

THE BONSAI SOCIETIES OF FLORIDA, INC.
BYLAWS

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BYLAWS
OF
THE BONSAI SOCIETIES OF FLORIDA
A FLORIDA CORPORATION

ARTICLE I
NAME

The name of the organization is THE BONSAI SOCIETIES OF FLORIDA, INC., hereinafter referred to in these Bylaws as “BSF”.

Section I. Use of the BSF name, its materials, and logo are proprietary and may only be used with the expressed written permission of the BSF Board of trustees, hereinafter referred to as the “Board”.

ARTICLE II
PRINCIPAL OFFICE

The Board shall determine the principal office for the transaction of business of BSF.

ARTICLE III
PURPOSE

BSF shall provide for the various Societies, Clubs, Study Groups, and bonsai related organizations having various names, hereinafter referred to in these Bylaws as Societies, a statewide organization to deal with common issues and needs, and to support their programs.

Section 1. BSF is declared to be a non-profit and educational organization whose prime purposes are as follows:

- A. To advance the education of its members and the general public in the aesthetic, historical, scientific, technical skills, business, and social features of the art of bonsai.
- B. To promote the knowledge, interest, appreciation and enjoyment of the art of bonsai on the part of its members and the general public.
- C. To encourage the formation of Societies throughout the State of Florida at the local level to accomplish the purposes stated herein.
- D. To provide a forum including publications, meetings, and exhibitions whereby Societies and individuals may join in accomplishing the purposes stated herein.
- E. To engage in, as incident to any of the specific purposes herein any lawful activity, consistent with the members' and public's interest, which will sustain and advance the art of bonsai.

ARTICLE IV
MEMBERSHIP

Subject to the conditions noted herein, all Societies, individuals and organization are eligible for membership regardless of sex, age, race, color, or creed.

Section 1. There shall be five (5) categories of membership in BSF. Three (3) regular memberships: Member Societies, Individual At Large, Member Organization At Large, and two (2) Special Memberships: Donor Member and Life Member.

A. Member Societies

1. Societies within the State of Florida that promote the purposes of BSF, that are educational and non-profit, are eligible for membership as Member Societies.
 - a. Member Societies shall be the only voting membership.
 - b. Member Societies shall have no less than five (5) members who are members of BSF through that Member Society.
 - c. Individual members of a Member Society shall derive their membership in BSF through that Society.
 - d. Only members of Member Societies are eligible to hold office in BSF or serve as chairs of committees.
 - e. The Presidents of the Societies shall be the contact to and from the BSF to provide services and communications with the individual member.
 - f. The Society shall select a Delegate and an Alternate Delegate to the Annual Meeting.

- B. Member At Large:
 - 1. Any individual who subscribes to the purposes of BSF is eligible for membership as a Member At Large.
 - a. Members At Large shall be non-voting members.
 - b. Members At Large shall not be eligible for office in BSF nor chair committees.
- C. Member Organization At Large:
 - 1. Societies outside the State of Florida or any organization that promotes the purposes of BSF is eligible for membership as Member Organization At Large.
 - a. Members At Large shall be non-voting members.
 - b. Members or employees of a Member Organization At Large shall be eligible for BSF membership as Member At Large.
- D. Donor Membership:
 - 1. Donor Members are individuals or organizations of any kind who are recognized for their special donations, gifts, or contributions as determined by the Board.
 - 2. Donor Members will have the same rights as Members At Large or Member Organizations At Large.
 - 3. Donor Members who are members of a Society shall maintain their status and rights accordingly.
 - 4. A Society may become a Donor without altering its voting privilege.
 - 5. Donor Membership shall be reviewed annually.
 - 6. Only the Board may award an individual or organization with Donor Membership
- E. Life Membership:
 - 1. Life Membership may be awarded to a person who has been a member in good standing, for outstanding contributions to the art of bonsai, and/or the BSF.
 - 2. Applications for Life Membership may be presented to the Board by Member Societies for consideration.
 - 3. Life Members who are members of a Society shall maintain their status and rights accordingly.
 - 4. Only the Board may award an individual with Life Membership.

Section 2. Multiple Memberships:

- A. Individuals and organizations may have a membership in more than one Society.
- B. Individuals or organizations with multiple memberships shall designate their primary membership.
- C. The rights of such members shall be as afforded them by their primary membership.

Section 3. Membership Removal:

- A. Any member can be removed from membership in BSF for cause.
 - 1. Removal of a member requires two-thirds vote of the Board.
 - 2. The vote may be in person or by **electronic** mail at a regular or special meeting of the Board.
 - 3. Any member who becomes a candidate for removal must be notified by Certified Mail, Return Receipt Requested.

4. Such candidate may request a hearing but must do so in writing. The request must be addressed to and received by the President of the Board no later than 15 days after receipt of the notification.
5. Upon receipt of a request for such a hearing, the President of the Board must act within 15 days to arrange a hearing at a time, place and in a manner suitable and agreeable to the Board and the candidate.

ARTICLE V
BOARD OF DIRECTORS

The Board shall conduct the governance of the BSF.

Section 1. The Board shall have general supervision of the activities of BSF, programs, conventions, educational materials, and events supportive of the purpose defined in Article III.

Section 2. The Board shall be made up of elected officers (Article VI), appointed chairs of the permanent committees (Article VII) and District Trustees.

- A. Any Member Society member from any location may seek office as an elected officer.
- B. Only Member Society members from a given District may seek office as a Trustee from their District.
- C. Chairs of committees are appointed and voted on by the Board, and may be from any Member Society in Florida.

Section 3. The State of Florida shall be divided into Districts to provide effective representation on the Board by the Member Societies.

- A. Each District shall include various Member Societies to balance the number of, and locations served by their Trustee.
- B. District boundaries may be changed by Board action as the number, size, and distance of Societies demand for effective representation.
- C. District boundaries and organizational structure shall be defined in the Guidelines and Procedures Manual.

Section 4. The term of office for all elected Officers shall be two years.

- A. No elected officers except the Treasurer may succeed themselves after two consecutive terms in office, unless a waiver is presented and voted on by the Board of Directors.
- B. The Treasurer may have unlimited consecutive terms in office.

Section 5. Board Meetings

- A. The Board shall hold a minimum of two meetings a year.
- B. The Board members shall receive a written or electronic proposed agenda for every meeting.
- C. Board members may vote on issues by mail, electronic mail, or telephone.
- D. Any BSF member is welcome to attend any meeting.
- E. BSF members wishing to bring items before the Board are requested to present the items in writing no less than thirty (30) days prior to the meeting.

Section 6. A member of the Board holding more than one Board position shall have one (1) vote.

Section 7. A quorum of the Board shall be no less than one half of Board Members plus one.

Section 8. Replacement of a Board member.

- A. Any member of the Board failing to perform the duties expected of that position shall be considered for removal from the Board.
- B. Consideration of the removal from the Board will be taken up at the next regular or special meeting.
- C. Such candidate shall have the same privileges afforded a member as noted in Article IV, Section 3.
- D. Replacement of a Board member in an open position, for any reason, shall be proposed by the President and approved by the Board.

ARTICLE VI
ELECTED OFFICERS

Officers, in indicated in Article V, shall be elected. Specific duties in addition to those noted below shall be defined by the Board in the Guidelines and Procedure Manual.

Section 1. The President shall preside at all regular and special meetings of the Board and appoint such committees as necessary.

Section 2. The First Vice-President shall assist the President and act on his behalf in case of his absence.

- A. Should the President's office become vacant, for any reason, the First Vice-President shall fill such vacancy.

Section 3. The Second Vice-President shall follow in line of the First Vice-President.

- A. Should the Second Vice-President's office become vacant, for any reason, the President shall fill such vacancy in accordance with ARTICLE V, Section 8, paragraph D.

Section 4. The Recording Secretary shall record and report the minutes of all meetings.

Section 5. The Treasurer shall receive and deposit the funds of BSF in an account established in the name of BSF for such purpose, pay all expenses and maintain accurate records of all income and expenditures.

Section 6. The First Vice President and the President shall have full access to account records, and shall be prepared to follow through in the absence of the Treasurer.

Section 7. The District Trustees shall provide coordination and communication between the Board and the Member Societies in their designated geographical area.

ARTICLE VII
COMMITTEES

There shall be standing committees, to perform the continual activities of the BSF, and special committees as needed to perform lesser duties as needed. Task Forces can be created to perform short term assignments.

Section 1. The President shall appoint committees as noted in the duties of the President (Article VI, Section 1.)

- A. Standing committees shall include those defined in the Guidelines and Procedure Manual.
- B. Special committees as such needs arise. The standing committee shall cease when the President stipulates same.
- C. A Nominating Committee shall exist only during election years.
 - 1. The nominating committee shall consist of five (5) members.
 - 2. The composition of the Nominating Committee shall be as stipulated in the G&P Manual.
 - 3. The nominating committee shall cease to exist when the Board of Trustees accepts their recommendations.

Section 2. The President or the Board of Trustees shall appoint a Task Force where short term assignments need leadership.

- A. The term of a Task Force shall cease when the assigned task is completed, or when the appointing authority deems necessary.

ARTICLE VIII
ELECTIONS

Elections shall be held biennially.

Section 1. The slate of candidates for elective offices, (ARTICLE VI) shall be presented to the Board by the Nominating Committee for communication by the Recording Secretary to the Member Societies. The Board shall not vote on the proposed ballot.

Section 2. Candidates shall be presented to the memberships for voting.

- A. Ballots listing the slate of candidates and respective position shall be sent to each Member Society.
- B. Ballots shall be sent no less than sixty (60) days prior to the Annual Meeting.

Section 3. A ballot shall be cast by the president of each member society reflecting on the will of their society.

- A. Ballots must be received by the Recording Secretary no later than thirty (30) calendar days prior to the Annual Meeting.
 - 1. Ballots not received shall be recognized as votes for the listed candidates.
- B. Write-in candidates may be included with proof of willingness to serve.
 - 1. Votes for write-in candidates shall be listed on the official ballot.

Section 4. The Recording Secretary will tabulate the votes prior to the Annual Meeting. The results shall be reported no later than the Annual Meeting.

Section 5. Candidates shall be notified by electronic mail upon their winning of a position and the schedule for formal installation as officers.

Section 6. The newly elected officers shall assume office at the Annual Meeting in which their election is reported.

ARTICLE IX
ANNUAL MEETING

The Annual Meeting of BSF shall be held at mid-year or the closest BSF Convention.

Section 1. The business of the annual Meeting shall include the biennial announcement of the election results, and such other business as is deemed necessary to be brought before the Delegates.

- A. The President of BSF shall preside at the Annual Meeting.
- B. The proposed, or revised, agenda shall be adopted as the first item of business.
- C. Installation of newly elected officers shall be authorized to take place at the Convention Banquet, or as deemed appropriate by those attending the meeting.

Section 2. Members of Member Societies desiring to bring items of business before the Annual Meeting are requested to do so by presentation of such items, in written form, to the President **thirty (30)** days prior to the Annual Meeting.

Section 3. Written or electronic notice of **thirty (30)** days prior to the Annual Meeting.

- A. The proposed agenda for the Annual Meeting shall be included with the Meeting notice.

Section 4. A quorum shall consist of one half of Member Societies plus one.

Section 5. Voting shall be by a Delegate, or in his absence, Alternate Delegate only.

- A. Items shall pass or fail as voted by a majority of Delegates present.
- B. The President shall only vote in cases where there is a tie vote.
- C. Certain items noted in these Bylaws such as elections or Bylaw revision require unique processes.
- D. The Delegate and Alternate Delegate, shall provide their credentials to the Recording Secretary prior to the start of the Meeting.
 1. Credentials shall consist of a letter from the Member Society designating the Delegate and/or Alternate Delegate.
 2. Any Delegate and Alternate Delegate shall be a member in good standing of BSF and their respective Member Society at the time of the meeting.

ARTICLE X
DUES AND INCOME

The general methods and means of financing BSF operation and activities are by membership dues, donations, gifts, contributions, and other income derived from its activities.

Section 1. Dues:

- A. The amount of BSF dues shall be determined by a majority vote of the Board.
 - 1. The amount of BSF dues for Membership in BSF shall be included in the Guidelines & Procedure Manual.
 - 2. Donor Members shall pay no BSF dues for the time period set by The Board.
 - 3. Life Members shall pay no BSF dues for the remainder of their life.

Section 2. The dues and address information of all members shall be sent to the Membership Committee Chairman.

- A. Members as defined in Article IV shall pay BSF dues annually.
 - 1. Dues collected from individuals belonging to Member Societies shall be sent by the member's Member Society to the BSF Membership Committee Chairman by Dec. 31 of each year.
 - 2. Dues from members designated Members At Large or Member Organizations At Large shall be sent directly to the BSF Membership Committee Chairman by Dec. 31 of each year.
 - 3. The amount of the dues for each Membership category shall be defined in the Guidelines & Procedures Manual.
 - 4. Members having multiple memberships shall pay BSF dues once through their primary Society regardless how many memberships they have.

Section 3. Other Income

- A. The Board shall endeavor to pursue activities to provide additional other income to cover costs of operation and to provide maximum services to the membership.
 - 1. Charges for use of educational material, sales of materials, sponsorships, and other activities will cover costs at a minimum, the excess of which will go into the general fund.
 - 2. Sponsorship and support of the Annual Convention shall be an activity for which BSF will receive a percentage of the profits.
 - a. The responsibilities and percentage of profits shall be defined in the BSF Guidelines and Procedure Manual.

ARTICLE XI
FISCAL YEAR

The fiscal year of BSF shall be from January 1 through December 31.

ARTICLE XII
AMENDMENTS AND REVISIONS

These Bylaws may be amended or revised with the approval of the Board and the vote of the member Societies.

Section 1. These Bylaws may be proposed for repeal, amendment or new Bylaws at a regular or special meeting by a majority vote of the Board.

- A. The Board shall appoint a Task Force to address the issues and return with the proposed changes.

Section 2. The Bylaws Task Force shall present proposed changes to a regular or special meeting of the Board.

- A. Any proposed changes must be approved by a majority vote of the Board.

Section 3. Proposed changes approved by the Board shall be presented to the Member Societies.

- A. The President of the Member Societies shall be sent copies of the proposed changes for consideration.
- B. Member Societies shall be given **thirty (30)** days to respond with their comments.
- C. Comments from the Members Societies shall be presented to the Board for consideration.

Section 4. Copies of the final draft of the changes to the Bylaws shall be **electronically** mailed to all Member Societies.

- A. Member Societies shall be given **thirty (30)** days to respond with their approval.
- B. If no response is received, a vote for approval will be entered on behalf of the Society.

ARTICLE XIII
GUIDELINES AND PROCEDURE MANUAL

The Guidelines and Procedure Manual shall supplement these Bylaws.

Section 1. Subject to conformance to the conditions and requirements of these Bylaws, the Board shall define and stipulate specific operational policies in the Guidelines and Procedure Manual.

Section 2. Specifics and items that deal with definitions, amounts, values, and variables that change from time to time shall be definitively detailed in the Guidelines and Procedure Manual.

ARTICLE XIV
PARLIAMENTARY PROCEDURE

All meetings shall operate under, and questions of parliamentary procedure, shall be determined in accordance with Robert's Rules of Order.

ARTICLE XV
PRESUMPTIONS

The following, though not stated at the appropriate places, shall be presumed stated throughout the Bylaws.

Section 1. The use of the masculine pronouns in these bylaws is in the interest of simplicity only. The feminine pronoun shall apply equally throughout.

Section 2. All references to documents or written procedures outside these Bylaws shall be resumed to be the latest official revision.

ARTICLE XVI
LIABILITY AND INDEMNITY

Persons giving of their time, knowledge, and energy shall be protected from legal and financial burdens that may occur as a result of their service on the Board or for the BSF.

Section 1. The BSF shall provide that the BSF and Board members be held harmless and provided a defense from liability for events that occur during the fulfillment of their duty while serving on the Board or other activities authorized by the BSF, and related events that occur after leaving active service for the BSF.

- A. Any insurance or bond shall be purchased from companies approved by the Florida State Insurance Commissioner.
- B. Coverage shall include the organizations and/or the individual.
- C. The following types of protection shall be provided:
 - 1. Fidelity Bond, protecting the Board and its members from financial losses due to events beyond their control, including but not limited to, errors, theft, unknown reasons for losses, etc., often known as Blanket Bonds, or equal.
 - 2. Officers and Directors Insurance protecting the Board and its members from claims regarding actions or in-actions as a result of decisions of the Board.
 - 3. General Liability Insurance for claims resulting from bodily injury, property damage, products liability, personal injury (e.g. libel, slander, defamation of character).
- D. Insurance or bond protection shall not pay for matters that are deemed uninsurable by law such as wrongful acts, negligence, unlawful acts, or dereliction of duty.