

BY-LAWS
of
YAMA KI BONSAI SOCIETY, INC.

ARTICLE I – NAME

The name of the corporation is YAMA KI BONSAI SOCIETY, INC. (the "Corporation"), a non-profit corporation incorporated in the state of New York.

ARTICLE II – PURPOSES

The purposes for which the Corporation is organized are set forth in the Certificate of Incorporation at paragraph 3:

"The purposes for which the corporation is to be formed are: To provide bonsai instruction and training; to assemble and disseminate information concerning the propagation, growth and design of bonsai; to educate the public through exhibitions, demonstrations and lectures concerning bonsai, and to promote and stimulate the advancement and diffusion of knowledge and understanding relating to the art of bonsai."

The activities of the society shall reflect the philosophy of "Learning from each other, sharing with the community".

ARTICLE III - OFFICES AND REGISTERED AGENT

Section 1 - Offices.

The corporation may have offices at such place or places within or without the State of New York as the board of directors (the "Board") may determine.

Section 2 - Registered Agent.

The Corporation shall continuously maintain within the State of New York a registered agent, which agent shall be designated by the Board. The Secretary shall notify the State of New York when a new agent is appointed.

ARTICLE IV – MEMBERS

Section 1 - Eligibility.

All individuals who are interested in furthering the art of bonsai in America in accordance with the purposes of the Corporation are eligible for membership.

Section 2 - Categories.

Membership shall be available in such categories as are determined from time to time by the Board.

Section 3 - Dues and Benefits.

The Board shall determine the means for solicitation of this membership, and shall determine the dues, conditions, and benefits of each category of membership. The fiscal year and budget of the society shall be determined by the Board.

Section 4- Meetings.

There shall be an annual meeting of the members at a time and place prescribed by the Board. The purpose of the annual meeting shall be for the election of officers and directors and for the transaction of such other business as is proposed by the Board. Special meetings may be called by the President or acting President or by written request of at least 20% of the membership.

Section 5-Notice of Meetings.

Notice of all meetings of the members and the purpose of such meeting, including the annual meeting, shall be given by written notice by mailing or emailing such notice to each member to such address as is listed on the books of the corporation no less than ten(10) days before the meeting, unless such notice shall be waived in writing.

Section 6-Quorum.

At all meetings of members at which a vote is to be taken, twenty members or 50% of the then current membership, whichever is lower, present or voting by proxy ballot shall constitute a quorum, but less than a quorum shall have the power to adjourn the meeting until a quorum shall be present.

Section 7-Voting.

Each member shall be entitled to one vote.

Section 8-Proxies.

At all meetings of members any member shall be entitled to vote by proxy. Such proxy shall be in writing and filed with the Secretary at or prior to the meeting.

ARTICLE V - THE BOARD OF DIRECTORS

Section 1 - Authority and Responsibility.

The governing body of the Corporation shall be its Board. The Board shall have supervision, control, and direction of the affairs of the Corporation, its committees and publications; shall determine its policies; and shall supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its activities as shall be deemed advisable, and may, in the execution of the powers granted, delegate its authority and responsibility. The Board shall possess and may exercise any and all powers granted to the Corporation by the State of New York Not-for-Profit Corporation Law and its Certificate of Incorporation. The Board shall designate the time and place for the annual meeting of the members and for such other special meetings as it deems necessary. In addition, the Board may appoint or authorize the President to appoint chairpersons of committees, representatives of the society and such other special categories of Board membership as it deems advisable to be established with the authorization of the Board.

Section 2 - Composition and Number.

The members may, at any annual or special meeting, by a majority vote of the members present in person or represented by proxy and constituting a quorum, determine the number of directors to constitute the Board, provided that there shall be not less than three nor more than 11 directors. The Board shall consist of the Officers and Directors. The membership may at any annual or special meeting by a majority of those present, change the manner by which directors are elected or their term of office, provided that such term shall not exceed four years.

Sections 3 - Vacancies.

Any vacancy in a Director's position may be filled by a majority vote of the remaining Board members from a slate of persons or person presented to the Board by the President. Any director so elected shall serve until the next annual membership meeting.

Section 4 - Meetings.

There shall be an annual meeting of the Board, at a time and place prescribed by the Board. Special meetings may be called by the President or acting President or by written request of a majority of the Board. In addition, the Board shall hold at least one regular meeting during the year at such times and such places as it designates.

Section 5 - Quorum.

A quorum of the Board shall be a majority of the officers and directors then in office.

Section 6 - Notice.

Written notice of all meetings of the Board shall be given to all Board members at least 10 days in advance. Notice of all special meetings shall be given in any form but at least seven days in advance.

Section 7 - Informal Action.

Any action which is required to be taken or which may lawfully be taken at a meeting of the Board shall be equally effective if adopted by a written consent, signed by a majority of the members of the Board, and filed with the minutes of the Board. In addition, any action agreed to in a conference telephone call of a majority of the members of the Board shall be effective if subsequently confirmed by the written consent of a majority of the Board Members, similarly filed. Internet email will constitute written consent.

ARTICLE VI - OFFICERS AND DIRECTORS

Section 1 - Officers and Directors.

The Corporation shall have a President, a Vice President, a Treasurer and a Secretary. The President and the other officers shall be members of the Board. In addition there shall be a minimum of three directors up to a maximum of 11 directors. All directors and officers must be dues-paying members in good standing. In addition, there shall also be on the Board as a Director, the immediate past president, who shall be a non-elected member of the Board until there is a "new" past president. If the immediate past president is unable or unwilling to serve this position shall remain vacant.

Section 2 - Election.

Officers and directors shall be elected at the annual membership meeting, by a majority vote of the members present at such meeting, from nominees presented by the Nominating Committee. Additional nominations for officers and directors may also be made from the floor at the annual meeting.

Section 3 - Term.

Officers shall serve a term of one year or until the next membership meeting commencing at the close of the annual membership meeting at which they were elected. Directors shall serve for a term of three years each and until their successors are elected. Officers and directors shall be eligible to succeed themselves.

Section 4 - Duties.

All officers and directors shall have the duty of attending as many regular, annual and special meetings as they are able. An officer or director shall be relieved from service by a majority vote of the remaining officers & directors if it is deemed by them that the director or officer is not fulfilling his or her duties. In addition, Officers shall have the ordinary duties and powers which the names of the several offices imply, including, but not limited to, the following:

- a. The President shall be the chief elected officer and chairman of the Board and shall preside at all meetings of the Board and of the Executive Committee. The President shall appoint chairpersons and members of committees and other representatives of the corporation as authorized by the Board.
- b. The Vice-President in the absence of the President shall perform the duties of the President.
- c. The Treasurer shall be responsible for the receipt, custody and disbursement of all funds of the Corporation, for the keeping of all accounts thereof; and for the preparation of financial statements as required from time to time by the Board. The Treasurer shall make a report of the Corporation's financial condition and transactions at each annual meeting of the Board. The funds of the Corporation shall be held in such depositories as may be selected from time to time by the Board.
- d. The Secretary shall be responsible for taking the minutes at all Board and annual membership meetings and such duties as are from time to time assigned by the President.

Section 5 – Vacancy

Any corporate officer vacancy may be filled by a majority vote of the Board members from the names of one or more persons presented by the Nominating Committee. Any officer so elected shall serve for the remainder of the term of the vacancy.

The Board, by a majority vote, has the authority to establish committees to perform the work of the organization.

ARTICLE VII – COMMITTEES

Section 1 - Executive Committee.

The Board may, by majority vote of the directors then in office, designate three or more of its members as an Executive Committee, one of whom shall be the President, who shall preside at all meetings of such committee. The Executive Committee shall exercise the authority of the Board between meetings, except that the Executive Committee shall not have authority to alter or amend the By-Laws or the power to fill vacancies in its own membership. Any action which may lawfully be taken at a meeting of the Executive Committee shall be equally effective if set forth in a written consent and signed by a majority of the members of the Executive Committee. In addition, any action agreed to in a conference telephone call by a majority of the Executive Committee shall be effective if subsequently confirmed by the written consent of a majority of the members of the committee. Email shall constitute written consent. Any such written actions of the Executive Committee shall be filed with the minutes of the Board. The Executive Committee shall not have the authority to spend any monies of the society in excess of an amount established by a two-thirds majority vote of the Board.

Section 2 - Standing Committees.

The Board shall appoint standing and special committees as it deems necessary. The authority and duties of such committees, if any, and the terms of their membership shall be specified by the Board in the resolution of appointment.

Section 3 - Nominating Committee.

Two months prior to the annual meeting of members of the Corporation the President shall appoint a Nominating Committee consisting of at least three members. The Nominating Committee shall present a slate of officers and directors to the membership by mail or email at least twenty days prior to the annual membership meeting.

ARTICLE VIII – DISSOLUTION

In the event of the dissolution of the Corporation all of its remaining assets and property of every nature and description whatsoever shall be paid over to an organization qualified under Section 501(c)(3) of the Internal Revenue Code of 1954 or a successor provision.

ARTICLE IX – AMENDMENT

These By-Laws may be altered, amended or repealed by a majority vote of the members present at the annual meeting of members of the Corporation. Any member proposing such a change shall provide the Secretary with a statement thereof 60 days prior to the meeting, and the Secretary shall then include the text of the proposed change with the meeting notice issued to members by mail or email at least 10 days prior to the meeting..

By-Laws – 8 (Rev. 10/09)
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