



WORLD BONSAI FRIENDSHIP

Charter and By-Laws WORLD BONSAI FRIENDSHIP FEDERATION

Article I: Name and Office

- A. Name. The name of this organization shall be WORLD BONSAI FRIENDSHIP FEDERATION, abbreviated to "WBFF".
- B. Office. The office of the organization shall be located in the Member Region in which the current WBFF Chairman resides.

Article II: Language

The official language of the WBFF shall be English. All the business and affairs of the organization shall be conducted in English, or at least translated into English.

Article III: Objectives

- A. The WBFF shall be organized and operated as a not-for-profit organization. Its purposes and objectives shall be to promote and diffuse throughout the world bonsai, a living art, that can be appreciated by all peoples.
- B. The WBFF shall actively exchange knowledge, technology information, etc., related to the art of bonsai among countries of the world, thus advancing international friendship and goodwill.

Article IV: Membership

The membership of the WBFF shall be comprised of regional members representing nine (9) geographical regions of the world as follows:

1. Africa
2. Australia/New Zealand
3. China (including Taiwan)
4. Europe
5. India
6. Japan
7. Asia-Pacific (excluding China, India and Japan)
8. Latin America (including Mexico and the Caribbean)
9. North America (Canada/U.S.A)

The foregoing members and makeup of the Member Regions may be modified, re-allocated or re-structured by action of the Board of Directors amending these By-laws.

Article V: Board of Directors

- A. Powers: The Board of Directors shall be vested with and exercise all of the

powers and authority of the corporation, except as otherwise as provided by law or by the Charter and By-laws of the corporation.

B. Member and Term.

1. In each Member Region a Regional Organization shall be established.
2. Each Regional Organization shall elect a representative who shall serve as Director of WBFF.
3. The Board of Directors shall consist of not less than five (5) members, and shall be composed of :
 - (i) the Directors from each of the nine (9) Member Regions as established by these By-laws, including the Chairman (if representing a Member Region),
 - (ii) the Chairman (if not representing a Member Region, as contemplated in Article V-C of the By-laws), and
 - (iii) any Vice-Chairmen.
4. Each Director shall hold office for a term of four (4) years or until their successors shall be duly elected. The primary goal of each Director shall be to promote the art of bonsai in a manner that will advance international friendship and goodwill, in accordance with the objectives of WBFF. Consistent with this goal, each Director shall make every effort to assure:
 - (i) that there is harmony among all the bonsai organizations in his or her Region,
 - (ii) that as many of those organizations as possible are kept informed of WBFF's activities, and
 - (iii) that the views of as many of those organizations as possible are known to the WBFF Board of Directors.

The duties of each Director shall also include:

- (i) attending WBFF Board meetings (or arranging for another person holding the Director's proxy to attend if the Director cannot attend);
- (ii) helping to assure that the next World Bonsai Convention is a success;
- (iii) arranging for current information about bonsai activities in his or her Region to be provided to the Chairman or his or her designee for use on the WBFF website or in other WBFF publications; and
- (iv) responding in a timely fashion to requests made for other assistance in the administration and conduct of WBFF's activities.

C. Chairman. The WBFF Director from the Member Region voted upon to host the next succeeding quadrennial World Bonsai Convention shall serve as Chairman of the Board of Directors for a term of 4 years as the Chief Executive

and Presiding Officers of the corporation. Otherwise, the Directors shall elect such Chairman as provided by Article VI-A of the By-laws. While in office, the Chairman is not required to continue as the WBFF Director from the Member Region hosting the next World Bonsai Convention, and such Member Region may appoint or elect another person to be the WBFF Director representing that Region.

D. Meetings.

1. There shall be a minimum of one meeting of the Board of Directors per year. Regular meeting of the Board shall be held at such places, dates and times as the Board of Directors shall determine, and special meetings of the Board may be called at any time by any four (4) Directors.

2. Meetings of the Board of Directors may be conducted by way of correspondence through any means of international communication.

3. Any corporation action or decision may be undertaken or made without a formal meeting of the Board of Directors, by a majority vote in writing of the Board of Directors through meeting conducted by way of correspondence authorized in Paragraph D-(2) above. Such written approval or consent of the Directors, upon being filed in the corporate minute book, shall have the force and effect of the unanimous vote of the Board of Directors cast at a regular Directors' meeting hereof.

Article VI: Officers

A. The Board of Directors shall elect a Chairman, one or more Vice-Chairman, a Secretary, a Treasurer and such other officers or assistant officers as may be deemed necessary for the proper operation of the corporation. Officers shall hold office for a term of four (4) years or until a successor shall be duly elected and qualified. Two or more offices may be held by the same person.

B. The Board of Directors may appoint or employ a Secretariat and such other agents or employees as may be deemed proper or necessary.

C. No officer shall receive any remuneration or compensation.

D. The Chairman, with the approval of the Board of Directors, may appoint:

(i) Honorary Officers with such titles, term of years and such other terms and conditions as the Board shall deem appropriate.

(ii) International Consultants to WBFF for either a specific term or for an indeterminate period of time to assist WBFF in carrying out its objectives. The primary goal of each International Consultant shall be to promote the art of bonsai in a manner that will advance international friendship and goodwill, in accordance with the objectives of WBFF. As International Consultants will bring different talents and attributes to WBFF, each should use his or her talents and attributes in the best way possible to carry out WBFF's objectives. Some International Consultants may be skilled communicators who can explain WBFF's mission to those unfamiliar with WBFF. Others may hold (or have held) important

positions, either in the bonsai community or otherwise, that enable them to strengthen WBFF or its regional members. Others may be good negotiators who can build necessary bridges between different bonsai groups, again to strengthen WBFF or its regional members. Others may be proficient in raising funds for WBFF or may themselves be financially able to give money to WBFF to help finance its activities and programs. The Chairman, with such assistance as he or she may require from the Vice-Chairman or other Directors, should identify the talents and attributes of each International Consultant, and request that each of them undertake specific roles on behalf of WBFF.

Article VII: Committees

- A. The Board of Directors, through its Chairman, may appoint an Executive Committee, Program and Activities Committee, Convention Committee, Finance Committee, and such other standing committees as shall be deemed necessary to carry out the business of the organization.
- B. The Board of Directors, through its Chairman, may appoint such other committees, interim or special, as may be deemed necessary for the proper business of the corporation.

Article VIII: Activities

- A. WBFF shall undertake such activities as shall promote international venture, goodwill and rapport among nations by the exchange of knowledge, technology and information concerning the art of bonsai.
- B. WBFF shall produce an English language website and/or bonsai magazine whose content shall be of interest to the international bonsai community.
- C. An international bonsai convention shall be sponsored and promoted by WBFF once every four (4) years. The Member Regions shall take turns in hosting these conventions.

Article IX: Finances

- A. The WBFF shall be financially supported by annual dues or subscriptions paid by each Regional Organization, donations and other revenues.
- B. Each Regional Organization has to pay annual dues. The Board of Directors shall set the annual dues at an annual amount of not less than One Hundred Dollars (US) per year.
- C. The fiscal year of the corporation shall begin on the 1st day of January and shall end on the 31st day of December of each year.

Article X: Miscellaneous

- A. 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 of the corporation, unless otherwise provided by the Board of Directors.
- B. The adoption of a corporate seal shall be at the option of the Board of Directors.

Article XI: Amendments

This Charter and By-laws may be amended, altered, added to or repealed by a majority vote of the Board of Directors at any annual, regular or special meeting.

Adoption and amendment of Charter and By-laws

The foregoing Charter and By-laws, first adopted on April 6, 1989 and revised and amended in Tokyo, Japan, on the 8th day of February, 2004, are declared by the Board of Directors of the World Bonsai Friendship Federation to be and constitute the Charter and By-laws of the World Bonsai Friendship Federation on this day April 29th 2006 during the WBFF Annual Meeting in Chencun, China.