**HIGHLANDS BEEKEEPERS ASSOCIATION CONSTITUTION & BYLAWS**

/

**Amended January 16, 2023**

ARTICLE I: NAME

**Section 1.1** The name of this organization shall be the Highlands Beekeepers Association (hereinafter "HBA" or the "Club").

ARTICLE II: PURPOSE AND MISSION

**Section 2.1** The objective of the HBA is the promotion of honeybees and beekeeping in the area of Virginia bordered by the Mountain Empire Beekeepers Association in the Wytheville area and the Southwest Virginia Beekeepers Association in the Grundy area. The HBA's purpose is primarily educational.

In particular, our goals include:

* coordinating with the Virginia State Beekeepers Association;
* influencing public policy on honeybee issues;
* educating school children, beekeepers, and the public about honey bees;
* assisting beekeepers with apiary management and inspections;
* mentoring new beekeepers;
* recruiting new members
* training new and current beekeepers;
* coordinating pollination services, and
* networking among beekeepers, including the bulk purchase of insurance, bees, and equipment.

ARTICLE Ill: MEMBERSHIP

**Section 3.1** Any person or business that is interested in the well-being of honeybees may join the Club by paying a membership fee of $10 per person or

$25 for a business for a one-year period due on the first January meeting of each year. Memberships expire at the end of the calendar year.

**Section 3.2** Membership is on an annual basis, from January 1 through December 31.

**Section 3.3** Each membership fee will entitle that person or business to one vote.

**Section 3.4** No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

**Section 3.5** Upon dissolution of the HBA, all remaining assets will be transferred to the Washington County 4-H club for the purchase of beekeeping equipment and educational materials and training.

ARTICLE IV: MEETINGS

**Section 4.1** The Board of Directors shall establish the day and time of the regular meetings. Notice of the time, location, and program of each meeting shall be sent to all paid members by either email or US Postal Service.

**Section 4.2** The Annual Meeting of the Club will be held at the regular January meeting. The purpose of this meeting is the election of Directors and Officers, and presentation of annual reports.

**Section 4.3** A simple majority of the paid members of the Club that are present at the meeting will constitute a quorum for the transaction of business. Items brought before the Club for a vote will pass with "yes" votes from two thirds (2/3) of the paid members present.

**Section 4.4** Robert's Rules of Order shall be used to resolve any parliamentary questions. The preferred order of business for all meetings shall be the following:

* Call to order
* Recognition of new members and guests
* Reading of the minutes of the previous meeting
* Reading of the Treasurer's report
* Old business
* New business
* At the Annual Meeting, election of new Directors and Officers
* Adjournment

ARTICLE V: BOARD OF DIRECTORS

**Section 5.1** The Board of Directors shall comprise the Officers of the Club. A slate of potential directors will be selected by a nominating committee and presented to the membership for their approval at the annual meeting of the association in January. Directors shall be elected for a term of three (3) years and can serve two (2) consecutive terms before setting out at least one (1) year). The Treasurer is excepted from these term limits. The Officers of the Club shall be a President, President-elect who will also serve as vice-President, Secretary, Treasurer and other Directors as voted on and approved by the membership.

The Officers are elected by the the Board of Directors at a board meeting held in the month of January after the annual meeting of the association members of the Club. The officers (with the exception of the treasurer) will serve two (2) year terms. The President-elect will succeed the President. The President will serve as past-President after his/her term as President.

Should an officer or board member resign during their term of office, the board will request volunteers to fill the vacancy, and appoint from those volunteers a

*I* member in good standing to serve out the unexpired term.

In addition, the immediate past President and the Virginia Extension Agent(s) shall be invited to serve as advisors for the Board of Directors. These advisors will not have voting privileges.

ARTICLE VI: DUTIES OF DIRECTORS

**Section 6.1** The Board of Directors shall direct the business and affairs of the Club, propose rules and regulations governing these activities to be voted on by the membership, and plan the programs for the year.

**Section 6.2** The Board of Directors shall meet at least four times a year, on dates and times to be set by the President.

**Section 6.3** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Members of the Board of Directors may also vote on issues before the Board in writing, either by email or the U.S. Postal Service.

**Section 6.4** No Director, Officer, or member of the Club shall receive any salary or compensation for services rendered to the Club, unless approved by vote of a quorum of the members of the Board at a regular Board meeting.

ARTICLE VII: DUTIES OF OFFICERS

**Section 7.1** The President shall:

* Preside over all meetings of the Club and of the Board of Directors.
* Call special meetings when required.
* Perform all acts and duties of an executive and presiding officer, including appointing committees.
* Appoint committees as needed to perform special functions (i.e., program, membership, budget, audit, nominating, or public relations committees), consisting of at least two members.

**Section 7.2** The Vice President shall:

* Perform all the duties of the President when the President is absent or at the request of the President.
* Assist the Board in implementing programs.

**Section 7.3** The Secretary shall:

* Keep a complete written record of all meetings of the Club and of the Board of Directors.
* In cooperation with the Treasurer, maintain a complete list of paid members, their names, addresses, phone numbers, and email addresses.
* Announce regular monthly meetings and special activities to the members by either email or the US Postal Service.
* Write letters as requested by the President or Board of Directors.
* Send all notices required by these Bylaws or requested by the President.
* In cooperation with the Treasurer, notify members of the dues payment date.

**Section 7.4** The Treasurer shall:

* Keep full and accurate account of all the financial transactions of the Club in books belonging to the Club, and deliver such books to a successor Treasurer.
* Maintain savings and/or checking accounts in the name of the Club and receive and disburse funds in these accounts.
* Sign as Treasurer all checks and other financial transactions of the club.
* Pay all bills.
* Keep a record of all property and equipment owned by the Club.
* In cooperation with the Secretary, maintain a complete list of paid members, their names, addresses, phone numbers, and email addresses.
* In cooperation with the Secretary, notify members of the dues payment date.
* In order to maintain the tax exempt status of the Club, an IRS Form 990-N will be filed by May 15th of each year, as long as the Club has less than

$50,000 in gross annual receipts.

**Section 7.5** The Members-at-large shall:

* Represent the interests of the Club membership.
* Take direction from and make recommendations to board officers.
* Support the board by assisting in small tasks or organizing committees to complete specific tasks.

ARTICLE **VIII: AMENDMENTS**

**Section 8.1** These Bylaws may be amended at any meeting of the Club, provided:

* The proposed Amendment is provided by email to all paid members and in writing to the paid members at the regularly scheduled meeting prior to the meeting at which the proposed Amendment will be voted on.
* Paid members receive ten days notice of the meeting at which the Amendment will be voted on, and that the proposed Amendment is included in the notice.
* The proposed Amendment will pass with "yes" votes from two thirds (2/3) of the paid members present.

Amended and adopted January 16, 2023