

Article I: Name and Purpose

Section 1: Name

This organization shall be known as the Greater Cleveland Beekeepers Association (GCBA).

Section 2: Purpose

The purpose of GCBA shall be to promote interest in beekeeping through education, training, and community awareness.

Article II: Membership

Section 1: Eligibility and Annual Dues

Any person interested in becoming a member of GCBA shall complete a membership form and pay yearly membership dues as set by GCBA. Membership dues are payable annually. Membership may begin any month and carry to December 31st. No partial year dues are accorded.

Section 2: Honorary Membership

Honorary membership may be conferred by a majority vote of the Board of GCBA. Such membership may be conferred only upon persons who have rendered unusual service to the association or who have attained prominence in the beekeeping field.

Section 3: Standing

Upon payment of annual dues a person is considered a member in good standing.

Section 4: Voting Eligibility

Members in good standing are allowed one vote per membership. Honorary members do not have voting privileges. Family memberships are allowed one vote per family.

Article 3: Meetings

Section 1: General Membership Meetings

- A. General Membership Meetings will occur monthly. The Board may change, reschedule, or cancel any meeting due to weather or other circumstances.
- B. The Board may cancel a General Membership Meeting with majority approval of the Board, who may agree by email.

- C. General Membership Meetings will be held at a location named by the Board.
- D. In the event a public emergency or natural disaster makes the holding of an in-person General Membership Meeting unlawful or impossible, the association may conduct its meeting by electronic or other remote access means as reasonably necessary for the duration of the emergency or disaster. Any action that could be taken at an in-person General Membership Meeting, including By-Laws amendments, may also be taken at a virtual meeting held pursuant to this clause. Any action taken at any such virtual meeting shall be subject to ratification at the first in-person General Membership Meeting of the association after such virtual meeting or meetings. During a virtual meeting all reasonable technology must be used. Determination to hold a given meeting as virtual is by the President.
- E. General Membership Meetings are held to fulfill the purpose and promote the goals of GCBA.

Section 2: Board Meetings

- A. The Board will meet at least once each month at a time and place designated by the Board. The Board may hold as many business meetings as called by the President or by any two Board members, notice of such meetings will be given to all Board members at least 72 hours prior to the meeting. Five Board members present in person constitutes a quorum of the Board. Business of the Board will be transacted by majority vote of those attending the meeting at which a quorum is present.
- B. GCBA members attending Board Meetings held to conduct business of the organization have the right to speak and address any issue brought before said meeting but not the right to vote on any outcome in said meeting. Discussion topics presented by GCBA members must be submitted to any member of the Board in writing within 24 hours of the scheduled business meeting.
- C. In lieu of holding an in-person meeting the Board may take action by email of its voting members.
- D. In the event a public emergency or natural disaster makes the holding of an in-person Board Meeting unlawful or impossible, the Board may conduct its meeting by electronic or other remote access means as reasonably necessary for the duration of the emergency or disaster. Any action that could be taken at an in-person Board Meeting, including By-Laws amendments, may also

be taken at a virtual meeting held pursuant to this clause. Any action taken at any such virtual meeting shall be subject to ratification at the first in-person Board Meeting after such virtual meeting or meetings. During a virtual meeting all reasonable technology must be used. Determination to hold a given meeting as virtual is by the President.

- E. Any decision made by the Board can be overturned by a majority vote of GCBA members at large.

Section 3: Annual Meeting

An Annual Meeting of the Membership will be held in December of each year. The purpose of the annual meeting is to:

- Elect Board Members
- Provide members with a state of the organization and financial review
- Discuss goals for the coming year
- Conduct other necessary GCBA business as appropriate

Section 4: Special Meetings

- A. The Board may call Special Meetings of the membership as deemed necessary for GCBA business.
- B. Members may call a Special Meeting, in writing and signed by no less than 10 active members, sent either by first class mail or email, to any two Board members. Five business days' notice must be provided.

Section 5: Quorum

Any General Membership Meeting with voting members in attendance constitutes a quorum to conduct official GCBA business. If a quorum does not exist at a scheduled General Membership Meeting no votes may occur until the next scheduled General Membership Meeting where a quorum of at least 10 members in good standing is present. Roll call will be taken at the beginning of said meeting to establish the quorum.

Section 6: Agendas

- A. The President and Secretary will set the agenda for the Board Meetings, in cooperation with the Board. The Secretary will submit the agenda to the Board for consideration 24 hours prior to a scheduled meeting.

- B. If a member would like an issue brought up at a General Membership Meeting the member must submit the agenda item to two members of the Board at least 24 hours before the scheduled General Membership Meeting in order for changes to be made to the agenda.

Article IV: The Board

Section 1: Power and Authority

- A. The Board will establish written policies for GCBA and ensure the organization carries out activities to meet its purpose. Board Members shall serve voluntarily without compensation.
- B. The President of the Board will be the presiding officer at all GCBA meetings.

Section 2: Composition of the Board

The Board will consist of eight individuals consisting of four elected officers, three elected directors, and the immediate Past President. If the current President is re-elected for a second term, the previous Past President will continue to fill the position of the Past President and perform the duty stated in the By-Laws.

Section 3: Eligibility

Each elected member of the Board must be a member of GCBA. Should an elected member of the Board fail to pay annual dues during their term in a timely manner that person will cease to serve in the office held, and their vacancy will be filled by an interim appointment.

Section 4: Officers of the Board

Officers of the Board shall be (in descending order of authority): President, Vice President, Secretary, Treasurer, and Past President.

Section 5: Terms of Office

The Directors shall consist of three GCBA members each serving three years in staggered rotation with one Director elected each year at the annual meeting in December. Directors shall have full voting privileges. All other Board Members

are elected annually at December meetings. A person will not be eligible to hold multiple board positions simultaneously.

Section 6: Election Qualifications

- A. Election of Board Members will occur at the annual meeting of the membership in December of each year by written ballot.
- B. Any member may run for elected position with the following qualifications:
 - Candidates for any office must be members of the current year
 - All candidates must attend at least six general membership meetings in the current year
- C. Board Members shall assume the duties of their respective positions for a term of one year, commencing January 1st, following their election and shall officiate at the January meeting.

Section 7: Vacancies on the Board

In case of a vacancy on the Board due to resignation or otherwise, the Board, by majority vote, shall appoint a replacement to serve until the next regular election.

Section 8: Removal

- A. Any member of the Board who fails to pay annual dues in the calendar year will be considered to have tendered their resignation.
- B. Members of the Board who miss four consecutive General Membership Meetings or three consecutive Board Meetings called by the President, will be considered an Uninterested Party. Upon such designation, the President will request removal of that person from the Board until the next regular election.
- C. The Board may remove an officer or director from their position for cause if, in the judgment of the Board, such person's actions or statements can reasonably be expected to damage or reflect detrimentally on the reputation of GCBA.

Article V: Duties and Authority of Board Members

Section 1: General Responsibilities and Duties

The Board Members will have overall responsibility for the management of the association. They will:

- Ensure GCBA remains faithful to its purpose

- Develop strategies and goals for GCBA
- Seek input from the General Membership of strategy and goals
- Determine appropriate uses of GCBA funds

Section 2: Officers

- A. The President shall preside at all meetings of GCBA and of the Board. The President shall be subject to the direction of the Board and GCBA and direct the activities of the association. The President shall not have a vote on any proposal brought before any meeting except in the event of a tie vote by the Board at a Board Meeting or by the membership at a General Membership Meeting. The President shall have the power to establish and appoint committees for both the Board and the association. The President shall implement decisions of the Board and of the association via committees or otherwise.
- B. The Vice President shall perform all the duties of the President during the latter's absence or disability and any other duties may be required by the By-Laws.
- C. The Secretary shall record minutes of all the meetings, including General Membership Meetings and Board Meetings, which shall include the financial statements reported by the Treasurer and the names of all attendees at monthly meetings. The Secretary shall receive and forward mail to the Board for action and respond to such mail at the direction of the Board. The Secretary shall give all notices required by law or provided for by the By-Laws. The Secretary shall provide written minutes to the membership. The Secretary shall prepare election ballots and distribute ballots to members in good standing at the annual meeting in December. The Secretary shall have custody of the official records of GCBA.
- D. The Treasurer shall receive all monies due to GCBA, based on the calendar tax year, and shall deposit same in the GCBA bank account or such depository as may be designated by the Board, and shall make disbursements based on review and approval of the Board at any Board Meeting. The Treasurer may spend up to \$50 without approval between Board Meetings. A written receipt at the next Board Meeting must evidence expenditures. The Treasurer shall collect membership dues and keep an accurate record of all receipts, disbursements, maintain the corporate record book, if necessary, maintain a ledger of membership, and any tangible assets owned by GCBA. The Treasurer shall provide a financial statement to the membership as

deemed appropriate by the Board. The books are open to review by any member at any time in a place convenient to the Treasurer or set by the President. At the end of each calendar year, the Board will review the financial statement for that year, and the year-to-date financial statement will be made available to the membership by January of the next calendar year. The Treasurer shall have custody of all insurance policies, contracts, leases, tax returns, and similar documents. The Treasurer shall file a verified statement of continued existence with the Ohio Secretary of State within each five years after the date of incorporation or the last corporate filing. The Treasurer shall ensure all required returns be prepared and timely filed with the appropriate tax authority. The Treasurer shall ensure GCBA retains its status as a 5013C organization. To provide continuity, the Treasurer shall train their successor for a reasonable period of time.

- E. The Past President shall perform duties assigned to them by the President.

Section 3: Directors

In addition to the three elected Directors, the Board may appoint other Directors with approval by a majority vote of the membership to serve in a specific capacity. The additional Directors will not have voting privileges on the Board.

Article VI: Election of the Board

Section 1: Nominations and Candidacy

- A. Any members who wish to present their candidacy for specific offices shall notify the Secretary no later than the November General Membership Meeting. Nominations for the Board will also be open from the General Membership at the November General Membership Meeting, and close at the conclusion of the said November meeting.
- B. In the specific instance where no candidate is found for President or Vice President, but two or more members have been nominated for one of those two offices, the runner up, with their consent, will fill the uncontested office.
- C. If any office remains vacant following the elections, the Board may fill the vacancy as it sees fit.

Section 2: Elections

- A. Elections will occur at the Annual Meeting in December. Each member of GCBA in good standing may vote. Family memberships shall be entitled to one vote per family.

- B. Election of the Board will be by written ballot.
- C. The ballots will be counted by two members of the general membership chosen by the current President at the time of the voting period. Neither member may be a candidate for any position in the current election.

Article VII: Parliamentary Authority

The order of business for all meetings shall be conducted in accordance with the current addition of *Robert's Rules of Order Newly Revised*, unless suspended by a majority vote of the quorum present or where they are not in conflict with the By-Laws or other rules of GCBA. If a situation is not covered under these By-Laws, GCBA shall adopt the current edition of *Robert's Rules of Order Newly Revised* as its authority on procedures.

Article VIII: Amendments to the By-Laws

These By-Laws may be altered, amended, or repealed. To change any article in the By-Laws, such changes shall be presented in writing to the general membership at a General Membership Meeting for discussion. A vote will not take place until two consecutive meetings have passed after receiving any proposed changes to the By-Laws. Changes to the By-Laws require a 2/3 majority vote by written ballot of members present.

Article IX: Committees

Section 1: Purpose

Both the general membership and the Board may establish such standing committees and special committees as they deem necessary to carry out the work compatible with the purpose of the association.

Section 2: Standing and Special Committees

Standing and special committees may include:

- Program Committee
- Field Day/Conference Committee
- Fair Committee
- Hospitality Committee
- Mentor Committee
- Public Education Committee

Article X: Funds

All funds of GCBA may be deposited in accounts in the name of the Greater Cleveland Beekeepers Association. Only officers authorized by the Board may make deposits or withdrawals from GCBA accounts

Article XI: Communication with Membership

For the purpose of communication set forth in these By-Laws, notices will be sent to the last known email address or mailing address on record with GCBA, per the members' indicated preferred manner of notification.