

# CAPITAL AREA BEEKEEPERS ASSOCIATION

## BYLAWS



### ARTICLE I. NAME

The name of the organization is **CAPITAL AREA BEEKEEPERS ASSOCIATION**, hereinafter referred to as “**Association**” or “**Corporation**”.

### ARTICLE II. TYPE OF ORGANIZATION

The Association is registered with the Internal Revenue Service as a non-profit corporation.

### ARTICLE III. MISSION

The mission of the Association is to provide a resource for educating local beekeepers in current and best practices in the field of beekeeping, present scientific and research based management practices, offer a teaching apiary to its members to practice beekeeping skills and management, aid beekeepers in connecting with other beekeepers, teach the general public about honeybee health and biology, beekeeping practices, and overall pollinator protection. The Association may, among other things, promote public awareness about beekeeping, and cooperate with various agencies, organizations, and persons promoting activities, programs, and projects advantageous to the interest of beekeepers. This enumeration is not all inclusive, and the Association may perform other services relating to beekeeping that the members may decide upon from time to time.

### ARTICLE IV. MEMBERSHIP

- A. There shall be three (3) classes of membership.
1. Member: An individual supporter, hobbyist, commercial beekeeper, or scientist who has paid the Association’s annual dues. This is a voting membership.
  2. Board Member: An individual of legal age elected or appointed for one year or more years to serve on the Board of Directors. Annual dues and Association held event fees will be waived and/or discounted. This is a voting membership.
  3. Honorary LifeTime Member: A longstanding individual member who has made significant contributions to the Association in the field of beekeeping and beekeeping education. This individual shall be nominated by a current member in good standing and voted on by the full membership. Annual dues and Association held event fees will be waived and/or discounted. This is a non-voting membership.

B. Membership requirements.

1. Membership is open to all persons of legal age involved in, or interested in, or participating in the activities of the Association.
2. The membership of a minor child shall be under the membership of the child's parent or legal guardian and shall not be a voting member.
3. Membership is granted upon application and upon payment of the Association's annual dues.
4. A Board Member Membership requires officers to attend over 60% of board meetings and member meetings each year to remain eligible to serve on the Board of Directors.
5. A membership and member privacy shall be maintained and protected by all parties with access to such data. Membership information of any kind is prohibited from being shared with anyone or entity outside of the Association without expressed consent from the member(s).
6. A membership list of names will be maintained by the Recording Secretary and made available to Association members upon written request.

C. Termination of membership.

1. Failure to pay the Association's annual dues at least thirty (30) days after the end of the calendar year.
2. Request for withdrawal from membership in writing by a member results in forfeiting all paid monies and no refunds given. Members will be removed from all communications within ten (10) days of the Association receiving a written request to withdraw.
3. A motion for termination may be made by a member of the Board of Directors and a majority vote by the members of the Board of Directors at a regular or special board meeting. A member being considered for termination shall be given sixty (60) days notice of the intent of the Board of Directors to make a motion to terminate the member's membership. The member considered for termination by way of a motion made by the Board of Directors shall have the right to appear at the club meeting when a vote is to be taken, allowed to speak, and present any evidence in opposition to the termination of his/her membership. A majority vote of those present of the membership shall be required for membership termination and such a vote shall be by secret ballot.

D. Membership dues.

1. Dues shall be assessed and paid annually in the amount voted upon by the membership of the Association.

2. Any person joining the Association after November 15 shall only pay the annual dues for the next calendar year.
3. Dues may be increased or a one-time assessment made upon motion and approval by a majority vote of those present of the membership. The method of payment of dues increases or one-time assessments shall be set forth in the motion.

## **ARTICLE V. BOARD OF DIRECTORS**

- A. The Board of Directors shall be composed of the President, Vice President, Recording Secretary, and Treasurer of the Association plus additional persons to be elected by the membership during the annual election of officers and designated "Board-Members-at-Large".
- B. The Board-Members-at-Large shall be elected for a term of one (1) year and serve until a successor is elected and installed. The Board-Members-at-Large shall be selected from any of the dues-paying members of the Association.
- C. The Board of Directors shall be charged with the management of all of the affairs of the corporation, subject to and to the extent permitted by the provisions of its Articles of Incorporation, bylaws and the Louisiana Nonprofit Corporation Law.
- D. For the purpose of transacting the business of this corporation during the intervals between the meetings of the Board of Directors, the President, Vice President, Recording Secretary and Treasurer shall constitute the Executive Committee with full authority to act.
- E. The Board of Directors shall manage, conduct, direct, and administer the business, social, and general affairs of the Association. The Board of Directors shall have authority to issue edicts and regulations which it may consider just, provided such edicts and regulations are not in conflict with these Bylaws.
- F. A member of the Board of Directors or an Officer may be removed by a majority vote of those present at a regularly scheduled meeting.
- G. The Board of Directors may conduct meetings and transact business in person, by telephone, e-mail, online meeting platforms, and text messaging provided that, if any votes are taken on issues, each member must communicate his or her vote directly to the Recording Secretary and each member's vote must be recorded in the minutes of the meeting.
- H. The Board of Directors shall meet at least quarterly. The time, place and nature of its meetings shall be determined by the Board of Directors. The Board of Directors shall organize itself and conduct its affairs as it considers appropriate.
- I. During the general membership meetings for the months of July and December, the Chairperson of the Board of Directors, or designee, shall report to the general membership regarding the financial position of the Association, the membership status,

and any non-routine business transacted since the last such report.

- J. A quorum for transaction of business at any regular or special Board meeting shall be majority of the current members in attendance. A committee requires a majority of its members for a quorum. In the event that business matters cannot be transacted at a regular or special meeting, the Board of Directors, by a majority vote, may give notice to the members of the business to be brought before the membership, which shall be voted upon at a regular or special meeting and the date and time of this regular or special meeting shall be given, At this noticed regular or special meeting, a majority vote of those present shall be sufficient to transact the business regardless of the number present.

## **ARTICLE VI. OPERATING YEAR, MEETINGS, AND FINANCIAL MATTERS**

- A. The Association shall operate on a calendar year beginning January 1 and ending the following December 31. The annual meeting for the election and installation of Officers and the Board-Members-at-Large shall be held during the regular December meeting. Should the Association be unable to conduct elections in December, the presiding Board of Directors will remain in service until elections can be held. Every effort should be made to hold elections (in-person, virtually, electronically) in the month of December.
- B. Regular meetings of the membership shall be held on the second Tuesday of each month or such other time as the members may decide upon by majority vote of those present.
- C. Special meetings may be called by the Chairperson of the Board or by a majority of the Board of Directors. One (1) week written notice stating the purpose of the meeting prior to any special meeting shall be given.
- D. No member of the Association shall receive, directly or indirectly, any salary or compensation for services rendered to the Association except as noted within the Bylaws.
- E. Reimbursement for any expenses in excess of \$100.00 to a member or officer must be authorized by the Association's membership or Board of Directors. Payment for any expenses under \$100.00 reimbursed to a member or officer may be authorized by the President. All reimbursements must be submitted in writing to the Treasure and/or President and shall be authorized prior to the expense being incurred. The Association is under no obligation to reimburse a member or officer for non-authorized expenses.
- F. There will be three (3) bank Authorized Signers approved by the President and/or as provided within the Bylaws to conduct business with designated banking institutions and direct access to book keeping records at all times.
- G. No Voting by proxy shall be permitted.
- H. These Bylaws may be amended or re-approved by a two-thirds (2/3) affirmative vote of the membership present, in-person or via virtual meeting attendance, during a regularly scheduled meeting; however, the proposed Bylaws shall be made available digitally, not

excluding posting on CABA's current website and/or email, to each member fifteen (15) days prior to the meeting. Any member may request a hardcopy of proposed changes prior to voting given seventy-two (72) hours notice.

- L. The records of the Recording Secretary and Treasurer shall be available for any Board of Director and/or member's inspection during any regular Board of Directors meeting or member meeting.
- M. A suggested order of activity for regular meetings is:
  - 1. Call to order.
  - 2. President's comments and presentation of new members.
  - 3. Business matters.
  - 4. Presentation of programs
  - 5. Adjournment.

#### **ARTICLE VII. OFFICERS**

- A. Candidates for offices shall have two options for being nominated. A candidate may be selected based on a nomination committee report. The nomination committee shall be appointed by the Chairperson of the Board of Directors of the Association. A candidate may be nominated from the floor. Members shall have an opportunity to question any candidate nominated during the monthly meeting prior to the vote being held.
- B. All officers shall be elected from dues-paying members, shall serve for a term of one (1) year unless otherwise specified at the time of election, and will hold office until their successors have been elected and installed.
- C. Vacancies for all of the offices, except the President, shall be filled by presidential appointment for the unexpired term of office. In the event the office of the President is vacated, the Vice President shall assume the office of President and appoint a qualified member to fill the vacant office of Vice President for the unexpired term.

#### **ARTICLE VIII. DUTIES OF OFFICERS**

- A. The President shall:
  - 1. Serve as Chairperson of the Executive Committee and Chairperson of the Board of Directors.
  - 2. Preside over all meetings of the Association, the officers and the Board of Directors.

3. Perform all duties required of an executive and presiding officer, including but not limited to appointment of various committees and individual positions as may be needed for proper functioning of the Association; issue calls for special meetings; exercise general supervision over the affairs of the Association in accordance with the Bylaws and policies of the Board of Directors.
4. Appoint a nominating committee to select individuals for Officers and the Board of Directors.
5. Appoint an audit or financial records review committee to review the financial records of the Association and report to the membership at the last meeting of the calendar year. The committee shall be composed of two members in good standing, neither of which may be the Secretary or the Treasurer or shall be a third-party accounting service appointed by the President.
6. The President serves as Registering Agent with IRS and other governing entities, and/or appoints a third party designee. The newly elected president, in collaboration with the former president, when possible, will update all governing documents with the appropriate governing entity by the last day of the calendar year in which elections were held or within thirty (30 days) whichever occurs FIRST.
7. The newly elected President, in collaboration with the former president, when possible, will update all financial institutions and (banking, website, vendors, rental facilities, contract holders, Account Receivables and Account Payables, etc. on behalf of the Association as the Authorized Signer/Account Manager by the last day of the calendar year in which elections were held or within thirty (30 days) whichever occurs first.
8. The President approves the Association's participation in community events, outreach, and/or activities where the Association is formally represented and associated materials, logos, name use or depictions.
9. The President approves all written requests for expenditures as provided for within the Bylaws. Expenditures may include but are not limited to: CABA Apiary expenditures, requests for reimbursements incurred by any board member while performing duties, food, drink, door prizes, rental and event fees, professional fees. Any single expenditure/item/fee over \$100 will be voted on by the Board.
10. Unless otherwise described within, with regard to an overall duty, the President shall be the chief executive officer of the corporation; shall preside at all meetings of the members and directors; shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute bonds, mortgages and other contracts; and shall have the authority to sign all checks, as provided for herein, drafts and notes on behalf of the corporation. The President shall have general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall have the sole

authority in the hiring and firing of employees, in the granting or accepting of leases, in the buying of all equipment and fixtures of the corporation and generally in all matters having to do with the day-to-day operation of the business as set forth in the Articles of Incorporation, reserving to the other officers and to the Board of Directors those powers delegated to them by law and those reserved to them herein.

B. The Vice President shall:

1. The Vice President shall assist the President in the performance of the President's duties and shall have whatever authority the Board of Directors may from time to time delegate to the Vice President.
2. The Vice President shall have the authority to sign checks as provided for herein.
3. Assume all duties of the President in the absence of or inability of the President to serve as required by the office.
4. Shall be a member of the Executive Committee.

C. The Recording Secretary shall:

1. Attend all meetings of the membership and the Board of Directors and all meetings of the members, observe the proceedings of those meetings and make a fair written record of all things as they transpire.
2. Maintain a record of officer and member attendance at all meetings.
3. Notify officers and members of committees of their appointments and assignments.
4. Shall give timely notice of all meetings of the association and of the Board of Directors.
5. The Recording Secretary shall perform such other duties as may be prescribed by the Board under whose supervision the Recording Secretary shall be.
6. The Recording Secretary shall have the authority to sign checks as provided for herein.
7. The Recording Secretary shall be a member of the Executive Committee

D. The Corresponding Secretary:

1. The Corresponding Secretary will handle as directed by the Chairperson of the Board all necessary correspondence to the membership and public at large, including but not limited to requests for information, press releases, digital and/or hardcopy monthly member newsletter, website announcements, and social media posts.
2. The Corresponding Secretary will work with the Recording Secretary and the Board of Directors to provide assistance where needed in hosting field days, member events, field trip, etc.
3. The Corresponding Secretary shall perform such other duties as may be prescribed by the Board under whose supervision the Corresponding Secretary shall be.
4. The Corresponding Secretary may be a member of the Board but shall not be a member of the Executive Committee.

E. The Treasurer shall:

1. Receive and receipt and otherwise maintain a current record of all monies received and paid and report the same to the Board of Directors at each regular meeting and upon request.
2. Within three (3) business days, deposit all funds received by the Treasurer in the name of the Association in such accounts as may be designated by the Board of Directors.
3. Disbursement of funds under the direction of the Board of Directors. The Treasurer shall have authority to sign checks as provided for within the Bylaws.
4. Keep an accurate record of all financial transactions of the Association and may serve as a custodian of any and all securities owned by the Association.
5. Perform other duties as requested by the Board of Directors.
6. The Treasurer shall be a member of the Executive Committee.
7. Members acknowledge and recognize the Association's efforts to continuously improve efficiency of its financial systems and accountability for the volunteer member holding these duties and do so by using modern available technologies (website, Quickbooks, online payment options for remembers, digital record keeping, and online banking systems, etc). To that point, should a qualified and willing volunteer member for Treasure NOT be elected or appointed, the Chairman of the Board of Directors shall secure third-party professional accounting service(s) to train, monitor, and/or fulfill duties of Treasurer until such time as the duties of this office can be transferred to a volunteer member.

**ARTICLE IX. WAIVER OF LIABILITY**



- A. Members acknowledge and recognize that there are some aspects of beekeeping that have some elements of danger of bodily harm and/or death. Members participate in such activities with this full knowledge and do so at their own risk.
- B. Members acknowledge and recognize that in the event of a motion for termination of a membership that the individual may feel he has been slandered by the mere discussion of the possibility of termination of membership. Therefore, to the extent permitted by law, each member agrees that other members shall not be liable unto any other member as a result of any negligent act and shall not be liable for any statement, writing or action regarded as slanderous or detrimental by the offended member, unless the act was an intentional tort or the slanderous remark was made with malice and without a substantial basis in fact.
- C. The Corporation shall indemnify and hold harmless each director and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which the Director may be or become subject by reason of the Director now or hereafter being or having hereto-been a director or officer of the corporation and/or by reason of the Director's alleged acts or omissions as such director or officer, whether or not he continues to be such director or officer at the time when any such claim or liability is asserted and shall reimburse each such director and officer for all legal and other expenses reasonably incurred by the Director in connection with defending any and all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of Directors, whether or not the Director continues to be such director or officer at the time such expenses are incurred; provided, however, that no director or officer shall be indemnified against any claim or liability arising out of the Director's own negligence or willful misconduct or shall be indemnified against or reimbursed for any expenses incurred in defending any or all such claims or liability or in settling the same unless in the judgment of the directors or the members of the corporation the director or officer against whom such claim or liability is asserted has not been guilty of negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law

**ARTICLE X. ACTIVITIES NOT IN FURTHERANCE OF TAX-EXEMPT PURPOSES.**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 a corporation, 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 XI. DISSOLUTION OF THE CORPORATION**

A. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.

B. Upon dissolution of the corporation, the then current Board of Directors shall decide which government entity or public purpose shall receive the assets of the corporation. The decision of the Board of Directors shall also be agreed upon by a majority vote of the attending membership of the corporation at a meeting called specifically to decide the distribution of the assets of the corporation.

C. The current Board of Directors will determine the time and place of the meeting called for dissolution of the corporation and distribution of assets. The members of the corporation shall receive notification of said called meeting at least thirty days prior to the meeting. The notification shall be in the form of mailed written notification, notification in the associations newsletter and/or electronically (email, electronic newsletter, etc.).

DATE OF REVISION: December 14, 2021. Approved by majority vote at annual meeting.

Each member shall be furnished an email or hardcopy of these bylaws upon written request and shall agree to be bound thereby as a condition of membership. These Bylaws are available in a digital format on the Association's website [www.cabainfo.org](http://www.cabainfo.org).