

## **ARTICLES OF FORMATION**

### **PACIFIC NORTHWEST BONSAI CLUBS ASSOCIATION**

#### **ARTICLE 1: NAME AND PURPOSE**

- 1.1 NAME – The name of the Association shall be the Pacific Northwest Bonsai Clubs Association (referred to as PNBICA).
- 1.2 PURPOSE – The Association has been formed to further the art of bonsai by providing education to bonsai enthusiasts, by holding an annual bonsai convention and seminar, and providing, when possible, financial support to member clubs.
  - 1.2.1 The purpose for which this Association is organized is exclusively educational, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. (9/06)

#### **ARTICLE 2: MEMBERSHIP AND DUES**

- 2.1 MEMBERSHIP – Membership in the Association shall be open to any bonsai club located in the Northwest United States and Canada. Membership shall be attained by written application accompanied by remittance of the year's dues and by fulfilling the duties of club membership as outlined in the Associations Membership policies and Section 2.3 of these Articles. Application forms may be obtained from the Treasurer who forwards the information to the Secretary and President. (9/06)
- 2.2 DUES – The annual membership dues shall be as provided by resolution of the Association Board and shall be paid not later than January 31.
- 2.3 MEMBERSHIP REQUIREMENTS – To be eligible for Membership in the Pacific Northwest Bonsai Clubs Association the following requirements must be fulfilled: (9/06)
  - 2.3.1 The club must be located in the Pacific Northwest. (9/06)
  - 2.3.2 The club must agree to actively promote the yearly Pacific Northwest Bonsai Clubs Convention, and to strongly encourage its member's participation. (9/06)
    - 2.3.2.1 The club must agree to pass on to each of its members, without fail, all information provided by the yearly Convention Committee, and that any expense incurred is the responsibility of the club. (9/06)

- 2.3.2.2 The club must agree to make certain that each club member is provided with a Convention registration form and is made aware of the importance of providing raffle items for the Convention. (9/06)
- 2.3.3 The club must agree to provide the Pacific Northwest Bonsai clubs Association, each year at the time the dues are paid, the name, address, phone number, and email address of their current Club President. (9/06)

**ARTICLE 3: MEMBERS MEETING**

- 3.1 ANNUAL MEETING – The Annual Meeting of the members shall be held each year on the Saturday of the annual Pacific Northwest Bonsai Clubs convention for the purpose of electing officers and transacting such other business as may come before the meeting. Time and place shall be as established by the President and announced on the current Convention Schedule of Events. (9/06)
- 3.2 SPECIAL MEETING – The President of the Board may call special meetings of the members for any purpose.
- 3.3 NOTICE OF MEETING – The President or Secretary, when calling an annual or special meeting of the members, shall cause to be delivered to each member entitled to vote at the meeting, either personally or by mail or electronic means, not less than fifteen (15) nor more than fifty (50) days before the meeting, written notice stating the place, day and hour of the meeting and in the case of special meeting, the purpose or purposes for which the meeting is called. (9/06)
- 3.4 QUORUM – Those members present at the Annual Meeting shall constitute a quorum at that meeting, and are authorized to transact such business as shall come before the meeting. (9/06)
- 3.5 VOTING – Each club member attending the Annual Meeting shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of members. (9/06)

**ARTICLE 4: BOARD OF DIRECTORS**

- 4.1 COMPOSITION AND GENERAL POWERS – The business of the Association shall be managed by a Board of Directors of ten (10) persons, consisting of four (4) Officers as hereinafter provided, six (6) Directors, and a non-voting Past President. (9/06)
  - 4.1.1 Specific regions shall be designated by the Board of Directors in the Policy of the organization. (9/06)

- 4.1.2 Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section (501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- 4.2 **TENURE, QUALIFICATION, AND METHODS OF ELECTION** – The election of Officers shall be held at every Annual Meeting of members. Regional Directors will be elected for terms of three (3) years. After serving a term in office, a Director shall not be eligible for election to the Board until three (3) years have elapsed, except that such person may be elected an Officer. The number of Directors may be changed from time to time to any number not less than five (5) by amendment of these Articles, but no decrease shall have the effect of shortening the term of any incumbent Director. Each Director shall hold office from the date of his/her election and until his/her successor shall have been elected and qualified, unless he/she resigns or is removed. Directors must be members in good standing of a member club.
- 4.3 **NOMINATING COMMITTEE** – The Vice President shall appoint a Nominating Committee from three (3) different member clubs 90 days before the Annual Meeting. The Committee shall name Board vacancies that will occur at the end of the current fiscal year and submit these nominations to the Vice President no less than 45 days before the Annual Meeting. The Vice President shall cause notification of the nominations to be sent to all Board members no less than 30 days before the Annual Meeting. (9/06)
- 4.4 **REGULAR MEETINGS** – A regular meeting of the Board shall be held without notice at the same place as the Annual Meeting of members. By resolution, the Board may provide the time and place for holding regular meetings.
- 4.5 **QUORUM AND MANNER OF ACTING** – Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business at any Board Meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.
- 4.6 **VACANCIES** – Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.
- 4.7 **REMOVAL** – At a meeting of members called for that purpose, one or more member of the Board may be removed, with or without cause, by a vote of a majority of the members then entitled to vote on the election of Directors.
- 4.8 **COMPENSATION** – No compensation shall be paid to any Board member for his/her services. Any out of pocket expenses will be reimbursed at the discretion of the Board.

- 4.9 ACTION BY DIRECTORS WITHOUT A MEETING – Any action required or permitted to be taken at a meeting by the Board of Directors may be taken without a meeting, if consent setting forth the action to be taken is obtained from a quorum of acting Directors. The consent can be in the form of a telephone conference call, fax, email, written correspondence, or other electronic means. Any such consent shall be entered into the minute book as if it were the minutes of a Board Meeting. (9/06)

## **ARTICLE 5: OFFICERS**

- 5.1 NUMBER – The officers of the Association shall be President, Vice President, Secretary, and Treasurer, all of whom shall have been elected by the members, and the immediate Past President. (9/06)
- 5.2 TENURE, QUALIFICATIONS, AND METHODS OF ELECTION – The President, the Vice President, the Secretary and the Treasurer shall be elected every other year by the members at the Annual Meeting of the members. These four officers and the immediate Past President shall hold office from the date of election and serve terms of two (2) years.
- 5.3 REMOVAL – Any officer or agent may be removed by a majority vote of the full Board whenever, in its best judgment, the interest of the Association would be served thereby.
- 5.4 VACANCIES – A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.
- 5.5 DUTIES OF THE OFFICERS
- 5.5.1 PRESIDENT – The President shall be the principal and executive officer of the Association and a member of the Board, and subject to the Board’s control, shall supervise and control the business and affairs of the Association. The President shall schedule and preside over all Member and Board meetings and perform such other duties as prescribed by the Board. (9/06)
- 5.5.2 VICE PRESIDENT – The Vice President shall be a member of the Board and shall perform those duties assigned by the President, and act on the behalf of the President in any absence or incapacitation of the President. His or her responsibility shall include the coordination of the Regional Directors to make sure that they are aware and are performing their duties as related in the Membership Policies. (9/06)
- 5.5.3 SECRETARY – The Secretary shall be a member of the Board and shall (a) keep the minutes of the PNBCA meetings in books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these Articles or as required by law, (c) keep a register of the address of each member club as furnished to the Secretary by each club, and (d) generally perform all duties incidental to the Office of Secretary.
- 5.5.4 TREASURER – The Treasurer shall be a member of the Board and shall (a) have care and custody of and be responsible for all funds and securities of the Association, (b) receive and give receipts for monies due and/or payable to the Association from any source, (c) make an annual

report of all monies received and paid by the PNBCA, and (d) generally perform all duties incident to the Office of Treasurer. Application forms may be obtained from the Treasurer.

5.5.5 IMMEDIATE PAST PRESIDENT – The immediate Past President shall be a member of the Board and shall advise and consult with the Board and shall perform such duties as, from time to time, may be assigned by the President or the Board.

5.5.6 REGIONAL DIRECTORS – The Regional Directors shall be the contact persons between member clubs and the Board of Directors. A Director shall (a) monitor Board of Directors and delegates of their represented clubs and notify appropriate PNBCA Board members of all changes; (b) assist in formation of new clubs; (c) encourage new clubs to join PNBCA; (d) submit names for future Board members; (e) encourage and assist clubs to submit a bid for a convention; (f) inform clubs of bonsai professionals visiting the area and coordinate workshops; and (g) submit a brief annual report about their represented clubs (this should include the number of members in each club). (9/06)

#### **ARTICLE 6: CONTRACTS, CHECKS AND DEPOSITS (9/06)**

6.1 CONTRACTS – The Board may authorize any Officer or Officers, Agent or Agents, to enter into any contract or execute and deliver any instrument in the name of, or on behalf of, the Association, and such authority may be general or confined to specific instances.

6.2 CHECKS AND DEPOSITS – All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, Agent or Agents, of the Association, and in such manner as from time to time is determined by the Board. All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks or depositories as the Board may select.

#### **ARTICLE 7: FISCAL YEAR**

7.1 The fiscal year of the PNBCA shall begin on September 1 and end on August 31. (9/05)

#### **ARTICLE 8: AMENDMENTS**

8.1 These articles may be altered, amended or repealed and new articles may be adopted by unanimous agreement of all Board members at any Regular or Special meeting of the Board of Directors, provided that notice of any such meeting shall contain or be accompanied by the full text of the proposed amendment or amendments. (9/06)

## **ARTICLE 9: ROBERT'S RULES OF ORDER**

9.1 Any articles not specifically addressed shall be covered by Robert's Rules of Order.

## **ARTICLE 10: ANNUAL CONVENTION (9/06)**

- 10.1 CONVENTION REGISTRATION LISTS - Lists of names with addresses and email address must be considered confidential and be used only by the Chairman and Registrar of the year's convention. A names-only list can be sent to participating clubs if request is made in writing to the Treasurer of the Association.
- 10.2 MEMBER CLUB RESPONSIBILITIES – For a member club to be eligible for profit distribution, it must satisfy the following requirements:
- 10.2.1 Be a member in good standing of the Pacific Northwest Bonsai Clubs Association.
- 10.2.2 Have had at least one member attend the Convention with full registration.
- 10.2.3 Have actively promoted the Pacific Northwest Bonsai Clubs Convention, and strongly encouraged its club members to attend.
- 10.2.4 Have distributed to all club members, at its own expense, convention announcements and all information and material supplied by the convention committee.
- 10.2.5 Have made certain that each club member was provided with a Convention registration form and was made aware of the importance of providing raffle items for the convention.
- 10.2.6 Have provided the Pacific Northwest Bonsai clubs Association, at the time of dues payment, the name, address, phone number, and email address of their current Club President.
- 10.3 CONVENTION DATES – The convention will be held on the third weekend in September unless the Board of Directors approves other dates.
- 10.4 CONVENTION INCOME – All income from any source associated with the convention shall be considered convention income unless the Board of Directors approves specific exceptions. This includes, but is not limited to, all registrations, all workshop fees, all raffle income, all bazaar income, any donations and any special fees.

- 10.5 CONVENTION EXPENSES – Convention expenses will include only those items specifically for and directly associated with the convention unless such items have been pre-approved by the Board of Directors.
- 10.6 COMPLIMENTARY REGISTRATIONS – Complimentary registrations may be provided at the discretion of the host club.
- 10.7 DIVISION OF PROFITS – One half of all profits from the convention will be given to the treasury of the host club. Within 60 days after the closing of the convention, the remaining one half of all profits will be distributed to the other member clubs that have completed all member club responsibilities and that have one or more members attending the convention. The profits to be distributed to member clubs will be distributed pro-rata based upon the number of fully registered club members attending the convention.

#### **ARTICLE 11: PNBICA DISSOLUTION**

- 11.1 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes. (6/06)
- 11.1.1 It should be understood that it is the intent of the organization that upon dissolution of PNBICA, funds are to be disbursed among member clubs who are compliant with both US and Canadian non-profit laws. (9/06)

Signed:

Ken Wassum, President

Jan Hettick, Secretary