



WORLD BONSAI FRIENDSHIP FEDERATION - Charter and Byelaws (Sept 2008)

Article 1: NAME, Name and Office

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

Article 2: Language

1. 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 3: Objectives

1. 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.
2. 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.
3. An international World Bonsai Convention shall be sponsored and promoted by WBFF once every four (4) years. The Member Regions shall take turns in hosting these conventions. The procedures for choosing the Member Region to host the next convention are set forth in Article IX of the Byelaws.

Article 4: 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 Byelaws.

Article 5 : Board of Directors

1. **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 Byelaws of the corporation.
2. **Member and Term.**
 - 2.1. In each Member Region a Regional Organization shall be established.
 - 2.2. Each Regional Organization shall elect a representative who shall serve as a Director of WBFF.
 - 2.3. The Board of Directors shall consist of not less than five (5) members, and shall be composed of:
 - 2.3.1. the Directors from each of the nine (9) Member Regions as established by these Byelaws, including the Chairman (if representing a Member Region),
 - 2.3.2. the Chairman (if not representing a Member Region, as contemplated in Article V-C of the Byelaws), and
 - 2.3.3. any Vice-Chairmen.
 - 2.4. 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:
 - 2.4.1. that there is harmony among all the bonsai organizations in his or her Region,
 - 2.4.2. that as many of those organizations as possible are kept informed of WBFF's activities, and
 - 2.4.3. 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:

 - 2.4.4. attending WBFF Board meetings (or arranging for another person holding the Director's proxy to attend if the Director cannot attend);
 - 2.4.5. helping to assure that the next World Bonsai Convention is a success;
 - 2.4.6. 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
 - 2.4.7. responding in a timely fashion to requests made for other assistance in the administration and conduct of WBFF's activities.
3. **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 Byelaws. 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.
4. **Meetings.**
 - 4.1. There shall be a minimum of one meeting of the Board of Directors per year. Regular meetings 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.
 - 4.2. Meetings of the Board of Directors may be conducted by way of correspondence through any means of international communication.
 - 4.3. 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 a 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 6 : Officers

1. 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. The same person may hold two or more offices.
2. The Board of Directors may appoint or employ a Secretariat and such other agents or employees as may be deemed proper or necessary.
3. No officer shall receive any remuneration or compensation.
4. The Chairman, with the approval of the Board of Directors, may appoint:
 - 4.1. Honorary Officers with such titles, term of years and such other terms and conditions as the Board shall deem appropriate.
 - 4.2. International Consultants to WBFF to assist in carrying out WBFF's objectives, each with a term coterminous with the term of the Chairman of the Board who either initially appoints the International Consultant or invites the International Consultant to remain in office. 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.
 - 4.3. Sponsors of WBFF for a specific term or for an indeterminate period of time to provide financial guidance and support for WBFF's activities. Recognizing that dues from WBFF's Regions and other revenues from WBFF's activities are insufficient to provide adequate financial support for WBFF's activities, Sponsors should be persons having the inspiration, will and means:-
 - 4.3.1. to help provide annual funding to carry out WBFF's objectives until a self-sustaining endowment fund can be established,
 - 4.3.2. to assist in establishing an endowment fund for WBFF, the income (and principal, if necessary) from which can be used to carry out WBFF's objectives, and
 - 4.3.3. to serve on WBFF's Finance Committee. In appointing Sponsors, the Chairman shall give special consideration to a person who donates at least \$5,000 (US) to WBFF.

Article 7 : Committees

1. The Board of Directors, through its Chairman, may appoint an Executive Committee, Program and Activities Committee, Convention Committee, Finance Committee (the members of which shall include the Sponsors of WBFF), and such other standing committees as shall be deemed necessary to carry out the business of the organization. The Chairman of the Finance Committee shall be appointed by the Chairman of WBFF and shall serve for such term as may be mutually agreed.
2. 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 8: Activities.

1. 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.
2. WBFF shall produce an English language website and/or bonsai magazine whose content shall be of interest to the international bonsai community.
3. 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.
4. The Chairman or a Vice-Chairman is authorized to act on behalf of WBFF in bestowing an award upon any current or former WBFF officer, member of the WBFF Board, other official of WBFF, official of any WBFF member organization, or any member of the Bonsai Community for meritorious service in carrying out the objectives of WBFF. Such award may be designated the "Saburo Kato Award," the "John Yoshio Naka Award," the "WBFF Meritorious Service Award," or as the bestowing official shall deem appropriate.

Article 9: Host Member Region

1. The Member Region hosting each World Bonsai Convention shall be chosen by a majority vote of the Board of Directors at a meeting (the "deciding meeting") held no later than during the World Bonsai Convention immediately preceding that convention.
2. The Director of each Member Region wishing to host a World Bonsai Convention shall submit to the Secretary (with a copy to the Chairman) a formal and complete bid to that effect at least fourteen (14) calendar days before the date of the deciding meeting. Directors wishing to bid, however, are encouraged to give the Chairman and the Secretary earlier indications of their Region's interest. Each Director may submit only a single bid, and must choose a single city within his or her Region as the proposed venue.
3. To be considered complete, each such bid must include the following information:
 - 3.1. A firm commitment that the Director of the bidding Member Region is willing and able to serve as Chairman for the period from the end of the preceding World Bonsai Convention through the World Bonsai Convention in question.
 - 3.2. The name of the city proposed as the venue for the World Bonsai Convention, and the reasons why it should be the chosen venue.
 - 3.3. The name(s) of the proposed Chairman or Co-Chairmen of the World Bonsai Convention.
 - 3.4. Any other reasons why the bid should be chosen.
4. At the deciding meeting, a representative of the bidding Member Region shall be prepared to present that Region's bid, with visual aids.
5. In choosing the winning bid, the Directors shall take into account the need to hold the World Bonsai Conventions in different places around the world.
6. If, after a winning bid has been selected and before that particular World Bonsai Convention has been held, either
 - 6.1. the Member Region with the winning bid retracts that bid or
 - 6.2. the Chairman or a majority of the Board of Directors sign a statement (providing a copy thereof to the Secretary) to the effect that it is unlikely that the convention can be successfully held at the location or during the time period selected, the Chairman shall, with at least 60 calendar days' notice given to all Directors, call a meeting of the Board of Directors (a "second deciding meeting") at which new bids will be considered. If, at the second deciding meeting, the Board of Directors selects the bid of a different Member Region than initially selected at the deciding meeting, the Director from the newly selected Member Region shall become the Chairman for a term beginning at the later of the date of the second deciding meeting or the end of the preceding World Bonsai Convention and continuing through the World Bonsai Convention in question.

Article 10: Finances

1. The WBFF shall be financially supported by annual dues or subscriptions paid by each Regional Organization, donations made by Sponsors of WBFF and others and by other revenues
2. 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.
3. 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 11: Miscellaneous

1. 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.
2. The adoption of a corporate seal shall be at the option of the Board of Directors.

Article 12: Amendments

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

Article 13: Adoption and amendment of Charter and Byelaws

The foregoing Charter and Byelaws, first adopted on April 6, 1989, were amended:

- February 8, 2004, Tokyo, Japan
- April 29, 2006, Shunde, China,
- May 13, 2007, electronic vote,
- July 14, 2007, San Juan, Puerto Rico,
- February 10, 2008, Tokyo, Japan.
- September 10, 2008, electronic vote

and were declared by the Board of Directors of the World Bonsai Friendship Federation to be and constitute the Charter and Byelaws of the World Bonsai Friendship Federation.