

# **MOUNTAIN EMPIRE BEEKEEPERS' ASSOCIATION**

## **BYLAWS**

**Amended and Restated January 25, 2024**

### SECTION 1.1 Application for Membership.

Application for membership may be made by any reasonable means as determined by the Board and paying the prescribed membership dues. The amount of dues for each class of membership shall be set by the Board of Directors (the "Board").

### SECTION 1.2 Membership Classes.

The Association shall have three classes of membership that are defined in the Constitution. These are: A. Annual; B. Life; and C. Provisional.

The class of membership a person is placed in depends on the amount of dues paid as determined by the Board and definitions described in Article III, SECTION 1 of the Constitution.

### SECTION 1.3 Voting Rights.

Each member in good standing shall be entitled to vote as described in the Constitution on all matters submitted for vote at the Annual Membership Business Meeting or at other business meeting, if necessary.

### SECTION 1.4 Termination of Membership.

#### SECTION 1.4.1 Suspension and Expulsion

The Board, by affirmative vote of two thirds of all members of the Board present at a Board meeting, may suspend or expel a member after an appropriate hearing.

#### SECTION 1.4.2 Expiration

Annual memberships are terminated on December 31<sup>st</sup> each year for which dues have not been paid for the following twelve-month period.

### SECTION 1.5 Resignation

Any member may resign by filing a written resignation with the Secretary. The resignation shall become effective upon receipt. No refund of dues will be paid.

### SECTION 1.6 Reinstatement of Expired Membership.

A former member may be reinstated upon payment of his/her annual dues.

### SECTION 1.7 Transfer of Membership.

Membership in the Association is not transferable or assignable.

## **ARTICLE 2 – BOARD OF DIRECTORS**

### **SECTION 2.1 General Powers.**

The affairs of the Association shall be managed by its Board. The powers of the Association shall be exercised by, or under the authority of the Board, except as otherwise provided by these Bylaws in Article 5 or by a resolution of the Board.

### **SECTION 2.2 Composition and Terms of the Board.**

The Board shall be composed of at least the four (4) elected officers of the association and the Immediate Past President. At-large Directors may be elected to the Board by the members provided they receive a majority of votes at the Annual Membership Business Meeting. At-large Director positions may be eliminated by either a majority vote at the Annual Membership Business Meeting or the inability to find a member willing to serve.

The officers and Immediate Past President shall serve on the Board as described in SECTION 4.4.2 of the Bylaws. At-large Directors shall serve for the remaining fiscal year plus two years; however, they may serve as long as they are willing and subject to the biennial vote at the annual meeting of members.

### **SECTION 2.3 Removal of Directors.**

Any Director may be removed from office for cause by the vote of a majority of the other Board following a hearing detailing the cause for removal.

A Director is automatically removed from office once their dues become 90 days past due. The Director may be reinstated for the remainder of their term if the dues are made current and a majority of members approve.

### **SECTION 2.4 Resignation.**

Any Director may resign at any time by giving written notice to the Association Secretary. The resignation shall be effective upon receipt or at such subsequent time as may be specified in the notice of resignation. The resignation will be announced at the next Board meeting whether it is a regularly scheduled meeting or emergency meeting.

### **SECTION 2.5 Compensation of Directors.**

In general, the Director serve without compensation. The Board shall have the authority to fix the compensation of Directors for their services as such.

### **SECTION 2.6 Voting Rights**

Each Director shall be entitled to one vote in person or by proxy on each issue brought before the Board for a vote.

### **SECTION 2.7 Voting by Proxy.**

Any director who will be absent at a Board meeting is entitled to a vote at any meeting of the Board by proxy. The proxy statement must be filed with the Association Secretary prior to the beginning of any Board meeting and announced at the beginning of the Board meeting.

### SECTION 2.7 Chairman and Vice Chairman

The President will serve as Board Chairman. The Immediate Past President will serve as Vice Chairman.

## **ARTICLE 3 – MEETINGS OF DIRECTORS**

### SECTION 3.1 Place of Meetings and Notice.

The Chairman will designate the date and location of the Board meetings. The location and date shall be convenient for the majority of the Directors and consistent with the needs of the Association. Notice of each Board meeting will be transmitted electronically by the Secretary to each Board member sufficiently in advance of the meeting to accommodate member's schedules.

### SECTION 3.2 Regular Meetings.

The Board will hold at least one regularly scheduled meeting during each year.

### SECTION 3.3 Emergency Meetings.

Emergency meetings can be called by the Chairman when issues arise that warrant such an action; or when a majority of the Directors 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 3.4 Annual Meeting.

The annual meeting of the board shall be held prior to the Annual Membership Business Meeting. This is done so as to allow issues of importance to the membership as a whole to be presented to the general membership for consideration and vote.

### SECTION 3.5 Quorum.

A quorum of the Board shall consist of a majority of directors. Directors participating via electronic means have all rights of Directors in attendance and are to be counted as contributing to the quorum so long as all directors can communicate one with another.

### SECTION 3.6 Conduct of Board Meetings.

The Chairman, or in the Chairman's absence, the Vice Chairman shall preside over Board meetings. The Chairman shall establish rules of the meeting that will freely facilitate debate and decision making. The Chairman shall prepare the meeting agenda using the following format:

1. Roll Call
2. Approval of the Minutes
3. Officer Reports
4. Committee Reports

5. Old and Unfinished Business
6. New Business
7. Set the Date and Location of the Next Board Meeting
8. Adjourn

The Secretary of the Association shall act as the secretary of all Board meetings or, in the absence of the Secretary, a person shall be appointed by the Chairman, to act as Secretary.

## **ARTICLE 4 – OFFICERS**

### SECTION 4.1 Function.

The Officers of the Association will function as the Executive Committee. As such they will make recommendations for approval by the Board. The Officers may delegate authority to carry out courses of action approved by the Board.

### SECTION 4.2 Number and Title.

The Officers of the Association shall be four (4) primary officers, which are a President, a Vice President, a Secretary, and a Treasurer. The officers may include such other positions as the Board may determine by resolution. Any number of offices other than the primary offices may be held by the same person, however the person holding multiple offices is entitled to only one vote on issues brought before the Executive Committee for vote.

### SECTION 4.3 Qualification of Officers.

The Officers of the Association shall be members in good standing. Candidates for an officer position may serve the remainder of his/her predecessor's term and two additional terms before mandatory expiration of term of service. A candidate for an officer position will be qualified for such position if the position was other than the one in which he/she previously served, or there was a one-year break in service from the position previously held.

### SECTION 4.4 Election, Term, and Duties of Officers.

#### SECTION 4.4.1 Election.

The officers shall be elected by a majority vote at the Annual Membership Business Meeting. The officers will hold office beginning on January 1 after the election.

#### SECTION 4.4.2 Term.

The officer's normal term of office shall be two years, and he/she may be reelected to one additional term of office. The officers shall hold office until the expiration of the term for which he or she was elected or appointed or his/her death, resignation, or removal for cause.

At the conclusion of the President's term of service he/she shall continue as a Director of the Board with the title of Immediate Past President and retain all privileges of an officer

of the Association until such time as he/she is replaced by another President leaving office for reason other than for cause.

The President and Vice President shall serve staggered terms such that the vote for President shall occur in odd numbered years and the vote for Vice President shall occur in even numbered years. The Treasurer and Secretary shall serve staggered terms such that the vote for Treasurer shall occur in odd numbered years and the vote for Secretary shall occur in even numbered years.

#### SECTION 4.4.3 Duties and Powers.

##### SECTION 4.4.3.1 President and Chairman of the Board

The President and Chairman of the Board is the Chief Executive Officer of the Association and shall:

1. as President:
  - a. preside at all business meetings of the Association and the Executive Committee using regular parliamentary procedure and Robert's Rules of Order;
  - b. call special meetings of the Association with concurrence of the Executive Committee;
  - c. call all meetings of the Executive Committee;
2. as Chairman of the Board:
  - a. preside at all Board meetings;
  - b. appoint all standing and special committees as are deemed necessary to carry out the purpose and objectives of the Association unless specifically designated otherwise in the Constitution and Bylaws;
3. perform all other duties commonly incident to the offices and not contrary to the Constitution and Bylaws.

##### SECTION 4.4.3.2 Vice President

The Vice President shall:

1. perform the duties of the President in his/her absence, or upon the President's request;
2. perform other duties as directed by the President;
3. serve as an active member of the Executive Committee;

##### SECTION 4.4.3.3 Secretary:

The Secretary shall:

1. record the attendance, minutes and proceedings of the Association at each Board, membership and Executive Committee meeting;
2. distribute minutes of meetings;
3. preserve the minutes of each meeting, any documents, records, correspondence, transactions, and other appropriate material of the Association;
4. notify members of meetings and special events, and other duties as may be assigned;

#### SECTION 4.4.3.4 Treasurer:

The Treasurer shall:

1. maintain the financial records of the Association;
2. maintain an up-to-date list of paid memberships which shall be made available to the Board members;
3. keep an accurate record of all receipts and disbursements of the Association;
4. receive membership dues and all other funds for the Association and make disbursements as appropriate;
5. deposit all funds of the Association in such bank or banks, savings institutions or other financial establishments as appropriate; however, a reasonable amount of cash may be maintained on hand for Association business
6. present Treasurer's reports to the membership, at least annually;
7. ensure that another appropriate member, such as a past Treasurer or other officer or member as deemed fit, has signatory authority on bank accounts so as to be able to function in the Treasurer's absence'
8. perform all other duties commonly incident to this office;

#### SECTION 4.4.3.5 Immediate Past President and Vice Chairman

The Immediate Past President shall

1. perform the duties of the Chairman in his/her absence,
2. perform other duties as directed by the Chairman;
3. serve as Chair of the Nominating Committee,
4. serve as an active member of the Board;

#### SECTION 4.5 Vacancies.

The Vice President will become the President should the position become vacant. Vacant Vice President, Secretary or Treasurer positions will be filled by appointment by the President.

#### SECTION 4.6 Removal of Officers.

Any Officer may be removed from office for cause by the vote of a majority of the Board following a hearing detailing the cause for removal.

An Officer is automatically removed from office once their dues become 90 days past due. The Officer may be reinstated for the remainder of their term if the dues are made current and a majority of members approve.

#### SECTION 4.7 Resignations.

Any Officer may resign at any time by giving written notice to the Association's Secretary. The resignation shall be effective upon receipt or at such subsequent time as may be specified in the notice of resignation. The resignation will be announced at the next Board meeting whether it is a regularly scheduled meeting or emergency meeting.

#### SECTION 4.8 Compensation of Officers.

In general, the officers serve without compensation. The Board shall have the authority to set the level of compensation, if any.

SECTION 4.9 Voting Rights.

Each Officer shall be entitled to one vote on each issue brought before the Executive Committee, and each issue brought before the Board for a vote.

**ARTICLE 5 COMMITTEES**

SECTION 5.1 Types and Appointments.

The Association shall have two (2) types of committees, Standing and Ad Hoc. Volunteers for committee positions may be accepted from members in good standing, however, the Chairman retains authority for all committee appointments, except for the Executive Committee whose members are all elected. The Chairman appoints each committee chairman for Ad Hoc committees. Each committee will have one or more members. Appointment to a Standing Committee will terminate at the end of the Board Member's term of office. Appointment to an Ad Hoc Committee will terminate as determined by the Chairman.

SECTION 5.1.1 Standing Committees.

SECTION 5.1.1.1 Executive Committee.

The Officers of the Association serve as the Executive Committee. The Executive Committee shall have all of the powers and authority of the Board in the intervals between meetings of the Board.

SECTION 5.1.1.2 Nominating Committee.

The Nominating Committee will have as a minimum two members and is responsible for seeking out qualified members to serve as officers and placing the qualified member's name in nomination before the Board, and if accepted, then at the Annual Membership Business Meeting. The Nominating Committee is responsible for monitoring the expiration dates of the various Board members terms of office so that the orderly replacement of directors is maintained.

SECTION 5.1.2 Ad Hoc Committees.

Ad Hoc Committees may be appointed from time to time by the Chairman to perform a specific task. All Ad Hoc Committees will receive from the Chairman a set of instructions, preferably written, 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. An Ad Hoc Committee shall have a Chair that will report to the Board. While not required, an At-large Director, if any, is encouraged to Chair an Ad Hoc Committee.

**ARTICLE 6 – CONFLICT OF INTEREST**

SECTION 6.1 Conflicts of Interest.

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 documented in the minutes of the meeting. Failure to adhere to this policy may be grounds for removal from the Board for cause.

## **ARTICLE 7 – ANNUAL MEMBERSHIP BUSINESS MEETING**

### SECTION 7.1 Conduct of Annual Membership Business Meeting.

The President, or in the his/her absence, the Vice President shall preside over the Annual Membership Business Meeting. The President shall establish rules of the meeting that will freely facilitate debate and decision-making.

The Secretary shall act as the recording secretary of the Annual Membership Business Meeting or, in the absence of the Secretary, a person shall be appointed by the President, to act as recording secretary.

#### Section 7.1.1 Agenda

The President shall prepare the meeting agenda using the following format:

- A. Call the Meeting to Order
- B. Approval of the Minutes
- C. Treasurer's Report
- D. Standing Committee Reports
- E. Ad Hoc Committee Reports (If Appropriate)
- F. Old and Unfinished Business
- G. New Business
- H. Adjourn

#### SECTION 7.1.2 Voting

At least one-third (33 1/3%) of members in good standing, either present in person or voting by proxy, shall constitute a quorum for the transaction of business at any membership meeting. Any matter voted upon will be approved by receiving a majority of votes.

##### SECTION 7.1.2.1 Proxy Voting

A member may vote by proxy by informing the Secretary of their vote at least three (3) business days prior to the meeting. Once a proxy vote has been submitted, a member may only override their proxy vote by informing the Secretary AND voting in person.

## **ARTICLE 8 – ASSOCIATION RECORDS**

### SECTION 8.1 Association Records.

The Association Chairman/President, Secretary and Treasurer shall keep at their home, office, or other secure location the records appropriate to their office. The various



committee chairmen may retain records appropriate to their committee assignments at their home and send copies to the Secretary. Committee chairmen must surrender their records to their successor or, in the case of an ad hoc committee's records, surrender the records to the Secretary. The Chairman/President and Secretary shall have access to the records, though have no ability to change these records.

## **ARTICLE 9 – AMENDMENTS**

### **SECTION 9.1 Amendments.**

The Bylaws of the Association may be amended by a majority vote of the general membership at the Annual Membership Business Meeting.

## **ARTICLE 10 – DISSOLUTION**

A two-thirds vote of the Board 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 charitable organizations exempt under the provisions of Section 501(c)3 of the U. S. Internal Revenue Code that have purposes consistent with the Association's purposes. No part of the remaining assets of the Association will be paid or distributed to an officer, director, or member of the Association.

## **ARTICLE 11 – MISCELLANEOUS**

### **SECTION 11.1 Fiscal Year.**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December each year.

### **SECTION 11.2 Dues Year.**

The dues year for Annual membership shall be the same as the fiscal year.

### **SECTION 11.3 Meeting Rules.**

Meetings shall be governed by Robert's Rules of Order.

### **SECTION 11.4 Membership Dues.**

The Board shall establish membership dues and have the dues posted on all solicitations for membership. For Annual membership, the Board may permit the payment of dues for multiple years. In the event of a pandemic or other occurrences that severely restrict or prohibit the holding of meetings, the Board may revise, alter or suspend the paying of dues.

### **SECTION 11.5 Affiliated Organizations**

MEBA may associate itself with any regional or national beekeeping association, or similar organization, by approval of the Board and subsequent approval by a majority vote of voting members present at a regularly scheduled meeting.