

Proposed Bylaws
Of
The Washington State Beekeepers' Association, Inc.
A Washington Nonprofit Corporation

Revised February 2020, Approved October 6, 2020

Mission Statement: To support local beekeeping organizations, educate and promote responsible beekeeping and honey bee products, assist the agricultural community, and support organizations sharing similar goals.

ARTICLE 1: NAME

The name of this organization is: WASBA-Org doing business as the Washington State Beekeepers Association (WASBA) referred to as “the organization.”

ARTICLE 2: AIMS AND OBJECTIVES

This organization shall operate as a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Washington and shall follow the requirements of 501(c)(3) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States Internal Revenue law.

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

ARTICLE 3: MEMBERSHIP

Membership shall consist of persons who: Subscribe to the mission and purpose of the organization; agree to abide by the Bylaws of the organization; and pay dues as determined by the organization.

The organization 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.

3.1 Regular Members: Regular members are individuals who register and pay annual dues to the organization.

3.2 Honorary Members: The Board may award Honorary membership to individuals in recognition for outstanding services rendered to the organization or for especially outstanding service to beekeeping in Washington. Beekeeper of the Year award winners are granted Honorary membership. Honorary members pay no dues.

3.3 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 pay no dues.

3.4 Association Members: A local bee club or a business that registers and pays annual dues to the organization. Such organizations or businesses must identify a single representative in the application for membership who will have voting rights.

3.5 Dues: The Dues amount shall be set by the Board of Directors. Dues are payable on the first day of the calendar year and membership ends on the last day of that year. Membership for all Regular members (personal and organization/business) is delinquent on March 1st if renewal has not been received.

3.6 Voting Rights: Voting rights include Regular members in good standing, Honorary members, Ex-Officio members, and the designated representative of an Association.

3.7 Termination of Membership and Removal From Position: Members can have their membership terminated by a two-thirds (2/3) majority vote of the Board members at a regularly scheduled meeting, or at an emergency meeting called for this purpose. If terminated the person may be ineligible for future membership. Causes for termination include:

- Jeopardized the organization's nonprofit status;
- Illegally used, misused, or caused loss or damage to the organization's assets;
- Authorized or expended funds or obligated the organization to debt without proper prior authorization;
- Actively worked against the purpose and goals of the organization.

ARTICLE 4. ANNUAL MEMBERSHIP MEETING:

There shall be an annual meeting. The date and location will be determined by the Board.

4.1 MEETING NOTICES: Meeting notices shall be sent electronically to members having an email address a month prior to the meeting date. Notices may be sent by mail to members not having an email address. Meeting notices shall be published on the WASBA's web site at least 30 days prior to the meeting date.

4.2 QUORUM: A quorum is defined as the members who are present at the annual meeting.

4.3 VOTING: The vote of a majority of the members represented 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.

Proxy voting is not permitted.

4.4 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.

ARTICLE 5: BOARD OF DIRECTORS

The Board of Directors shall consist of eleven (11) Directors. Effort will be made to have Directors representative of all areas of the state and representative of hobbyist and commercial interests. The Board of Directors include the four (4) elected officers.

5.1 AUTHORITY: The affairs of the organization 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 organization.

5.2 QUALIFICATIONS: A member in good standing who supports the aims and objectives of the organization is eligible to be elected to the Board of Directors.

5.3 TERM OF OFFICE: The terms shall be staggered.

5.3.1 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.

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

5.3.3 Members of the Board of Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred as part of the responsibilities of the position.

5.4 ELECTION: Directors filling expiring terms shall be elected each year at the annual meeting of the members.

5.4.1 APPOINTMENT TO FILL VACANCY: If a vacancy occurs in a Board position, the President can appoint a replacement to the position and will attempt to fill the same category of representation. This appointment will be voted on at the next scheduled Board meeting or annual meeting, whichever comes first. If at a Board meeting, election shall be an affirmative vote of two-thirds (2/3) of the remaining Directors.

5.4.2 RESIGNATION: Any Director may resign by written notice to the President or to the registered office of the organization; 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. 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 an automatic resignation.

5.5 MEETINGS: The Board of Directors shall meet at least three (3) times a year. These meetings are open to members. Only Board members are entitled to vote and count toward a quorum.

5.5.1 MEETING NOTICES: Meeting notices shall be sent electronically to members having an email address a month prior to the meeting date. Notices may be sent by mail to members not having an email address. Meeting notices shall be published on the WASBA's web site at least 30 days prior to the meeting date.

5.5.2 REMOTE PARTICIPATION: The option to allow Board members to participate remotely will be available and details will be included in the notice of the meeting.

5.5.2.1 Participation by such means shall constitute presence in person at a meeting.

5.5.3 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.

5.5.4 QUORUM: A majority of the number of Directors in office shall constitute a quorum. If less than a quorum is present, the Directors present may present reports and take notes, but no action will be taken.

ARTICLE 6 COMMITTEES: The Board may designate and appoint one or more standing or temporary committees to conduct the business and further the objectives of the organization.

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

6.2 POWER AND AUTHORITY: The Board shall retain the right to limit the powers and duties of any committee it has created. The designation and appointment of any committee and the delegation of authority shall not relieve the Board of the responsibility of their position.

6.3 QUORUM AND MANNER OF ACTING: 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.

6.4 RESIGNATION: Any member of any committee may resign at any time by delivering written notice thereof to the President 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. The acceptance of such resignation shall not be necessary to make it effective.

6.5 REMOVAL: The Board may remove from office any chairperson, or member of any committee.

6.6 STANDING COMMITTEES: Conference Committee, Education Committee, Financial Review Committee, Grants Committee, Legislative Committee, Outreach Committee

6.6.1 CONFERENCE COMMITTEE: Shall consist of the President and at least one (1) Director.

6.6.2 EDUCATION COMMITTEE: Shall consist of the Vice President and at least two (2) Directors.

6.6.3 FINANCIAL REVIEW COMMITTEE: Shall consist of at least one (1) Director and two members in good standing. No member of the committee can hold the office

of Treasurer or have signature powers over the financial accounts of the organization.

6.6.4 GRANTS COMMITTEE: Shall consist of at least one (1) Director

6.6.5 LEGISLATIVE COMMITTEE: Shall consist of at least one (1) Director.

6.6.6 OUTREACH COMMITTEE: Shall consist of at least one (1) Director.

6.7 SPECIAL COMMITTEES: May be created for specific purposes and for specific periods of time.

ARTICLE 7 OFFICERS: The officers of the organization shall be a President, a Vice President, a Secretary, and a Treasurer. Any officer may be assigned additional titles and responsibilities that the Board deems appropriate.

7.1 ELECTION AND TERM OF OFFICE: The officers shall be elected by the membership at the annual membership meeting. The term of office for an officer is two (2) consecutive years.

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

7.2 RESIGNATION: Any officer may resign at any time by delivering written notice to the President 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, or if the time is not specified, upon delivery. The acceptance of such resignation shall not be necessary to make it effective.

7.3 REMOVAL: Any officer may be removed from office by the Board whenever it is judged to be in the best interests of the organization. A two-thirds (2/3) majority vote of the Board will remove an officer from his/her position.

7.4 VACANCIES: A vacancy in any office created by the death, resignation, removal, disqualification, or any other cause may be filled by the Board for the unexpired portion of the term or until the next annual membership meeting.

7.5 DUTIES:

7.5.1 PRESIDENT: The President shall be the chief executive officer of the organization, and, subject to the Board's authority, shall supervise and control all of the assets, business, and affairs. The President shall preside over meetings of the members and the Board and shall assume other duties as are assigned by the Board.

7.5.2 VICE PRESIDENT: In the event of the death of the President or his or her inability or refusal to act, the Vice President 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. The Vice President, when so acting, shall have the same powers as the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board.

7.5.3 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 organization; (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; 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 by the President or the Board.

These duties may be delegated to the Executive Director under the supervision of the Secretary.

7.5.4 TREASURER: The Treasurer shall have charge and custody of and be responsible for all funds and securities; receive and give receipts for monies due and payable from any source whatsoever, and deposit all such monies in the name of the organization in the financial institution(s) 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 by the President or the Board.

These duties may be delegated to the Executive Director under the supervision of the 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 accounting (fiscal) year shall be January 1 – December 31.

ARTICLE 8 ADMINISTRATIVE PROVISIONS:

8.1 BOOKS AND RECORDS: The books and records are defined as copies of 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 in good standing of 12 months provided that the purpose of such inspection shall be reasonably related to membership interests; and provided that all personal membership information may be redacted.

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.

8.2 CONFLICT 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 organization. The minutes of meetings at which such votes are taken shall record any conflicts of interest and who abstained from discussion and voting.

8.3 POLICIES: 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 9 PROTECTION OF INTELLECTUAL PROPERTY: The organization is the legal owner of all trademarks, service marks and copyrights established for the organization. All use of the organization's name, logo, internet domains and all other trademarks, service marks and copyrighted materials will be overseen by the Board. The organization will take appropriate action when the names, logos or copyrights are wrongfully used. No member may utilize organizational trademarks, service marks or copyrights, logo or internet domains for any purposes without prior approval of the Board.

ARTICLE 10 AMENDMENTS: These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a two-thirds (2/3) majority of the Directors in office.

Current Bylaws are posted on the WASBA website.

ARTICLE 11 DISSOLUTION OF ASSETS: At a time it is determined that the organization is to be dissolved, any assets will be allocated to a non-profit organization within the State of

