

Houston Bonsai Society, Inc.

By-Laws

Article I

Identification

Section 1.1 Statement of Purpose. The purpose of the Houston Bonsai Society, Inc., a Texas Corporation, hereinafter referred to as HBS, is to:

Promote interest and education in and enjoyment of the art of Bonsai.

Assemble and make available information on the culture of Bonsai.

Promote the collection and exhibition of Bonsai.

Acquaint local Bonsai hobbyists with each other.

Article II

Offices

Section 2.1 Principle Office. The principle office of the Corporation shall be in the city of Houston, Texas, County of Harris. The Corporation may have such other offices at such other place or places as the Board of Directors may from time to time designate.

Article III

Members

Section 3.1 Members. The corporation shall have five classes of members.

Class A Individual Membership. Any individual over 18 years of age.

Class B Joint Membership. Members of a single household including children less than 18 years of age.

Class C Honorary Membership. Membership granted by appointment of the Board. The term of such membership is perpetual unless such membership is terminated by vote of the board.

Class D Bonsai Associations, Clubs, or Societies Membership. Memberships for the purpose of exchanging newsletters and information. This membership pays no dues as long as the member organization exchanges its newsletter with HBS at no charge.

Class E Vendor Membership. Membership for the purpose of receiving the newsletter and keeping informed of the activities of HBS. This membership pays dues as set by the Board.

- Section 3.2 **Admission of Member.** Membership in HBS shall be open to all individuals and organizations (business and non-profit) interested in the art of Bonsai. Membership is achieved by making application to HBS and by payment of dues. Upon application and payment a new member shall be qualified to vote and/or receive all the privileges and benefits of HBS associated with their class of membership.
- Section 3.3 **Term of Membership.** Term of membership shall be for one year starting in January. New members joining HBS after June 30 shall pay one half the annual dues for membership through the end of that year.
- Section 3.4 **Voting Rights.**
- Class A Members:* Each member shall be entitled to one vote on each matter submitted to a vote of the members.
- Class B Members:* Each individual member of the household over the age of 18 years shall be entitled to one vote on each matter submitted to a vote of the members.
- Class C, D, and E Members:* These memberships are non-voting.
- Section 3.5 **Resignation.** Any member may resign at any time upon written notice to the President of the Corporation. Any such resignation shall not relieve such members of any duties, obligations, dues, charges or assessments theretofore accruing to such member prior to such resignation.
- Section 3.6 **Termination of Membership.** The membership of any member shall be terminated if such member fails to pay the required dues as provided in Article 8 of these bylaws.
- Section 3.7 **Reinstatement.** Any member whose membership has been terminated shall be reinstated if such member pays his or her dues and submits his or her current address and telephone number to the Treasurer.
- Section 3.8 **Transfer of Membership.** Membership in this Corporation is not transferable or assignable.

Article IV

Meetings of Members

- Section 4.1 **Place of Meetings.** The Board may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board.
- Section 4.2 **Annual Meeting.** The annual meeting of members commencing with the year 1996 shall be held at such time, on such day, and at such place as may be designated by the Board, at which time Class A and B members shall elect a Board and officers, and transact other business as may properly be brought before the meeting.
- Section 4.3 **Special Meetings.** Special meetings of the Class A and B members for any purpose or purposes, unless otherwise prescribed by law or by the Articles of Incorporation, may be called by (a) the President, (b) the Board, or (c) twenty-five (25%) of all class A and B members entitled to vote at the meetings. Business transacted at all special meetings shall be confined to the purpose or purposes stated in the call.
- Section 4.4 **Notice of Meetings.** Notice of the date, time and place of a regularly scheduled meeting is considered given if the meeting is held on a regularly scheduled day of the month such as the first Wednesday of each month. Once the date, time and place of the regularly scheduled meeting is established it may be changed at a regularly scheduled meeting by vote of the membership and providing that the membership is given two weeks notice in writing stating the date, time, place and purpose of the meeting. Notice delivered via email or to the U.S. Post Office two weeks before the special meeting shall be constituted proper notification.
- Section 4.5 **Quorum.** Those members voting at a special meeting or membership meeting shall constitute a quorum for the transaction of business at any special meeting or membership meeting.
- Section 4.6 **Organization.** (a) The President or, in his absence, any Vice President shall preside at all meetings of the members. In the absence of all these officers, any member may call the meeting to order and a chairman shall be elected from among the members present. (b) The Secretary of the Corporation shall act as secretary at all meetings of the members. In his or her absence the presiding officer may appoint any person to act as secretary of the meeting.
- Section 4.7 **Proxies.** At any meeting of the members, every Class A and B member entitled to vote at such meeting shall be entitled to vote in person or by proxy executed in writing by such member. Any proxy given shall be limited to voting at the meeting in question and for no other purpose. Proxies shall be filed with the Secretary immediately after the meeting has been called to order.

Article V

Board of Directors

- Section 5.1 **General Powers.** The affairs of HBS shall be managed by its Board of Directors. This shall include determining the offices of HBS, defining the duties of each officer, setting policies of HBS, authorizing the disbursement of funds, and carrying out the business programs of HBS. The Board of Directors is to notify the membership of their actions by making copies of the minutes of the Board Meetings available to the membership in the society's newsletter.
- Section 5.2 **Number of Directors.** The number of Directors of HBS shall be twelve provided however, that such number may be increased or decreased upon resolution of the Board of Directors in compliance with these Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. The Board of Directors shall be made up of all elected Officers of HBS and the Immediate Past President of HBS. Former Presidents shall serve as non-voting advisors to the Board.
- Section 5.3 **Officers.** Officers of HBS shall consist of President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Publicity Director, Webmaster and four Members-At-Large. No two offices may be held by the same person. Any voting member of HBS may be elected to office.
- Section 5.4 **Election and Term of Office.** All Officers shall be elected by a vote of the membership. In even numbered years the President, 2nd Vice President, Treasurer, Webmaster and two Members-At-Large shall be elected. In odd numbered years the 1st Vice President, Secretary, Publicity Director and the other two Members-At-Large shall be elected. Except for the Treasurer, each will serve a two-year term. The Treasurer shall serve a four-year term. No Officer may serve more than two consecutive terms in the same office unless an exception is recommended to the Board of Directors by the Nominating Committee and approved by a 75% majority vote of the Board members present at the meeting where the recommendation is made.
- Section 5.5 **The Nominating Committee.** In August the Nominating Committee will begin soliciting members to be candidates for the positions open for election that year. Applications to serve on the Board will be accepted from the membership until September 15. The Nominating Committee may not nominate one of its members as a candidate for an open office. The Nominating Committee will present a slate of nominees to the membership at the October meeting. The Nominating Committee will accept nominations from the floor during the November meeting only. The election will be held at the regular meeting in December. Each newly elected officer will begin serving his/her term of office in January following his/her election in December.
- Section 5.6 **Resignation.** Any officer may resign from the board by tendering his/her written resignation to the Board. The resignation shall become effective immediately. The Board of Directors may appoint a member of HBS to serve the remainder of the term of the member resigning.

Section 5.7 **Removal.** The Board of Directors for cause may remove any officer from office. At least one month must elapse between any motion to remove a member and the vote of such removal. If cause involves the funds of HBS, the Board may take whatever action it deems necessary to protect the funds of HBS at the meeting the motion to remove is made.

Section 5.8 **Compensation.** Officers and Directors of HBS shall not receive compensation for their services as Officers or Directors of HBS.

Article VI

Meeting Of The Board Of Directors

Section 6.1 **Place of Meetings.** The Board of Directors shall hold its meetings both regular and special in the city of Houston at a date, time, and place agreeable to the Board and announced to the membership.

Section 6.2 **Regular Meetings of the Board.** Regular meetings of the Board of Directors will be held a minimum of the first month of each quarter or more often if determined necessary and scheduled by notice to the membership by the Board of Directors.

Section 6.3 **Special Meetings.** Any member of the Board of Directors may call a special meeting at any time that is mutually convenient to the majority of the other members of the Board of Directors.

Section 6.4 **Open Meetings.** All regular meetings and special meetings (designated as open) will be open to any member of HBS wishing to attend. Special meetings are not open but may be designated as open by a simple majority of the members of the Board of Directors.

Section 6.5 **Quorum.** The presence at a meeting of the Board of Directors of a simple majority of the Board of Directors currently serving shall constitute a quorum. Any action of the Board of Directors shall be decided by a simple majority of the members present at a duly convened meeting of the Board of Directors.

Section 6.6 **Proxies.** At any meeting of the Board of Directors, a Director may vote in person or by proxy executed in writing. The proxy shall be valid for one week unless otherwise provided for in the proxy.

Article VII

Committees

- Section 7.1 **Appointment.** The President shall appoint members of committees established by the Board of Directors. These committees shall perform such functions and make such reports as the President or Board of Directors shall determine.
- Section 7.2 **Chairman.** The President shall appoint one member of each committee as chairman.
- Section 7.3 **Rules.** Each Committee shall use the same rules as the Board of Directors.
- Section 7.4 **Standing Committees.**
- A. Executive Committee. The President shall chair the Executive Committee. The committee shall consist of the President, 1st Vice President and Treasurer. This committee's responsibility is to make decisions or to authorize expenditures when the decision or expenditure cannot wait until the next regularly scheduled meeting of the Board of Directors.
 - B. Nominating Committee. The Nominating Committee shall be chaired by the Immediate Past President or the then current President in the absence of the Immediate Past President. The Nominating Committee shall consist of at least three members of HBS appointed by the President. This Committee shall have the responsibility of nominating a slate of nominees to the membership at the October regular meeting to be voted on at the December regular meeting.
 - C. Audit Committee. At the November board meeting the Board of Directors shall appoint two board members to serve as the Audit Committee. The committee shall have the responsibility of engaging a person or company with appropriate professional accounting credentials to audit the books of HBS for that fiscal year and to report their findings to the Board of Directors by March 15 of the following year.
 - D. Education Committee. The Education Committee shall be chaired by a member of the board. The committee shall be responsible for the development and execution of programs to teach the art of bonsai.
 - E. Membership Committee. The Membership Committee shall be chaired by a member of the board. The committee shall develop and implement strategies and activities to retain and attract members to the Houston Bonsai Society.
 - F. Publicity Committee. The Publicity Committee shall be chaired by the Publicity Director, a member of the board. The committee shall advertise the activities and events of HBS to the general public via all media available.
 - G. Outreach Committee. The Outreach Committee shall be chaired by a member of the board. The committee shall be responsible for providing presentations about Bonsai to outside groups such as garden clubs.

Article VIII

General Provisions

- Section 8.1 **Membership Voting.** A decision in any election or vote coming before the membership at a regularly scheduled meeting shall be carried by a simple majority of the members attending the meeting. The same holds true for special meetings of the membership if proper notice of the meeting has been given.
- Section 8.2 **Dues.** The membership shall set the dues of HBS upon a recommendation by the Board of Directors for the Individual and Joint Membership classes of members. The Board of Directors will set dues for Vendor Memberships. Dues shall be paid annually by January first and will become delinquent on January thirty first. The Secretary will notify delinquent members, and unless paid by April 15 will be dropped from the membership.
- Section 8.3 **Representation.**
- a. HBS members shall elect a Delegate and Alternate as representatives to the Lone Star Bonsai Federation. The LSBF representatives must be members of HBS and may or may not be an officer of HBS. The representatives may not currently be serving as LSBF representative for any other member of LSBF. The LSBF Delegate and Alternate shall be elected every two years. Each will serve a two-year term and may not serve more than three consecutive terms unless an exception is recommended to the Board of Directors by the Nominating Committee and approved by a 75% majority vote of the Board members present at the meeting where the recommendation is made.
 - b. No HBS member or group of members will promote goods for sale by representing himself/herself/themselves as the “Houston Bonsai Society” unless duly authorized to do so by a prior vote of the membership. This is not to be construed as preventing individuals or groups of members from using the designation “A Member of the Houston Bonsai Society” provided memberships dues are paid in full at the time.
- Section 8.4 **Checks, Notes, Etc.** All checks or demands for money and notes of the Corporation shall be signed by such officer/officers or such other person/persons as the Board may from time to time designate. The Board may authorize any officer/officers or such other person/persons to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Any expenditure in excess of \$500.00 must be approved by the Board or Executive Committee in advance.
- Section 8.5 **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the corporation in such banks, trusts companies, or other depositories as the Board may select.

- Section 8.6 **Gifts.** The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.
- Section 8.7 **Books and Records.** The Corporation shall keep correct and complete books and records of account. The Corporation shall, for each fiscal year, maintain current and accurate financial records with full entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. Based on these records, the Board shall annually prepare or approve a report of the financial activity of the Corporation for such fiscal year. The report shall include a statement of support, revenue, and expenses and changes in fund balances, a statement of functional expenses, and balance sheets for all funds. All records, books, and annual reports of the financial activity of the Corporation for such fiscal year shall be kept for three (3) years after the closing of such fiscal year and shall be available for inspection and copying by any member or his or her agent or attorney for any proper purpose at any reasonable time, at the expense of the member.
- Section 8.8 **Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December in each year.

Article IX

Amendments

- Section 9.1 **Amendments to the Bylaws.** The Bylaws of HBS may be amended by a vote of the membership provided that one month has elapsed between any motion to amend the Bylaws and the vote on the amendment. The Board shall review the Bylaws every 3 years to determine if any updates or amendments may be advisable.

These Bylaws amended and approved by the General Membership on May 3, 2017 .