

# **MBS Bylaws**

## **BYLAWS**

### **OF**

## **THE MILWAUKEE BONSAI SOCIETY, INC.**

(REV.1991, 1992, 2000, 2011, 2016)

### **ARTICLE I.**

#### **NAME**

- Section 1. The name of the organization shall be the MILWAUKEE BONSAI SOCIETY . INC. Hereafter called MBS.
- Section 2. The MBS shall be a nonprofit, educational organization under section 501 (c)(3) of the IRS code.
- Section 3. It shall be the firm rule of MBS that its members shall not use the prestige of membership for any advertising and/or promotion of their personal products and or services. The MBS name cannot be used to sell, promote or advertise the personal products or services of members.

### **ARTICLE II.**

#### **PURPOSE**

The corporation is organized exclusively for charitable and educational purposes operating under 501 (c)(3) of the Internal Revenue Code. To the extent consistent with the above general purposes, the specific purposes of this corporation shall be as follows:

*The purpose of MBS shall be the study and appreciation of bonsai and to help members develop horticultural skills, share knowledge and have a keener awareness of nature. MBS also seeks to foster an increased awareness of the art of bonsai and of the Society's*

*activities among the general public of Southeastern Wisconsin.*

Operational Limitations: Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted (1) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision under of any future United States Internal Revenue Law), or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision under of any future United States Internal Revenue Law).

### **ARTICLE III.**

#### **MEMBERSHIP**

- Section 1. Membership shall be open to anyone who expresses interest in bonsai and pays the annual dues.
- Section 2. The Executive Committee shall set the dues for the succeeding year. The dues are payable on or before January 1 for the coming year. Membership will be dropped if dues are not paid by January 31. Dues will be prorated. New members joining after June 30 will pay one-half of the regular dues amount for the remainder of that year. New members joining after September 30 will pay current dues and their membership will be extended through the next year.
- Section 3. The Executive Committee shall determine the number and types of membership classification (single, family, etc.), as well as the dues for each classification.
- Section 4. Honorary membership may be conferred by a majority vote of the Executive Committee.

### **ARTICLE IV.**

#### **OFFICERS**

- Section 1. Elected officers shall be: President, first Vice-President, Second Vice-President, Secretary and Treasurer. In addition three Directors-at-large shall be elected.
- Section 2. The President shall serve no more than two consecutive one-year terms. After the President's term expires, s/he will continue as Past President for an additional two consecutive one-year terms. Other officers shall serve no more than four

consecutive one-year terms in the same office after which, may serve again in that same office after completing a one year hiatus. The three Directors-at-large shall be elected for three-year terms on a three-year rotating basis. A director may not be elected for a second consecutive three-year term.

- Section 3. The President shall preside at all meetings and appoint chairperson(s) of such committees as are deemed necessary for the good of MBS. The President shall be an ex-officio member of all committees with the exception of the nominating committee. The President shall appoint any MBS member in good standing to fill vacancies on the Executive Committee which occur between terms.
- Section 4. The First Vice-President shall assume the duties of President in his/her absence. Duties include driving activities for MEMBER SERVICES such as programs at the general meetings, workshops and classes.
- Section 5. The Second Vice-President duties will be to arrange PUBLIC OUTREACH activities including State Fair and other exhibits, public workshops and shows.
- Section 6. The Secretary shall keep the minutes of all Executive Committee Meetings in a suitable, format, electronic or paper, and shall have the names, addresses and telephone numbers of all members included in the permanent record. All records shall be passed on to the successor secretary.
- Section 7. The Treasurer shall be the custodian of the assets and finances of MBS and its comptroller and disbursing officer. He/She shall keep an accurate account of all monies received and dispersed. He/She shall be authorized to pay bills over his/her own signature up to the amount of \$200. The Treasurer shall be further authorized in conjunction with the President to write checks upon the funds of MBS for the payment of any financial obligation that exceeds \$200. Funds of MBS shall be kept in a special MBS account(s) in a bank approved by the Executive Committee. The Treasurer shall prepare an annual financial report to be approved by the Executive Committee and placed with the Secretary to be kept in the permanent record.
- Section 8. The Past President shall assist the active President with the administration of the Executive

Committee and the Milwaukee Bonsai Society.

- Section 9. a) Elections shall be held at the October meeting each year.
- b) The Nominating Committee shall present to the membership of MBS a full slate of Officers and Director(s)-at-large at the September meeting
- c) The slate shall also be sent to all members one month prior to the election.
- d) Nominations may be made from the floor at the September meeting and these nominations shall be included in the slate presented at the October meeting.
- e) The term of office shall begin on January 1
- f) No individual shall run for more than one office.
- g) Nominees for office must be members in good standing.
- h) Only members in good standing may vote.
- i) A candidate for office shall not serve on the Nominating Committee.
- j) Election shall require a simple majority vote of those members present at the October Society meeting.

## **ARTICLE V.**

### **MEETINGS**

- Section 1. The Executive Committee shall consist of the elected officers, three directors and the immediate past President and shall be empowered to transact any and all business of MBS. They shall control the affairs and finances of the organization.
- Section 2. The Executive Committee shall meet at least quarterly to determine policies and plan for the future of MBS. The newly elected Executive Committee shall meet shortly after the election with the incumbent Committee.
- Section 3. A quorum of five shall be necessary to conduct the business of the Executive Committee.

## **ARTICLE VII.**

### **COMMITTEES**

- Section 1. Standing committees shall be: Membership, Website, Newsletter, Publicity/Marketing, and Library.
- Section 2. Committee chairpersons shall be appointed by the President subject to approval by the Executive Committee. Each chairperson shall select the committee members.
- Section 3. The Nominating Committee shall be appointed by the President no later than the end of July and shall consist of two or three members subject to the approval of the Executive Committee.

## **ARTICLE VIII**

### **AMENDMENTS**

- Section 1. Amendments to the by-laws shall be proposed in writing to the Executive Committee. The proposal requires the signatures of five or more members in good standing.
- Section 2. There will be three readings.
- Section 3. The proposed amendment will be read upon presentation to the Executive Committee for its first reading. The Executive Committee may make suggestions to the presenters of the proposed amendment in which case the proposal may be resubmitted at the next Executive Committee meeting.
- Section 4. Printing the proposal in the newsletter shall constitute a second reading
- Section 5. The third reading shall be at the next scheduled Society meeting after the second reading and a vote on the proposal shall be taken after a discussion, if needed. A two thirds vote of the members present shall be necessary for passage.

## **ARTICLE IX.**

### **DISSOLUTION**

Upon dissolution of MBS, the Executive Committee shall, after paying or making provisions for the payment of all liabilities, transfer all its assets to Bonsai Clubs International, The American Bonsai Society or other bonsai organizations as at the time qualify under section 501(c)(3) of the Internal

Revenue Code or 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), at the discretion of the Board of directors of MBS.

**ARTICLE X.**

**PROCEDURE**

Robert's Rules of Order (revised), where they are consistent with the purpose of MBS, shall govern all procedures not covered in these by-laws.