

**CORPORATE BYLAWS
OF
FOUR SEASONS BONSAI CLUB, INC.**

ARTICLE I - Name

The name of this organization shall be **FOUR SEASONS BONSAI CLUB, INC.** ("Four Seasons" or the "Club"). Four Seasons is a non-profit Michigan corporation.

ARTICLE II - Object

The object of Four Seasons is to promote and encourage the art of bonsai among its members and to the general public.

ARTICLE III - Members

Section 1. The membership shall consist of four classes of members:

Active Members shall be persons who are interested in the Club and are willing to take an active part in its accomplishment. Each Active Member in any category who meets the qualifications specified in Article V, Section 3, shall have a vote and may hold office.**

Honorary Life Members shall be members who have given exceptional service to the Club and who are granted this distinction by the Board of Directors. Members so honored shall have all rights and privileges of an active member during their lifetime and shall not be required to pay annual dues.

Group Members shall be organizations interested in supporting the activities of the Club. The organizations shall pay annual dues unless waived but shall have no vote. Group Membership does not entitle individual members of that organization to the advantages of a membership.

Complimentary Membership may be granted by the Board of Directors on a yearly basis to those who offer the Club meaningful benefits due to their position, knowledge, or abilities. Complimentary members may not vote or hold office.

Section 2. Membership shall not be qualified by race, color, creed or national origin. Membership may be terminated for failure to make timely payment of any required dues or for actions deemed by the Joint Executive Committee to be detrimental to the Club.

Section 3. Annual dues for each current year shall be payable on or before January 31. The amount is to be determined by the Board of Directors.

ARTICLE IV - Officers

Section 1. The elected officers of the Club shall be a President, a Vice-President, a Recording Secretary and a Treasurer. No individual may occupy more than one (1) office at a time.

Section 2. All nominees must be members qualified to stand for office and have consented to such nomination. A candidate for President must be a present member of, or have previously served on, the Board of Directors (the "Board") of the applicable Section. The slate shall be sent to the Secretary to be included with the notice of the Annual Meeting at which the vote is to occur. Additional nominations of qualified members may be made from the floor at the Annual Meeting.

Section 3. The election of officers shall take place at an Annual Meeting. An officer's term shall commence at the close of the Annual Meeting during which his or her election occurred and expire at the close of the second Annual Meeting thereafter or immediately following the election of a successor. At that time, the President must step down. Other officers, except the Treasurer, may serve no more than two (2) consecutive full terms in the same office, but may be elected to a different office. An individual who has vacated an office can be elected to that same office after a period of one (1) year.

Section 4. The President and Secretary shall be elected in the odd numbered years and those of the Gardens in the even numbered years. The Vice President and Treasurer shall be elected in alternate years.

Section 5. The duties of the officers shall be:

President - The President shall be the Executive Officer and the liaison with the Cranbrook Auxiliary. The President shall preside at all meetings of the Board and special meetings. The President, with the approval of the Board, shall appoint the Chairmen of all Standing and Special Committees. The President shall coordinate the work of the committees, and shall be a member ex-officio of all committees except the Nominating Committee.

Vice-President - The Vice-President shall assist the President, perform such duties as the President or the Board shall assign, and shall assume the duties of the President in that officer's absence.

Recording Secretary - The Recording Secretary shall keep the minutes of the meetings of the Board and Annual Meetings unless otherwise agreed to by the Board of Directors.

Treasurer - The Treasurer shall maintain a separate record of all transactions originated through the Club, review the account information made available by the Club and reconcile any discrepancies. The Treasurer shall provide quarterly reports of the financial status to the Board and an annual report for the Annual Meeting. The format of these reports shall be coordinated between the Treasurer and generally take into account known incurred expenses and approved but unfunded project costs.

Section 6. Vacancies among officers, with the exception of the President, shall be filled by a majority vote of the remaining members of the Board from a list submitted by the Nominating Committee. Persons so elected shall serve until the expiration of the term of the vacated office or until a successor is elected. A vacancy in the office of President shall be filled automatically by the Vice President and that individual shall remain eligible to be elected to a succeeding full term as President.

ARTICLE V - Membership Meetings

Section 1. An annual membership meeting of the Club (the "Annual Meeting") shall be held in the month of November for the purpose of electing officers and taking such other action as may require membership approval. Notice of the meeting, with an agenda, shall be mailed to each member at least two (2) weeks prior to the meeting.

Section 2. Regular monthly meetings of the Club are to be held generally on the last Sunday of each month; however, the Board, in setting up the schedule for the year shall have the discretion to vary the time and location of monthly meetings.

Section 3. Special meetings of the general membership of the Club may be called by the Board at its discretion or upon a written request to the Board signed by no less than twenty (2) voting members. Notice, including the date, place, time, and purpose of the meeting, shall be mailed to each member at least two (2) weeks prior to the meeting.

Section 4. A quorum must be present at any membership meeting in order to conduct such business as may come before it. A quorum of the Club shall consist of ten percent (10%) of the voting membership. Voting members are limited to Honorary Life Members plus those Active Members whose dues have been paid for that year before January 31 in the case of the Annual Meeting or no less than three (3) weeks prior to a Special Meeting.

Section 5. Members must be present in person to vote and no proxies or absentee votes shall be recognized.

ARTICLE VI - Boards of Directors

Section 1. The Board of each Section shall consist of the following officers/Directors with terms as set forth:

President/Director	1 year term
Vice President/Director	1 year term
Secretary/Director	2 year term
Treasurer/Director	2 year term
Director at Large	3 year term
Director at Large	2 year term
Director at Large	1 year term
Director at Large	1 year term

Section 2. A minimum of four (4) meetings of the Board at which a quorum is present shall be held annually at the call of the President to act upon such matters as the Manual may authorize. The President may call Special meetings and must do so upon the written request of three (3) members of the Board, reasonable notice having been given.

In emergencies, Special Meetings of the Board may be held by electronic means, such as e-mail or other Internet communication systems, telephone conferences, video conferences, etc., subject to the following:

- a) All Board members shall have access to the appropriate electronic meeting media;
- b) The technology used for the electronic meetings shall allow the Board members full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting;
- c) The affirmative vote of a majority of the Board shall be the minimum vote requirement for the adoption of any motion;
- d) Procedural rules related to the conduct of electronic meetings shall be established and upheld by the Board of Directors.

Section 3. A majority of each Board of Directors shall constitute a quorum of that body.

ARTICLE VII - Amendment of Bylaws

These Bylaws may be amended at any meeting of the Club by a two-thirds (2/3) vote of those present and voting**, a quorum being present, provided that the substance of the amendment has been submitted in writing with the call of the meeting or that notice has been mailed to each member at least two (2) weeks prior to the meeting that the Club may adopt.