

**Bylaws  
of  
Washington State Beekeepers' Association, Inc.  
A Washington Nonprofit Corporation**

**ARTICLE 1: OFFICES**

The principal office of the Washington State Beekeepers' Association, Inc. (the "WASBA") shall be located at its principal place of business or such other place as the Board of Directors (the "Board") may designate. The WASBA may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the WASBA may require from time to time.

**ARTICLE 2: AIMS AND OBJECTIVES**

The specific aims and objectives of the WASBA are as follows:

- a. to represent the interests of all owners and operators of colonies of honey bees in the State of Washington;
- b. to educate local beekeeping organizations, beekeepers, prospective beekeepers and the general public about apiculture;
- c. to support and promote policy decisions aimed at improving honey bee and other pollinator health;
- d. to promote research and science based management practices,
- e. to protect honey bees;
- f. to foster synergistic relations with other beekeeper, pollination, horticultural, agricultural and similar organizations;
- g. to advance good relations between beekeepers and the public;
- h. to raise funds to meet its objectives through fees, donations and contributions.

**ARTICLE 3: MEMBERSHIP**

**3.1. Classes of Members**

The WASBA shall have four (4) classes of membership: Regular voting members and non-voting Associate, Honorary and Ex-Officio members.

Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

## **3.2. Qualifications for Membership**

All members must have an interest in apiculture and support the purposes, aims and objectives of the WASBA. Additional membership criteria shall be established by Board resolution and shall be applied in the selection of all members.

The WASBA shall not discriminate on the basis of age, color, creed, disability, national origin, political ideology, race, religious affiliation, sexual orientation or any other legally protected characteristic in its acceptance of members.

Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws from time to time.

### **3.2.1. Regular Members**

Regular members are members who register and pay annual dues directly to the WASBA.

An organization or business that registers and pays annual dues directly to the WASBA is a Regular member. Such business or organization must nominate a representative in its application for membership.

### **3.2.2. Associate Members**

Associate members are members who are members of the WASBA affiliated third party organizations in good standing, such as local beekeeping associations.

### **3.2.3. Honorary Members**

The Board may award honorary membership to individuals in recognitions for outstanding services rendered to the WASBA or for especially outstanding service to beekeeping in Washington. Honorary members pay no dues.

### **3.2.4. Ex-Officio Members**

The Washington State University Apiarist, or equivalent, is an ex-officio member. Other ex-officio positions may be approved for membership by the Board. Ex-officio members do not pay dues.

## **3.3. Voting Rights**

### **3.3.1. Who can vote**

Each Regular member in good standing shall be entitled to vote, to hold office and to fully participate in the affairs of the WASBA.

**3.3.1.1. Issue voting**

Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one (1) vote upon each such issue. An organization or business counts as a single member.

**3.3.1.2. Election of Directors voting**

Each member entitled to vote at an election of Directors may cast one (1) vote for as many persons as there are Directors to be elected. Cumulative voting shall not be permitted.

**3.4. Membership Fees and Dues**

**3.4.1. Membership Year**

Membership runs for 365 days from the date of enrollment. Members enrolling prior to June 1, 2016 will remain on a calendar year basis for their renewals.

**3.4.1.1. Payment of Dues**

Dues are payable on the date of enrollment or renewal each year and are delinquent on the 61<sup>st</sup> day thereafter. Members who are delinquent are unable to vote, stand for office, hold office and may be barred from attending meetings and other scheduled events of the WASBA.

**3.4.1.2. Payment of Fees**

Fees are payable in advance at the time of service, or in the case of an initiation fee, upon the member joining the WASBA.

**3.4.1.3. Fee and Dues Amounts**

The schedule of fees and annual dues for each class of membership shall be set by the Board.

**3.5. Annual Meeting**

The annual meeting of the members shall be at a time determined by the Board and shall take place during the fourth (4<sup>th</sup>) calendar quarter each year. The purposes of the meeting are to present a report by the president, an annual financial report through the end of the prior quarter, to introduce newly elected Directors and to transact such other business as may properly come before the meeting.

The failure to hold an annual meeting at the time stated in these Bylaws does not affect the validity of any corporate action.

### **3.6. Special Meetings**

The President, the Board, or not less than the percentage of the members defined hereafter entitled to vote at such meeting, may call special meetings of the members for any purpose.

The percentage of members required to call a special meeting is dependent on the number of Regular members in good standing at the time the meeting is called. For up to and including one hundred (100) members, the percentage is twenty percent (20%). Up to and including two hundred fifty (250) members, the percentage is fifteen percent (15%). Up to and including five hundred (500) members, the percentage is ten percent (10%). Over five hundred (500) members, the percentage is five percent (5%).

### **3.7. Place of Meetings**

All meetings of members shall be held either electronically, or at such place within or without the State of Washington (provided that members are able to participate electronically), as designated in the notice of the meeting or in a waiver of notice of the meeting.

### **3.8. Notice of Meetings**

Annual meeting notices shall be published on the WASBA's web site at least ten (10) days before the meeting.

In the case of a special meeting, the President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, by mail, or by electronic transmission, not less than ten (10) nor more than fifty (50) days before the meeting, written notice stating the place, date and time of the meeting and the purpose or purposes for which the meeting is called.

At any time, upon the written request of not less than ten percent (10%) of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten (10) nor more than fifty (50) days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the WASBA with postage thereon prepaid.

Notices by electronic transmission must be delivered in accordance with Section 3.16 of these Bylaws.

### **3.9. Waiver of Notice**

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation, or the Washington Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **3.10. Meetings via Electronic Communications**

Voting members of the WASBA may participate in any meeting of the members by means of a conference telephone, electronic conferencing device, online computer service or similar method of communications. Participation by such means shall constitute presence in person at a meeting.

### **3.11. Quorum**

Fifteen percent (15%) of the members of the WASBA entitled to vote, represented in person, shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting without further notice.

### **3.12. Manner of Acting**

The vote of a majority of the votes entitled to be cast by the members represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by these Bylaws, the Articles of Incorporation, or the Washington Nonprofit Corporation Act.

Email voting by members is permitted as long as sufficient information is provided by the member to determine their identity and eligibility to vote.

### **3.13. Proxies**

Proxy voting is not permitted.

### **3.14. Rules of Procedure**

All meetings of the members shall be conducted in the manner determined by the person acting as chairperson of the meeting, to the extent not inconsistent with the Articles of Incorporation, these Bylaws, or special rules of order adopted by the Board or the members.

### **3.15. Action by Members Without a Meeting**

Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the voting members. Such written consents may be signed in two or more counterparts, each of

which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

### **3.16. Electronic Transmission**

The WASBA may deliver to a member notices, demands, consents or waivers by electronic transmission, if such member has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the member and the address, location or system to which the notices or other document may be electronically transmitted.

Notice provided in an electronic transmission is effective when it:

- a. is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or
- b. has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

### **3.17. Termination of Membership**

The Board shall have the power to terminate any member with or without cause, provided that such member has been granted an opportunity to present their case at a properly constituted special meeting and that at least fifty percent (50%) of the members present vote in favor of terminating the member.

## **ARTICLE 4: BOARD OF DIRECTORS**

### **4.1. General Powers**

The affairs of the WASBA shall be managed by a Board of Directors, who shall discharge their duties in good faith and for the benefit of the entire membership and in furtherance of the purposes of the WASBA.

### **4.2. Number**

The Board of Directors shall consist of five (5) Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that:

- a. At no time shall the Board consist of less than three (3) or more than seven (7) Directors, and
- b. no decrease in the number shall have the effect of shortening the term of any incumbent Director.

#### **4.3. Qualifications**

Directors shall be voting members of the WASBA in good standing at all times and subscribe to the aims and objectives of the WASBA.

Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

#### **4.4. Terms of Office**

Unless a Director dies, resigns or is removed, he or she shall hold office for a term of two (2) years or until his or her successor is elected, whichever is later.

No Director may serve more than three (3) consecutive terms, unless there are no other volunteers to fill his or her position.

#### **4.5. Staggered Terms**

There shall be staggered terms of office for Directors. With the election following adoption of these Bylaws, two (2) Directors shall be elected for a term of one (1) year and three (3) Directors shall be elected for a term of two (2) years. For the purposes of term limits, those Directors initially elected for one (1) year terms shall be deemed to have served the full two (2) year term.

#### **4.6. Election of Directors**

Directors filling expiring terms shall be elected each year by the members.

The election of Directors shall be conducted prior to the annual meeting of the members, by mail and/or electronically.

#### **4.7. Annual Meeting**

The annual meeting of the Board shall be held without notice at such time and place determined by the Board following the annual meeting of members for the purposes of appointing officers and transacting such business as may properly come before the meeting.

#### **4.8. Regular Meetings**

By resolution, the Board may specify the date, time and place for the holding of regular Board meetings. Such notice shall be published on the WASBA web site at least ten (10) days before the meeting.

#### **4.9. Special Meetings**

Special meetings of the Board may be called by or at the written request of the President or any two Directors. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special meeting called by them.

#### **4.10. Rules of Procedure**

All meetings of the Board shall be conducted in the manner determined by the Articles of Incorporation, these Bylaws or special rules of order adopted by the Board.

#### **4.11. Meetings via Electronic Communications**

Members of the Board may participate in any meeting of the Board by means of a conference telephone, electronic conferencing device, online computer service or similar method of communications by means of which all persons participating in the meeting can hear each other or view the dialogue of all the other participants at the same time. Participation by such means shall constitute presence in person at a meeting.

#### **4.12. Notice of Meetings**

Notice of regular meetings of the Board shall be given to a Director in writing shall be delivered personally, via email, or mailed to each Director at such Director's postal address, or email address, as shown on the records of the WASBA, at least ten (10) days before the meeting. Notice shall be effective upon delivery, provided that notice by mail shall also be deemed effective if deposited in the United States mail properly addressed with proper postage prepaid.

Notice of special meetings of the Board shall be given to each Director orally or in writing at least five (5) days prior to the meeting unless a majority of directors consent to a shorter notice period, such consent being obtained in writing or by email. Written notice of meetings may be delivered by electronic transmission. The purpose of any special meeting need not be specified.

Notices by electronic transmission must be delivered in accordance with Section 4.24 of these Bylaws.

#### **4.13. Open Meetings**

All meetings of the Board shall be open to members, provided that only Board members shall be entitled to vote on any matter coming before the meeting.

#### **4.14. Waiver of Notice**

##### **4.14.1. In Writing**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or the Washington Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

##### **4.14.2. By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **4.15. Quorum**

A majority of the number of Directors in office shall constitute a quorum. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting and set a date and time for the meeting to reconvene without further notice.

#### **4.16. Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or the Washington Nonprofit Corporation Act.

#### **4.17. Presumption of Assent**

A Director of the WASBA present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or unless such Director forwards such dissent or abstention by registered mail to the Secretary of the WASBA immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

#### **4.18. Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an

original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

A vote by Directors may be conducted by email as long as the above-described written consent is provided and as long as the vote is unanimous.

#### **4.19. Resignation**

Any Director may resign at any time by delivering written notice to the President or the Secretary, or to the registered office of the WASBA, or by giving oral or written notice at any meeting of the Board or of the members. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Two (2) unexcused absences from any regular Board meeting, or one (1) board meeting and the annual meeting, in a year shall constitute automatic resignation.

#### **4.20. Removal**

At a meeting of members of the WASBA called expressly for that purpose and at which a quorum is present, one or more members of the Board (including the entire Board) may be removed from office, with or without cause, by a majority of the members then entitled to vote on the election of Directors.

#### **4.21. Vacancies**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors, even if the remaining Directors constitute less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office. Any directorship to be filled by reasons of an increase in the number of Directors may be filled by the Board for a term of office continuing only until the next election of Directors by the members.

#### **4.22. Committees**

##### **4.22.1. Appointment of Committees**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees to conduct the business and further the objectives of the WASBA.

Each committee shall be provided with a written charter approved by the Board which shall also define the operating procedures of the committee.

The standing committees of the WASBA shall include the following: Advisory Committee, Annual Audit Committee, Education Committee and Legislative Committee.

The Advisory Committee shall consist of at least one (1) Director plus the elected President (or designee) of each WASBA affiliated organization in good standing.

The Annual Audit Committee shall consist of a least one (1) Director and two WASBA members in good standing. No member of the committee can hold the office of Treasurer, or have signature powers over the WASBA bank accounts.

Each other committee shall consist of at least one (1) Director plus any additional WASBA members in good standing.

#### **4.22.2. Committee Membership**

The President shall appoint the chairperson and members of each committee.

#### **4.22.3. Power and Authority of Committees**

The Board shall retain the right to limit the powers and duties of any committee that it has created and to disband any such committee.

No committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the WASBA; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the WASBA not in the ordinary course of business; (f) authorize the voluntary dissolution of the WASBA or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the WASBA; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

#### **4.22.4. Quorum; Manner of Acting**

One third (1/3) of the total number of Directors and other members composing the Advisory Committee shall constitute a quorum.

For all other committees, a majority of the total number of Directors and other members composing any such committee shall constitute a quorum.

The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

#### **4.22.5. Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **4.22.6. Removal of Committee Member**

The Board may remove from office any chairperson or member of any committee.

#### **4.23. Compensation**

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the WASBA.

#### **4.24. Electronic Transmission**

The WASBA may deliver to a Director notices, demands, consents or waivers by electronic transmission, if such Director has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the Director and the address, location or system to which the notices or other document may be electronically transmitted.

Notice provided in an electronic transmission is effective when it:

- a. is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or
- b. has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

### **ARTICLE 5: OFFICERS**

#### **5.1. Number and Qualifications**

The officers of the WASBA shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be appointed by the Board. Other officers and assistant officers may be appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Only voting members in good standing are eligible to be an officer.

Officers are required to attend at least fifty percent (50%) of regular meetings.

## **5.2. Election and Term of Office**

The officers of the WASBA shall be appointed each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

No officer shall hold the same position for more than three (3) consecutive years, unless there are no other volunteers to assume the office occupied.

## **5.3. Resignation**

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Appointment of an officer or agent shall not of itself create contract rights.

## **5.4. Removal**

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the WASBA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## **5.5. Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

## **5.6. Duties**

### **5.6.1. President**

The President shall be the chief executive officer of the WASBA, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the WASBA. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the WASBA or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

### **5.6.2. Vice Presidents**

In the event of the death of the President or his or her inability or refusal to act, the Vice President (or in the event of more than one Vice President, the Vice President who was first appointed to such office) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. A Vice President, when so acting, shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned by the President or the Board.

### **5.6.3. Secretary**

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the WASBA; (d) keep records of the post office address, email address and class, if applicable, of each member and Director and of the name, email address and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

### **5.6.4. Treasurer**

If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the WASBA; receive and give receipts for monies due and payable to the WASBA from any source whatsoever, and deposit all such monies in the name of the WASBA in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

## **ARTICLE 6: ADMINISTRATIVE PROVISIONS**

### **6.1. Books and Records**

The WASBA shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by

committees of the Board; records of the name and address, email address and class, if applicable, of each member and Director, and of the name, email address and post office address of each officer; and such other records as may be necessary or advisable.

All books and records of the WASBA shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent (5%) of the membership, provided that the purpose of such inspection shall be reasonably related to membership interests. Costs for inspection or copying shall be the responsibility of the member except for copies of the Articles of Incorporation or these Bylaws.

Any use or sale by a member of a membership list obtained by inspection is prohibited.

### **6.2. Accounting Year**

The accounting (fiscal) year of the WASBA shall be the twelve months ending December 31.

### **6.3. Conflicts of Interest**

Whenever a director or officer has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the WASBA to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

### **6.4. Policies**

The Board shall adopt a conflict of interest policy.

The Board may by resolution adopt or amend policies covering any aspect of corporate governance not specified in the Articles of Incorporation or these Bylaws.

## **ARTICLE 7: CONTRACTS, LOANS, CHECKS AND DEPOSITS**

### **7.1. Contracts**

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the WASBA. Such authority shall be confined to specific instances.

### **7.2. Loans**

No loans shall be contracted on behalf of the WASBA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority shall

be confined to specific instances. No loans shall be made by the WASBA to its officers or Directors.

### **7.3. Checks, Drafts, etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the WASBA shall be signed by such officers, agents, of the WASBA and in such manner as is from time to time determined by resolution of the Board.

### **7.4. Deposits**

All funds of the WASBA shall be deposited to the credit of the WASBA in such banks, trust companies or other depositories as the Board may select by formal resolution.

## **ARTICLE 8: PROTECTION OF INTELLECTUAL PROPERTY**

The WASBA is the legal owner of all trademarks, service marks and copyrights established for the WASBA itself. To protect the WASBA, it will oversee the use of the Washington State Beekeepers Association name, logo, internet domains and all other WASBA trademarks, service marks and copyrighted materials, and will take appropriate action when the WASBA feels that the names, logos or copyrights are wrongfully used. No member may utilize WASBA trademarks, service marks or copyrights, the WASBA logo or internet domains for any purposes without prior approval of the Board.

## **ARTICLE 9: AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the Directors in office, provided that any amendments made by the Board shall be included as an agenda item at a regularly scheduled meeting and that notice of said meeting is provided to all members prior to the adoption of such amendment by the Board.

The foregoing Bylaws were adopted by the Board of Directors on June 9<sup>th</sup>, 2016.

Susanne Weil  
Secretary