

By-Laws and Constitution of Fresno Bonsai Society

ARTICLE I: NAME: The organization shall be known as Fresno Bonsai Society (FBS) and shall be a nonprofit public benefit corporation established pursuant to California law.

ARTICLE II: PURPOSE: The two purposes of the organization shall be 1) to provide opportunities for association with and interaction of members to advance the art of bonsai, and 2) to provide education and opportunities for appreciation of the Art of Bonsai to the Community.

ARTICLE III: MEMBERSHIP

- Section 1: To become a member in the organization, members must pay annual dues to be assessed each September.
- Section 2: Payment of annual dues grants membership to individuals and their immediate family members.
- Section 3: Members (either individual or families) are entitled to one voting membership per each dues paid.
- Section 4: The cost of annual dues will be established by a vote of the full membership from time to time as needed. For Applicants applying for membership after February 1, the dues shall be one-half the annual dues.

ARTICLE IV: Board of Directors

- Section 1: FBS shall have seven elected Board of Directors. The executive officers of the FBS Board of Directors shall be: President, Vice-President, Treasurer, and Secretary. The Vice-President will serve as the President-Elect. Officers and Directors will serve a two-year term. Three Board of Directors shall be at large. The President, Vice President and two Directors shall be elected on even numbered years. The Treasurer, Secretary and one Director shall be elected on odd numbered years. Directors will serve two-year staggered terms as listed above.
- Section 2: Powers & Duties of Officers:
 - A. The President shall preside over all regular and special meetings of the organization; serve as liaison for meeting arrangements with other officers; appoint and serve as ex-officio member of all committees as needed. He/She shall be the official spokesperson of the organization. He/She shall have such further powers and duties as may be prescribed by the organization. The President shall have the authority to expend club funds on transactions not to exceed \$100 individually, but not more than \$500 in the aggregate. Expenditures more than \$500 but less than \$1,000 shall be authorized by approval of at least two elected officers. Single expenditures over \$1,000 must

be approved by a quorum of the Board of Directors or as determined by a majority vote of the membership at a meeting as set forth herein. The agenda for club activities for the current year shall be established by the President and Vice President.

- B. The Vice-President shall preside at organization meetings in the absence of the President. He/She shall serve as Program Director arranging monthly club programs. Also shall perform all legal duties assigned by the President, in the absence of the President.
- C. The Treasurer shall handle all financial affairs and budgeting of the organization, maintaining all necessary accounting records. Said records shall be maintained in accordance with generally accepted accounting principles. He/She shall file all required state and federal taxes in a timely manner. He/she shall prepare and submit an annual report to the members.
- D. The Secretary shall take minutes at all meetings of the organization; keep these on file, and submit copies, upon request, to organization members; and maintain a current list of paid members. The Secretary shall maintain an up-to-date copy of the Constitution and By-Laws, which shall be available on the organization's website. He/She shall distribute an email list of the candidates for officers in May of every other year, prior to the June election.
- E. Subject to Article V, for routine business the organization may act through its Board of Directors.

Section 3: In the event that an elected officer/director is unable to fulfill his/her term of office, there shall be a special election to fill the vacancy. Any eligible member, including those already holding office, may be nominated for a vacant office.

Section 4: The Board of Directors may establish policies and procedures as necessary.

Section 5: The Board of Directors has the authority to authorize any votes to be taken by email or other virtual conference method.

ARTICLE V: MEETINGS AND CONDUCTING CLUB BUSINESS

Section 1: Regular meetings shall be scheduled monthly from September through June.

Section 2: For this organization, a quorum is defined as a majority of the Board of Directors. Business can be conducted with a quorum of the Board of Directors.

Section 3: The organization shall act by majority vote of all eligible voting members present at a regular meeting for any acts by the organization requiring substantial commitments of time, resources, or effort as determined by the President.

Section 4: Items on the agenda at a regular meeting shall be voted upon after a Director makes a noticed motion and the motion is seconded by another Director.

ARTICLE VI: ELECTIONS

Section 1: Elections are held every June. The nominated slate shall be announced via email by May 15. Email votes will determine the elected slate, which will be announced at the June meeting.

ARTICLE VII: DUES

Section 1: This organization has the ability to assess the membership. Assessments shall be determined by a quorum of the membership annually at a regularly scheduled meeting.

ARTICLE VIII: AMENDING THE CONSTITUTION

Section 1: Proposed constitutional amendments or changes shall be presented to the organization, in writing, one meeting before it may be considered for a vote.

Section 2: Approval by two-thirds of the voting members present at a regular meeting shall pass a proposed change. The change shall be put into effect immediately unless otherwise stipulated in the amendment.

ARTICLE IX: DISBURSEMENT OF ORGANIZATION ASSETS

Section 1: In the event that the FBS should become defunct, all assets will be turned over to an existing 501(c)(3) as determined by the Board of Directors at a regular meeting

ARTICLE X: SPECIAL COMMITTEES

Section 1: GENE NELSON MEMORIAL TRUST COMMITTEE

Section 1.1 Effective [October 10, 2020], the Gene Nelson Memorial Trust Committee "Nelson Trust Committee" shall be established.

Section 1.2 The purpose and responsibilities of the Nelson Trust Committee are to determine and direct the use of funds donated to the club in memory of Gene Nelson ("Nelson Trust"). The funds of the Gene Nelson Memorial Trust are to be utilized only for bonsai education.

Section 1.3 The Nelson Trust Committee shall be comprised of three members, including Dania Nelson and two members of FBS selected by Ms. Nelson. Ms. Nelson shall appoint members of FBS to serve on the Nelson Trust for two year terms. Should Ms. Nelson withdraw or otherwise no longer be a member of the Nelson Trust Committee, then she shall appoint her replacement for a two year term. Thereafter, FBS Board of Directors shall appoint a replacement from members at large and reappoint all Nelson Trust Committee members in two year terms.

- Section 1.4 Notwithstanding any other rules set forth in these bylaws, the expenditures and distributions of the Nelson Trust shall be solely determined by the Nelson Trust Committee.
- Section 1.5 Expenditures and distribution of the Nelson trust shall be by majority vote of the Nelson Trust Committee and voting shall be as determined by the Nelson Trust Committee.
- Section 1.6 The Nelson Trust Committee funds shall be separated from and accounted separately from the general FBS account.
- Section 1.7 The Nelson Trust Committee shall cease operation as a committee upon exhaustion of the Nelson Trust.

Adopted 12/14

Revised September 8, 2018

Revised February 7, 2020

Revised October 10, 2020