

BYLAWS

of the

ORANGE COUNTY BEEKEEPERS ASSOCIATION, INC .

ARTICLE 1 NAME OF THE ASSOCIATION

The name of this association shall be “Orange County Beekeepers Association, Inc.” hereinafter referred to as the “Association.”

ARTICLE 2 PURPOSE OF THE ASSOCIATION

The Association is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code to accomplish the following purposes:

- A. **Education.** To foster sound beekeeping practices among new and experienced beekeepers by disseminating state of the art, evidence-based beekeeping research and information to beekeepers.
- B. **Training.** To sponsor and co-sponsor education, training and support for new and experienced beekeepers.
- C. **Master Beekeeper Program Support.** To sponsor and co-sponsor continuing education and other activities that supplement the knowledge and skills of experienced beekeepers as they advance within the North Carolina State Beekeepers Association’s Master Beekeeper Program and Master Beekeepers Programs sponsored by other regional and national beekeeping associations.
- D. **Community Awareness.** To promote public awareness and appreciation of honey bees and other insect pollinators by providing information and education to the non-beekeeping community to encourage and develop an appreciation for the role of honey bees and other insect pollinators.
- E. **Scientific Support.** To undertake fundraising to provide funding, financial support and other assistance to apiculture research directed toward improving honey bee health, sustainable beekeeping, honey production and other areas of apicultural practice.

ARTICLE 3 MEMBERSHIP

There shall be three (3) classes of membership.

- A. **Regular Members.** Regular membership shall be limited to individuals who have paid their annual membership dues prior to October 31 of the membership year. All dues paid after October 31 of the membership year shall be recorded as payment of dues for the following membership year. The Association’s membership year shall coincide with the calendar year.
- B. **Lifetime Members.** Lifetime membership shall be limited to individuals who have paid the lifetime membership fee prescribed by the Association. The Association shall keep a formal record of all lifetime members.

- C. **Honorary Members.** Honorary membership may be granted by an affirmative vote of the Board of Directors to individuals whose actions in support of honey bees, the beekeeping community, or insect pollinators are consistent with the goals and purposes of the Association.
- D. **Dues and Fees.** Annual membership dues and lifetime membership fees shall be in amounts established by the Board of Directors. Dues and fees shall be evaluated on a periodic basis as necessary to meet the needs and goals of the Association. Any adjustment to dues or fees shall be effective of the first day of the calendar year following the announcement of the adjustment to the membership.

ARTICLE 4 OFFICERS & DIRECTORS

- A. **Officers.** The Association shall elect from among the membership a President, Vice President, Secretary, and Treasurer. Officers and Directors must be members of the North Carolina State Beekeepers Association.
- B. **Program Directors.** The Association shall elect four (4) members to serve in the capacities of Education Director, Community Outreach Director, Mentorship Director and Membership Director. The duties of the Directors are specified in Article 5.
- C. **President.** The President shall preside at meetings of the Association and shall have the power to appoint as described in Article 5, Section B and in Article 6 below. Except for the Nominating Committee, the President shall serve as *ex-officio* member of all committees, without vote, unless necessary to break a tie.
- D. **Vice President.** The Vice President shall preside in the absence of the President and shall perform other duties as requested by the President.
- E. **Secretary.** The Secretary shall keep accurate minutes of all Membership and Board of Directors meetings which shall be made available to the membership.
- F. **Treasurer.** The Treasurer shall receive and disburse funds on behalf of the Association, collect all dues, and prepare the yearly budget. The Treasurer shall keep all financial records of the Association and provide a treasurer's report at meetings upon request of the President and at such other times as may be required. Any non-budgeted disbursement over the amount of \$200 shall be made only with the approval of the Board of Directors. The Treasurer shall serve without bond.
- G. **Termination and Removal.** The Board of Directors may remove any officer or director with or without cause with a simple majority vote of Board of Directors members present at any regular or special meeting.
- H. **No Salary.** All service performed on behalf of the Association shall be voluntary with no compensation, with the exception of budgeted expenses approved by the Board of Directors and incurred by members of the Board in the performance of their duties.

ARTICLE 5 SPECIAL AND STANDING COMMITTEES

- A. **Definitions.**
 - 1) The **Board of Directors** shall be composed of the elected officers, the Immediate Past President, and all Standing Committee chairs. All members of the Board shall have a vote with the exception of the Immediate Past President who shall serve in an *ex officio*, non-voting capacity only.

- 2) A **Standing Committee** is a committee established by these bylaws for an indefinite time.
 - 3) A **Special Committee** is a committee established by the Board of Directors to complete an assigned task in a specified time.
- B. Appointment.** The President, with the advice and consent of the Board shall appoint such Special Committees, including committee chairs and committee members as necessary to carry out an assigned task. The term of each Special Committee shall end with the conclusion of their work or at such time as the Board determines that the committee is no longer necessary.
 - C. Standing Education Committee.** The Education Committee shall have exclusive purview of all matters related to the Association's Bee School and the Master Beekeeper Program Study Sessions and shall provide guidance to the Mentorship Committee and to Collaborative leaders with regard to educational components of the 1st Year Clusters and the 2nd Year Collaboratives. Additionally, the Education Committee shall provide guidance to the Community Outreach Committee in matters pertaining to community outreach education and honey bee awareness training.
 - D. Standing Community Outreach Committee.** The Board shall have a Standing Committee on Community Outreach to be chaired by the Community Outreach Director. The Community Outreach Committee will solicit opportunities for and respond to unsolicited community requests for presentations on honey bees and beekeeping topics. The Committee may recruit assistance from Association members to respond to the presentation needs of the community.
 - E. Standing Mentorship Committee.** The Board shall have a Standing Committee on Mentorship to be chaired by the Mentorship Director. The Committee shall oversee and manage the Association's Mentorship Program for new beekeepers and the Association's Apprenticeship Program. The Mentorship Committee will recruit the services and involvement of the Association membership to meet the needs of the Mentorship Program.
 - F. Standing Membership Committee.** The Board shall have a Standing Committee on Membership. The Membership Committee shall maintain membership records, examine membership issues, and provide a current list of Association members to the President, Secretary and other members of the Board, as needed.

ARTICLE 6 APPOINTEES

The President may appoint, from among the membership, representatives to carry out specific duties. The term for such appointments will end with the term of the appointing President unless reappointed by the succeeding President. Appointments may include, but are not limited to the following:

- A. Newsletter Editor.** The President may appoint a Newsletter Editor. The Newsletter Editor shall be responsible for the publication and distribution of the Association newsletter.
- B. Swarm Patrol Coordinator.** The President may appoint a Swarm Patrol Coordinator. The Swarm Patrol Coordinator shall be responsible for managing and overseeing the Association's swarm response team to respond to reports of honey bee swarm in the community.
- C. Extractor Equipment Coordinator.** The President may appoint an Extractor Equipment Coordinator. The Extractor Equipment Coordinator shall be responsible for coordinating the rental of the Association's honey extraction equipment. The Extractor Equipment Coordinator shall maintain the extractor(s) and associated extraction equipment and recommend the purchase and replacement of equipment.
- D. Auditors.** If Auditors are not available from within the membership, the President may appoint an independent, non-member to perform this function. If two (2) members of the Association are

available to serve as Auditors, the President shall appoint Auditors to review the accounts of the Association on an annual basis. The Treasurer shall make all financial records of the Association available to the Auditors within a reasonable time following their request, but in no event more than thirty (30) days after such request. The Auditors shall conduct the audit and issue a written report to the President and Treasurer. All records shall be returned to the Treasurer within thirty (30) days of the completion of the audit.

- E. **Registered Agent.** As required by North Carolina statute, the President shall appoint a Registered Agent of the Association who shall be responsible for receiving legal documents from the North Carolina Secretary of State's Office. The registered address of the agent on behalf of the Association must be a physical address and not a post office box address. In consultation with the Board, the Registered Agent shall also be responsible for filing amendments to the Association's Articles of Incorporation and will assist future Registered Agents in filing any required Statements of Change of Registered Office and/or Registered Agent with the Secretary of State.

ARTICLE 7 ORGANIZATION

- A. **Board Meetings.** The Board of Directors shall conduct all official business of the Association. The Board shall meet a minimum of twice per year and at such other times as the President may deem necessary after reasonable notice is given. Minutes of every Board Meeting must be kept and shall be distributed to all Board members for corrections and/or additions not more than thirty (30) days following the meeting. The minutes shall be approved at the next meeting of the Board of Directors.
- B. **Membership Meeting.** The Association will hold monthly membership meetings of all members. In those months where the North Carolina State Beekeepers Association holds its spring or summer meeting the Association may substitute the state meeting for local membership meeting.
- C. **Special Meetings of the Board.** Special Meetings of the Board may be called at anytime by the President or by a quorum of the Officers and Directors. Reasonable notice by mail or electronic messaging not less than five (5) days prior to the meeting must be given to all Board members. Minutes of Special Meetings must be kept and shall be distributed to all Board members for corrections and/or additions not more than thirty (30) days following the meeting.
- D. **Open Meeting Policy.** All meetings of the Board of Directors are open to all regular members of the Association. All members are encouraged to attend and participate in discussions. Notwithstanding this open meetings policy, the Board may meet in executive session to discuss matters of a personal or sensitive nature. Members who are not Board Members may be excluded from attendance and participation in any executive session.
- E. **Majority Rule.** A simple majority of those present shall rule at Board of Directors and regular membership meetings.
- F. **Minutes.** The minutes of all membership and board meetings shall be made available to the membership either electronically via email or by posting on the Association's website. Minutes of executive sessions of the Board of Directors shall also be made available to the membership with appropriate redactions to reflect the sensitivity of the subject matter of the executive session.

ARTICLE 8 NOMINATIONS AND ELECTIONS

- A. **Nominations.** The Nominating Committee is a Special Committee as defined in Article 5, Section A and shall consist of three (3) members, one (1) to be appointed by the President from

the at-large membership plus the two (2) Directors whose terms are not expiring. A slate of officers shall be presented to membership no less than one (1) month prior to the election. Nominations may also be accepted from the floor prior to elections, provided the nominee has agreed to serve in the capacity for which he/she is being nominated.

B. Terms of Office.

- 1) The Officers of the Association shall be elected to serve terms of one (1) year, but may be elected to serve up to two (2) additional years for total consecutive term of three (3) years. In no event may the President or the Treasurer serve a term exceeding three (3) consecutive years. Officers who have previously served may again serve after an intervening period of one (1) year.
- 2) The Directors of the Association shall be elected to serve terms of three (3) years. Directors may be elected for consecutive terms without limit.

C. Succession. All Officers and Directors will continue until a successor is elected and assumes office. Officers shall assume their duties on the first day of the calendar year following their election.

D. Vacancies. Vacancies among Officers and Program Directors shall be filled by appointment of the President with the approval of the Board of Directors. A member appointed to fill an unexpired term of an Officer or Director shall serve the remainder of the Officer or Director's term and shall be eligible for election to the same office, or another office, at the expiration of the appointed term. In the event of death, resignation, or incapacity of the President, the Vice-President shall become President for the unexpired portion of the term.

E. Voting. Elections of Officers and Directors shall take place each year at the November membership meeting. In the event unforeseen circumstances require the cancellation of the November meeting the meeting will be rescheduled. Members will be provided with electronic notice of the rescheduled membership meeting to elect Officers and Directors. Voting for Officers and Directors may be by acclamation or by individual ballots as decided by a simple majority of the membership prior to the vote. If individual balloting is chosen, the Secretary and two (2) members in attendance will be appointed by the President to tabulate the results. The Secretary shall announce the results to the membership.

ARTICLE 9 MISCELLANEOUS

A. Discrimination. The Orange County Beekeepers Association is committed to the elimination of discrimination on the basis of race, color, creed, national origin, religion, political beliefs, family and marital status, sex, age, veteran status, sexual orientation, genetic information, or disability and will not discriminate against any member or person.

B. Parliamentary Procedure. The latest edition of Robert's Rules of Order shall govern the conduct of all meetings.

C. Amendment of Bylaws. The Board of Directors shall have the sole and absolute authority to revise these bylaws by a two-thirds (2/3) majority of the Board Members present at any Board Meeting scheduled with at least thirty (30) days advance notice. Notwithstanding this authority, any amendment to these bylaws must be presented to the membership of the Association for reasonable review and comment prior to any action by the Board to adopt and approve the amendments. Notification to the membership of proposed amendments shall be by announcement at a regularly scheduled membership meeting or by dissemination via electronic means, including

e-mail, publication on the Association's website, or such other electronic means as may become available in the future.

ARTICLE 10
DISSOLUTION OF THE ASSOCIATION

In the event that the Association ceases to function and dissolves itself all assets, after obligations of the Association have been satisfied, shall be transferred to the Apiculture Program at North Carolina State University. In no event shall any assets be distributed to any organization that does not qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 or its corresponding subsequent provisions.

REVISION HISTORY
Adopted 31-Mar-2020