

# Proposed change to the PBS Bylaws

*Proposed by Doug Baker on Sept 19, 2024*

## SUMMARY

The proposed change is to remove the technology duties from the officers and put it in the hands of a newly formed TECHNOLOGY standing committee. Then the former Technology and Publicity Officer will become the Publicity Officer, responsible for all communication with members and publicizing PBS activities in general.

All changes (additions and deletions) are highlighted in bold below and are changes to the bylaws as accepted and amended on October 20, 2021 (the ones listed on our website). There are changes in

- Article IV, Section 1
- Article IV, Section 2
- Article V, Section 4
- Article V, Section 6
- And the last line indicating when the changes are expected to be accepted.

These changes must be circulated in writing at or before a regular membership meeting, and will be voted on at the following meeting. In this case, it means the September and October meetings.

If the changes are accepted, Doug Baker will continue on as the chair of the technology committee. The new Publicity Officer will be elected at the usual officers election in October.

---

## ARTICLE I

This organization shall be known as the PITTSBURGH BONSAI SOCIETY (PBS).

## ARTICLE II

Purpose of this Society shall be to bring together at frequent intervals, those who are interested in the art of Bonsai. PBS will disseminate knowledge, encourage others and generally create interest and exchange information in the art of Bonsai through lectures and demonstrations.

## PITTSBURGH BONSAI SOCIETY BY-LAWS

PBS shall at all times be operated solely and exclusively for the purposes stated above. PBS will not carry out any other activities not permitted to be carried out by a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue code or the corresponding provision of any future United States Internal Revenue Law.

PBS shall not participate in any transaction resulting in a diversion of its income or assets to any officer, director, member, employee or contributor, other than the payment of reasonable compensation for services approved by the Board of Directors that are actually rendered to PBS.

### ARTICLE III

#### Section 1

All persons interested in Bonsai shall be eligible for membership in PBS and become members upon payment of dues. They will be directed towards the website to review the bylaws.

#### Section 2

Each member in good standing whose dues are paid in full for the current year shall be entitled to one vote on all matters brought before the Society and each member may vote by proxy. A member who votes the proxy must vote in accordance with the written instructions of the absent member. All written proxies shall be turned over to the Secretary at the conclusion of the voting.

#### Section 3

There shall be two (2) classes of membership; individual and family. The amount of dues shall be recommended by the Board of Directors and approved by the membership. All dues are payable in advance in January. Dues must be paid by the March meeting or thereafter become delinquent. If a member's dues are not paid by March 31, the member shall be notified in writing by a notice included in their April newsletter. If the dues are not paid by April 30 the members name shall be removed from membership.

### ARTICLE IV

#### Section 1

## PITTSBURGH BONSAI SOCIETY BY-LAWS

The officers of the Society shall be President, Vice-President, Recording Secretary, Publicity **and Technology** Officer, and Treasurer. The officers shall be elected by ballot or voice. The term of office shall be one year from the first day of January of each year through the last day of December of each year. No member shall hold more than one office at a time. It is preferred but not required that members serve no more than two consecutive terms.

### Section 2

The Board of Directors of the Society shall consist of the officers, Chairpersons of all Standing Committees and the immediate Past-President. Chairpersons of the Standing Committees appointed by the President shall be, Education, Programs, Annual Exhibits and Sale, Field Director, Copy Editor, **Technology**, and Supply Director. The Board of Directors shall meet at least twice a year. Other meetings may be called by the President and must be called at the written request of three (3) members of the Board of Directors. A quorum of the Board of Directors shall consist of six (6) members. All actions and recommendations of the Board of Directors shall be reported to the membership at the next regular meeting.

## ARTICLE V

### Section 1

The President shall have general superintendence of the affairs of the Society, shall preside at all meetings, shall keep informed of all work of the Society and shall make such reports of the members to the Board of Directors as may be deemed necessary or as the Board of Directors may require. The President shall be a member ex-officio of all committees except the Nominating Committee and upon retirement becomes a member of the Board of Directors for a one year term.

### Section 2

The Vice-President shall perform the duties of the President in the absence of the latter or whenever the President may be unwilling or unable to perform the duties of his office. In addition, by virtue of the office the Vice-President will automatically become Co-Chairperson of the Program Committee.

### Section 3

The Recording Secretary shall be responsible for keeping accurate, properly recorded minutes of all meetings including those of the Board of Directors and of all Annual or Special meetings of the membership.

### Section 4

## PITTSBURGH BONSAI SOCIETY BY-LAWS

**The ~~Publicity and Technology Officer – Publicize PBS,~~ shall be responsible for publicizing PBS activities. The publicity officer shall advertise monthly meetings, exhibitions (such as the annual bonsai show) and all special events, coordinate correspondence with membership, and coordinate social media like Facebook, Instagram, or any other available social media platform, as well as the Society website ~~Webpage~~ and Google docs.**

### Section 5

The Treasurer shall be responsible for the safekeeping and administering of the Society's finances.

The Treasurer shall be responsible for the receipt of all monies and shall pay out by check/paypal or other acceptable electronic vehicles. All checks are to be signed by both the Treasurer and the President whenever possible. The Treasurer shall keep an accurate and up-to-date record of all receipts and disbursements of the Society; prepare and present a financial report at each meeting that will be made available to the membership for review; and file all necessary state and federal tax forms within allowable filing periods.

The Treasurer shall prepare and present an annual report at the last meeting of each year which subsequently shall be examined and certified by an Auditing Committee appointed by the President. The fiscal year shall be from the first day of January of each year through the last day of December.

In the event the Treasurer is unable to perform the aforementioned duties, the President shall assume the responsibilities of the Treasurer until the Treasurer is able to assume responsibilities or is replaced by the Board of Directors as determined by majority vote.

To facilitate contingency responsibilities, the Vice President shall be included as an authority for disbursements on all the Society's accounts. In the case of the Treasurer's death, resignation, retirement or removal from office, all books, papers, vouchers, money and property of whatever kind in his or her possession or under his or her control will be returned and recognized as belonging to the Society.

The Treasurer can pay for regularly occurring expenses such as rent, post office box, and website fees.

Incurring of expenses and making expenditures will require a majority vote of the officers. No officer, member of the board directors, or member is authorized to incur expenses on behalf of PBS.

### Section 6

## PITTSBURGH BONSAI SOCIETY BY-LAWS

The primary functions of the Standing Committees of the Society are as follows:

**COPY EDITOR** – The Copy Editor shall be responsible for arranging the layout of the Monthly Newsletter in accordance with the Monthly Newsletter template. This will include soliciting members for seasonally appropriate articles and reviews, as needed. The Copy Editor is also responsible for copy-editing the monthly newsletter. Copy Editor duties include checking for grammar, punctuation, spelling, internal consistency, and occasionally, writing headlines. The Copy Editor may perform substantive edits if requested by the author of an article or review, time permitting.

**PROGRAM** – Arrange monthly programs including workshops and auction. It is recommended that programs be planned for two year periods. They will present a plan and budget for each program.

**EDUCATION** – Disseminate information on Bonsai. Provide basic education and demonstrations for new and novice members regarding bonsai basics. They will present a plan and budget.

**EXHIBITS AND SALE** – Coordinate annual exhibitions and sale and provide a plan and budget.

**FIELD TREES** – They will coordinate field tree activities. The field is to provide the society quality trees for demonstrations and workshops They will also work with the officers to ensure the field is either profitable and/or a breakeven endeavor. They will also present a plan and budget for any expenditures: mulching, potting, fencing, potting soil, and adding trees.

They will determine when the trees should be maintained, ready to be dug, as well as when they will be ready for workshops. They will coordinate with experienced members to be available at the field to maintain and educate newer members on pruning and trimming at the field.

They will work with the Field Scheduler. The field scheduler will be responsible for maintaining and creating the schedule with members on maintenance such as weeding and trimming, root pruning and potting.

**TECHNOLOGY** – The Technology Committee shall install, implement, and maintain any software or other digital technology the society may choose to use, and shall maintain the accounts and their credentials for the technology. This includes software and-or accounts for the website, e-commerce, email, Google Drive, and social media accounts, and such other software that the officers and the technology committee may agree shall be used. The technology committee will assist and instruct new officers or other members who use the software in an official capacity, and should endeavor to assist the general membership if they encounter problems interacting with the technology.

The Technology Committee shall create and maintain such documentation as is necessary to allow current and future members of the committee to know what technology is being used and how to access it, as well as documentation for emergency recovery.

## PITTSBURGH BONSAI SOCIETY BY-LAWS

**The current Society President shall have access to all accounts and credentials, and each incoming President shall be given instructions on which accounts and credentials exist and how to use them. Outgoing Presidents shall have their access revoked.**

SUPPLIES – They will coordinate storage of supplies with members and be aware where the supplies are at all times such as tools, wire, turntable, dividers for show, tablecloths for show, food supplies, etc. That information will also be documented on Google Docs. They will ensure supplies are available when needed. Ex. Turntable, tools and wire are available for demos. They will keep tools and supplies serviced. They will present a plan and budget to purchase items, replace items depleted or unusable.

### ARTICLE VI

The meetings shall take place once a month at a time and place selected by the Board of Directors with the approval of the membership. The annual meeting for the election of the officers shall be held in October. Two months prior to this meeting the Officers shall select a Nominating Committee of members who shall present a slate at the September meeting to be voted on at the October meeting. At the time of election, nominations from the floor will be in order. If the slate presented by the Nominating Committee contains one name only for each office and there are no nominations from the floor, this shall constitute an election. If more than one name for any office appears on the slate and/or nominations from the floor are added, election will be by ballot.

### ARTICLE VII

Seven members, two of whom shall be officers, shall constitute a quorum for the Society if the membership is twenty or under. If the membership is over twenty, then one-third of the membership shall constitute a quorum.

### ARTICLE VIII

The order of Business at all meetings of the Society shall be as follows:

Meeting called to order

Reading of the minutes of the previous meeting

Treasurer's Report

Reports from standing Committees

# PITTSBURGH BONSAI SOCIETY BY-LAWS

Additional Committee Reports

Unfinished Business

New Business

Adjournment of Business Meeting

Program

## ARTICLE IX

Robert's Rules of Order, revised, shall be the parliamentary authority for the Society

## ARTICLE X

These Bylaws may be altered, amended or repealed by the membership of the Society at any stated meeting by an affirmative vote of two-thirds of the members present and voting, provided notice of the meeting and a copy of the proposed amendments have been submitted in writing at the previous meeting.

## ARTICLE XI DISSOLUTION

### Section 1:

This Society may be dissolved by a two-thirds vote of the entire membership in good standing at a special Society meeting called only for this purpose. Voting may be in person or in writing, including electronic communication. The Secretary shall send written notice of this meeting, electronically or by mail, to the entire Society a minimum of sixty (60) days prior to the meeting.

In the event of dissolution of the Society, none of the assets of the society shall be distributed to Society members. Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Society, dispose of the remaining assets by distributing them exclusively to organizations that qualify as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954 whose activities and purposes are aligned with the mission of the Society.

PITTSBURGH BONSAI SOCIETY BY-LAWS

Amended and accepted as of ~~Oct. 20, 2024~~ **October 17, 2024**