

CONSTITUTION AND BY-LAWS
of the
California State Beekeepers Association, Inc.

The purpose of the California State Beekeepers Association is to educate the public about the beneficial aspects of honey bees, advance research beneficial to beekeeping practices, provide a forum for the cooperation among beekeepers, and to support the economic viability of the beekeeping industry.

ARTICLE I
Name

The name of the corporation is California State Beekeepers Association, Inc., hereinafter known as CORPORATION, a non-profit corporation.

ARTICLE II
Objectives and purposes

The specific and primary purposes are to encourage better beekeeping methods among the beekeepers of the State, to promote cooperation among its members, to aid in a solution of the problems of the beekeeping interests, to develop markets for apiary products, to foster a spirit of cooperation with all other agricultural interests that come in close contact with the beekeeping industry, and to engage in such other activities as will tend to improve beekeeping conditions throughout the State.

ARTICLE III
Membership

Section 3.01 Membership Qualification and Rights. Any person interested in the welfare of the beekeeping industry is eligible for membership in this CORPORATION and shall be enrolled by the Secretary-Treasurer on payment of the membership dues and, therefore, be a member in good standing. The CORPORATION shall have two classes of members only, voting and non-voting, and all other rights, interest, and privileges of each member shall be equal.

No member shall have any interest or property rights in the assets of the CORPORATION and no member shall hold more than one membership in the CORPORATION.

Section 3.02 Assessments. Memberships shall be non-assessable.

Section 3.03 Dues. Annual dues shall be required of each **voting and non-voting member**. The dues shall be **set at the annual meeting of the members**. **Dues must be paid in advance**, at least 24 hours to the commencement of the annual meeting of the members, in order to vote at the annual meeting. Dues are non-refundable.

Section 3.04 Transferability. Membership is non-transferable and non-assignable.

Section 3.05 Termination of Membership. Membership shall terminate (1) on receipt by the Board of Directors of the written resignation of a member; (2) on the death of a member, (3) on the failure of a member to pay his annual dues on or before their due date.

Section 3.06 Affiliated Organizations. Any beekeepers club or organization in the State of California with not less than 10 members may be affiliated with this CORPORATION on acceptance of the Board of Directors or the general assembly and by payment of the prescribed annual dues. Each affiliated organization shall have the special rights, privileges and duties in the CORPORATION, in that, they shall be entitled to be represented on the Board of Directors by one voting delegate from each organization. That delegate shall be a member of the CORPORATION in good standing. When any affiliated club's paid membership drops below 10 members, the rights to affiliation shall be terminated at the end of the current CORPORATION's fiscal year.

Section 3.07 Honorary Members. Honorary Members will no longer be required to pay dues,

but shall retain all rights and privileges. Membership shall be limited to those members in the process of retiring or those who have reached their 65th birthday. New Honorees shall be limited to a maximum of two (2) a year and shall be selected by the Awards Committee.

Article IV Officers and Duties

Section 4.01 **Officers.** The CORPORATION shall have a President, a First Vice President, a Second Vice President, and a Secretary-Treasurer.

Section 4.02 **Election.** The officers of the CORPORATION shall be voting members in good standing, elected by the members at the regular annual meeting and shall serve until the next regular annual meeting and until their successors shall be elected.

Section 4.03 **Duties of President.** The President shall be the chief executive officer of the CORPORATION and shall, subject to the control of the Board, supervise and control the affairs of the CORPORATION. The President shall preside at all meetings of the Board of Directors and of the members. At every regular annual meeting, the President shall give an address to the members summarizing the activities of the Board of Directors and of the CORPORATION during the previous year. The President shall perform all duties incident to his office and such other duties incident to his office and such other duties as provided in these By-laws or as may be prescribed from time to time by the Board of Directors.

Section 4.04 **Duties of First Vice President.** The First Vice President shall perform all duties, and exercise all powers, of the President when the President is absent or is otherwise unable to act, and shall succeed to the office of President when that office is vacated. The First Vice President shall propose the venue, prepare a suggested schedule and begin contacting presenters for the succeeding convention. The First Vice President will also perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4.05. **Duties of the Second Vice President.** The Second Vice President shall perform all duties of the First Vice President if the First Vice President is unable to act or when that office is vacated. The Second Vice President will visit and report on possible venues for holding a convention two years in the future. The Second Vice President shall perform other such duties as may be prescribed from time to time by the Board of Directors.

Section 4.06 **Duties of Secretary-Treasurer.** The Secretary-Treasurer shall receive and record the membership dues; record the names and addresses of the members; give all notices as is required by law or these By-laws; record and preserve the minutes of the proceedings of the CORPORATION; be responsible for the funds of the CORPORATION; pay the expenses of the CORPORATION from available receipts; render a written report of all receipts and expenditures of the CORPORATION at each regular meeting; conduct the correspondence of the CORPORATION; assist the President in making arrangements for each meeting of the CORPORATION; and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4.07 **Contract.** The board of directors may enter into and enforce contracts with individuals and/or corporations.

ARTICLE V Board of Directors and Powers

Section 5.01 **Members, Elections and Terms of Office.**

Section 501 (a) **Board of Directors.** The Board of Directors shall consist of the President, First Vice President, Second Vice President, Secretary-Treasurer, Immediate Past President, and four Directors (all of whom shall be elected at the annual meeting hold office until the next annual meeting of the members), and the Chairperson of each Standing Committee (as defined under Section 7.01, who shall serve as

ex-officio Directors). Each Board of Director shall have only one (1) vote, regardless of how many positions they hold on the board.

Section 501 (b) Executive Committee. The Executive Committee shall include: The President, First Vice President, Second Vice President, Secretary-Treasurer, Immediate Past President, and four directors all of who shall be elected at the annual meeting and shall hold office until the next annual meeting of the members for use in emergencies.

Section 5.02 Powers. The Directors shall exercise the powers of the CORPORATION, control its property, and conduct its affairs.

Section 5.03 Compensation. Directors shall serve without compensation.

Section 5.04 Meetings. Directors shall meet regularly at a time and place to be determined by the Board of Directors and such meetings shall be held at the time and place designated by the persons calling the meeting. Notice of the time and place of special meetings, including teleconferences, shall be delivered personally or sent by postal mail, or email, texted message or FAX to each Director at least 72 hours prior to any such meeting. Ten Directors shall constitute a quorum for the transaction of business.

Section 5.05 Vacancies. Vacancies on the Board of Directors, including officers other than the President, shall be filled by appointment of the President, except that when the Second Vice President succeeds to the vacated office of the First Vice President, the Board of Directors shall appoint a successor to the office of Second Vice President. Affiliated clubs shall be responsible for the replacement of their respective delegates.

ARTICLE VI Meetings of the CORPORATION

Section 6.01 Place. Meetings of members shall be held at a place, date, and time to be designated by the Board of Directors.

Section 6.02 Regular Annual Meetings. There shall be one regular annual meeting, which shall

be held during the month of November at a time, date, and place to be determined by the Board of Directors.

Section 6.03 Special Meetings. Special meetings of members may be called by the Board of Directors or by voting members holding not less than ten percent (10%) of the voting power of the CORPORATION, and shall be held at such times and places as may be determined by the Executive Board.

Section 6.04 Notice. Notice of the date, time and place of meetings shall be delivered personally, sent by postal mail, email, texted message or FAX to each voting member at least two weeks prior to any meeting. In the case of special meetings, notice shall be delivered at least seven days prior to such meeting and specify the general nature of the business to be transacted.

Section 6.05 Quorum. Thirty voting members shall constitute a quorum for the transaction of business.

Section 6.06 Voting. Only voting members in good standing shall have the right to vote. Neither cumulative voting nor voting by proxy shall be authorized, and no single vote shall be split into fractional votes.

Section 6.07 Rules of Order. All meetings shall be governed by Roberts Rules of Order and such rules may be revised from time to time to the extent not in conflict with these By-laws, the Articles of Incorporation, or with law.

Section 6.08 Order of Annual Meetings. Meetings shall be held substantially according to the following order of business, registration and collection of dues, call to order, presentation of Colors and Pledge of Allegiance, invocation, address of Welcome, President's address, reading of the minutes of the last annual meeting, and of any intervening meetings, reading of the Secretary-Treasurer's report, appointment of committees, announcements, introduction of guests and new members, presentation of papers and discussions and the annual business meeting.

Section 6.09 **Identification Badges.** Identification badges shall vary in color between the voting, non-voting, Ladies Auxiliary and the CORPORATION.

ARTICLE VII Committees

Section 7.01 **Standing Committees.** The CORPORATION may elect Standing Committees as they see fit. The Standing committees will be voted on and approved by a simple majority vote of the executive committee. The Parliamentarian will be a Director of the CORPORATION and be appointed by the incoming President.

Section 7.02 **Nominating Committee.** The CORPORATION shall have a nominating committee for the purpose of nominating a President, First Vice President, Second Vice President, Secretary-Treasurer, and five Directors representative of the different geographical areas of the State, and the maximum number of representatives allowed by the ABF to the American Beekeeping Federation, at each regular annual meeting, and shall consist of the President's immediate predecessor as Chairperson, and the five past Presidents as the additional members of the committee.

Section 7.03 **Ad hoc Committees.** The Board of Directors, by resolution, may from time to time designate ad hoc committees for specific purposes. The resolution designating the committee shall provide for appointment of its members and chairperson, state its purposes and provide for its termination.

ARTICLE VIII Operating Provisions

Section 8.01 **Fiscal year.** The fiscal year of the CORPORATION shall end August 31 of each year.

Section 8.02 **Corporate Seal.** The Board of Directors may adopt, use and, at will, alter a corporate seal. Such seal, if adopted, shall be affixed to all corporate instruments, but failure to

affix it shall not affect the validity of such instrument.

Section 8.03 **Execution of Checks, Notes, and Contracts.** Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money, and other evidences of indebtedness of the CORPORATION shall be signed by any two of the following Officers: President, Vice President and Secretary-Treasurer. To prevent the perception of impropriety when two of the Officers are related by consanguinity or marriage, an additional person shall be designated by the Board of Directors to have signature authority for the previously mentioned financial activities until one of the pair is no longer an Officer. An additional person may be designated by the Board of Directors, as needed, on a year-by-year basis to be a signer to expedite the progress of authorizing the execution of the previously mentioned financial activities. Any contract, lease or other instrument executed in the name of and on behalf of the CORPORATION shall be signed by any two of the following three Officers: President, Vice President, Secretary-Treasurer authorizing its execution. To prevent the perception of impropriety when two of the Officers are related by consanguinity or marriage, an additional person shall be designated by the Board of Directors to have signature authority for the previously mentioned financial activities until one of the pair is no longer an Officer. Contracting for the annual convention site may be signed by the Vice President, Second Vice President and Secretary-Treasurer. The CSBA BEE TIMES account should require the signature of the BEE TIMES Editor and either the President or the Secretary-Treasurer.

Section 8.04 **Indemnity.** Should any persons be sued, either alone or with others, because he is or was a Director, Officer, or employee of the CORPORATION, in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the CORPORATION, indemnity for his reasonable expenses, including attorney's fees incurred in the defense of the proceeding, may be assessed against the

CORPORATION, its receiver, or its trustee, by the court in the same or separate proceeding if (1) the person sued is successful in whole or part, or the proceeding against him is settled with the approval of the court, and (2) the court finds that his conduct fairly and equitably merits such indemnity. The amount of such indemnity shall be so much of the expenses, including attorney's fees, incurred in the defense of the proceedings as the court determines and finds to be reasonable.

ARTICLE IX Amendments

Section 9.01 **Articles of Incorporation.** The Articles of Incorporation may be amended by two-thirds of a quorum of the members of the CORPORATION, given either before or after the adoption of a resolution of the Board of Directors relating to the amendment.

Section 9.02 **By-laws.** These By-laws may be amended by a majority of a quorum at any regular meeting of members of the CORPORATION.

Section 9.03 **Purpose.** The Purpose was added to the Constitution and By-laws on November 11, 2004.

Amended 11-15-2018