

Washington State Beekeepers Association - 2023

Because of the questions we receive from local beekeeping groups related to starting a nonprofit beekeeping organization, we have developed a checklist to assist groups with the steps to take. There are many documents available on the Washington Secretary of State's website and we have provided those links as well links to the IRS, the Washington State Department of Revenue, and other resources providing necessary information.

Forming a Nonprofit Checklist:

1. **Pre-formation Considerations:** Before forming a nonprofit corporation, the organization should answer questions regarding:
 - Members and membership participation
 - Board of Directors & governance
 - Mission Statement
2. **Choose a Name:**
 - Confirm name is available on the Secretary of State, Corporations Division website <https://www.sos.wa.gov/corporations-charities>
3. **Register Name and Articles of Corporation with the WA Secretary of State:** To create a nonprofit corporation under state law, the organization must file Articles of Incorporation with the Secretary of State. Nonprofit corporations formed on or after January 1, 2022, that wish to have members must file articles of incorporation that state that the corporation has members. These members will have member rights (usually contained in the bylaws). Filing with the WA Secretary of State DOES NOT confer 501(c)(3) tax status with the Internal Revenue Service.

Organizations can file a standard fillable form with the WA Secretary of State. This is the simplest method to create a nonprofit. <https://www.sos.wa.gov/sites/default/files/2023-02/2.2023%20-%2024.03A%20Articles%20of%20Incorporation%20-%20WA%20NP.pdf?uid=63f79f9b7b197>.

The form is sufficient to create a WA nonprofit **BUT** it does not contain the required language for 501(c)(3) status. If a nonprofit uses this form and wants to later become a 501(c)(3), it **MUST** file additional language conforming with the Internal Revenue Services' requirements.

Moreover, if an Organization wishes its Articles of Incorporation to be different from WA state's standard language, they must file alternative Articles of Incorporation with the application. - <https://www.sos.wa.gov/sites/default/files/2023-02/2.2023%20-%2024.03A%20Articles%20of%20Incorporation%20-%20WA%20NP.pdf?uid=63f79f9b7b197>.

Should the organization wish to have Articles of Incorporation that are different than those found on the WA Secretary of State's form, they can draft their own Articles of Incorporation. The Communities Rise website <https://communities-rise.org/resources/nonprofit-cbo/> has sample Template Articles of Incorporation – Organizations with Members.

Articles of Incorporation Provisions **Required** by the WA Nonprofit Articles of Incorporation Act

- Nonprofit corporation name
- Incorporation language: The articles must state that the corporation "is incorporated under Chapter 24.03A RCW, the Washington Nonprofit Corporation Act".
- Purpose of the Organization (must be a lawful, non-excluded purpose &, if you intend to seek 501(c)(3) status, it must be a recognized federal nonprofit purpose.
- Registered Agent & Agent's office address (can be an incorporator)
- Name & address of initial Director(s) (One is sufficient for state registration; however, the IRS requires three for 501(c)(3) nonprofit status).
- Statement about membership – members or no members
- Provision for distribution of assets upon dissolution (if you will be seeking 501(c)(3) status, check federal law regarding nonprofit dissolution.
- Name, address, and signature of Incorporator(s)

Articles of Incorporation Provisions **Recommended** by the WA Nonprofit Articles of Incorporation Act

- Initial Members
- Governance Limitations
- Director Limited Liability
- Indemnification
- Tax Exempt Language
- Period of Existence Language

Follow the directions on the WA Secretary of State form and website regarding

- Filing Articles of Incorporation
- Signatures of Incorporators
- Register Agent (a person who will accept legal service for the organization)
- Filing online, in person or by mail.

- Filing fees

This information can be found on the [Secretary of State's website](#).

4. **Draft Bylaws for Organizational Governance** – Bylaws are the rules under which the nonprofit corporation operates. It's a good idea to draft bylaws at the same time as the Articles of Incorporation to ensure consistency. Samples of a Template By-Laws - Organizations with Members can be found at Communities Rise <https://communities-rise.org/resources/nonprofit-cbo/>.

NOTE: Unless an organization has its own bylaws covering certain items relating to members and directors, the Washington NonProfit Corporation Act has provisions governing these issues. Therefore, it is a good idea for an organization to draft its own bylaws.

Here are some things to considering including in the organization's bylaws:

- What constitutes a Member
 - Member rights
 - Member meetings (notice, location, frequency)
 - Voting procedures
 - Number and types of Directors on the Board of Directors
 - Directors' qualifications, terms, powers and responsibilities
 - Director removal – reasons & procedures
 - Board meetings (notice, participation, quorum, etc.)
 - Conducting Board business without a Board meeting
 - Committees
 - Board of Directors Conflict of Interest Policy. Samples can be found at Communities Rise <https://communities-rise.org/resources/nonprofit-cbo/>
 - Fiscal Year
5. **Organizational Meeting** – After the issuance of the WA Secretary of State's Certificate of Incorporation, the organization **MUST** meet to
 - Adopt bylaws
 - Elect officers (President, Secretary, Treasurer).

It is important to take meeting minutes reflecting the decisions made at the meeting. To be in effect, the minutes **MUST** be adopted at a meeting, either through a signed vote by members of the Board of Directors or by adoption by vote at the following meeting.

Additional items that should be included or considered at an Organizational Meeting.

- Adopting a Conflict of Interest Policy if not included in bylaws
 - Deciding on a fiscal year if not included in the bylaws
 - Selecting a bank. It's a good idea to obtain forms from the bank before the meeting so the required language can be included in the meeting minutes
 - Determine who will be a bank account signatory.
6. **Obtain a Federal Employer Identification** Number – Most banks require federal employer identification number (“EIN” or “FEIN”) to open bank accounts in the nonprofit corporation’s name. An EIN is also required to apply for federal tax-exempt status as a 501(c)(3). Here is the link to obtain an EIN from the IRS: <https://www.irs.gov/businesses/small-businesses-self-employed/apply-for-an-employer-identification-number-ein-online>.
 7. **Obtain a WA Business License** – After receiving confirmation of incorporation from the Secretary of State, the organization will need a WA Department of Revenue business license. This will provide the organization with its basic state and local (city & county) tax registration. Basic state tax registration is required if the organization plans to engage in any business activity (which is broadly defined and may include a charitable activity that generates a stream of revenue). <https://dor.wa.gov/open-business>. The WA DOR has a Master Business License form that will register the organization for state and local business licenses.
 8. **Determine Whether the Organization Must Register as a Charity in Washington:** Some organizations that solicit donations must register as a charity in the State of Washington. If the organization plans to raise funds by soliciting donations, it may be subject to registration. Check with the WA Secretary of State to determine if the organization must register ([Self-Assessment Guide - Charitable Solicitations chart](#)).

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