

BYLAWS OF THE IOWA BONSAI ASSOCIATION

The Board of Directors of the Iowa Bonsai Association, Inc. at a regularly called meeting on May sixth, 1980 adopted the following as the Bylaws of the Iowa Bonsai Association

ARTICLE I - PRINCIPLE PLACE OF ACTIVITY

The corporation may establish such principal places of activity, as the Board of Directors may deem necessary or of advantage in the conduct of its affairs.

ARTICLE II - MEMBERSHIP

Section 1. The members of the corporation shall be dues paying individuals who are interested in the art and research of Bonsai Trees and plants. Each member in good standing shall have one vote at annual and special meetings of the corporation.

Section 2. The annual meeting of the members shall be held at the November regular meeting. The Purpose of the annual meeting is to elect directors and conduct any other business as may come before the meeting. The Board of Directors may schedule the annual meeting at another time in the Month of November if they deem it more convenient to the membership.

Section 3. Special meetings of the members for any purpose or purposes, unless other wise prescribed by statute, may be called by the President or by the Board of Directors and shall be called by the President at the request of the holders of not less than one-tenth of all the members of the corporation entitled to vote at the meeting.

Section 4. The Board of Directors may designate any place, either within or without the State of Iowa, as the place of meeting of any annual meeting or for any special meeting called by the Board of Directors.

Section 5. Written or printed notice stating the place, day and hour of the meeting, and in the case of special meetings, the purpose or purposes for which the meeting is called shall be delivered to each member not less than ten nor more than fifty days before the meeting. If mailed, such notice shall constitute a waiver of notice of such meeting except where a member attends a meeting for the express purpose of objecting to the transactions of any business because the meeting is not lawfully called or convened.

Section 6. A majority of members of the corporation entitled to voter represented in person or by proxy shall constitute a quorum at a meeting of members. If less than a majority of members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 7. At all meetings of the members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the

Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting by members on any question or in any election may be by voice unless the presiding officer shall order or any other member shall demand that voting be by ballot.

ARTICLE III - BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to a specific instance.

Section 2. The Affairs of this corporation shall be conducted by a Board of Directors as provided in the Articles of Incorporation (including 1988 amendments).

Section 3. Regular Meetings A regular meeting of the Board of Directors shall be held after notice during the month of January of each year after the annual meeting of the members. The President shall set the time of such meeting and shall notify other Directors. The Board of Directors may provide by resolution the time and place, at any place within the State of Iowa, for the holding of additional regular meetings without other notice than such a resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or Secretary of any two Directors. The person or persons authorized to call special meetings of the Board may fix any place within Polk County, Iowa, as the place for holding any special meeting of the Board called.

Section 5. Notice. Notice of any meeting of the Board of Directors shall be given at least five (5) days previous thereto by written notice delivered personally or mailed to each director at his or her business address or by telegram. If mailed, such notice shall be deemed to be delivered when properly deposited in the U.S. Mail. If the notice be given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of Directors who have been elected and have qualified shall constitute a quorum for the transaction of business of any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The Directors present at a properly called meeting may continue to transact business until adjournment, notwithstanding a withdrawal of enough Directors to leave less than a quorum.

Section 7. Voting. The vote of a majority of the Directors present at any properly held

meeting of the Board of Directors shall be sufficient to transact any business or exercise any power given to the Board of Directors.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of majority of the remaining directors through less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Salaries. No Director shall receive a salary for his or her services as a Director, nor shall he or she receive other remuneration or compensation from the corporation.

ARTICLE IV - OFFICERS

Section 1. Number. The officers of the corporation shall be a President, President Elect, Secretary, Treasurer, each of who may be elected by the Board of Directors. Any two or more offices may be held by the same person. The President Elect in any one year shall become the President the following year.

Section 2. Elections and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors. Election of officers shall be held at the November meeting or as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall be duly elected or have been removed in a manner hereinafter provided.

Section 3. Removal. Any officer of agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to any contractual rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. The President. The President shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, shall in general supervise and control all of the affairs of the corporation. He shall, when present, preside at all meetings of the Board of Directors. He shall in general perform all the duties incident to the office of President and such other duties as may be prescribed by the Bylaws or by the Board of Directors from time to time.

Section 6. The President Elect. In the absence of the President or in the event of his or her death, inability or refusal to act, the President Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President; and in addition thereto, shall perform such other duties as may be assigned to him or her by the President or by the Board of Directors or prescribed by the Bylaws.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in

accordance with the provisions of these Bylaws or as required by Law; -be custodian of the corporation records and of the seal of the corporation, and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized in the event the corporation should at some future time adopt a corporate seal; (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. The Treasurer. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as are selected by the Board of Directors in accordance with such resolutions as may be from time to time adopted by the Directors; and (b) in general perform all of the duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9. Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he or she is so appointed except the Board may restrict or limit such power.

ARTICLE V - SEAL

The Corporation shall have no corporate seal.

ARTICLE VI - AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

NOTE: The Articles of Incorporation were amended 02/16/88 changing the name from "Greater Des Moines Bonsai Association of Iowa, Inc." to "Iowa Bonsai Association". The number of directors was increased to nine (9) and indemnification of officers and volunteers as provided for.

NOTE: The bylaws were amended 01/07/96 by the Board of Directors. Change Article IV, Section 6 to read Vice President instead of President Elect. Change the number of directors from nine (9) to number deemed necessary by the Board of Directors. nls

NOTE: The BYLAWS were amended 01/11/98 by the Board of Directors. Change Article VI - Amendments to read: Bylaws may be adopted, amended or repealed by a majority vote of the Regular membership present at an OFFICIAL meeting of the Association after written notification of proposed changes has been distributed to all members thirty (30) calendar days prior to the meeting. smm