

Bylaws of The North Florida Bonsai Club

Article 1 – Membership

- Section 1 Membership shall be comprised of any person or persons expressing an interest in bonsai, who hereinafter, shall be called a member. Membership shall not be denied on the basis of race, religion, gender or age. Rules and regulations governing individual membership shall apply to each of the following categories of membership.
- Section 1.1 Individual memberships shall consist of one adult person, beyond 18 years of age.
- Section 1.2 Family membership, consisting of those members of one family, whether or not directly related by blood ties, and with at least one adult to supervise non-adult members. To include: stepparents, step, adopted or foster children, etc.
- Section 1.3 Associate Membership shall consist of more than one person, who have some shared mutual interest, but who might not be legally related. One of these members shall be an adult
- Section 1.4 Organization Membership shall consist of more than one person of one organization and will be treated as an Individual Membership, with the rules and regulations governing Individual Membership applying.

Article 2 – Dues

- Section 1 Annual membership dues are payable in August, which provides membership for one year through July 31 of the following year. First time members joining in any month after August shall pay an apportioned dues fee starting with the month they join, which will accord that person membership through July 31 of the following year.
- Section 1.1 Dues will include an annual subscription to Florida Bonsai, the journal of the Bonsai Societies of Florida, Inc.
- Section 2 Annual Individual membership dues shall be in the amount of \$36.00.
- Section 3 Annual Family and Associate membership dues shall be in the amount of \$36.00.
- Section 3.1 Family and Associate memberships will be limited to two items of workshop materials per any specific workshop attended, unless arrangements can be agreed upon for any particular workshop.

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Article 3 – Meetings

- Section 1 Regular meetings shall be held on the second Monday of each month.
- Section 1.1 When a meeting cannot be held on a regular meeting date, the President shall set a new date and notify the membership by mail, e-mail, or telephone prior to the regular date.
- Section 2 Special meetings shall be called by a majority vote of the Executive Board. The membership shall be notified by mail, e-mail, or telephone prior to the special meeting.
- Section 3 The meeting shall be conducted in accordance with those Parliamentary Procedures as set forth in “Robert’s Rules of Order”.
- Section 4 It is recommended that the following agenda be observed for all regular meetings:
- A. Called to order by President or his designee/welcome visitors
 - B. Minutes of previous meeting or waive.
 - C. Treasurer’s report or waive.
 - D. Old business (brief summary).
 - E. New business (brief summary).
 - F. Educational program (brief summary).
 - G. Others.

Article 4 – General Meeting Quorum

- Section 1. In order to open a duly constituted meeting to conduct any NFBC business, a quorum of no less than one-third of the current membership must be present at this meeting. If a quorum is not present, those present shall have the authority to adjourn.
- Section 2. For quorum special considerations, refer to Article 5, Section 5.

Article 5 – Voting

- Section 1. Each current member shall be entitled to one vote, with the President voting only in case of a tie. A current member is defined as an individual member who is paid-up for dues, fees, and assessments, prior to any vote.
- Section 2. Current family or current associate membership shall be limited to two votes. Voting family members should be limited to those members of a least 16 years of age. The use of the term current shall be as defined in Section 1 of this article.

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- Section 3. Approval of any NFBC business being voted on at a general meeting must exceed 51% of the current members voting at that meeting, providing a quorum was established.
- Section 4. Election of officers shall be by written ballot. Officer elections shall require the voting participation of no less than two-thirds of the current membership. A simple majority shall determine officer election; any candidate must receive no less than 51% of the ballots cast.
- Section 5. Amendments to the constitution or bylaws or any other business affecting the survival of NFBC shall be approved by a simple majority vote of the current membership. This vote may be by written ballot or voice at a meeting, providing that a quorum of no less than two-thirds of the current membership are in attendance.

Article 6 – Nominating Committee

- Section 1. The Nominating Committee shall be appointed at the September meeting by the President. This committee shall present a written slate of nominees to the Secretary at the November meeting. Additional nominations may be accepted from the floor at the regular meeting.
- Section 2. The Nominating Committee Chairperson shall mail a ballot of candidates to all NFBC members, no less than two weeks prior to the date of voting.
- Section 2.1. Members may vote:
- A. In person at the regular September meeting.
 - B. By mail prior to the meeting, however, the mail-in vote must be postmarked at least five days before the September meeting date.
 - C. In the event of conflicting schedules, it will be acceptable to have a member hand carry the signed ballot of another member and hand it over to the Nominating Committee Chairperson.

Article 7 – Executive Board

- Section 1 The Executive Board shall consist of the President, the Vice-President, the Secretary, and the Treasurer. Each member of the Executive Board will be entitled to one vote for regular NFBC business or one vote for purposes of Executive Board business during a Special Executive Board meeting.
- Section 1.1 In the event that the NFBC membership becomes too large to be controlled for secretarial and treasurer duties, the office of Secretary/Treasurer may be split into separate functions and administered by two separate members.

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- Section 2 The Executive Board elected term of office will be for a period of two year, starting in January and ending in December of the second year. The turnover of the gavel to the newly elected officers shall take place at the end of the December meeting.
- Section 3 In the event of a vacancy occurring in the Presidency before the normal expiration of the term of office, the Vice-President shall become President. Vacancies occurring in any other office before the expiration of term, shall be filled through appointment by the President, with an approval by majority vote of the current NFBC membership, no later than the next regularly scheduled meeting.

Article 8 – Officers Duties

- Section 1 The President shall preside at all meeting of the Club and the Executive Board and shall be a non-voting member of all committees, except where it might be necessary to break a tie vote.
- Section 1.1 The President may appoint NFBC members to assist in the operation of NFBC. These positions might include but need not be limited to:
- A. Parliamentarian
 - B. Librarian
 - C. News Letter Editor
 - D. Constitution/Bylaws Review Committee
 - E. Nominating Committee
 - F. Procurement of plant
- Section 2 The Vice-President shall serve as the program chairperson and in the absence of the President, shall perform all the duties of the President.
- Section 2.1 The Vice-President. As the Program Chairperson shall be responsible for the development and presentation of scheduled educational programming as part of the regular meetings throughout the entire year.
- Section 3 The Vice-President shall administer workshops as directed by the Executive Board.
- Section 3.1 Workshops shall generally consist of hands-on educational programs, normally taking place outside of the regular meetings, with the intent of improving the bonsai skills of the general membership.
- Section 4 The secretary shall keep the minutes of all NFBC and Executive Board meetings and handle all correspondence for NFBC. The minutes shall be made available upon request.
- Section 4.1 The secretary shall act as an advisor to the Nominating Committee.

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- Section 5 The Treasurer shall receive all NFBC funds for deposit into the NFBC bank account and shall maintain an itemize account of all funds received and expended. The Executive Board shall audit finances on a bi-annual basis.
- Section 5.1 The Treasurer shall be responsible for the maintenance of records pursuant to finances and control of NFBC assets and all materials acquired with NFBC treasury funds, to include the Library and all Workshop material.
- Section 6 All Officers shall be responsible for observing all the requirements of the NFBC Constitution and By-Laws.
- Section 7 The real and personal property of the officers or any member shall not be subject to the debts acquired by the North Florida Bonsai Club, unless malfeasance is indicated.

Article 9 – Committees

- Section 1 The President shall appoint and disband any committee, as that office may deem necessary.
- Section 2 All committees appointed by the President shall be subject to approval by a majority vote of the Executive Board.
- Section 3 At the regular September meeting, the President shall appoint three current NFBC members to serve as a Nominating Committee. This committee shall be responsible for proposing a slate of candidates for election to the Executive Board of NFBC. The slate of candidates shall be presented in the manner described in Article 6, Section 1.

Article 10 – Amendments

- Section 1 Amendments to the By-Laws shall be presented at a regular or special meeting, subject to a 2/3 majority approval vote of those current members present and voting, providing that a quorum was established.
- Section 2 Proposed amendments shall be presented to the membership at a meeting, followed by written notification prior to the vote at the next meeting.
- Section 3 Vote may be in person, by written proxy, or my mail.
- Section 3.1 Where notified in writing on the submitted amendment, the failure to receive the vote of a current member by the due date will automatically result in that member's inaction being counted as a vote of approval for that amendment.

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- Section 4 In the event of an emergency, the By-Laws may be temporarily amended by a unanimous vote of the Executive Board. Such amendments shall be approved according to Article 5, Section 5 or they will expire the second regular meeting after the Executive Boards approval.
- Section 5 As the means of providing a number of options for solicitation and polling NFBC general membership during emergency conditions or where a regular meeting is not readily at hand to conduct urgent NFBC business, refer to Article 12.

Article 11 – Treasury Expenditures

- Section 1 This section is intended to provide the means of establishing control for major expenditures from the NFBC Treasury and to prevent the dissipation or disastrous depletion of these funds, without the consent of the general membership.
- Section 2 The NFBC Treasury is intended to be used as the immediate fund to provide Educational Programs, including the Library, Workshop and/or materials to supplement either of these activities, for the express purpose of improving or enhancing the Bonsai skill of the general membership.
- Section 3 While the responsibility for the development and execution of Educational Programs rests with the NFBC Vice President or the Vice President’s duly appointed representative; these programs must meet with the approval vote of the general membership, as presented during regular meetings.
- Section 3.1 In the event that time (24 hours or less) does not permit the submittal of a motion to the general membership for an approval vote to acquire the service of a recognized bonsai educational specialist, it shall become the responsibility of the Executive Board (as defined in Article 7) during a Special Executive Board meeting, to provide documentation of such a motion and vote, to accept or reject the expenditure for said educational specialist.
- Section 3.1.1 When Section 3.1 is invoked, it shall be limited to a club Treasury Expenditure not to exceed \$300.00.
- Section 3.2 In the event that time (24 hours or less) does not permit the submittal of a motion to the general membership for an approval vote for the acquisition of workshop or educational materials, it shall become the responsibility of the Executive Board (as defined in Article 7) during a Special Executive Board Meeting, to provide documentation of such a motion and vote to accept or reject the expenditure for said workshop or educational program materials. It will be acceptable for the Special Executive Board Meeting

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to take place after the acquisition of these materials, provided the purpose of the acquisition was for the improvement of the bonsai skills of the general membership.

- Section 3.2.1 Whenever Section 3.2 is invoked, it shall be limited to a club treasury expenditure not to exceed \$200.00.
- Section 3.3 Whenever the actions of Section 3.1 or 3.2 take place prior to a regular meeting, the results of such actions must be presented at the next regular meeting at the first part of the minutes of the previous meeting. The actions shall be put forth to the general membership for open discussion and analysis of the general consensus of opinion, to provide evaluation for possible similar future occurrences. The regular meeting shall continue after completion of the discussion and analysis.
- Section 3.4 For items requiring club treasury expenditures in excess of the \$300.00 cited in section 3.1.1 or the \$200.00 cited in section 3.2.1, where it is expected that a quorum will not be in attendance for purposes of providing a motion and vote at a regular a regular meeting and where time does permit the solicitation and polling of members who are unable to attend said meeting in order to cast a vote, the absentee general membership may be polled by telephone, in order of NFBC membership seniority date to acquire a yea or nay vote for the pending expenditure for educational or material acquisitions.
- Section 3.5 For items requiring club treasury expenditures in excess of the \$300.00 cited in section 3.1.1 or the \$200.00 cited in section 3.2.1, and where time (24 hours) does not permit the expenditure to be presented for motion and vote at a regular meeting, the general membership may be solicited and polled by telephone, in order of NFBC membership seniority date, at any time prior to a regular meeting, to acquire a yea or nay vote for the pending educational or material acquisition expenditure. It shall not be necessary to query any more members than it would take to acquire a simple majority vote for the pending expenditure. (If there were 20 members, it would only take 11 votes to provide a majority action, regardless if approval or rejection and it would not be necessary to call any other members).
- Section 3.5.1 Telephone/e-mail solicitations shall only be undertaken my members of the Executive Board or a duly authorized representative, who is a current member of NFBC.
- Section 3.5.3 Whenever the actions of Section 3.4 or 3.5 take place, it will be necessary to have corroboration of the solicitation and subsequent vote by a witness who is a current member of NFBC. This witness may be present during the original solicitation call or may independently verify each polled

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member's vote, prior to the regular meeting where the motion and vote are to be presented. This witness shall verify that the solicitation proxy document cited in Section 3.5.2, is correct for all details and shall also sign and date the proxy prior to final submittal.

- Section 4 All educational program (including the current library) or workshop materials acquired with funds from the NFBC Treasury, shall be maintained for control in a documented inventory listing, to be kept current and retained by the NFBC Treasurer along with the financial records as NFBC assets.

Article 12 – Quorum. Special Considerations

- Section 1. Where it is expected that a Quorum will not be in attendance for purposes of providing a motion and vote at a regular meeting and where time does permit the solicitation and polling of members who are unable to attend said meeting in order to cast a vote or in the event that time (24 hours or less) does not permit the presentation of a motion for vote at a regular meeting on any matter concerning NFBC, the NFBC Constitution, the NFBC Bylaws or any NFBC Officer or member, it will be acceptable to utilize any of the solicitation and polling methods cited in article 11, to conduct the motion and vote, to include observing all sub-section control functions.

Article 13 – Disbanding the North Florida Bonsai Club

- Section 1. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.