

# BONSAI CLUBS INTERNATIONAL BY-LAWS

Approved by The BCI Board and Members February 2014



## ARTICLE I – Name

The corporation name is Bonsai Clubs International, abbreviated as BCI, an educational, non-profit, tax exempt organization incorporated under the laws of the State of California.

## ARTICLE II - Principal Office

The principal office for the transaction of BCI business shall be as determined by the Board of Directors. Its current location is BCI Business Office.

PO Box 40463, Bay Village, OH 44140-9998 USA

## ARTICLE III - Terms of Existence

BCI is a corporation organized March 29, 1962, having prior existence under the laws of the State of California as Bonsai Clubs Association. The name was amended in 1974 to BONSAI CLUBS INTERNATIONAL.

## ARTICLE IV – Income

This corporation is founded upon non-stock, voluntary membership. Means of financing it are by membership dues, donations, gifts, contributions, and other income derived from its publications and fees from Conventions.

## ARTICLE V – Aims and Objectives

This corporation's prime purposes are:

- A. To advance education among its members and the public in the aesthetic, historical, horticultural and business aspects of the art of bonsai and related arts.
- B. To promote knowledge, interest, appreciation and enjoyment of the art of bonsai and its related arts through various publications identified by the Board of Directors, including, but not limited to, the BONSAI & STONE APPRECIATION MAGAZINE, hereinafter referenced in these bylaws as "The Magazine."
- C. To encourage individual memberships and the formation of bonsai clubs, societies, associations and federations, around the world, and to encourage them to work with BCI in the furtherance of the art of bonsai and its related arts.
- D. To provide a forum, through meetings, exhibits, conventions and publications, whereby members may join in accomplishing the purposes herein stated.
- E. To conduct its activities without financial gain or profit to BCI or to any of its members.
- F. To have and exercise powers conferred upon non-profit, tax exempt corporations by the State of California, consistent with the Internal Revenue Code of 1954 as now in force or afterwards amended.

## ARTICLE VI - Membership

- 1) There are four forms of Membership: Club Members, Individual members and Honorary or Donor Members. There shall be no limit upon the number of members.

### CLUB MEMBERS

For admission into membership as a member club of BCI, a club shall be defined as not fewer than five individuals who meet together regularly for the study and enjoyment of bonsai or related arts.

- Member clubs are clubs who agree with the purposes stated in ARTICLE V and who have paid the current member club fees. Each member club is entitled to one vote on any item submitted to it.
- Member Clubs are not eligible for e-membership.
- Each member club may elect or otherwise appoint one delegate and one alternate delegate to represent it and vote for it, at any membership meeting. The vote of the delegate is absolute. Each member club shall register with BCI the names and addresses of its chosen Delegate and/ or Alternate Delegate prior to the Annual Meeting. If a member club designates other delegates to represent it and vote for it at an annual meeting, names of these other delegates, entered upon "BCI Credential Forms," shall be e-mailed by the club to the correspondence secretary. Credential forms are available from the secretary.
- Member clubs who designate a contact person other than the delegate to receive and handle mail votes shall advise BCI of his/her name and address and shall notify BCI whenever a change in designated persons occurs.
- Each member club is required to send the managing editor of the Magazine copies of its yearly program, newsletter, photographs and articles pertaining to bonsai or its related arts.
- To facilitate such submissions, each member club shall appoint a BCI correspondent whose name shall be registered with the Magazine editors.
- Each club is invited to join the Ambassadors Program and to appoint one person to be the club's Ambassador to BCI.

### INDIVIDUAL MEMBERS

Individual members are persons who have paid the current individual membership dues and will receive a copy of each issue of 'The Magazine' for the duration of their paid membership. As well as having access to BCI tours, members only area on website, competitions and discounted convention fees.

### DONORS OR HONORARY MEMBERS

Honorary members are individual members or member clubs recognized by the Board for special non-financial contributions to BCI.

Donor members are individual members or member clubs whose financial donation exceeds the membership dues in the current year.

Both Donor and Honorary members will receive the same privileges as Individual members.

1. All persons, regardless of age, race, creed, colour, disability, marital status, sex, national origin, ancestry or sexual orientation are eligible for membership to BCI.

2. Any member whose dues are in arrears by sixty days after the due date will be dropped automatically from the active membership list. Mailing of BONSAI & STONE APPRECIATION MAGAZINE will cease when their dues expire. Delegates of member clubs whose dues are in arrears cannot vote.
3. E-membership exists only for the duration of the year in which it is taken and must be renewed annually.

## ARTICLE VII - Officers and Directors

### Section 1.

The officers of BCI shall consist of:

- a. President,
- b. First Vice President,
- c. Second Vice President,
- d. Treasurer,
- e. Secretary

They shall be elected by the Board of Directors and serve a term of two years, or until their successors are elected. All officers may be re-elected to serve consecutive two-year terms limited to six years in any one position. In case of a vacancy in the Presidency, the First Vice President will succeed to the Presidency on an interim basis. The Board of Directors will immediately elect a new President, and if necessary, a new Second Vice President. All officers will serve without monetary compensation.

### Section 2.

There shall be a total of no more than eighteen (18) elected Directors including the Officers to serve for a term of two years. They shall be elected by the member clubs of BCI. To preserve continuity, the election of Directors will be arranged such that at least nine Directors are elected each year. Directors may serve consecutive two-year terms without restriction. Should a Directorship fall vacant, the Board of Directors shall appoint a Director (priority will be given the director-candidate who received the next greatest number of votes during the last election) to serve for the duration of the unexpired term. All Directors shall serve without monetary compensation.

### Section 3.

The elected Officers, Directors and the immediate Past President shall constitute the BOARD OF DIRECTORS.

### Section 4.

Candidates for Directors of BCI should be individual members of good standing. Candidates for President and Vice Presidents must have served as a BCI director or BCI Executive Committee Member within four years prior to their nomination.

### Section 5.

There shall be an EXECUTIVE COMMITTEE made up of the five Officers elected by the Board of Directors, plus the immediate Past President, as voting members, 6 in total.

The Executive Committee may appoint additional members, as an advisory council.

They may also appoint an Executive Director who, if appointed from outside the Board, will serve as a non-voting member for a two-year renewable term of office. If an Executive Director is appointed from within the existing Board they will retain their voting rights as a Board member

They shall advise and be a resource to the Board of Directors. They shall serve without monetary compensation.

### **Section 6.**

The Board of Directors shall have the right to call for a change in the occupancy of any Officer or Director position prior to the expiration of the term of office, should it be deemed necessary if:-

- a) a member no longer fulfils his obligations towards BCI according to the BCI-by-laws;
- b) is unable or unwilling to undertake the duties of their office, as determined by a majority vote of the Board;
- c) a member manifestly acts in violation of the by-laws or the BCI code of ethics, or if the member harms the good name of BCI in an unreasonable way.

This must be based upon hard evidence and not hearsay, determined by a majority vote of the Board.

## **ARTICLE VIII - Duties of Officers and Board of Directors**

- 1) The Directors and the Executive Committee shall operate according to the Bylaws, with reference to the Policies & Procedure Manual. The manual shall contain the Duties of Officers and Directors, organizational methods, procedures and policies in a more detailed format than is appropriate for inclusion in the Bylaws.
- 2) The Executive Committee shall act for the Board of Directors in the day- to-day management of BCI. It may initiate and propose policy changes and create or improve services to the membership, subject to Board of Directors approval. It shall formulate and submit the annual budget to the Board of Directors and implement that budget upon approval. It shall review and propose changes to the annual membership dues and perform all functions necessary to the operation of BCI, subject to Board of Directors approval.
- 3) The Board of Directors shall be the managing body of BCI. The Directors will be responsible for considering and voting on all matters that come before them, including but not limited to, Bylaw change. They shall advise and assist the President as required, and shall from time to time undertake special tasks at the request of the President. Each Director shall undertake to promote BCI and membership.

## **ARTICLE IX - Committees**

There shall be six standing committees, but the President, with the approval of the Board of Directors, may temporarily initiate others for specific purposes. Each committee shall submit a written report of its activities and/or proposals prior to every Board meeting and to the Annual Meeting.

### **1) Finance Committee:**

This Committee shall be appointed by the President, consisting of three BCI members with financial skills. In addition the President can co-opt independent persons with appropriate skills to assist in ensuring the terms of operation are fulfilled. The committee shall submit a written and signed report of its findings at the Annual General Meeting.

2) Nominating Committee:

The Board of Directors shall elect from among its members a Nominating Committee chair, who shall appoint his/her own committee of not less than two other BCI Board members.

3) Editorial Committee:

The President shall chair this committee comprising of the Magazine editor, the Director of Education and other such members as the President may choose to assist in the work of improving the Magazine as an educational forum for the art of bonsai and bonsai related arts.

The Editorial Committee has responsibility for ensuring the quality of the website and keeping it updated. Similarly they are responsible for preparing promotional material for BCI.

4) Education Committee:

The Board of Directors shall elect from among its members an Education Committee chair, who shall appoint his/her own committee of not less than two other BCI members. The committee shall submit a written report of its activities and/or proposals at every Board meeting and at the Annual General Meeting.

5) Convention Committee:

The Board of Directors shall elect from among its members a Convention Committee chair, who shall appoint his/her own committee of not less than two other BCI members. At least twice per year the committee must submit its findings to the Board in the form of a written report.

6) Membership Committee

The Board of Directors shall elect from among its members a Membership Committee Chair, who shall appoint his/her own committee of not less than two other BCI members.

7) The President may establish and appoint committees as necessary for specific purposes, to accomplish the duties of his/her office. They shall be disbanded upon completion of their task.

The President shall be an ex-officio member of all committees.

## ARTICLE X – Elections re. Annual Meetings

- 1) Ballots will be sent by email to all Voting members by the Secretary on the last day of the calendar month, not less than 45 days prior to the annual meeting. Ballots shall contain the list of director candidates with a brief review of each candidate's qualifications, as presented by the Nominating Committee. Votes must be sent to the Secretary no less than fourteen (14) days prior to the annual meeting. Ballots received after the stated date will not be counted.
- 2) Items of BCI business approved by the Board of Directors and submitted to the membership for a vote may also be included in the ballot.
- 3) The Secretary shall count the votes received within 7 days, and a director previously selected by the President shall verify the results. The Secretary will report the results to the annual meeting. In the case of his/her non-attendance the results will be transmitted to the President to announce at the annual meeting. Newly elected directors will assume their duties following the annual meeting.
- 4) Candidates for the positions of President, Vice Presidents, Treasurer and Secretary, if falling vacant at the end of their 2 year term of office, will be elected by the Board of Directors from within the Board.

## ARTICLE XI- Meetings

- 1) A Board of Directors meeting will be held prior to the opening of the Annual BCI Convention. A quorum, for the purposes of a Board of Directors meeting, shall consist of at least eight (8) voting members of the Board, whether present and voting or voting by proxy. When only eight members are present, a positive vote from seven (7) will be considered a vote for action and will be binding.
- 2) The annual meeting shall be held once during the calendar year on a date established by the Board of Directors. No more than 18 months should elapse between annual meetings.
- 3) The business of the Annual General Meeting shall include announcements of election results and approval of the annual and financial reports. The Annual General Meeting shall be open to all members of BCI to include both Delegates and Ambassadors.
- 4) Written notice of the Annual General Meetings and requests for nominations and agenda items shall be sent to all members by the Secretary, not less than 60 days prior to the meeting.
- 5) In the course of the year there shall be at least two additional meetings of the Executive Committee, either face-to-face, via telephone or other electronic means in the intervening time between annual meetings.
  - A quorum at these meetings shall consist of at least 5 voting members, whether present or voting by proxy.
  - Extraordinary General Meetings may be called by the President when requested by a majority of the Board of Directors, or upon written request of 20% of the membership.

## Article XII - Dues and Funds

- 1) Each member club and individual member shall pay dues as shall be established by the Board of Directors. Any member whose dues are in arrears by sixty days after the due date will be dropped from the active membership list. Mailing of BONSAI & STONE APPRECIATION MAGAZINE will cease when their dues expire. Delegates of member clubs whose dues are in arrears cannot vote. In the case of E-membership, failure to renew will remove access to the electronic version of the magazine.
- 2) Individual members or member clubs qualify as donors when their donations exceed the yearly dues in the current year. Funds in excess of the yearly dues shall be used for BCI general funds, unless specified by the donor.
- 3) In addition to membership dues, other funds of the corporation will be derived from services performed or activities held by BCI and from such gifts and legacies as may be received.
- 4) No officer, director, member or group may incur any indebtedness in the name of BCI, other than normal expenses for administrative costs or expenses within an approved budget or without prior approval of the Board of Directors. Funds to be advanced are accountable to the Board of Directors as the board directs.
- 5) Private and personal property of the officers, directors, or any of its members shall not be subject to the debts of the corporation or its properties to any extent whatsoever.
- 6) Where a currency exchange rate is involved, the dues and other sums received shall be in U.S. currency.

## ARTICLE XIII –Magazine

- 1) In order to communicate with everyone interested in the art of bonsai and related arts, BCI shall publish a periodical under the name of BONSAI & STONE APPRECIATION MAGAZINE.
- 2) The managing editor of the magazine together with the Editorial Committee shall be responsible for the selection of articles and illustrative material and the general layout of the Magazine, and will arrange for its publication and distribution to the membership.
- 3) The manager will solicit copy ready advertisements concerning bonsai culture or related arts and forward these to the managing editor. All monies obtained must be forwarded to the Business Manager.

## ARTICLE XIV – Other Business

### 1) Business Manager

- The business manager will receive membership fees and other mail addressed to BCI, bank any monies until these can be transferred on a weekly basis to the Treasurer.
- He/she will answer any mail or forward it to an officer or volunteer who can respond appropriately.
- The business manager shall maintain an up-to-date membership list which shall be used for mailing of the Magazine or other mailings as authorized by the Board of Directors. Names and addresses of member clubs shall be released to current officers or directors of BCI upon written approval of the current President. No portion of the membership list may be sold for any reason, nor disclosed for any reason to persons not current members of the BCI Board of Directors.
- He/she must be able to understand and use current data management software use by BCI in membership management and renewals, management of sales items, auctions, and fund raising efforts.

## ARTICLE XV – Conventions

- 1) Conventions will be scheduled and managed, in accordance with the Convention Contract, by the Board of Directors, through the BCI President and the Host Convention Committee.
- 2) When a convention invitation extended by a host organization has been accepted by the Board of Directors, they will enter into a written contractual agreement with the person representing the host organization. This agreement shall specify the terms, conditions and responsibilities of the signatories of the convention contract. Should a third organization share in the responsibilities of a convention, it must also be a part to this written contractual agreement.
- 3) Signatories to the Convention Contract should comprise of The President (or his/her representative) together with one other Executive Board member and two representatives of the proposed hosting organisation.

## ARTICLE XVI - Fiscal Year

The fiscal year of BCI shall be the same as the calendar year.

## ARTICLE XVII – Amendments to the By Laws

These Bylaws may be repealed, amended, or new bylaws adopted at any regular, special (which includes e-mail ballot) or annual meeting of the membership, provided that the full text of such changes has been proposed in writing and copies sent to all member clubs not less 30 days prior to such a ballot. Passage of any amendment shall require a two-thirds majority of the votes cast.

## ARTICLE XVIII - Parliamentary Procedure

When not in conflict with articles of these bylaws, all questions of parliamentary procedure shall be determined in accordance with ROBERT’S RULES OF ORDER, Newly Revised.

## ARTICLE XIX - Dissolution of the Corporation

Upon dissolution of the corporation, the Board of Directors shall, after paying all the liabilities of the aforesaid corporation, dispose of all their assets exclusively for the purposes of that corporation.

They shall do so in such manner and to organizations, organized and operated exclusively for charitable and/or educational purposes, and who, at the time, qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 as now in force or afterwards amended.

08 February 2014