

**BY-LAWS  
OF  
THE PHOENIX BONSAI SOCIETY**  
Revised October 06, 2015

**ARTICLE 1 – NAME**

- 1.1 The name of this organization shall be The Phoenix Bonsai Society (hereinafter referred to as “Phoenix Bonsai Society”, the “Society”, or “PBS”).

**ARTICLE 2 – PURPOSE**

- 1.1 The purpose of the Phoenix Bonsai Society shall be to foster and encourage the enjoyment of the Art of Bonsai.
- 1.2 The PBS shall assemble and make available information on the culture of Bonsai.
- 1.3 The PBS shall promote the collection and the exhibition of Bonsai.
- 1.4 The PBS shall acquaint Bonsai fanciers with each other.
- 1.5 The PBS shall provide educational opportunities for members and nonmembers.

**ARTICLE 3 – NON-PROFIT STATUS**

- 1.1 The Phoenix Bonsai Society shall be an Unincorporated Organization with Tax Exempt Status within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.
- 1.2 No part of the net earnings of the Society shall inure to the benefit of or be distributable to any member or officer of the Society, or any other private person, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in these Bylaws. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Society shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.
- 1.3 Upon dissolution, the assets of the Society shall be distributed to another organization (selected by the Executive Board of the Society) that is organized and operates for one or more exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the Superior Court of Maricopa County, Arizona, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- 1.4 The following restrictions apply during any period with respect to which the Society is classified as a private foundation under federal income tax laws:
- (a) The Society will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;

(b) The Society will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;

(c) The Society will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;

(d) The Society will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; and

(e) The Society will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

- 3.5 The Association is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE 4 - ACTIVE MEMBERSHIPS**

- 4.1 Active membership in the PBS shall be open to any individual who expresses an interest in Bonsai and pays their annual dues in a timely manner as provided elsewhere in the By-laws.
- 4.2 Active Members will receive following: the PBS annual membership book; notification of special events; PBS Library privileges; voting rights; the right to hold an officer position; and the right to participate in all PBS events, shows, displays and trips.
- 4.3 Visitors are welcome, but are not entitled to a copy of the membership book, library privileges, or voting rights.

#### **ARTICLE 5 – MEMBERSHIP**

- 5.1 An Individual Membership in the PBS shall consist of one named individual, hereinafter called Member.
- 5.2 A Two Person Membership in the PBS shall consist of two (and only two) named individuals, hereinafter called Members, of a family or extended family unit. A Two Person Membership is for immediate family members such as spouses, significant others, daughters, sons, brothers, or sisters. It does not apply to grandparents, grandchildren, nieces, nephews, and other more distant relatives.
- 5.3 A Family Membership in the PBS shall consist of more than two named individuals, hereinafter called Members, of a family or extended family unit. A Family Membership is for immediate family members such as spouses, significant others, daughters, sons, brothers, and sisters. It does not apply to grandparents, grandchildren, nieces, nephews, and other more distant relatives.
- 5.4 **Removed by Club Vote 10/06/2015**
- 5.5 Membership in the PBS is for the fiscal year September 01 through August 31, with dues payable by the first meeting in October. Members joining after Matsuri, in February of the current fiscal year, will pay twofifths (2/5) of the yearly dues and full membership dues the next September. Any Member that is unpaid by January 01, will be dropped from the Active Member status.
- 5.6 The Executive Board of the PBS can recommend changes in dues, which will require approval by a simple majority of the PBS Members present at the next scheduled meeting of the PBS.
- 5.7 The Executive Board may at its discretion with a unanimous vote assign a

lifetime membership or an 'emeritus status' to such individual it so deems appropriate. This membership has all the benefits of an active member with the exceptions of voting and holding officer positions. Emeritus members will not pay membership dues.

## **ARTICLE 6 – OFFICERS**

- 6.1 The Officers of the PBS shall be elected from the membership and shall be the President, Vice President, Treasurer, Librarian, Events Chairperson, Historian, Raffle Chairperson, Coordinator of Education and Web Master. Additional officers may be elected at the discretion of the membership.
- 6.2 The Officers of the PBS shall be elected by the membership every other year, at the first meeting in May, pursuant to procedures set forth in these By-laws.
- 6.3 Any officer on the board holding two or more positions shall only be allotted one vote upon items requiring a quorum.
- 6.4 The Officers positions shall be filled with active members that reside within Maricopa County.

## **ARTICLE 7 – MEETINGS**

- 7.1 Regularly scheduled meetings of the PBS shall be held from September through the following May at the time and frequency as established by the Executive Board.
- 7.2 A quorum at any regularly scheduled meeting shall consist of 20% of the current, Active Members of the PBS.
- 7.3 Each Active Member shall have one vote, with the President voting only in case of a tie.
- 7.4 The Executive Board of the PBS will meet at least four times during the calendar year.
- 7.5 The President may also call special Executive Board meetings.
- 7.6 The Membership of the PBS shall be notified at a regularly scheduled meeting and by email, no less than one-week prior to the scheduled Executive Board meeting. Any Active Member of the PBS may attend an Executive Board meeting.
- 7.7 The meetings of the PBS shall be conducted according to the parliamentary procedures set forth in the current edition of “Robert’s Rules of Order”.

## **ARTICLE 8 - EXECUTIVE BOARD**

- 8.1 The Executive Board of the PBS will consist of the following Officers of the PBS: President, Vice President, Treasurer, Librarian, Events Chairperson, Historian, Raffle Chairperson, Coordinator of Education, Web Master, and Member at Large.
- 8.2 The Immediate Past-President of the PBS shall be an ex-officio member of the Executive Board of the PBS. The past president will not have voting rights.
- 8.3 An Executive Board quorum shall consist of a simple majority of the Executive Board Voting members.
- 8.4 A specific action of the Executive Board of the PBS may be reconsidered, rescinded or repealed at a regularly scheduled membership meeting of the PBS, by a majority of those current, Active Members of the PBS voting.
- 8.5 A Member at Large may be appointed by the President as a Board member. The Member at Large will not be a voting member of the Board.
- 8.6 Members of the Executive Board may spend or commit up to \$100 of PBS funds without Board approval. Any expenditures above \$100 shall require approval by the majority of the Executive Board. Expenditures excess of \$2,000 shall require two-third approval of the full Executive Board.

8.7 The Executive Board may remove any member of the Executive Board by a two-third affirmative vote.

## **ARTICLE 9 – ELECTIONS**

- 9.1 All officers of the PBS shall be elected biannually, at the first May business meeting, by a majority ballot vote of those current, Active Members voting in the election.
- 9.2 All newly elected officers shall begin their term of office on June 1, following the May election.
- 9.3 At the first meeting in March on election years, the President shall appoint three PBS Active Members to serve as a Nominating Committee, whose purpose is to propose nominees for each elected position. No member of the nomination committee shall be a current Executive Board Member nor a candidate for any Executive position.
- 9.4 The Nominating Committee, at the first business meeting in April, shall present these nominees to the Active Members of the PBS and at that time nominations shall also be accepted from the floor.
- 9.5 The Web Master of the PBS shall post a ballot of all candidates on the PBS web site, no less than ten (10) days prior to the vote at the first May meeting. Active Members may vote in person at the first May business meeting of the PBS or prior to that meeting may vote via mail.
- 9.6 The election shall be conducted according to the parliamentary procedures set forth in the current edition of “Roberts’s Rules of Order”.

## **ARTICLE 10 - OFFICERS DUTIES**

- 10.1 The President shall preside at all meetings of the PBS and the Executive Board of the PBS.
- 10.2 The Vice-President shall, in the absence of the President, perform all duties of the President, and shall take minutes of Executive Board Meetings.
- 10.3 The Treasurer shall receive and deposit all of the PBS funds in the Phoenix Bonsai Society’s bank account, including membership dues, raffle proceeds, donations, sales of the PBS properties and special sales, maintain financial statements and tax records, prepares and files tax returns, keep a record of Active Members; notify members in September, that fiscal year dues are payable; and issue Membership Cards.
- 10.4 The Librarian shall store, acquire and maintain records of the PBS books and magazines and act as Hospitality Coordinator for guests and visitors.
- 10.5 The Events Chairperson shall be in charge of all of the shows and exhibits in which the PBS participates.
- 10.6 The Historian shall maintain Bonsai related documents.
- 10.7 The Raffle Chairperson shall oversee all circumstances related to any raffle events conducted by the PBS.
- 10.8 The Coordinator for Education shall oversee formal educational activities and events to support the membership of the PBS.
- 10.9 The Web Master shall oversee the PBS Web site, support the use of social media, and shall manage the use of computer technology needed to support club activities and events.

## **ARTICLE 11 – COMMITTEES**

- 11.1 Each officer may establish a committee(s) to assist in the planning, development and execution of activities in their area(s) of responsibility.

## **ARTICLE 12 – AMENDMENTS**

- 12.1 The By-laws of the PBS may be amended at a regularly scheduled meeting or a special meeting, by a two-thirds (2/3) majority of current, Active Members present and voting.
- 12.2 Proposed amendments must be presented to the membership at a

meeting, followed by a written and/or email notification prior to the vote at the next scheduled meeting of the PBS.

- 12.3 In the event an emergency arises, these By-laws may be temporarily amended by a unanimous vote of the Executive Board of the PBS. Such amendments must be approved according to Article 12, paragraphs 12.1 and 12.2, or they will expire on the second regularly scheduled membership meeting after the Executive Board approves them.

### **ARTICLE 13 - NON-DISCRIMINATION**

- 13.1 The PBS will not practice or permit discrimination on the basis of race, color, religion, or national origin.

#### **Revision History:**

- 5.4 **Removed by club vote 10/06/2015**  
A Senior Membership is available for individuals at and above the age of 70.
- 6.3 **Amended by club vote 10/06/2015**  
Any officer on the board holding two or more positions shall only be allotted one vote upon items requiring a quorum.
- 6.4 **Amended by club vote 10/06/2015**  
The Officers positions shall be filled with active members that reside within Maricopa County.