

NORTH AMERICA BONSAI FEDERATION

CONSTITUTION AND BY-LAWS

The undersigned incorporators, being the founding members of the NORTH AMERICA BONSAI FEDERATION, and desiring to form a non-profit corporation for the corporate purposes hereinafter stated, do hereby execute the following Constitution and By-Laws of the NORTH AMERICA BONSAI FEDERATION.

ARTICLE I - NAME

The name of this federation shall be the NORTH AMERICA BONSAI FEDERATION ("NABF").

ARTICLE II - OFFICE

The office and headquarters of the NABF shall be P. O. Box 78211, Dept. A, Los Angeles, California 90016, or at such other location and place as its Executive Board may determine.

ARTICLE III - PURPOSES

The NABF shall be organized and operated as a non-profit organization with the following purposes and objectives:

1. To be affiliated with the WORLD BONSAI FRIENDSHIP FEDERATION ("WBFF") by being constituted as the official organization representing the North America Member Region of the WBFF and to elect a director to the Board of Directors of WBFF as a representative of the North America Member Region to the WBFF.

2. To encourage, promote and advance through every means and manner the culture and art of bonsai to bonsai organizations and individuals within the North America continent and throughout the world.

3. To advance and promote through every educational and cultural means, multi-national friendship, understanding and goodwill through the dissemination, sharing and exchange of bonsai knowledge, technology and information, and of bonsai-related activities.

ARTICLE IV - POWERS AND AUTHORITY

The corporation shall have all the corporate powers and authority provided by law and as are necessary and proper to carry out the purposes of the corporation.

ARTICLE V - MEMBERSHIP

1. Membership of the North America Bonsai Association shall be comprised and consist of bonsai organizations and societies throughout the North American continent (i.e., Canada, U.S.A., Mexico).

2. The Executive Board of NABF may create and qualify any other form of membership it shall deem necessary or appropriate by amendment to the By-Laws of the organization.

3. Membership in NABF may be gained by written approval and adoption of the NABF Constitution and By-Laws and payment of initial membership dues of \$ 25.00.

ARTICLE VI - DUES AND FINANCES

1. Annual membership dues shall be fixed in such amounts as the Executive Board shall from time to time determine. Membership dues shall be payable upon acceptance of membership and shall thereafter become due and payable on January 1 of each year.

2. The Executive Board shall be authorized to add additional corporate funding through revenue-raising projects, the acceptance of gifts and donations and any other proper and feasible sources of funding.

ARTICLE VII - EXECUTIVE BOARD

1. In lieu of a Board of Directors, the business and affairs of the NABF shall be initially managed by an Executive Board consisting of all of the duly elected officers of the corporation and all duly appointed chairman of standing and special committees.

2. Members of the Executive Board shall serve for a term concurrent with the term of their elected office or for two (2) years or until their successors are duly elected and/or appointed, as the case may be.

3. Whenever a vacancy shall occur in the Executive Board, the President, with the consent of the

Executive Board, shall appoint a person to fill the vacancy for the unexpired term thereof.

4. The Executive Board shall have the power to manage the business of the corporation and to exercise all of the powers of the corporation, except as otherwise provided by law or by this Constitution and By-Laws, or to delegate any powers thereof to any committee or to any officer or agent upon such terms as it shall prescribe.

5. The Executive Board shall meet at such places, dates, and times as the President shall determine.

6. A majority of the full membership of the Executive Board as constituted from time to time shall constitute a quorum to transact business and to determine, adopt or enact any business of the corporation.

7. Any corporate action or determination may be taken without a formal meeting of the Executive Board, if at least two-thirds (2/3rds) of the Executive Board as constituted from time to time, consent in writing to the resolution, action or decision, which consent, upon being filed with the minutes of the Executive Board, shall have the force and effect of an affirmative vote of the Executive Board.

8. A Board of Directors may be created by action of the membership of the corporation by amendment of the Constitution and By-Laws hereto, when required by an enlarged membership or activity or when otherwise deemed necessary or proper for the proper management of the business and affairs of the corporation. After being so constituted, the Board of Directors shall have and exercise all of the powers and authority herein provided for the Executive Board.

ARTICLE VIII - OFFICERS

1. The membership of the corporation shall elect a President, one or more Vice Presidents, a Secretary, a Treasurer, an auditor, and such other officers or assistant officers as may be deemed necessary for the proper operation of the corporation.

2. Officers shall hold office for a term of two (2) years or until their successors shall be duly elected and qualified. Two or more offices may be held by the same person.

3. The President shall serve as Chairman of the Executive Board and shall serve as the chief managing and presiding officer of the corporation. The President shall represent the North America Member Region to sit as a Director on the WBF Board of Directors.

4. Each officer shall assume and perform the authority, functions and responsibilities normally and customarily attendant of their office. The First Vice President shall assume and perform the functions and responsibilities of the president in the absence or incapacity of the President to act.

5. No officer shall receive any remuneration or compensation, but may be reimbursed all proper expenditures made or advanced on behalf of the corporation.

6. The Executive Board may appoint or employ an executive secretary or manager and such other agents or employees as may be deemed proper or necessary upon such terms of appointment as determined by the Board.

ARTICLE IX - COMMITTEES

1. The President, with the approval of the Executive Board, may appoint an Executive Committee, Finance Committee, Program and Activities Committee, and such other standing committees as shall be deemed necessary to carry out the business and purposes of the organization.

2. The President, with the approval of the Executive Board, may appoint such other special committees, interim or special, as may be deemed necessary for the proper business of the corporation.

ARTICLE X - GENERAL MEMBERSHIP MEETINGS

1. The President, upon written request of not less than a majority of the Board, shall call and convene a general meeting of the membership of the corporation to conduct any business or determine any matters pertaining to the corporation the general membership is authorized to undertake.

2. General membership meetings shall be convened and held at least once every two (2) years for the purpose of electing a director of the WBF Executive Board, electing the officers and to conduct and undertake any other business coming before the membership.

3. Whenever the vote of the members of the corporation is required, the meeting and vote of such

members may be dispensed with if at least two-thirds (2/3rds) of the members then entitled to vote thereon consent in writing to the corporate action being proposed, and such consent, upon being filed with the minutes of the membership meeting shall constitute a decisive affirmative vote of the membership.

ARTICLE XI - FISCAL YEAR

The fiscal year of the corporation shall be from the 1st day of January and end on the 31st day of December of each year.

ARTICLE XII - TERM AND DURATION

The duration of the corporation shall be perpetual.

ARTICLE XIII - SIGNATURE AUTHORITY

All contracts, agreements, notes and other legal documents and instruments, including checks, drafts and other demands against the funds of the corporation, shall be executed on behalf of the corporation by any two officers, unless otherwise provided by the Executive Board.

ARTICLE XIV - AMENDMENTS

This Constitution and By-Laws may be amended, altered, added to or repealed by two-thirds (2/3rds) of the members of the corporation at any biennial, regular or special meeting or by written consent of all members as provided in the By-Laws.

ARTICLE XV - NON-PROFIT STATUS

1. The corporation is not organized for profit and will not issue any stock, and no part of its assets, income or earnings shall be used for compensation or dividends or otherwise withdrawn and distributed to or accrue to the benefit of any of its officers, directors or members, except for the reimbursement of legitimate expenses advanced.

2. Upon dissolution, all of the assets of the corporation, after payment of its just debts, shall be transferred and distributed to the National Bonsai Foundation or to another non-profit corporation dedicated to the promotion and advancement of the cultural art of bonsai, or in the absence or failure thereof, to an organization

which shall qualify as a tax exempt organization under the laws of the United States, Canada and Mexico, respectively.

ARTICLE XVI - COUNTERPARTS

This instrument may be executed in one or more counterparts (including multiple signature pages), all of which shall together constitute one and the same original instrument, binding all of the signatories hereto, and true and correct copies may be used in lieu of the original.

DATED: Sep. 27 , 1989.

North America Bonomi Federation
[Name of Organization]

By John G. Neke
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