

**Minnesota Bonsai Society  
Constitution  
Version 1-1-2019**

**Preamble**

We, the members of this organization, in order to promote and encourage interest in bonsai, do ordain and establish this Constitution for the government of our Society.

**Article I. Name**

Section 1. The name of the organization shall be the Minnesota Bonsai Society, Incorporated, hereafter, referred to as MBS. This organization will use the full name of the organization or its acronym (MBS) in all publicity materials and correspondence.

**Article II. Purpose**

Section 1. The purpose of the MBS is to provide education, participation, appreciation and inspiration in the art of bonsai.

**Article III. Membership**

Section 1. Membership shall be open to any individual or organizations interested in bonsai and pays annual dues.

Section 2. A single membership shall consist of one named individual; a family membership shall consist of no more than two named individuals of a family unit.

Section 3. Organizations may join by petitioning the Board of Directors. An accepted organization shall be considered a single membership. Rules and regulations applying to individual members shall govern organizational members.

Section 4. The MBS will not discriminate against any individual or groups on the basis of race, ethnicity or national origin, religion, color, age, gender, marital or parental status, veteran status, disability or sexual orientation.

Section 5. The Board of Directors shall establish dues.

**Article IV. Organization and Officers**

Section 1. The MBS is incorporated under Minnesota Statutes Chapter 317A and is informally recognized Federally as a 501 (c)(4) non-profit organization.

Section 2. Officers of the MBS will be known as the Board of Directors, hereafter, referred to as the Board. The Board shall administer and manage the affairs of the Society. Officers of the MBS shall be members in good standing.

Section 3. The Board shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, Directors and the immediate Past President.

Section 4. Duties of the Board shall be specified in the Bylaws.

#### **Article V. Elections and Appointments**

Section 1. A nominating committee for selecting new Board members, shall be chosen by the President and presented to the Board. The nominating committee shall consist of three members of the Society in good standing.

Section 2. Board members, President, First Vice President, Second Vice President, Secretary, Treasurer and Directors shall be elected from the membership.

Section 3. The number of Directors shall be determined prior to nominations each year by the Board and shall number no less than 4 or more than 8.

Section 4. Nominations for office shall be at the October and November meetings and shall be closed at the November meeting.

Section 5. Ballots shall be presented to the membership at least two weeks prior to the vote if there are multiple candidates for one position.

#### **Article VI. Terms of Office**

Section 1. Officers and Directors shall be elected for a term of one year at the December meeting and assume office on January 1 of the following year.

#### **Article VII. Powers**

Section 1. The President, with the approval of the Board, shall appoint or disband any committee as necessary.

Section 2. All committees appointed by the President shall be subject to approval by a majority vote of the Board.

#### **Article VIII. Governing Rules**

Section 1. The Society shall be governed by the procedures set forth in "Robert's Rules of Order, Revised".

#### **Article IX. Meetings**

Section 1. The Society shall hold regularly scheduled meetings. The Board shall publish the frequency, dates, and locations annually.

Section 2. Special meetings may be called by a majority vote of the Board.

**Article X. Quorum and Voting**

Section 1. A simple majority of the Board shall constitute a quorum to transact any business. A majority of those voting shall constitute an affirmative vote of the Board. Each Board member shall be entitled to one vote and the vote of the majority of the Board at any meeting at which there is a quorum shall be sufficient to transact business.

Section 2. Acceptance of an organization membership shall be by the majority present at the Society's Board meeting.

Section 3. A quorum shall consist of those members attending a special meeting.

Section 4. Each Board member shall have one vote.

Section 5. The Board shall be elected by a plurality of the members voting at the December meeting either in person or by absentee ballot if requested.

Section 6. A super majority vote consists of 60% of the current members present and voting.

**Article XI. Constitution**

Section 1. The Constitution may be amended at a regular or special meeting by a super majority vote.

Section 2. Proposed amendments to the Constitution must be sent to all members at least two months prior to voting and discussed by the membership at a meeting of the membership at least one month prior to voting.

**Article XII. General Provisions**

Section 1. The Society shall formally communicate with its membership.

**Minnesota Bonsai Society**  
**Bylaws**  
**Version 1-1-2019**

**Article I. Communication**

Section 1. Formal communication with the membership may be by postal or electronic mail. Any such communication shall be directed to the address on file with the Society.

**Article II. Meetings**

Section 1. Regular meetings shall be held on the first Tuesday of each month, unless otherwise decided by the Board, excluding January.

Section 2. When a meeting cannot be held on the normal meeting date, the President shall set a later date and notify the membership by communication methods listed in Article 1, no later than one month prior to the normal date. The President has the authority to cancel a meeting with advice of the Board.

Section 3. When a special meeting has been called, the membership shall be notified by communication methods listed in Article 1 Section 1.

**Article III. General Quorum**

Section 1. A General Quorum shall consist of 10 percent of the current members. The most current membership roster as provided by the Membership Director but no older than the first of the month the vote is held shall be used to determine a General Quorum.

Section 2. If at a meeting where a vote on a specific question is to take place and the number of members present does not constitute a General Quorum, the number of absentee ballots, received at least one week prior to the meeting, regarding that specific question, can be added to the members present to form a General Quorum.

Section 2a. The absentee ballot must contain the question that is to be voted upon, directions as where to and how to send the ballot, and may be a paper ballot or an emailed ballot.

Section 2b. The absentee ballots must be sent to the Secretary, or a designate, and received no later than one-week prior to a vote. The members name on the absentee ballot must be recorded as having voted.

Section 2c. The vote on the absentee ballot must be counted at the time of the scheduled meeting in which the vote is to take place.

Section 3. Each member shall have one vote, with the President voting only in case of a tie.

**Article IV. Duties of the Board**

Section 1. The Board of Directors (Board) is responsible for the everyday details that result in the smooth operation of the organization and knowing the Constitution and Bylaws.

Section 2. The Immediate Past President shall be an ex-officio member of the Board.

Section 3. A specific action of the Board may be reconsidered or rescinded at a regular or special membership meeting by a super majority.

Section 4. The membership must be notified as stated in Article I of the Bylaws by the Secretary with the action of the Board that is to be reconsidered, with the arguments for or against the Board's action, and supplied with an absentee ballot as stated in Article III of the Bylaws, at least two weeks prior to the meeting for voting.

Section 5. In the case of an emergency where a majority of the Board cannot be convened, the President shall call a meeting of the Treasurer, Secretary and the first and second Vice-Presidents. Actions taken will expire at the next meeting of the Board unless the Board approves those actions.

#### **Article V. Elections**

Section 1. The nominating Committee, at the October meeting shall present a slate of nominees. Nominations shall be accepted from the floor at the October and November meetings and closed at the November meeting. The list of nominees, along with a printable ballot if there is more than one candidate per office, shall be published in the Society's newsletter prior to the December meeting.

Section 2. Members may vote in person at the December membership meeting, or by mail or email prior to the December membership meeting.

#### **Article VI. Duties of the President**

Section 1. The President shall know the Constitution and By-laws;

Section 2. Preside at all meetings of the Society and the Board and shall be a non-voting member of all committees except the nominating committee. The President will vote only in case of a tie;

Section 3. Appoint, instruct, and when possible, serve as ex-officio member of committees;

Section 4. Determine, with the aid of the Board and members, the objectives, meetings and action plans of the Society;

Section 5. See that other organization leaders, committees, and members are informed about problems and policies under consideration; and

Section 6. Monitor membership numbers and seek input and implement changes designed to attract new members.

#### **Article VII. Duties of the Vice President**

Section 1. The Vice President shall work closely with the President to ensure a smooth transition should it be necessary for him/her to take over the position;

Section 2. In the event the President is no longer able to perform his/her duties, the first Vice President shall be prepared to assume those responsibilities through a familiarity of the current direction of MBS and a knowledge of both the Constitution and the Bylaws; and

Section 3. Shall have the responsibility of planning and implementing the programs at the monthly general meetings.

**Article VIII. Duties of the Second Vice President**

Section 1. The second Vice President shall administer workshops as directed by the Board.

**Article IX. Duties of the Secretary**

Section 1. The Secretary shall keep accurate account of organization and Board proceedings and produce minutes for each meeting;

Section 2. Provide the Board with all necessary papers and materials;

Section 3. Keep a systematic method of filing letters received, copies of letters sent, committee reports, treasurers reports, lists of committees, etc., attend to official correspondence;

Section 4. Provide minutes of meetings and call the President's attention to unfinished business; and

Section 5. Have on hand at each meeting an agenda, minutes of the previous meeting, lists of committees and committee reports, and a copy of the Constitution and Bylaws.

**Article X. Duties of the Membership Director**

Section 1. The Membership Director shall cooperate with the Treasurer and Secretary in keeping an accurate listing of membership status;

Section 2. Keep accurate membership records including names, addresses, dates paid and funds received;

Section 3. Provide membership rosters, as requested, to committee chairs; and

Section 4. Provide name tags for members.

**Article XI. Duties of the Treasurer**

Section 1. The Treasurer shall obtain records of all financial documents and review them with the previous treasurer to ensure a smooth transition;

Section 2. Shall maintain the financial records of the Society, process incomes received, pay obligations of the Society, and file annual taxes;

Section 3. Receive and deposit Society funds in the Society's accounts, shall pay out funds drawn on the Society's account, and shall keep an itemized account of all funds received and expended;

Section 4. Be responsible for informing the Board about any concerns about the sustainability and soundness of the Society's financial condition; and

Section 4. Prepare an annual budget, conduct an annual audit no later than the March meeting and make reports at meetings.

**Article XII. Duties of Directors**

Section 1. The Directors shall assist the Board in carrying out the functions of the Society.

**Article XIII. Bylaw Amendments**

Section 1. The Bylaws may be amended at a regular or special meeting by a super majority.

Section 2. Voting will include ballots received by email as well as ballots received by those members present and voting.

Section 3. Proposed amendments must be presented to the membership by formal communication as stated in Article 1 Section 1, and at a meeting followed by formal communication with a printable ballot, at least one month prior to the vote at the next meeting.

Section 4. If an emergency arises, these bylaws may be temporarily amended by a unanimous vote of the Board. Such amendments must be approved according to Article XIII, Sections 1, 2 and 3, or they will expire by the third membership meeting after the Board approved them.