



**AMERICAN BONSAI ASSOCIATION
OF SACRAMENTO**

(Founded June 1958)

REVISED CONSTITUTION AND BYLAWS

(Revised January 23, 1997)

(Revised May 1, 1998)

(Revised June 27, 2000)

(Revised January 7, 2009)

(Revised February 2, 2020)

ARTICLE I

NAME

The name of this organization is the American Bonsai Association of Sacramento, a nonprofit organization dedicated to fulfilling the objectives of Article II, hereafter referred to as the Association.

ARTICLE II

MISSION STATEMENT AND OBJECTIVES

The Mission Statement: Utilizing professionals, Association members and other resources, the Association provides opportunities and inspiration to promote the living art of bonsai.

The Objectives of this Association are:

1. To promote interest in the growing, training, showing and care of bonsai.
2. To provide for exchange of ideas, experiences, and information relating to our interests in bonsai.
3. To assist in all educational activities designed to spread interest in bonsai.

ARTICLE III

MEMBERSHIP

SECTION 1- Eligibility: Membership may include any person or family that pays annual dues or holds Honorary status; however, membership may be denied for cause at the discretion of the Board.

SECTION 2 - Classification: Members in this Association shall be comprised of Active, Student and Honorary members.

a. Active members are those that attend meetings and engage in the objectives of the Association. Active members are eligible to vote, hold office, and are entitled to all of the privileges of membership.

b. A Student member must be enrolled in a minimum of 6 college units or attend primary or secondary schooling. Membership dues will be discounted. All privileges of Active membership will be extended to Student members.

c. The Board of Directors (Board) may extend an Honorary membership to a long-standing, active Association member who has made significant contributions to the Association and bonsai community. A majority vote of the Board is required. Current Board members are excluded from consideration. Persons elected to Honorary membership hold this status for life and do not pay annual dues. Honorary members are entitled to all privileges of Active membership.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1 - The Board shall consist of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Social Media/Webmaster, Immediate Past President and two Members at Large. In the event all Board positions cannot be filled, a minimum of President, Vice-President, Treasurer and Recording Secretary will be filled. Should these four positions not be filled, the Association will be dissolved according to Article XV.

a. The Board shall be elected in the manner prescribed in Article VI, Section 2 and Article XI.

SECTION 2 - **Eligibility:** Active membership in good standing

SECTION 3 - **Tenure:** Terms are for one year.

a. A simple majority vote (>50%) of the active membership present at the meeting is required for the first four consecutive terms in the same office. A two-third-majority vote of members present by ballot is required for any Board member to serve beyond four years in the same position. In the event the position is not successfully elected, the nomination chair shall seek candidates to be elected at the next general meeting.

ARTICLE V

DUTIES

Board of Directors: The Board shall aid and assist with the administrative, business, and policy functions of the Association, serving both as advisors and the voice of the general membership.

a. The Board shall meet at the beginning of each new term to outline objectives for the coming term. At the initial meeting the Board will review the Association's By-laws to insure compliance. A minimum of 7 Board meetings shall be held during the one-year term.

b. Duties as defined Sections 1-7 may be shared or reassigned for the efficient operations of the Association.

SECTION 1. - President: The President shall preside at all meetings of the Association and the Board, will call special meetings when necessary, coordinate all official activities, be ex-officio member of all committees except the Nominating Committee, appoint the Chairperson of standing or special committees, and approve all written and electronic correspondence and web posts. The President will insure an annual financial audit for the Association's records to be completed by March 31 annually. The President will partner with the Treasurer to ensure financial integrity of the Association and payment of annual insurance premiums in January. The President will ensure an electronic backup of all Association records are maintained.

SECTION 2 - Vice-President: The Vice-President shall perform the duties of the President in absence of or at the request of the President, and otherwise assist the President in the regular operations of the Association. The Vice-President shall develop programs for the Association's monthly meetings. This shall include securing speakers and submission of projected expenses to the President and Treasurer. A draft of the following year's programs shall be shared with the Board at the November Board meeting.

SECTION 3 - Recording Secretary: The Recording Secretary shall record the business minutes of all Board of Director meetings, acts as custodian of all nonfinancial Association records while in office. Electronic draft of the minutes shall be distributed to Board members within fourteen (14) days following the meeting. Final minutes should be submitted one week prior to the next Board meeting.

SECTION 4 - Corresponding Secretary: The Corresponding Secretary shall prepare and distribute the monthly newsletter, and the official correspondence of the Association as requested and approved by the President.

SECTION 5 - Treasurer: The Treasurer works with the President to develop an annual budget that is submitted to the Board in January for the current calendar year. The Treasurer shall be custodian of all the Association funds; collect all funds and issue receipts for them; pay all authorized bills; and maintain a record of monetary transactions. The Treasurer shall present a financial summary at its monthly meetings and as requested by the President.

a. Following authorization by the Board, disbursements shall be signed by the President and/or the Treasurer.

b. The Treasurer will provide all financial records for an audit every February. This audit should be completed by March 31 and will be conducted by two non-signatory active members of the Association or by a professional accountant if such services are deemed necessary.

c. Upon the Treasurer's retirement from office, the outgoing Treasurer will turn over all funds, books of accounts, Association laptop, two money boxes containing \$100 each in petty cash and other club properties to the new Treasurer by July 1. The incoming President and incoming Treasurer will complete an audit of the financial records by July 31 and give a report to the Board.

d. The Treasurer is responsible for completing and filing required State and/or Federal Tax forms and other related forms annually on a timely basis.

e. The Treasurer will collect membership dues and maintain the membership roster.

SECTION 6 – Social Media / Webmaster: Will maintain and enhance the Association's website and all social media accounts. Duties will include, but are not limited to, posting monthly newsletters on the website and promoting upcoming Association events on social media accounts.

SECTION 7 - Members at Large: Will serve at Chairpersons of committees, assist with functions, projects and events either as a volunteer or assigned by the President.

ARTICLE VI

QUORUM

SECTION 1. A majority of the membership of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 2. One fifth of the total membership shall constitute a quorum for the transaction of business at any regular meeting.

ARTICLE VII

COMMITTEES

SECTION 1. - Appointments: The President shall appoint the Chairpersons of Association Committees.

SECTION 2. - Chairpersons: Committee Chairpersons shall be appointed as needed and may include the following: Refreshments, Annual Spring Show, Garden and Art Center Spring and Fall Sales, Bus Trip, Home Tour, New Member Liaison, Raffles as well as others deemed necessary to carry on the activities of the Association.

SECTION 3. - Reporting: Chairpersons may attend appropriate Board of Director meetings for the purpose of making reports and recommendations about their committee activities, or at the specific request of the Board. Committee Chairpersons shall give feedback to the Board at the conclusion of the event.

SECTION 4 - Financial: Committee Chairpersons will be given an initial budget approved by the Board for the event and shall submit to the Treasurer an itemized accounting of all expenditures. Receipts must be submitted to the Treasurer for reimbursement of all out-of-pocket expenditures. Any expenses exceeding the budget shall require prior approval by the Board.. Failure to obtain prior Board approval may result in denial of reimbursement.

ARTICLE VIII

VACANCIES IN OFFICE

SECTION 1 - President: If for any reason the office of the President becomes vacant, the Vice-President shall assume the responsibilities of the President for the remainder of the current term.

SECTION 2 - Other: The President shall appoint replacements to fill any elective office and/or appointed chairpersons vacancy to serve the remainder of the current term.

SECTION 3 - Tenure: Fulfilling an unexpired term by succession or by appointment for 27 weeks or more shall be deemed a full term and shall be governed by Article IV, Section 3.

ARTICLE IX

MEETINGS

SECTION 1 - The regular meetings of the Association shall be held on the fourth (4th) Tuesday of each month with the exception of December when availability of the meeting place is the determining criteria. Any permanent changes in the regular meeting schedule must be voted on and approved by the membership.

ARTICLE X

DUES

SECTION 1 - Fiscal Year: The fiscal year of this Association shall be from January 1 through December 31.

SECTION 2 - Active members or Student members:

- a. The Board of Directors by November of each year shall determine if the dues will remain the same or change.
- b. The dues shall be pro-rated by 50% for new members joining the Association after July 1.

SECTION 3 - Delinquency: Dues shall be deemed delinquent if they are not paid by the February general membership meeting. If not paid by March 31, the member shall be dropped from the membership roll.

ARTICLE XI

ESTABLISHMENT OF NOMINATION CHAIRPERSON AND ELECTION OF BOARD OF DIRECTORS

SECTION 1 - Nominating Chairperson: The President shall appoint a person to act as the Nominating Chairperson.

- a. The Nominating Chairperson shall communicate to the President, prior to the May meeting, the slate of candidates that have been identified.
- b. It shall be the duty of the Nominating Chairperson to present a slate of candidates for Board of Directors at the general May meeting. The Nominating Chairperson will call for further nominations from the floor at the May meeting only. Following the May meeting, in the event that the slate is not filled, the President and Nomination Chairperson will seek individuals for the open positions.

SECTION 2 - Time of election: The Board of Directors of this Association shall be elected at the general June meeting and assume office effective July 1.

SECTION 3 - Election: In the event of a contest and/or if a Board member is seeking a term beyond four years in the same position, voting shall be by secret ballot. A simple majority vote (>50%) of the active membership present at the meeting is required for the first four consecutive terms in the same office. A 2/3-majority vote by ballot of the active membership present at the meeting is required for any Board member to serve beyond four years in the same position. No proxy voting shall be permitted. Association members must be present to vote.

a. In the event of a secret ballot the President shall appoint three talliers to count the ballots.

ARTICLE XII

PERSONAL LIABILITY

SECTION 1 - Neither the Board of Directors nor any member of this Association shall have the power to personally obligate, bind, or pledge the credit of any member or of the Association.

ARTICLE XIII

AMENDMENTS

SECTION 1 – The Board must first agree upon any amendments to the by-laws. One month prior to a ratification vote, the amended by-laws will be shared electronically with the membership. An affirmative vote of two-thirds of the members present at a general meeting is required to ratify the amended by-laws. The results shall be made available on the Association’s website.

ARTICLE XIV

PARLIAMENTARY AUTHORITY

SECTION 1 - Robert's Rules of Order, revised, shall govern this Association in all matter of procedure not covered in this Constitution and Bylaws.

ARTICLE XV

LEGAL OWNERSHIP

SECTION 1 - Should the Association for any reason be dissolved, title to any property or equipment and such funds as are in the treasury shall be divided equally between the Sacramento Shepherd Garden and Arts Center, Bonsai Garden at Lake Merritt and the Clark Bonsai Collection in Fresno.