keeping accurate and up to date accounts of all receipts and disbursements. He/she shall prepare annual budget, receive income and donations, and authorize disbursements when directed to do so by the Board of Directors. The treasurer shall discharge these functions under the general supervision of the president. The treasurer shall present monthly report of the financial status of the society. The treasurer shall have the authority to expend an amount up to \$200 without prior approval of the Board.. Any expenditure greater than \$200 shall be authorized by the Board of Directors.

Section 6. No individual officer or any other person shall have the authority to incur indebtedness or liability in the name of or on behalf of the Society.

Section 7. Upon expiration of his/her term of office, each officer shall deliver to his/her successor all records, documents and other pertinent papers of the office. In addition, the treasurer of the Society shall submit an accounting together with proper vouchers/receipts and his/her books and record to the Board of directors for audit within thirty days prior to the termination of his/her office

ARTICLE X – COMMITTEES

The President shall appoint such committees as deemed necessary subject to the approval of the Board of Directors.

ARTICLE XI – AMENDMENTS

These By-Laws may be amended at any meeting of the Society by a two-thirds (2/3) vote of those members present provided that due notice has been given to all members of record informing them of the proposed amendment or amendments and that such notice was delivered or mailed to such members no less than ten (10) days prior to the meeting for such purposes.

ARTICLE XII – DISSOLUTION

Section 1. In the event that it shall become necessary to dissolve the Society, all funds and assets not determined to be necessary to meet the obligations of the Corporation shall be given to an organization or institution related to horticulture as determined by the Board of Directors.


Section 2. No pecuniary profit shall accrue to the benefit of any member of the Society by reason of the termination thereof.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

“Robert’s Rules of Order, Newly Revised Version” shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the By-Laws of this Society or with the Laws of the Commonwealth of Virginia. The president may serve as parliamentarian or appoint a parliamentarian to oversee the conduct of meetings of the board of directors as well as the general body.

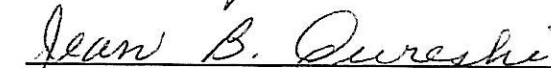
2004 BY-LAWS APPROVED: The hereinabove By-Laws were approved by the membership of Virginia Bonsai Society on October 7, 2004, and supercede the by-laws approved on April 1, 1976 and amendments thereto dated April 2, 1981 and supercede the By-laws of March 23, 1968 and amendments of the unincorporated Society.

ATTEST:



Ronald J. Baum, President

October 7, 2004



Jean B. Qureshi, Secretary

October 7, 2004