

## **By-Laws of the Massachusetts Beekeepers Association, Inc.**

### Article I - Name

Section 1: This organization shall be known as the Massachusetts Beekeepers Association, Inc. (the Association).

### Article II-Purpose

Section 1: The purpose of this organization is to promote education in matters relating to honeybees and beekeeping, to assist its affiliate associations in promoting successful beekeeping in the Commonwealth of Massachusetts, to foster congeniality among the state's beekeepers, to perform all other acts appropriate to an organization in serving its members and to protect and foster the honeybee's beneficial use in the Commonwealth of Massachusetts.

### Article III-Membership

Section 1: Any individual, family or duly organized non-profit organization interested in the aims and objectives of the Association shall be eligible for membership, and shall become a member upon providing such information as the Corresponding Secretary may reasonably require and payment of appropriate dues. Membership shall continue so long as dues are not in arrears. Each dues-paying member shall have the right to cast one vote on each item of business at any general meeting.

Section 2: Annual dues assessed for all categories of membership (individual, family, or organization) shall be recommended to the membership by the Board of Directors (the Board) not less than fifteen (15) days in advance of the Annual Meeting, and must be approved by the membership at its Annual Meeting by a majority vote of those members present.

Section 3: The term of annual membership shall begin on January 1. All dues shall be payable annually to the Association Corresponding Secretary.

### Article IV-Officers

Section 1: The officers of the Association shall consist of a President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. Terms of office shall be for two (2) years. The President may serve not more than two (2) consecutive terms of office.

Section 2: All officers shall be elected at the Annual Meeting of the Association by a majority vote of those members present and voting. Their terms of office shall begin at the meeting of the Board following their election. No officer may simultaneously serve as a representative of a duly organized non-profit Massachusetts regional or county beekeepers' association that is a member of the Massachusetts Beekeepers Association.

Section 3: If any office becomes vacant, the Board shall appoint an eligible member to fill this office until a successor is elected at any general meeting of the Association. Notice as provided in Article VIII, Section 2 herein of the impending election must be made at least ten (10) days prior to the general meeting.

Section 4: Any elected officer not attending three (3) consecutive meetings (Board of Directors and/or general), without reasonable excuse, may have that office declared vacant by the Board.

- Section 5: The President shall preside at the meetings of the Board and the Association. The President shall provide leadership and generally guide the Association in its activities. The President shall keep the Board informed on all significant matters. The President shall act on matters considered of vital interest to the Association only with Board approval.
- Section 6: The Vice-President shall act for and on behalf of the President in the President's absence. The Vice-President may be given specific responsibilities by either the President or the Board and shall be charged with managing and performing such duties.
- Section 7: The Recording Secretary shall take minutes and transcribe the minutes of the meetings. The Recording Secretary shall, in cooperation with the President, prepare an order of business (agenda) for the Board and membership meetings. The Recording Secretary shall maintain a file of standing, special committees and members thereof.
- Section 8: The Corresponding Secretary shall be responsible for meeting notices, letters, mailing list maintenance, and publicity. Notice of meetings shall be made at least fifteen (15) days in advance as provided in Article VIII Section 2. The Corresponding Secretary shall maintain a record of membership and dues collection for the use of the Treasurer. The Corresponding Secretary shall be the custodian of the Association's records and shall execute and file Annual Reports and such other documents with the Secretary of the Commonwealth as are necessary to maintain the Association's status as a non-profit corporation organized under the laws of the Commonwealth of Massachusetts. The Corresponding Secretary shall present a report on the work of the Association in the past year at the Annual Meeting.
- Section 9: The Treasurer shall manage the financial affairs of the Association and provide written, detailed reports of financial transactions at each Board meeting. The Treasurer shall provide a written financial report at the Annual Meeting and shall prepare and file all necessary returns and such other documents as are necessary to maintain the Association's tax-exempt status. The Treasurer shall be responsible for all the monies owed the Association and shall pay all budgeted bills. Upon approval of the Board, the Treasurer shall pay all other bills.

#### Article V- The Board of Directors

- Section 1: The Board of Directors shall consist of the following:
- a. President
  - b. Vice President
  - c. Recording Secretary
  - d. Corresponding Secretary
  - e. Treasurer
  - f. Immediate Past President of the Massachusetts Beekeepers Association
  - g. President (or designated delegate) of each duly organized non-profit Massachusetts regional or county beekeepers' association that is a member of the Massachusetts Beekeepers Association
  - h. One additional representative of each duly organized non-profit Massachusetts regional or county beekeepers' association that is a member of the Massachusetts Beekeepers Association, as may be appointed by such association.

- Section 2: A quorum for the Directors' meetings shall consist of a majority of all then-serving Directors plus one.
- Section 3: The term of membership for Directors shall be for Officers: as provided in Article IV, Section 1, unless a vacancy is being filled, in which case the term will be for the balance of the vacancy; for the Immediate Past President: two years; for all other Board members: as determined by the appointing association.
- Section 4: The Board at any time, for just cause, by a two-thirds (2/3) vote of Board members present and voting, may demand and/or receive and accept the resignation of any officer of this Association, and declare the office vacant.

#### Article VI-Committees

- Section 1: The President, with the consent of the Board, may appoint committees for special purposes. The President and Recording Secretary shall be ex-officio members of these committees.
- Section 2: The Executive Committee shall be composed of the six (6) constitutional officers, namely the President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer and Immediate Past President. The Executive Committee shall act for the Board at the Board's direction between Board meetings. The Executive Committee shall be given instructions by the Board on its responsibilities and may be authorized to act with full authority of the Board. The Executive Committee shall meet before the Annual Meeting each year for the purpose of auditing the accounts of the Treasurer.
- Section 2: The President, not later than thirty (30) days after taking office, shall appoint a Nominating Committee. The duties of this committee shall be to present a slate of officers at the Annual Meeting.

#### Article VII-Meetings

- Section 1: The Annual Meeting of the membership shall be held at a time and place as directed by the Board, at least once within a Calendar year.
- Section 2: Notice of a general meeting shall be given by the Corresponding Secretary to the membership at least forty (40) days prior to the meeting date.
- Section 3: At a general meeting, a quorum shall consist of thirty-five (35) members.
- Section 4: The Board shall meet on a quarterly basis, with a meeting to be held within thirty (30) days of the Annual Meeting, and at other times as deemed necessary. At the discretion of the President, meetings may be conducted using remote communication provided that all directors participating are able to simultaneously communicate with each other during the meeting. Participation by a director by remote communication at any meeting shall constitute presence at such meeting. The President (or designee) shall set the time and place of said meetings and the Corresponding Secretary shall notify the other members of the Board at least thirty (30) days prior to the meeting date.

- Section 5: The President (or designee), at his/her discretion, may call an emergency meeting of the Board upon two (2) days' notice. Any action shall be subject to review and ratification at the next Board meeting.
- Section 6: General meetings may be called by the Board at any time. The Board shall be required to call a special meeting of the general membership when petitioned in writing by not less than ten (10) members.

Article VIII- Rules and Regulations

- Section 1: All meetings of the Association shall be conducted according to Robert's Rules of Order except where otherwise stated in the By-Laws.
- Section 2: Notice as required by these By-Laws shall be deemed sufficient when given by email to the member's email address maintained by the Corresponding Secretary and by posting on the Association's website.
- Section 3: The Board and committees shall serve without pay, but may be reimbursed for actual expenses within the budget constraints set by the Board. Board members shall be indemnified as provided in the Articles of Organization.
- Section 4: Changes and amendments to the Association By-Laws may be made by a two-thirds (2/3) vote of the membership at any general meeting. Notification of the current By-Laws and proposed changes shall be provided by the Corresponding Secretary to the membership at least forty (40) days prior to the meeting.
- Section 5: The Board shall establish an annual budget for the Association.
- Section 6: The fiscal year of the Association shall be January 1 – December 31.

Article IX-Dissolution of the Association

- Section 1: Upon termination, dissolution or final liquidation of the Association in any manner and for any reason, the Board of Directors shall dispose of the Association's assets as provided in the Articles of Organization.

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These bylaws have been presented for a vote of the members of the Massachusetts Beekeepers' Association and were approved by a unanimous vote on November 7, 2020.

Signed: Peter Delaney, President



Date: November 7, 2020