

# Bucks County Beekeepers Association By-Laws

**DRAFT**

*as of February 14, 2023*

*pending approval and vote by General Membership*

*vote scheduled for General Meeting: March 14, 2023*

## Mission Statement

The Bucks County Beekeepers Association (BCBA) is a nonprofit organization dedicated to supporting beekeeping in the local community through inspiration, education, and resource sharing.

## Article I: Membership

### Section 1: General

Anyone can become a member.

New members are accepted year-round.

Membership consists of individuals interested in beekeeping, honeybee advocacy, and related activities.

### Section 2: Member Definition

A person is considered a member (and entitled to the privileges of membership) when they are in good standing and are up-to-date in the payment of annual dues.

There are two types of memberships: Individual (1 person) and Family (1 or more persons residing in the same household).

### Section 3: Dues

Dues are payable to the Association.

Membership begins upon payment of dues and is considered up-to-date for 12 months. e.g. January 1 through December 31; April 14 through April 13 following year.

Members in arrears 30 days shall be given special notice, and if in arrears thirty days after a special notice, shall be dropped from membership.

Dues should be conveyed as part of membership by informing the general membership via THE BUZZ or any BCBA generated email, Membership Application, BCBA website, and/or where else it may be applicable.

The dues amount for any given year shall be published on the BCBA website and may be changed by vote of the Board. Changes shall not exceed a 50% increase in any consecutive year.

## **Section 4: Termination of Membership**

The Board of Directors may remove a member for cause if, in the judgment of the Board such person's actions or statements can reasonably be expected to damage or reflect detrimentally on the reputation of BCBA by a 2/3 Board quorum vote.

Any and all removals or dismissals are considered effective immediately unless otherwise stated.

# **Article II: Board of Directors**

The Board of Directors shall have full charge of the affairs, funds, management, property, and control of BCBA, subject only to the action of the members.

The Board shall oversee various business transactions and pass legislative matters found desirable and not in conflict with these By Laws. The Board shall have the power to enter into contracts in the name of BCBA when so needed.

## **Section 1: Summary**

The Board of Directors of this Association shall consist of the elected officers of the Association, At-Large Board Members, and any other positions deemed necessary by the core Elected Board.

The elective officers of this Association shall be a President, Vice-President, Secretary, and a Treasurer. They shall all have voting power of (1) vote.

At-Large Board Members shall not exceed (3) three members. They shall all have voting power of (1) vote. One of these At-Large Members will be assumed by the Past President (see Article II, Section 6).

Any other positions that may be decided on at a later date as deemed necessary shall not have voting power as a member of the board until such time that the By-Laws can be amended to include such a position.

There shall be no more than (7) voting members of the board. A simple majority is required for a motion or item to pass the Board vote.

The Board of Directors shall meet no less than (10) times per year on a monthly basis at a predetermined date and time. Board Meetings may be virtual or in-person as circumstances allow. No Board Member may miss more than (3) Board Meetings in a calendar year.

## **Section 2: Nominations Committee**

The Nominations Committee shall be appointed by the President at least two (2) meetings prior to the November General Meeting.

The Nominations Committee shall be composed of three (3) members in good standing including the president ex-officio.

The Nominations Committee shall be responsible for gathering nominations and conducting the elections.

The Nominations Committee shall present its nominations at the November General Meeting. These nominations, along with any nominations made from the floor, will be voted upon by the Association members in attendance. All nominations made from the floor must be seconded. Members nominated from the floor must be in attendance and agree to be nominated for the position.

Each nominee must accept the nomination before he or she may be considered a viable candidate.

## **Section 3: Voting**

Voting will be by the General Membership (members in good-standing). Non-members present at the meeting will not be eligible to vote. No voting by proxy will be permitted.

The slate will be presented by the Nominations Committee at the November General Meeting.

A simple majority shall be required for election. In the case of no majority, only the persons with the two highest vote counts for each office will be eligible to be voted on in a run-off.

Voting shall be anonymous and secret. No member is required to share their vote.

Voting can be either in-person with paper ballots and/or electronic as determined by the Nominations Committee. All voting will take place during the November General Meeting. No votes shall be accepted prior to nor after the meeting.

At the conclusion of the November General Meeting the Board of Directors for the following year shall be announced and is final.

## **Section 4: Terms**

All elected positions shall be elected for a one-year term.

No person can be elected to the same position for more than 2 consecutive terms.

No person may serve in any role on the board (i.e. a voting board member) for more than 5 years. Exceptions can be made by a Board vote resulting in a 2/3 Board quorum agreeing to extend Board membership for an additional 1 year. Exceptions can be made for multiple years.

Officers will hold office from January 1st through December 31st of the next year, or until their successors are elected and appointed. In the case of a vacancy, the President may appoint a member to serve during the remainder of the term. No person shall be elected for any office without their consent. All officers must be active members of BCBA.

Newly elected officers are required to attend/participate in both the November and December Board Meetings before assuming office in January.

## **Section 5: Roles and Responsibilities of Board Members**

- President
  - The President will serve as the public voice with support and advisement as requested.
  - The President will be authorized to perform any other Board Member duties should that person be unable to perform those duties and/or delegate those responsibilities to any other current Board Member.
  - The President shall be responsible for the conduct of the affairs of the ordinary business of the Association.
  - Will have access to BCBA Bank Account and be entitled to sign checks and/or have access to the associated debit card.
  - Empowered to create and direct Committees as needed.

- Both the general membership and the Board may request establishment of such standing committees and special committees, as they deem necessary, to carry on the work compatible with the purpose of the association.
  - Will be ultimately responsible for any physical access keys such as PO Box or meeting locations and may share or delegate extra keys as needed.
- Vice President
  - Shall support and assist the President in their duties and shall assume the role and duties of the President in their absence.
  - Responsible for providing meeting invitations, reminders, and meeting agenda for Board Meetings.
  - Responsible for renewing and maintaining all BCBA Insurance policies on a yearly or as-needed basis.
- Secretary
  - Shall maintain orderly and complete records of all business.
  - Responsible for recording the minutes and proceedings of any Board Meeting and must distribute the minutes to the Board within (10) days of the conclusion of the Board Meeting.
  - Maintain files and all communications as required
- Treasurer
  - Shall keep financial records and conduct all financial transactions in a timely manner.
  - Provide a report to the Board regularly or as requested.
  - File appropriate annual forms to the State of Pennsylvania and the IRS as required, in conjunction with the President.
  - Will have access to BCBA Bank Account and be entitled to sign checks and/or have access to the associated debit card.
  - May be required to assist in an audit of BCBA financials.

Not all roles and responsibilities are stated here and are subject to addition and change.

At-Large Board Members shall assume specific roles and responsibilities as designated by the President or determined by the Board.

## Section 6: Special Circumstances

**Resignation:** In the event of resignation or vacancy of a Board Member, the vacancy shall be appointed by the President, with the approval vote of the Board. Appointees must be current general members. Any appointeeship is only valid to fulfill the calendar year duties of that Board Member. Any appointee will be subject to normal nomination practices for the new calendar year elections.

**Past Presidents:** The immediate Past President shall automatically be an at-large Board Member with voting status. They shall remain a Board Member until another immediate past president is available, willing, and able to serve. Should an immediate past President be unavailable for any reason, the position will remain open until the next immediate past president can fill the position. This role is automatic and not under consideration by the Nominating Committee nor voted on by the General Membership.

## Section 7: Removal of Board Member

The Board of Directors may remove a Board Member from their office for cause if, in the judgment of the Board: (1) such person's actions or statements can reasonably be expected to damage or reflect detrimentally on the reputation of BCBA and/or (2) the Board member is unable, unwilling, or unfit to fulfill their responsibilities. A 2/3 Board quorum vote is required to dismiss a Board Member.

Elected members of the Board who are absent from three total Board meetings or three consecutive General meetings shall be considered by the Board for disciplinary actions including removal from the Board.

A General Member may at any official meeting make a motion for removal of a Board Member. A 2/3 General Membership quorum vote is required to dismiss a Board Member.

Any and all removals or dismissals are considered effective immediately unless otherwise stated.

## **Section 8: Compensation**

No Board Member of BCBA shall receive compensation in their capacity, except for actual reimbursements for actual disbursements made on behalf of BCBA. Proof of disbursements and reimbursements will be a responsibility of the Treasurer. In the event the Treasurer is being reimbursed, the President shall be in responsibility.

# **ARTICLE III: Administration and Management**

## **Section 1: Income and Expenditures**

The BCBA Board (specifically, Treasurer) shall maintain auditable records per good standard accounting practices including any and all receipts for income.

Payment of all expenditures up to 10% of the BCBA Bank balance shall be made on approval by majority vote of the Board. Not to exceed \$1,500 (if the Bank balance should exceed \$15,000).

Expenditures in excess of the above mentioned shall be presented to the General Membership and made by a vote of the majority of the members at a General Meeting.

The BCBA Board (specifically, Treasurer) shall maintain auditable records per good standard accounting practices including any and all receipts for expenditures.

No part of the net earnings of the association shall insure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered.

Upon request, any member may request a Treasurer's Report, to be delivered within 30 days, and include a summary of credits and debits. This information will be provided at the next General Meeting to all those in attendance.

## **Section 2: Meetings**

### General

- Monthly General Meetings of the Association will be held on the second Tuesday of each month unless otherwise determined by the Board (weather or other extenuating circumstances).
- Notice of time, place, and agenda for each General Meeting will be posted to BCBA website.
- All meetings will conduct general business as needed.
- The reason for the General Meeting of the membership is to fulfill the purpose and promote the goals of BCBA.
- General Meetings are open to the public.

### Special

- The President or the Board, as deemed necessary, may call special meetings of the membership.

Members may also call a special meeting, in writing and signed by no less than ten active members, sent either by email, to the current President.

## **Section 3: Bylaw Amendment and Adoption**

The Bylaws may be amended by a majority vote of all members present at any business meeting, provided notice of the proposed changes had been emailed to all members or printed in the official organ of the Association, "The Buzz", at least thirty days prior to the meeting.

Vote shall be by show-of-hands either yay or nay.

Bylaw changes or amendments that are ratified by the Association at a regular meeting will go into effect immediately.

These bylaws may be altered, amended, or repealed.

If a member wishes to propose a change to any article in the bylaws, such changes shall be presented in writing to the Board via email and the Board shall respond to confirm receipt within 30 days and feedback or response within 60 days.

## **Section 4: 501 C 3 Non-Profit Status**

Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association 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.

## **Section 5: Indemnification**

The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an executive board member of the BCBA against all expenses and liabilities, including, without limitation, counsel fees, judgements, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit or proceeding in which they may become involved by reason of their service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which they shall have been financially adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of BCBA; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Board members who are not at that time parties to the proceeding.

- See policy for Officers & Directors insurance for details. The Policy, to remain current, shall be reviewed and renewed by the Board on an annual basis.

The Association shall, as appropriate, maintain a General Liability Policy. The Policy, to remain current, shall be reviewed and renewed by the Board on an annual basis.

## **Section 6: Dissolution**

Upon dissolution of the Association, all funds shall be given to the Honey Bee Health Coalition (50%) and Pennsylvania State Beekeepers Association (50%). In the event these organizations are no longer in existence, the assets and funds shall be given to another IRS recognized educational non-profit beekeeping mission, as designated by majority vote of the Board of Directors.

All equipment and possessions purchased by the club, including but not limited to extractors, hive equipment, meeting materials; shall be liquidated and donated per the above.

**ADOPTED [pending]**

Year: 2023

Month: March

Day: