

SAN DIEGO BONSAI CLUB, INC

BY-LAWS

2022~~2019~~ Revision (Rev 2+ Dated 1/15/19) Rev 4 dated 3/26/21 Rev 5 8/05/21 Rev 6 8/06/21 Rev 7 11/17/21 Rev 8 11/22/21

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ARTICLE I: NAME

The name of the organization shall be San Diego Bonsai Club, Inc. (Hereinafter referred to as "~~the~~ "club".)

ARTICLE II: PURPOSE OF THE CLUB

The cleub is organized under Section 5111, Corporation Code of the State of California as a charitable, educational, non-profit corporation and is recognized as such under 26 US Code 501(c)(3); the cleub shall not engage in any activities which would ~~be in conflict with~~conflict with those statutes. In furtherance of its statutory authorization the cleub shall devote its efforts and resources in the following priority of support: first, to its members; second, to the community of San Diego; third, to the State of California; and fourth, to national and international organizations. The cleub has the following specific purposes:

1. To provide its members with a forum to exchange information, learn, teach, and promote the art of bonsai and its related disciplines through lectures, classes, workshops, demonstrations, scholarships, and field trips.
2. To provide its members with access to bonsai materials and a library of references.
3. To promote within the greater San Diego ~~community of San Diego~~ knowledge and appreciation of the art of bonsai through the following activities:
~~—art of bonsai with the following activities:~~
 - a. Conducting exhibitions and demonstrations.
 - b. Offering to youth organizations introduction and instructional programs.
 - c. Supporting permanent bonsai collections at the San Diego Zoo Safari Park and the Japanese Friendship Garden in Balboa Park.
 - d. Encourage individual members to exhibit their bonsai at cleub events and with other horticultural organizations.
4. To maintain constituent membership in the Golden State Bonsai Federation.

5. To cooperate with state, national, and international agencies and organizations in their activities affecting the art of bonsai.

ARTICLE III: PRINCIPAL OFFICE

The principal office for the transaction of c€lub business shall be in the County of San Diego, at a location established by the Board of Directors.

ARTICLE IV: MEMBERSHIP

1. Membership shall be open to anyone 18 years of age or older with an interest in bonsai and who wishes to improve their knowledge and understanding of the art of growing bonsai ~~with the goal of developing a collection suitable for public exhibition.~~ Memberships are issued for a period of one year. The Vice President of Membership will admit applicants for membership with these goals upon payment of the required fees.
2. A "member in good standing" is defined as a member whose dues and fees are not in arrears.
3. Members may be designated as follows:
 - a. Regular members as described in IV-1 above.
 - b. Life memberships are ~~given to regular c€club~~ members who have been active members for a minimum of 10 years and attained the age of 80 years old or have given outstanding service to the c€club. Yearly membership fees are waived for these honorariums with full membership rights.
 - c. Honorary members are non-c€club members who are being honored by the c€club. They are nominated by the Board of Directors and elected by a majority vote of members present during a regular monthly membership meeting. They have the right to attend and speak at monthly membership meetings but they are not eligible to vote or hold elective or appointive office.
 - d. Junior ~~m~~Members are persons under 18 years of age with an interest in bonsai and wanting the opportunity of participating in c€club activities. Persons under the age of 12 can only be admitted to membership under the sponsorship of an adult member. They are not eligible to vote or hold elective or appointive office.

ARTICLE V: THE BOARD OF DIRECTORS

1. The Board of Directors ~~shall consist~~s of the elected officers of the c€club and the immediate past president.

2. The Board of Directors shall exercise all corporate powers of the c€lub, subject to such reserved power vested in the members of the c€lub by these by-laws, the Articles of Incorporation, and the laws of the State of California. The Board of Directors may delegate specific functions and powers of the Board of Directors to be exercised by individual elected officers or, by appointment, to individual members. The Board of Directos shall designate the individual or individuals who may execute documents on behalf of the c€lub. The Board of Directors may create such special committees as it deems necessary for the c€conduct of the c€lub's business.

3. Any member can, by written notification to the Secretary, present to the Board of Directors any matter related to club business for its consideration at the next meeting of the Board of Directors.

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Sue and Ignacio recommended

4. The Board of Directors shall meet a minimum of six times per year or at the request of any Board member. A quorum of five members is needed for the Board of Directors to conduct business. Board meetings can be held in person or using an agreed upon social media platform. The decision for meeting venues will be decided at the beginning of each year by the current Board members.

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5. Board business may be conducted by email according to the guidelines established by California State Non-profit Corporation Laws, Section 5079.

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~~5.6~~ A Board vacancy shall be deemed to exist if any director dies vacates the position, resigns, or is removed from office.
~~from office.~~

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~~6.7~~ The Board of Directors shall select individuals to fill the appointive offices. An individual may be appointed to more than one office. The Board of Directors may appoint, as needed, assistants to help elected or appointed officers. Appointees serve at the pleasure of the Board of Directors but are not ~~d~~Directors of the Board.

~~8.6~~ Special meetings of the Board of Directors may be held after notification of all Board members and confirmation received.

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9. No Board member shall hold more than one Board position concurrently.

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ARTICLE VI: OFFICERS

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1. The following positions are deemed officers of the Club:
 - a. President. The President will be the Chief Executive Officer and shall preside over meetings of the membership of the cClub and the Board of Directors; shall be an ex-officio member of all committees authorized by the Board of Directors, with the exception of the nominating committee; and shall represent the cClub in its relations with public agencies and other organizations.
 - b. First Vice President. The First Vice President shall be responsible for the formulation and execution of the monthly program of the cClub; shall execute the duties of the President should that officer be unable to perform those duties; and shall succeed to the office of President if that office becomes vacant.
 - c. Vice President for Education. The Vice President for Education shall be responsible for all educational activities, including classes and scholarship ~~grants~~, not encompassed in the regular cClub programs. The Vice President for Education is responsible for acquisition and upkeep of the education trees and material but may delegate such authority if expedient.
 - d. Vice President for Membership. The Vice President for Membership shall be responsible for the admission of new members, renewal of membership, and the maintenance of the official records of membership in the cClub.
 - e. Vice President for Special Projects. The Vice President for Special Projects shall be responsible for the conduct of special programs of the cClub not encompassed in the responsibilities of the First Vice President and the Vice President for Education, including but not limited to shows, bus and field trips, and social functions.
 - f. Secretary. The Secretary shall be responsible for the preparation of minutes of the meetings of the membership of the cClub and of the Board of Directors; for the maintenance of all records of the cClub (except financial records); and assistance to the Board of Directors and other officers in the preparation of correspondence.
 - g. Treasurer. The Treasurer shall be responsible for the receipt, security, and dispersal of all funds of the cClub; for the maintenance of the record of the cClub accounts; for ensuring the accurate preparation and submission of all Federal and State tax reports; and for the preparation and submission to the membership at the first meeting after the close of the fiscal year of an annual report of the financial activity and status of the cClub for the previous fiscal year. The Treasurer shall also keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the assets, properties, and business transactions of the corporation, including accounts of its assets, liabilities, receipts, and disbursements. The books of account shall at all times be open to inspection by any Director or member of the cClub. The Treasurer shall publish a monthly statement of

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income and expenses in the newsletter. Donations to the cClub shall be recorded by the Treasurer. The Board of Directors and members shall notify the treasurer of any donations in-kind (trees, pots, wire, etc.)

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2. Election of Officers.

a. No later than September of each year, the Board of Directors shall appoint a Nominating Ceommittee of no fewer +less than three members, only one of whom may be a member of the Board of Directors. The Nominating Ceommittee shall be published in the September newsletter. The Nominating Ceommittee is tasked with finding candidates who are qualified or are capable and willing to learn the position they are nominated for. The candidates must be given a reasonably accurate description of the duties and support they can expect at the time the candidate is being sought. Self-volunteering candidates shall also have the description made available to them. Members of the Nominating Ceommittee cannot be nominated for board seats during the year they serve on the Nominating Ceommittee. - Nominees for the President position must have previously served on the board in a prior year. (NOTE: prior presidents have not previously served on the board). The nominating committee shall be advisory only, and shall present a slate of nominees to the members of the club as described herein.

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~~shall present a slate of nominees to the members of the Club as described herein.~~

b. At the regular October meeting of the cClub, the committee shall report those members candidates or self-volunteered potential candidates to the Bboard of Directors. if the candidate is deemed not qualified, the board must say way the candidate is rejected by the committee. finds fully qualified as nominees for the elective office. In addition To the nominees reported by the committee, any member may nominate, with the nominee's permission, a member in good standing for any office. A list of all nominees shall be published prior to the scheduled election.

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c. Officers shall be elected at the November meeting by a majority vote of those members present. Written ballots will be required only for an office that is contested. Officers shall be installed at the regular December meeting of the cClub. Their term of office shall commence on January 1 and will be for one year or until their successor is elected. Officers may be re-elected. The -except the President -may serve for only two consecutive terms.

d. Except for the President, vacancies in elective office shall be filled by the Board of Directors for the unexpired term. If -and-if that individual shall serve for a consecutive

term, he or she shall be elected by the membership of the cClub at the next annual election.

ARTICLE VII: APPOINTIVE OFFICES

1. The cClub will have the following appointive offices:
 - a. Audio-Visual Coordinator. The Audio-Visual Coordinator is responsible for all the audio and visual presentation equipment and maintenance.
 - b. Curator, Japanese Friendship Garden. The Curator is responsible for the maintenance and development of the cClub's bonsai collection ~~exhibited at the Garden.~~ The curator must obtain approval from the Board of Directors for projects over \$300. The curator may select an assistant curator with the approval of the Board of Directors.
 - c. Curator, San Diego Zoo Safari Park. The Curator is responsible for the ~~supervision of the~~ maintenance and development ~~efforts~~ of the cClub's bonsai collection at the San Diego Zoo Safari Park. ~~The curator must obtain approval from the Board of Directors for projects over \$300. The curator may select an assistant curator with the approval of the Board of Directors.~~
 - d. Editor. The Editor is responsible for the preparation, publication and distribution of the c-Club nNewsletter.
 - e. Historian. The Historian is responsible for keeping historical records of the ~~San Diego Bonsai Cclub.~~
 - f. Liaison, Japanese Friendship Garden. The Liaison provides administrative communication ~~between the San Diego Bonsai Cclub and the Japanese Friendship Garden.~~ The Liaison is responsible for the coordination of any public classes or special events.
 - g. Liaison, San Diego Safari Park. The administrative Liaison provides administrative communication between the ~~San Diego Bonsai Cclub~~ and the San Diego Zoo Safari Park. ~~—The Liaison is responsible for the coordination of any public classes or special events.~~
 - h. Librarian. The Librarian is responsible for acquisition, maintenance, and loan of the written, audio and video materials owned by the cClub and available for use by its members.
 - i. Publicity Officer. The Publicity Officer is responsible for the dissemination of cClub information regarding activities and accomplishments to the public and media.
 - j. Refreshment Coordinator. The Refreshment Coordinator is responsible for the arrangement of refreshments at regular meetings and other ~~club-sponsored events.~~ ~~of the Club.~~

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- k. Sales Manager. The Sales Manager is responsible for the purchase and sale of bonsai tools, equipment, and publications to members. ~~of the Club.~~
- l. Sunshine Coordinator. The Sunshine Coordinator is responsible for recognition of life events of cClub members such as illness, death, or marriage.
- m. Webmaster and Social Media Coordinator. The Webmaster and Social Media Coordinator is responsible for the creation and maintenance of the cClub's website and oversees the administration of any social media used.
- n. Benefit Drawings Manager. The Benefit Drawings Manager is responsible for conducting benefit drawings and auctions of materials donated to the cClub.

ARTICLE VIII: FINANCE

1. The sources of income of the cClub are:
 - a. Dues ~~and initiation fees of paid by the~~ members.
 - b. Donations ~~---~~ in-cash or in-kind ~~---~~ from the members.
 - c. Fees charged to the members for participation in special activities ~~_of the Club.~~
 - d. Funds realized from disposition of the cClub's property to members through benefit drawings, auctions, and to the public at shows and exhibitions.
 - e. Donations from the public.
2. Dues.
 - a. Annual dues ~~and initiation fees~~ will be established by the Board of Directors, ~~provided that n~~Notice of any change in the established dues and fees must be given sixty days prior to the effective date of the change. Any three ~~Board~~ members may, by written notice to the President, require that the change be approved by the majority membership at the next cClub meeting.
 - b. Annual dues are due and payable January 1 of each year. Any member whose dues are unpaid by March 31 will be dropped from membership and may only be reinstated upon payment of new member's fees. New members, who join in during and after September, shall receive membership for all of the following year.
3. The cClub fiscal year runs from January 1 through December 31. The Board of Directors shall approve a draft budget by month-end December for the next fiscal year. The draft budget shall be made available to members in January. A final budget shall be approved by month-end January after the books are closed for the fiscal year. Members can submit comments during the month of January against the budget for consideration by the Board--of Directors.

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4. The President shall appoint a Financial Review Committee at the December ~~club meeting of the Club~~. The ~~c~~Committee shall review the Treasurer's records and the ~~c~~Club's financial activities for that fiscal year and report to the ~~c~~Club at the February ~~meeting~~.

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5. No officer or member of the ~~c~~Club shall receive any compensation from the ~~c~~Club except for ~~c~~Club obligations advanced by the individual in accordance with the policy~~s~~ for reimbursement approved by the Board ~~of Directors~~ and for bona fide service performed on the approval of the Board ~~of Directors~~ and for the benefit of the ~~c~~Club. The ~~c~~Club ~~—~~may award monetary scholarships to members in furtherance of the educational purposes of the ~~c~~Club.

6. The ~~c~~Club ~~shall not~~ engage in any income~~-~~producing activities which would cause it to be in violation of its status as a non-profit public benefits corporation. All assets of the ~~c~~Club are held ~~in trust~~ for ~~its~~ charitable and educational purposes. Upon dissolution, the assets of the ~~c~~Club shall not be distributed to the membership but be donated to charitable institutions of a similar nature.

7. The obligation or disbursement of ~~c~~Club funds shall only be made as authorized by the Board, except that the Board ~~of Directors~~ may authorize the Treasurer to pay recurring, routine obligations of the ~~c~~Club without specific authorization.

8. Board officers and assigned curators shall be responsible for budgeted expenditures in carrying out their duties. Board approval is required for expenditures that exceed the budgeted amount.

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ARTICLE IX: MEETINGS

1. ~~The r~~Regular meetings of the ~~c~~Club membership shall be held on the second Sunday of each month. Special meetings may be called by the President.

2. The ~~annual Membership meeting shall be the November regular meeting of the club. -regular meeting of members of the Club, which is held on the second Sunday of November, shall be known as the annual membership meeting-~~ At the annual ~~c~~Membership ~~m~~meeting, there shall be an election of officers~~s~~; and annual reports shall be received from officers and chairs of standing committees.

3. Notice of the time and place of meetings shall be ~~published in the newsletter and on the website, given to all members prior to the time of meeting.~~ published in the newsletter and on the website.

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4. A quorum for the transaction of ~~the c~~Club business shall consist of the members

present and three members of the Board of Directors in response to a proper notice of the meeting, ~~and three members of the Board of Directors.~~

5. Order of business: President's remarks, reading approval of minutes of the previous meeting, admission of new members, officer reports ~~of officers~~, unfinished business, new business, program, adjournment.

Commented [O31]: we don't read the minutes - Sue

6. Members in good standing, as specified in Art. IV, are entitled to participate in the conduct of business of the meeting and to initiate consideration of new business.

7. Except as modified by the bBy-Laws, meetings shall be conducted in accordance with Roberts Rules of Order (current edition ~~-addition~~).

8. The President may table any motion or business before the cClub and defer action pending study and recommendation by the Board ~~-of~~ Directors.

9. Club officers may choose to use technology platforms which facilitate meetings.

ARTICLE XII: By-Laws ~~MISCELLANEOUS~~

1. All notices required by these bBy-Laws may be made in the monthly nNewsletter.

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2. Amendments to the by-laws:

a. Amendments ~~to~~ the bBy-Laws may be proposed by any member of the cClub at any regular meeting.

b. Notice of any proposed change shall be published and made available to all members for review and ~~comment~~ at least sixty days prior to any consideration of the amendment by the membership. Notice shall be given of the date of the meeting at which the amendment will be voted upon.

c. Adoption of ~~;~~ and amendments to these bBy-Laws require an affirmative vote of two-thirds of the members present at the meeting at which a quorum is present.

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Certificate of Secretary:

I, the undersigned, certify that I am currently elected and acting secretary of the San Diego Bonsai Club, a California nonprofit public corporation, and the above by-laws cConsisting of eight-nine pages, are the by-laws of this corporation as adopted by the memberships of the cClub on _____, 2022014, and that they have not been amended or modified since that date.

Executed on _____, 2022014, at San Diego, California.

Secretary

