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BYLAWS
For
TRI-COUNTY BEEKEEPERS ASSOCIATION INC.

Approved November 29, 2006

ARTICLE I: NAME

The name of the organization will be "Tri-County Beekeepers Association Inc.", herein referred to as TCBA, a non-profit corporation under the laws of the State of Ohio.

ARTICLE II: PURPOSE

The purpose of TCBA will be to promote beekeeping generally, to broaden the knowledge of beekeeping among its members, to foster the best practices and techniques in apiary management, and to promote general interest in the advancement of all areas of bee culture. TCBA is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III: MEMBERSHIP

Section 1. Classes: There will be three classes of membership in the organization.

- a. **Member:** Any person interested in beekeeping or allied activities who has paid the annual membership dues;
- b. **Honorary Member:** Any person elected as an Honorary Member by the Board of Directors. This will be an annual membership with no voting rights;
- c. **Life Member:** Any person elected as a Lifetime Member by the membership. This member will have voting rights.

Section 2. Duties:

- a. The duties of the membership are to elect the Board of Directors;
- b. To support the spirit of TCBA, the activities, and the purpose of TCBA as found in Article II of the TCBA Bylaws.

Section 3. Loss of Membership

Any member of TCBA who is found, after a review of the facts by the Board of Directors, to have violated the spirit of TCBA, and or the purpose as in Article II, will be disciplined at the discretion of the Board of Directors. This could include a suspension of membership and a ban from participating in TCBA activities for a set period of time up to and including permanently.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Number of Directors: The Board will consist of at least seven (7) current members.

Section 2. The executive committee will consist of the President, Vice President, Secretary and Treasurer.

Section 3. Powers: All corporate powers will be exercised by or under the authority of the Board, and the affairs of TCBA will be managed under the direction of the Board, except as otherwise provided by law.

Section 4. Duties of Directors:

- a. To determine policies, procedures and regulations for the conduct of the corporation;
- b. To monitor organizational performance;
- c. Ensure the corporation's compliance with applicable laws and regulations;
- d. Engage in strategic planning;

- e. Help to adhere to the Purpose of TCBA (Article II) through the various activities of the corporation.
- f. Standard of care. The Directors shall use ordinary care and reasonable diligence in the exercise of their powers and the performance of their duties as directors hereunder. The directors shall not be held accountable for any mistake of judgement or other action taken in good faith, or for any loss, unless resulting from their own negligence or misconduct.

Section 5. Officers and Directors-at-Large Duties:

a. President

1. The president will be the principal executive officer of the corporation and subject to the oversight of the Board of Directors;
2. Will in general supervise and control all of the business and affairs of TCBA;
3. Will preside at all meetings of the membership and the Board of Directors;
4. The President is the only Officer of the corporation authorized by the Board of Directors to make commitments for the corporation;
5. The President will appoint all standing or special committees, as deemed necessary, to carry out the aims and policies of TCBA;
6. The President is an ex-officio member of all committees except the nominating committee;
7. In general, the President will perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors;
8. The President will have general superintendence and direction of all other officers of this corporation; to see that their respective duties are properly performed;
9. The President will take the initiative in all matters pertaining to the welfare of TCBA and its membership;
10. The President will be a signatory on all of the accounts of the corporation;
11. Terms - The President will not serve more than four (4) consecutive 1-year terms.

b. Vice-President

1. In the absence of the President, the Vice-President will have all the powers of, and be subject to, all the restrictions upon the President, and will perform such other duties as may be directed by the Board of Directors;
2. The Vice-President will have such other powers and duties as directed by the President or the Board of Directors;
3. In the event of the President's resignation, removal or death, the Board of Directors will confirm the Vice-President to finish the President's term as the new President;
4. The Board of Directors will elect a new Vice-President from the remaining directors, to finish the unexpired term of the Vice-President;
5. The Vice-President will be a signatory on all of the accounts of TCBA.

c. Secretary

1. The Secretary will strive to attend all meetings of the Board of Directors and all meetings of the members, and will act as the clerk at all such meetings;
2. The Secretary will prepare the minutes of the members' and the Board of Directors' meetings. They will be kept in one or more books and digital storage approved by the Board of Directors. Such records remain the property of TCBA and must be transferred to the newly elected secretary;
3. See that all notices are duly given in accordance with file provisions of these bylaws or as required by law;
4. Be the custodian of the corporate records and the logo (seal) of TCBA, and see that the logo is affixed to all authorized documents of TCBA;
5. Maintain a list of all members in good standing;
6. Perform such other duties as would naturally be assigned to this office by the President or the Board of Directors;
7. If absent from a meeting, the Secretary must find a replacement clerk for that meeting. In the event that no replacement can be found, the President will assign someone to be clerk for that meeting.

d. Treasurer

1. The Treasurer will be the lead Director for oversight of the financial condition and affairs of TCBA;

2. The Treasurer will oversee and keep the Board of Directors informed of the financial condition of TCBA, and of audit or financial review results;
3. Keep financial records in good condition showing all amounts received and disbursed by the Treasurer, to whom, and for what goods or services were paid;
4. Be responsible for paying the bills and budgeted items, as well as those approved by the membership, President, or the Board of Directors;
5. Levels of signature authority requiring prior approval of the President will be set by the Board of Directors;
6. The Treasurer will be a signatory on all of the accounts of TCBA;
7. The Treasurer will present a financial report at each meeting of the members;
8. The Treasurer will be bonded as required by Ohio law;
9. The Treasurer, in conjunction with other Directors and the Finance committee, will prepare the annual budgets (General & Workshop) for approval by the Board of Directors at their fall meeting;
10. Deposit all monies received by TCBA;
11. Have the option to send late notices for dues to delinquent members;
12. The Treasurer may appoint, with the approval of the Board, an assistant Treasurer, from the non-officer directors, or a qualified fiscal agent, who will be able to assume the role of the Treasurer on a temporary basis should the Treasurer be absent, incapacitated, or otherwise not be available to conduct the functions of the office of Treasurer. Membership for a fiscal agent is not mandatory;
13. Terms – The Treasurer will not be subject to term limits.

Section 6. Directors-at-Large:

- a. Non-officer Directors are Directors-at-large, and represent all members.
- b. At least one Director-at-Large will be on the Finance Committee.

Section 7. Qualifications:

- a. In order to be eligible to serve on the Board of Directors, the individual must be 18 years of age;

- b. Be a member in good standing who will actively participate and promote the activities of TCBA.

Section 8. Terms:

- a. All Directors will be elected to serve a three-year term; however the term may be extended until a successor has been elected;
- b. Director terms will be staggered so that approximately 1/3 will have their terms expire in each year;
- c. Directors may serve terms in succession;
- d. The term of office will be considered to begin January 1 of the year after election and end December 31 of the third year in office, unless the term is extended until such time as a successor has been elected.

Section 9. Election of Directors: Directors will be elected at the November (Annual Business) meeting, by the members in attendance.

Section 10. Vacancies: Vacancies in the Board of Directors due to resignation, death, no longer a member, or removal will be filled by the Board for the balance of the term of the Director being replaced. This will be achieved by a majority vote of the Directors. In the event of a tie, the President will cast the deciding vote. In the event that it is the President seat that has been vacated, the tie breaking vote cast will be that of the Vice President.

Section 11. Removal of Directors:

- a. Any Director may be removed, with or without cause, or due to malfeasance, at any time by a majority vote of the Directors then in office. Such a meeting must be attended by five of the seven members;
- b. Likewise, any Director may also be removed by a two-thirds (2/3) affirmative vote of the members in attendance at a special meeting. A 30 day advance notice to the general membership shall be made announcing this meeting and shall following the same format of announcement as the delivery of the newsletter to the members.

Section 12. Board of Directors Meetings:

- a. Regular Meetings. The Board will meet at least quarterly at times and places fixed by the Board. Notice of meetings will be held on no less than four (4) days' notice by telephone, electronic mail, or other means. Notice of meetings will specify the place, day, and the hour of meeting. The purpose of the meeting need not be specified.

- b. Special Meetings:
 1. Special meetings of the Board may be called by the President, Vice-President, Secretary, Treasurer, or any two (2) other members of the Board of Directors;
 2. A special meeting must be preceded by at least two (2) days' notice to each Director of the date, time, and place, but the purpose of the meeting need not be specified.

Section 13. Compensation for Board Service: Directors will receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities.

Section 14. Compensation for Professional Services by Directors: Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration will be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board's *Conflict of Interest policy* and state law.

ARTICLE V: ELECTION OF DIRECTORS AND OFFICERS

Section 1. Nomination of Board members: In April, the President will appoint a Nominating Committee, which will be responsible for seeking nominations for the Board of Directors and for conducting the elections. The Nominating Committee will present the nominations at the September and October Meetings and be published in the newsletters. Nominations from the floor at the November meeting shall be accepted as well. Nominations need not be seconded.

Section 2. Election of Board members: Votes will be taken using written ballots unless waived by a vote of members. The candidates receiving the greatest number of votes by members in attendance will be elected to fill vacancies and expiring terms. If both vacant and expiring seats are open, winning candidates will decide which seats they will fill.

Section 3. Election of Officers: The President, Vice-President, Secretary, and Treasurer will be elected at the Annual Business Meeting by the new Board of Directors.

Section 4. Dual office rule: No member will run for or hold more than one office at a time.

Section 5. Term limits:

- a. President will not hold the office for more than four (4) consecutive elected one-year terms;
- b. Vice-President will not hold the office for more than three (3) consecutive elected one-year terms;
- c. Secretary will not hold the office for more than three (3) consecutive elected one-year terms;
- d. Treasurer has no mandatory term limit.

Section 6. The Executive Committee will consist of the President, Vice-President, Secretary, and Treasurer.

ARTICLE VI: MEETINGS

Section 1. Frequency: The organization may hold regular monthly meetings as determined by the Board. The November meeting will be the Annual Business Meeting.

Section 2. Rules: Business meetings will be conducted according to the fundamentals of Robert's Rules of Order.

Section 3. Special Meetings:

- a. Any member will have the right to call a special meeting for any purpose, including removal of any or all officers or Board members;
- b. A special meeting can be called by either two Board members or by a petition containing signatures of 1/4 of the members submitted to any member of the Board. The petition must include a description of the grievance or other reason for the special meeting and the outcome being pursued;
- c. The Board of Directors must provide a copy of the current member list with mailing addresses within 30 days of written request by any member, and must announce and hold a special meeting within 60 days of receipt of a petition containing valid signatures representing 1/4 of the members.

Section 4. Manner of acting:

- a. *Quorum*. The Board of Directors quorum will be five (5) Directors including at least two executive officers, one of which must be the President or Vice-President. No business will be considered by the Board at any meeting at which a quorum is not present.
- b. *Majority Vote*. Except as otherwise required by law, or by the articles of incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present will be the act of the Board.
- c. *Hung Board Decisions*. On the occasion that the Directors of the Board are unable to make a decision based on a tied number of votes, the President or other officer in the order of presence will have the power to cast the tie breaking vote.
- d. *Participation*. Except as required by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or telephonic conference call.

ARTICLE VII: COMMITTEES

Section 1. Education Committee -

- a. Members will be appointed by the President;
- b. Chaired by a Director or a member appointed by the President;
- c. Be responsible for the educational outreach of TCBA;

- d. Consists of a minimum of five (5) and a maximum of nine (9) active members in good standing;
- e. Will be in charge of the scholarships for new beekeepers to be awarded, if and when the membership authorizes them.

Section 2. Finance Committee -

- a. The Finance committee will consist of the Treasurer, one Director-at-Large and two (2) active members from the general membership;
- b. The Treasurer will submit the chosen names to the President for approval and appointment;
- c. The Treasurer may select one Director to serve as Assistant Treasurer, who will be able to perform all duties of the Treasurer, if the Treasurer is absent or unable to perform said duties;
- d. All of the Executive Committee will be signatories on all TCBA accounts;
- e. The Finance Committee will conduct an internal audit each year;
- f. The fiscal year of TCBA will be from January 1 to December 31 of each year;
- g. The Finance Committee will assist the Treasurer in developing the annual budget in October/November for the next calendar year;
- h. An external audit will be conducted at the discretion of the Board of Directors not to exceed three years.

Section 3. Nominating Committee -

- a. The President will appoint up to three (3) members to form the Nominating committee in April;
- b. The Nominating committee will present a list of names of members in good standing at the September or October monthly meetings;
- c. The Nominating committee will accept nominations from the floor at the November annual business meeting;
- d. Voting will take place at the annual business meeting in November.

Section 4. Librarian

- a. Responsible for maintaining the TCBA library of books, tools, and education supplies;

- b. Maintain a list of items checked out and by whom;
- c. Add items to the library as needed or as directed by the President or a Director;
- d. The Librarian will report to the Secretary;
- e. The Librarian will be appointed by the President.

ARTICLE VIII: DISSOLUTION

Section 1. If the organization is dissolved, all assets will be donated to one or more honey bee-related non-profit 501 c 3 organizations located in the State of Ohio. The Board of Directors will select the beneficiary(ies). Upon dissolution of this organization assets will be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IX: AMENDMENTS OF THE BYLAWS

Section 1. Initial presentation of amendments: Any proposed amendment to the Bylaws must be signed by the proposer and submitted in writing to the Secretary. The proposed amendment must be presented for discussion at a regular member meeting. If the proposer requests a change to the proposal, the document must be revised, resigned, resubmitted to the Secretary and again presented to the membership for further discussion.

Section 2. Submitted to the Board: The resultant proposal will be submitted to the Board of Directors for review.

Section 3. The Board's recommendation: At a subsequent regular member meeting the Board of Directors will present its recommendation regarding the amendment. The proposed amendment will be presented and discussed further by the membership and again at a subsequent regular member meeting.

Section 4. Voting of amendments: If the proposed amendment has been presented and discussed without revision at three regular member meetings then the members in attendance must vote upon the amendment. A three-quarter (3/4) affirmative vote by members present will be required for the adoption of such amendment.

Section 5. Periodic review: At least every five (5) years the Board of Directors will establish a committee of three or more members to review the By-Laws for any needed changes. Any proposed amendments from this review may be presented as a single amendment.

Section 6. In the event changes in Federal or State Law impact the clubs officer's ability to effectively conduct the ongoing business of the club in a timely manner, the mandatory reading and the initial presentation of amendments as written in Article IX: Amendments of the Bylaws Section 1-Section 3 will remain applicable. The proposed amendment will be identified as having an immediate detrimental effect to the clubs ongoing concern and ask that Section 4, Voting of amendments and discussion of such changes without revision be waived as long as a three-quarter (3/4) affirmative vote of members present affirms the proposed amendment

ARTICLE X: MISCELLANEOUS

Section 1. Examination of the books: The board may make reasonable rules and regulations prescribing under what conditions the books, records, accounts and documents of the organization will be open to inspection. No person or entity will be denied any right that is conferred by the Ohio Non-profit Corporation Law or any other Ohio law, or the Federal Internal Revenue Code rules and regulations for non-profit organizations, to inspect any book, account, or document of the organization.

Section 2. Policy of Non-discrimination: The Board of Directors of the organization will cause to be created a written Policy of Non-discrimination in accordance with appropriate federal and state laws and guidelines, will post such policy in a prominent location visible to all active members, and will at least once each year cause all members of the Board of Directors and key members to read and sign a form indicating that they have read the policy.

Section 3. Conflict of Interests: TCBA, Inc. will not conduct business in any way so as to create a conflict of interests. The Board of Directors will be the deciding factor in determining whether or not a conflict of interests exists.

ARTICLE XI: POWERS

No part of the net earnings of the organization will inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization will be the carrying on of propaganda, or otherwise attempting to influence legislation, (notwithstanding that which may be directly connected to beekeeping or Honey Bees) and the organization will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization will not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The President and Treasurer or any designated current director of Tri-County Beekeepers Association, Inc. will act in a fiduciary manner as prescribed by their titles and have the authority to conduct financial transactions on behalf of the club's members including all necessary banking transactions in order to effectively manage the clubs assets and debt obligations. Additionally, any obligation or debt in excess of \$1500 may require signature of both the President and Treasurer or any designated current director on any check issued to address debt obligation.

ARTICLE XII: INDEMNITY

- a. Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed cause of action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than a suit by or in the right of the corporation) by reason of the fact that s/he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer,

employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the corporation for expenses (including reasonable attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such cause of action, suit, or proceeding if s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which s/he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

- b. Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed cause of action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that s/he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the corporation against expenses (including reasonable attorney's fees) actually and reasonable incurred by him/her in connection with the defense or settlement of such action or suit of s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the corporation. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.
- c. Any indemnification under sections a. and b. (unless otherwise ordered by a court of competent jurisdiction) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the officer, employee, or agent is proper in the circumstance because s/he has met the applicable standard of conduct set forth in sections a. and b. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, (2) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Notwithstanding the provisions of sections a. and b. of this Article, to the extent that a director, officer, employee, or agent of the corporation has been successful on the merits, or otherwise, in defense of any action, suit, or proceeding referred to in such sections, or in the defense of any claim, issue, or matter therein, s/he shall, in any event, be indemnified against expenses (including reasonable attorney's fees) actually and reasonably incurred by him/her in connection therewith.
- d. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation before the final disposition of such action, suit, or proceeding. Such expenses may be authorized by the board of directors in a specific case only upon receipt

by the corporation of an undertaking by or on behalf of the director, officer, employee, or agent to repay any such amount unless it shall ultimately be determined that s/he is entitled to be indemnified in such amount by the corporation.

- e. The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by any law of the State of Ohio, bylaw, agreement, vote of disinterested directors, or otherwise, both as to action taken in his/her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee, or agent and such rights shall inure to the benefit of such person's heirs, executors, and administrators.

Adopted on November 25, 2006

Amended February 27, 2008

Amended June 24, 2015

Amended June 27, 2018