

### **Article I: Name**

The name of this Association shall be Central Ohio Beekeepers Association, commonly known as COBA. COBA is incorporated as a non-profit organization in accordance with the laws of the State of Ohio.

### **Article II: Object**

The object and goals of this Association shall be to promote the further interest and well-being of apiculture and to educate beekeepers and the public in the importance of honey bees, honey, and other by-products and pollination in our country; and to perform any act or function authorized by law and not inconsistent with the above statement.

### **Article III: Members**

Any person interested in apiculture and wishing to further the activities of this Association may become a member upon payment of the annual dues determined and set forth in the Bylaws. Membership shall be available without discrimination due to race, color, national origin, religion, sex, age or handicap.

Each member in good standing, regardless of class of membership as described in the Bylaws, shall have one vote.

### **Article IV: Officers**

The officers of this Association shall be President, Vice President, Secretary, Treasurer, Immediate Past President and Trustees. Each officer shall serve for two years or until their successors are elected and installed.

The officers shall be elected at the annual meeting and serve a term as set forth in the Bylaws.

### **Article V: Meetings**

The general membership of COBA shall hold regular meetings throughout the year to accomplish the purpose and goals of this Association which shall include an annual meeting for the purpose of electing officers.

The COBA Board of Directors shall hold meetings throughout the year to accomplish the purpose and goals of this Association.

All meetings shall be conducted using *Roberts Rules of Order, Newly Revised* (RONR, 12<sup>th</sup> ed.), unless stipulated otherwise by the Bylaws.

## **Article VI: Executive Board**

There shall be a Board of Directors consisting of the elected officers and committee chairs.

The Board of Directors shall have full charge of the affairs, funds, management, property, and control of the Association, subject only to the action of the members. The decision of the Board of Directors on any questions concerning interpretation of the Bylaws shall be final.

There shall be no compensation for any member of Central Ohio Beekeepers Association (COBA) who provides service(s) in the name of COBA.

Each officer on the Board, except for the Immediate Past President, shall be entitled to one vote on each issue brought before the Board for a vote. In case of a tie, the President's vote shall be the deciding vote cast.

The President, or in the absence of the President the Vice President, shall preside over Board meetings. The President shall establish rules of the meeting that will freely facilitate debate and decision making.

No Board member may vote upon a matter coming before the Board, Executive Committee or any other committee in which he or she has a direct financial interest. Immediately upon becoming aware that such a conflict may exist, a Board member must disclose the existence of the potential conflict to the Board members, withdraw from further deliberations on the issue and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the minutes of the meeting. Failure to adhere to this policy may be grounds for removal from the Board for cause.

## **Article VII: Committees**

The **Permanent Committees** of this Association shall be as follows: Finance, Membership, Financial Review and Executive.

**Ad Hoc Committees:** The President, with the advice and consent of the Board of Directors, may appoint such additional, temporary, or subcommittees, as may from time to time become necessary or advisable for the administration of the Association business and attainment of its purposes. Such committees shall be appointed and shall serve for the period stipulated by the Board of Directors. Ad Hoc Committees of this Association shall include, but are not limited to the following: Nominating, Newsletter, Program, Helping Hands, Website, Education and Bee School, Bee Yards, and Scholarship.

Committee chairs shall be appointed by the President with the approval of the majority of the Board of Directors and shall serve at the pleasure of the Board.

The President with the approval of a majority of the Board of Directors shall appoint the chairperson of each committee with the exception of the Finance and Membership committees. The Finance Committee shall be chaired by the Treasurer and the Membership Committee shall

be chaired by the Secretary.

### **Article VIII: Affiliations**

This Association shall be associated with The Ohio State Beekeepers Association, Inc. and shall actively support this organization. The President may nominate a delegate for the position of trustee, in accordance with the Bylaws of The Ohio State Beekeepers Association, Inc. Said delegate shall hold membership with this Association and with The Ohio State Beekeepers Association Inc.

### **Article IX: Finances**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December. The Association shall use a cash basis for accounting purposes.

**Right to Act:** No officer or member has the right to incur any debt or become involved in any business under the title or by implying the title of this Association in any way unless given full authority to do so by the Board of Directors.

### **Article X: Dissolution of the Association**

A two thirds vote of the membership present at a Special Meeting shall be required to dissolve the Association. Upon dissolution of the Association, any assets remaining after payment of all debts and liabilities shall be paid over to a charitable or non-profit organization exempt under provisions of Section 501 (c) 3 of the U.S. Internal Revenue Code that has purposes consistent with COBA purposes. No part of the remaining assets of the Association will be paid or distributed to an officer, director, or any member of the Association.

### **Article XI: Parliamentary Authority**

The rules contained in the current edition of *Roberts Rules of Order, Newly Revised*, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws and any special rules of order the Association may adopt. (RONR 12<sup>th</sup> ed.)

### **Article XII: Ratification of the Constitution**

**Ratification:** This Constitution shall be ratified by a 2/3 majority vote of all members in good standing, that are present at a regular business meeting provided the Constitution has been presented and read in at least one previous meeting and upon appropriate notice given.

Date of Ratification August 18, 2010

### **Article XIII: Amendment to Constitution**

Amendment/s to this Constitution may be proposed to the Executive Board of the Association, by any member in good standing, and may then be read and discussed at the next two regular business meetings. The proposed amendment/s may then be put to a vote and adopted by a 2/3 favorable vote of the members present in good standing.

Any amendments to this Constitution shall be referenced and added to the end of this Constitution.

Date of Amendment: April 21, 2021

## **Bylaws of the Central Ohio Beekeepers Association**

### **Article 1: Membership**

#### **Section 1.1 Application for Membership**

Any person or family may become a member upon payment of annual dues. All adults and dependents shall be named by the applicant at the time of the application. Current contact information, including emails for each voting member, shall be provided upon payment of dues.

#### **Section 1.2 Membership Classification**

The membership classes shall be as follows: Individual, Family and Honorary Lifetime Membership.

An Individual membership shall be for one person only.

A Family membership shall include up to two adults and all minor dependents less than 18 years of age.

An Honorary Lifetime Membership is an award presented to an individual or a couple and is approved by a vote of the Board.

#### **Section 1.3 Dues**

Dues are assessed as follows: Individual membership- \$10.00 for one year and \$25 for three years; and Family membership - \$20.00 for one year and \$55 for three years. There shall be no dues for Honorary Lifetime membership

The one-year terms of membership for Individual and Family memberships shall begin on the first day of January and end on the last day of December. Three-year terms of membership shall begin on the first day of January and end on the last day of December, over a three-year period. Dues may be reviewed periodically by the Board, but shall not increase by more than five dollars per year. Increases are to be effective January 1 for the upcoming year.

#### **Section 1.4 Membership Voting Rights**

To be eligible to vote the member must be in good standing. Good standing shall mean that the individual or family membership dues have been paid prior to the time of the vote. Individuals and each family member age 13 and older shall each be entitled to one vote. All voting members must have a unique email registered with the Secretary, prior to the annual meeting.

#### **Section 1.5 Expiration, Reinstatement, and Transfer of Membership**

Membership expires when the annual dues are not paid for the upcoming year.

Those members that fail to pay the annual dues shall be placed in an inactive status until such time as the membership has been paid. Inactive members shall not be eligible for any member benefits but shall remain on the membership roster for notices and opportunities to become active.

A member formerly in good standing may be reinstated to an active status upon having submitted an application for membership and paid his/her annual dues.

Membership in the Association is not transferable or assignable

#### **Section 1.6 Voluntary Termination of Membership**

Membership may be voluntarily terminated upon written notification to the Membership Chair by the member that they no longer wish to remain in the Association or upon notification to the Membership Chair of the member's death.

#### **Section 1.7 For-Cause Termination of Membership**

A membership may be terminated-for-cause in the event of breach of order in a meeting or elsewhere. If the breach of order occurs in a meeting; if calls to order are unheeded; if "naming" the offending member is unheeded; and the offending member fails to come to order; then a question of privilege may be raised, which the chair may entertain immediately. The motion may then be seconded, amended if need be, debated and voted upon. If the motion is adopted, it may result in an immediate penalty against the offending member. The imposed penalty may result in apology, removal from the meeting, censure, or in extreme cases, loss of membership, following a 2/3 vote of the members, at that meeting. (RONR, 12<sup>th</sup> ed. 61:10 – 18.)

Breaches of order that are purported to occur elsewhere than at a meeting and require that charges are preferred, shall be investigated by a committee of the Association. A formal trial must then be held, according to protocols detailed in the current edition of *Roberts Rules of Order* (RONR (12<sup>th</sup> ed. 12:61-63). Cause includes but is not limited to: failure of good behavior, theft, misrepresenting the mission of COBA.

Censure may result in suspension or termination of membership. A terminated-for-cause member shall not be eligible for reinstatement.

Breaches of order by a non-member present at a meeting may result in the immediate removal of the non-member by the presiding officer alone.

## **Article 2 - Regular Membership Meetings**

### **Section 2.1 Conduct of General Membership Business Meeting**

The President, or in the President's absence the Vice President, shall preside over the General Membership Business Meeting. While *Roberts Rules of Order* will be used while conducting the business part of the meeting, the intent of the meeting is to be a social gathering as well as an exchange of ideas, promotion of new ideas and learning from round table discussions and speakers. With these goals in mind, the actual business part of the meeting shall be held to a minimum. Any committee reports shall be given in summary form. Detailed reports will be posted on COBA's website.

*Roberts's Rules of Order* (RONR, 12<sup>th</sup> ed.) may be suspended by a motion, seconded, and a positive majority vote in conducting that particular meeting.

### **Section 2.2. Quorum**

A quorum for conducting business shall be 40 or more members

### **Section 2.3 Annual Meeting and Elections**

The annual meeting of members of this Association shall be held in October of each year at the time and location determined by the Board of Directors and notice shall be given in writing or through electronic mail or other electronic communication at least ten days prior to the date of said meeting. The election of officers will be held during the annual meeting. The Nomination Committee shall present the ballots with nominees already accepted and additional nominations will be accepted from the floor. One ballot per eligible member may be cast.

### **Section 2.4 Special or Emergency Meeting**

Special or Emergency meetings shall be held upon written or electronic petition of fifteen members or more of the Association, or upon written or electronic petition of a majority of the members of the Board of Directors. The petition shall state the purpose or object of such special meeting and no business except that as set forth in the petition shall be transacted at said special meeting. The secretary shall give notice via U.S. mail or electronic mail (or other electronic communication) of filing of said petition and the purpose of said meeting to the members of the Association at least ten days prior to the date of the said meeting. Said notice shall state the time and place (physical or virtual) of the special meeting.

## **Article 3 Officers**

The Officers of the Association shall include President, Vice President, Secretary, Treasurer, Immediate Past-President and Trustees.

**Section 3.1 Qualifications of Officers**

The Officers of the Association shall be members in good standing by paying current dues; abiding by the Constitution and Bylaws; and representing the purpose and goals of COBA.

**Section 3.2 Term of Officers**

Term of officers shall be for a period of two years and shall commence on January 1<sup>st</sup> following the election and end on December 31st two years later.

**Section 3.3 Number of Trustees**

The number and terms of Trustees shall be determined by the number of members in the Association. One Trustee shall be elected for each 50 members in the Association.

**Section 3.4 Job Duties, Positions, Descriptions and Powers of Officers****Section 3.4.1 President**

The President shall be the chief executive officer of the Association and shall have general supervision over the business and operations of the Association, subject to the control of the Board. The President shall execute, in the name of the Association, all contracts, and other instruments approved by the Board. Additionally, the President shall appoint a Board member to file any documents that require filing by any governmental authority. In general, the President shall perform all other duties incident to the office of President and such other duties as may be assigned by the Board. The President's duties include chairing Board meetings and the general membership business meeting.

**Section 3.4.2 Immediate Past President**

The Immediate Past President shall serve in an advisory and non-voting capacity to the Board and will serve as President in the absence of the President and Vice President.

**Section 3.4.3 Vice President**

The Vice President shall be responsible for scheduling, programming and coordinating all regular meetings and perform any duties delegated by the President. The Vice President shall assume the duties of the President in his/her absence.

**Section 3.4.4 Secretary**

The Secretary shall attend all regular meetings and Board meetings. The Secretary shall record all votes and take accurate minutes of the meetings and keep records for that purpose. In general, the Secretary shall perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President.

Minutes from the regular meetings shall be posted on the COBA website. The Secretary shall summarize the minutes of the regular meetings to be presented to the general membership. Minutes from the Board meetings shall be archived to the website and can be reviewed by any officer upon request. The Webmaster, President, Treasurer and Secretary shall have the access codes.

The Secretary shall be Chair of the Membership Committee.

The Secretary shall maintain a current paid membership list and provide updated lists to the Membership Committee.

### **Section 3.4.5 Treasurer**

The Treasurer shall have custody of Association funds and shall keep full and accurate accounts of receipts and disbursements, accessible to the Board. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Association, and to endorse checks and drafts, in its name and on its behalf and to give full discharge for the same.

The Treasurer shall deposit all funds of the Association, in such banks or other places of deposit as the Board may designate. The Treasurer shall have the authority to issue checks in the amount up to five hundred (\$500.00) dollars. Any amounts above this amount shall require the approval of the Board of Directors.

In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President. Additionally the Treasurer shall be Chair of the Finance Committee.

### **Section 3.4.6 Trustees**

The Trustees shall help with the day to day operation of the Association, chair committees appointed by the President and serve at the direction of the President.

The Trustees will serve as liaisons between the Board and the general membership.

## **Article 4 Board of Directors**

### **Section 4.1 Members of Board of Directors**

There shall be a Board of Directors consisting of the elected officers and Committee Chairs.

### **Section 4.2 Term of Directors**

The term of office for the Board of Directors shall be for a period of two years.

### **Section 4.3 Place of Meetings and Notice**

The Board of Directors shall hold as many meetings as may be called by the President or any two members of the Board of directors. The time and location of each Board meeting will be given at least 72 hours in advance and will try to accommodate members' schedules. Notice of the Board meeting shall be by phone or transmitted electronically.

### **Section 4.4 Quorum for Board of Directors**

A quorum of the Board of Directors shall consist of at least five participating members.

### **Section 4.5 Emergency Board of Directors Meetings**

Emergency meetings can be called by the President when issues arise that warrant such an



action; or when a majority of the members of the Board petition, in writing, phone or electronically, for such a meeting. The grounds for an issue(s) to qualify for an emergency meeting must be narrowly defined and of a nature that if not addressed until the next regularly scheduled Board meeting the Association could suffer adverse consequences. The only business to be conducted at an emergency meeting will be the resolution of the subject issue(s) described in the petition.

#### **Section 4.6 Resignation of a Board Member and Replacement**

If a Board Member resigns, the resignation shall become effective on the date outlined in the letter of resignation. The President shall appoint a new member, with the approval of the Board, and that member shall fill the remaining term of office.

#### **Section 4.7 Removal and Replacement of a Board Member**

Any Board Member may be removed from office for cause by the vote of a majority of the Board following a hearing detailing the cause for removal. A replacement will be appointed by the President with the approval of the remaining Board.

### **Article 5 – Committees**

#### **Section 5.1 Types of Committees**

The Association shall have two types of committees, Permanent and Ad Hoc. The President retains authority for all committee appointments, with Board approval, with the following exceptions: 1) Executive Committee whose members are all elected; Finance Committee whose Chair is the Treasurer; and the Membership Committee whose Chair is the Secretary. A committee may have one or more members. Appointment to a committee will terminate at the end of the Board Member's term of office or by arrangement with the President.

#### **Section 5.2 Permanent Committees**

##### **Section 5.2.1 Finance Committee**

The Finance Committee will have at a minimum three members and the Treasurer shall be the chairperson. The Finance Committee shall be responsible for developing and reviewing fiscal procedures, all fund raising and a budget for COBA operations. All budgets and amendments to budgets will be presented to the Board for approval.

##### **Section 5.2.2 Membership Committee**

The Membership Committee will have a minimum of three members and shall be chaired by the Secretary and be responsible for all correspondence with members concerning membership matters. The Committee shall be responsible for maintaining a current membership list and a current mailing list including name, address, email and phone number and original date of becoming a member of COBA. A Membership Diversity Committee shall be a subcommittee of the Membership committee.

##### **Section 5.2.3 Executive Committee**

The Executive Committee shall be composed of the President, Vice President, Secretary and Treasurer.

##### **Section 5.2.4 Financial Review**

The President shall appoint a Financial Review Committee with the approval of the Board to review the Association's financial records for the previous fiscal year. The review shall also include all other assets and inventory belonging to the Association. The review shall take place during the month of January and the findings shall be submitted to the Board for approval, and then posted on the membership website.

### **Section 5.3 Ad Hoc Committees**

Ad Hoc Committees will be appointed from time to time by the Board to perform a specific task. All Ad Hoc Committees will receive from the Board a set of instructions defining the scope of the Committee's task, any limitation placed on the task and when the task is to be completed. Ad Hoc Committees may vary in size from one to any number and remain in effect until the task is completed.

#### **Section 5.3.1 Nominating Committee**

The Nominating Committee will have as a minimum two members and is responsible for seeking out qualified members to serve on the Board and placing the qualified member's name, with member's permission, on the ballot. Additional nominations may be taken from the floor during the annual meeting.

#### **Section 5.3.2 Newsletter Committee**

The Newsletter Committee shall be responsible for the production, assembly and distribution of the COBA newsletter.

#### **Section 5.3.3 Program Committee**

The Program committee shall be responsible for obtaining speakers and arranging programs for meetings. These duties include responsibility for any travel arrangements, hotel and meal accommodations. The committee shall be responsible for all follow up and sending thank you letters to speakers.

#### **Section 5.3.4 Helping Hands Committee**

The Helping Hands committee shall be responsible for organizing persons to help beekeepers and families who need help with their bees because of sickness or death in the family, and to send out appropriate cards when needed.

#### **Section 5.3.5 Website Committee**

The Website Committee shall consist of a web master and be responsible for the contents, updating, maintenance, and monitoring of the website. The Chairperson shall be appointed by the President with the approval of the Board. The Chairperson, President and Treasurer shall have access to the account management log-in and password with the domain hosting company. Additionally, the Chairperson shall provide the President and Treasurer with the web master log-in password for the website.

#### **Section 5.3.6 Education and Bee School**

The Education and Bee School Committee shall be responsible for the set up and operation of Bee School. This will include finding a site for the school, providing a syllabus outlining areas covered in class, providing presenters for each section and equipment needed for the school. The

Bee School Chair will be responsible for maintaining a membership roster and providing the Membership Chair a list of all new members. Additionally, the committee shall be responsible for implementing all other educational programs undertaken by COBA.

### **Section 5.3.7 Bee Yards**

The Bee Yards Committee shall be responsible for the day to day operation of the bee yards including maintaining and securing of Association materials and assets. If more than one bee yard is to be operated, the Board of Directors shall appoint a committee for each yard.

### **Section 5.3.8 Scholarship**

The Scholarship Committee shall be responsible for promotion of the scholarships, collecting applications, reviewing, interviewing and selecting final candidates. Upon final selection, the Committee shall be responsible for providing equipment and signing up the winning candidates for bee school. The Committee will be responsible for monitoring, mentoring and overseeing the completion of the requirements of the scholarship recipients.

### **Section 5.3.9 Political Action Committee**

The Political Action Committee shall be responsible for generating and promoting political action which will further the benefit of COBA and beekeeping in Central Ohio in general. The committee will be responsible for designing promotional materials such as brochures and handouts as well as setting up and attending meetings and luncheons with politicians and or other officials in order to promote our cause.

## **Article 6 - Association Records**

### **Section 6.1 Association Records**

The Association President, Secretary and Treasurer shall keep at their home, office, or other secure location the COBA records appropriate to their office. The various committee Chairpersons shall retain records appropriate to their committee assignments at their home and send copies to the Secretary. Committee Chairpersons must surrender their COBA records to their successor or, in the case of an Ad Hoc committee's records, surrender the records to the Secretary. The Treasurer will maintain the Association's current and ongoing financial records in at least one off- site location so no loss of records or transactions will occur. The President and Secretary shall have access to the records; though they have no ability to change these records.

### **Section 6.2 Transfer of records**

All records, documents and minutes are the property of COBA and are to be surrendered and transferred to the newly elected Secretary or President. These records shall form a chain of events from previous Boards of Directors and Membership decisions. Transfer of all records, documents and minutes shall take place after the election and before January 1<sup>st</sup> of the next calendar year.

## **Article 7 - Ratification**

These Bylaws shall be ratified by a 2/3 majority vote of all members in good standing, provided the Bylaws have been presented and read in at least one previous meeting and upon appropriate

notice given.

### **Article 8 – Amendments to Bylaws**

These Bylaws may be amended by a  $2/3$  vote of a quorum at any regular business meeting, provided that the proposed amendment/s shall be previously submitted to and acted upon by the Board of Directors. Any amendment/s to these Bylaws shall be referenced and added at the end of these Bylaws.

Updated 4/21/2021

Updated 4/20/2012

Date of Ratification: August 18, 2010