

Bylaws of the Heritage Beekeepers Club of Hawkins County

Established 2016 in Rogersville, TN

The complete bylaws of the Heritage Beekeepers Club of Hawkins County
Document Adopted August, 2016; Revised April, 2018

Article I – Name

The name of the Club is the Heritage Beekeepers Club of Hawkins County, Tennessee (henceforth the “Club”).

Article II – Purpose and Objectives of the Club

The purpose and objectives of the Club are to serve as a resource to local beekeepers; educate the community about the joys, skills, and fruits of beekeeping, recruit new members, and foster interactions with the agricultural community and other beekeeping organizations. Said club is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.1 – Lobbying

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

2.2 – Education of Policy Makers

The beekeeping association is permitted to educate local and state policy makers about the needs of beekeepers, the beekeeping industry, honey production and crop pollination services.

2.3 – Activities of the Club

Beekeeping is an inherently physical activity conducted in natural and/or agricultural settings. From time to time, the club will organize and participate in activities in outdoor settings, including but not limited to bee yards, field days, fairs, and festivals. The ability to participate in club events will be in accordance with industry practice.

Article III – Membership

Membership in the Club shall be of five kinds: (1) Individual, (2) Family, (3) Youth, (4) Honorary, and (5) Life Membership. Members shall be considered in good standing when the member shows interest and takes part in the affairs of the Club, pays dues regularly and timely, and acts in a manner consistent with the ideals and bylaws of the Club. New memberships will be closed during September and October.

3.1 – Individual Membership

Any person, eighteen (18) years of age or older who is interested in bees and beekeeping is eligible to join the club on payment of dues.

3.2 – Family Membership

An individual may include his or her family by paying an additional membership fee, the amount of which will be determined by the Board of Directors subject to the approval of the membership.

3.3 – Individual Youth Membership

Any person, seventeen (17) years of age or younger is eligible to join the club on payment of dues. Youth membership is considered separate from a family membership, and a youth who is part of a family membership is not required to purchase an additional membership.

3.4 – Honorary Membership

Honorary membership shall be considered for anyone who has rendered outstanding service to furthering beekeeping. Honorary members may be elected by a majority vote of members voting at any regular meeting at which quorum is present. Honorary membership will be for a period of one (1) year, and will not require payment of dues. Honorary members will not be entitled to a vote in any election or on any action of the Club.

3.5 – Life Membership

Life membership shall be considered for anyone who is age seventy (70) years or older. Life members may be elected by a majority vote of members voting at any regular meeting at which quorum is present. Life Members are not required to pay annual dues, but will be entitled to a vote in any election or on any action of the Club.

Article IV – Governance

4.1 – Board of Directors

The Board of Directors shall be composed of the elected officers of the Club and three (3) additional board members at large. The elected officers shall be: President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same person, but that person shall have only one vote on the Board of Directors.

4.1.1 Qualifications

Nominees for officers and directors must be age eighteen (18) years or older, and active, paid members in good standing of the Club for a period not less than one (1) year.

4.1.2 Nomination, Election, and Terms of Office

Nominations will be submitted to the Elections Committee starting two months prior to the annual club elections of officers and board members. No nominations from the floor shall be accepted. All nominations will occur by written ballot before the adjourning of the meeting in September. Elections for officers and directors will be held annually at the regular club meeting in October. The term of all officers and directors will be for one year. No officer or board member may serve more than three (3) consecutive terms in the same office, with the exception of the treasurer.

4.2 – Duties

It shall be the duty of the Board of Directors to advise and make recommendations to the Club with respect to the conduct of the activities and the purpose of the Club. The Board of Directors can act upon matters of immediate concern, and are obligated to present their actions at the next general membership meeting.

4.2.1 President

The President presides over the meetings of the Heritage Beekeepers Club and over the meetings of the Board of Directors. The President may serve as an Ex officio member of any committee approved by the Board of Directors except the elections committee. It is also the President's duty to represent the Heritage Beekeepers Club in all state and regional beekeeping meetings when possible, or designate someone to act on his or her behalf.

4.2.2 Vice President

The Vice-President will serve in the absence of the President. In case the office of the President becomes vacant, the Vice President shall assume the duties of the President until the time of the annual elections of the Club. On the occasion that the Board of Directors appoints a Bylaws Committee, the Vice President will serve as chairman of that committee.

4.2.3 Secretary

The Secretary shall conduct all correspondence for the Club and report about meetings to the membership. The Secretary shall conduct any other duties common to such an office and as directed by the Board of Directors. She or he will send meeting notices to members, potential members and the press, secure the locations for regular and special meetings, maintain a current email and mailing address list of all members, record minutes at all meetings and present them at the following meeting, write correspondence on behalf of the Club, and confer with the President and other members of the Board of Directors to obtain information for the meeting notices. The Secretary is also responsible for sending press and media notices of all special events or designate someone else to do the same, be in charge of promotional mailings, arrange for filing application for special promotional events, e.g., charity bazaar, county fairs, other shows, and receive and act upon requests to the Club from schools and other groups for presentations about beekeeping and contact members to do the program when feasible. The Secretary will serve as the chairman of the Elections Committee at such time that the committee is appointed by the Board.

4.2.4 Treasurer

The Treasurer is responsible for the custody of all funds and other assets of the Club except as otherwise directed by the Board of Directors. The Treasurer shall keep records of all dues and other income to the Club, and is responsible for timely payment of any outstanding bills, ordinary, and regular expenses. The Treasurer is responsible for selecting a bank, keeping all funds of the Club in a checking account minus a fixed petty cash amount agreed by the board to be held on person, reconciling bank statements, keeping accurate and detailed financial records for the fiscal year, presenting a Treasurer's report at all meetings stating all income and expenditures for the period, the Club checking account balance, and the current net worth of the Club. The Treasurer is also responsible for completing, or ensuring the completion of, required financial reporting forms including, but not limited to, all tax returns and reports required by the IRS on or before the date due, and making these forms available for the board's review. The Treasurer is also responsible for cooperating with the Secretary when sending notices of dues payment and maintaining a paid membership list, and arranging and paying for a meeting place.

4.2.5 Directors at Large

Three Directors at large will serve on the Board of Directors. Directors will attend meetings of the Board of Directors, and are entitled to one vote for each Director on the board.

4.2.6 Youth Advisor to the Board of Directors

One youth member, between fifteen (15) and seventeen (17) years of age will serve on the board of directors in an advisory, non-voting capacity. The youth advisor must have been a member in good standing of the club for at least one (1) year to be nominated to the position. The duties of the position of Youth Adviser is to serve as liaison with all Youth Members of the club, and attend all meetings of the Board of Directors. He or she may propose actions, participate in discussion, and be included in volunteer activities of the club, but may not vote on any action before the Board of Directors. The Youth Advisor may be removed by the vote of the majority of the Board of Directors voting at any meeting of the board at which quorum is present.

4.3 – Vacancy

4.3.1 Vacancy of the office of President

In case of vacancy of the office of the President, the Vice President shall assume the duties of the office until the time of the next annual election of the Board.

4.3.2 Vacancies of all other offices

Vacancies of all other offices will be filled by appointment by the President until the time of the next annual election of officers and board members.

4.4 – Removal of Officers and Board Members

Any Board member may resign his or her office at any time by written notice to the President. Any Board of Directors member may be removed without cause at any time by two-thirds (2/3) majority vote of the members voting at any regularly scheduled meeting of the Club where quorum is present.

4.5 – Indemnification of Directors and Officers

When a person is sued, either alone or with others, because he/she is or was a Director or Officer of Club, or of another organization serving at the request of the Club, in any proceeding arising out of his/her alleged misfeasance or nonfeasance in the performance of his/her duties or out of any alleged wrongful act against the Club or by the Club, he/she shall be indemnified for his/her reasonable expenses, including attorney's fees incurred in the defense of the proceeding, if either of the following condition exists:

4.5.1 The Board of Directors finds that his/her conduct fairly and equitably merits such indemnity.

4.5.2 No Director of the Club shall be held personally liable to the Club for breach of fiduciary duty as a Director, provided that this provision shall not eliminate or limit the liability of a Director

4.5.2(b) for any breach of the Director's duty of loyalty to the Club or its Directors,

4.5.2(c) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,

4.5.2(d) under the provisions of the laws of the State of Tennessee, and any amendments thereto, or

4.5.2(e) for any transaction from which the Director derived an improper personal benefit.

Article V – Meetings and Voting

5.1 Regular Club Meetings

Regular Club meetings shall be held between February and November at the place and time scheduled in the Standing Rules of Order of the Club. Meetings will be in-person and not by teleconference, video conference, or e-mail.

5.2 Notice of Meetings

The meeting schedule in the Standing Rules of Order will constitute notice for Regular Club Meetings and Board of Director Meetings. The Board of Directors will make every reasonable effort to notify members of changes in date, time or location of regular club meetings, but any meeting may be cancelled without notice in case of emergency or natural disaster.

5.2.2 Notice of Motion

Notice of at least fourteen (14) days will be given for special items of business to include proposals to amend these bylaws, to adopt or amend special rules of order, to amend or rescind something previously adopted, or when deemed advisable by the Board of Directors.

5.3 Board of Directors Meetings

5.3.1 Regular Meetings of the Board of Directors

The meetings of the Board of Directors shall be held monthly between February and November at the time and place scheduled in the Standing Rules of Order of the Club. Board of Directors meetings may be cancelled, or the date, time, or location of the meeting changed without notice at the discretion of the Board.

5.3.2 Special Meetings of the Board of Directors

Special Meetings of the Board of Directors may be called by the President or any two (2) other officers or directors. A special meeting must be preceded by at least two (2) days' notice to each officer of the date, time, and place, and purpose of the meeting. Any officer may waive notice of any meeting in accordance with Tennessee law.

5.4 Quorum at Regular Meetings

The presence of fifty-percent of the active members in good standing will constitute quorum at any Club meeting.

5.5 Quorum at Board of Directors Meetings

The presence of fifty-percent of the Board of Directors members will constitute quorum at any meeting of the Board of Directors. No business shall be considered by the Board of Directors at any meeting at which a quorum is not present. When quorum is not present, the President shall adjourn the meeting.

5.6 Voting

Each member shall have one vote at Club meetings. Family memberships will be entitled to only one (1) vote in any action or election. Youth Members may vote if age sixteen (16) years or older. Honorary Members may participate in debate, but may not vote in any election or on any action of the club. Life Members shall have one vote at Club meetings.

5.7 Approval of Action

Any motion before the membership or Board of Directors, provided that quorum is present, will be considered approved by affirmative vote of the majority of the members voting.

5.8 Tie Votes

On the occasion that the number of votes on any action before the directors or the membership results in a tie, the President or presiding officer may, at his or her discretion, cast the swing vote.

5.9 Elections of Officers and Board Members

5.9.1 Nominations

Nominations will occur by written ballot and will close at the adjourning of the regularly scheduled meeting in September. Nominees will be announced by the Chairman of the Elections Committee at the end of that meeting. No nominations will be accepted after the nominees are announced. The order for taking nominations will be: President, Vice President, Secretary, Treasurer and Board Members at large. No member may appear on election ballot for more than one office except those of Secretary and Treasurer which may be held by the same person. If a member is nominated for more than one position, the nominee must choose which position they would like to appear on the election ballot.

Section 5.9.2 Elections by Ballot

Elections for President, Vice President, Secretary and Treasurer, Board Members at Large and Youth Advisor to the Board of Directors will occur by written ballot and decided by majority vote. On the occasion that no candidate receives a majority of votes for any officer or elected position, the ballot for that position will be repeated until one candidate receives the majority of votes. No write in votes for any position will be allowed on the election ballot.

5.9.3 Elections Committee

The Elections Committee will be appointed by the Board of Directors two months prior to the month in which elections are held, and will consist of at least three (3), and no more than five (5) members in good standing. The Secretary will serve as the Chairman of the Elections Committee. The President of the club may not serve ex officio on the elections committee. The Elections Committee will verify that all candidates are willing to serve, verify that candidates meet all qualifications for office as stated in these bylaws, and prepare written ballots prior to the meeting at which elections are held. The Elections Committee will collect ballots, count votes, report the results of vote counts to the President or presiding officer, and retain ballots for three months after the results of the election are announced by the President.

Section 5.9.4 — Proxy and Absentee votes

Proxy and Absentee votes are not allowed for any action or election of the Club.

Article VI — Financial

6.1 Fiscal Year

The fiscal year of the Club shall be July 1 through June 30.

6.2 Books and Records

6.2.1 Custodian

The Treasurer will be the custodian of the financial records of the club. The Secretary will be the custodian of the minutes of the Club. The Chairman of the Elections Committee will be the custodian of ballots. The custodian of all other assets and records of the club will be determined by the Board of Directors.

6.2.2 Inspection

Any member or members in good standing may inspect the books and records of the Club at any reasonable time. Arrangements for such inspections must be made with the Treasurer. No records may be removed by any member without written consent of the President and Treasurer.

6.3 — Dues

Membership dues are due on July 1st with a grace period extending to August 31st each year. Any member who has not paid his or her dues by August 31 shall have his or her voting rights suspended, and be dropped from the roles of the club until dues are paid in full. The amount of dues is to be recommended by the Board of Directors, subject to approval of the Club membership. New members joining between March 1st and June 30th will have their dues applied to the following year.

6.4 – Net Earnings

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Article VII – Adherence to 501(c)(3) guidelines

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal revenue code, or the corresponding section of any future federal tax code.

Article VIII – Tennessee Beekeeper’s Association and Representative

TBA membership is voluntary, and encouraged for all members of the Club. For those members who do not wish to become members of TBA, the entire amount of the Club dues will be placed in the general fund of the Club.

8.1 TBA Dues

For those members wishing to join the Tennessee Beekeepers Association (TBA), a portion of the Club membership dues in an amount equal to the annual dues for TBA will be applied to TBA membership.

8.2 Representatives to TBA

The Club will be entitled to a certain number of representatives to the TBA. This/these representative(s) and their alternate(s), must be members of the Club in good standing, and will be appointed by the Board of Directors. The number and term of representatives and alternates will be subject to the rules, regulations and bylaws of TBA.

Article IX – Adoption and Amendments

9.1 Adoption

These bylaws shall be adopted if approved by two-thirds of the members present at a meeting of the Club where quorum is present.

9.2 Amendments and Additions

Any active member or group of members may submit proposed amendments and additions to the bylaws to the Board of Directors. Proposed amendments and additions must be submitted to the Secretary, in writing, no less than fourteen (14) days prior to the next meeting of the club, and must be signed by at least ten percent (10%) or five (5) of the members in good standing, whichever is greater. Notice to the members of proposed additions or amendments will be given by e-mail no less than fourteen (14) days prior to the meeting at which the amendments will be considered. Proposed amendments and additions to the bylaws shall be adopted if approved by two-thirds (2/3) of the members present and voting at regularly scheduled or special meetings where quorum is present.

Article X – Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised (11th Edition) shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any standing or special rules of order the Club may adopt.

Article XI – Dissolution

11.1 Report of the Treasurer on Dissolution

On the occasion of dissolution of the Club, the Treasurer will make report to the membership as to all funds in the treasury, all other assets, and any outstanding financial obligations of the Club.

11.2 Dissolution of Assets

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII – Non-discrimination

The Association does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members, staff, volunteers, subcontractors, vendors, and service population.