Minutes OSBA Board Meeting August 16th, 2020

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<tr>
<th>Name</th>
<th>Role</th>
<th>Region</th>
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<tr>
<td>Peggy Garnes, President</td>
<td>X</td>
<td>Tom Rathbun, Vice-President</td>
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<tr>
<td>Tim Arheit, Secretary</td>
<td>X</td>
<td>Rod Prichard, Treasurer</td>
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<td>Joe Heider, Crossroads</td>
<td>X</td>
<td>Rick Blessing, Crossroads</td>
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<tr>
<td>Don Crock, Buckeye Hills</td>
<td>X</td>
<td>Open, Buckeye Hills</td>
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<tr>
<td>Nina Bagley, Heart of Ohio</td>
<td>X</td>
<td>Will Merrill, Heart of Ohio</td>
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<td>Joe Heider, Heart of Ohio</td>
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<td>Sonny Ward, Erie Basin</td>
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<td>Linda Miller, Erie Basin</td>
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<td>Sonny Ward, Erie Basin</td>
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<td>Jamie Walters, Maumee Valley</td>
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<td>Roger Myers, Maumee Valley</td>
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<td>Alex Zomcheck, Miami Valley</td>
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<td>Rich Stewart, Miami Valley</td>
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<td>Kelly Morse, Ohio Valley</td>
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<td>Jim Hopkins, Ohio Valley</td>
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<td>Dwight Wells, Top of Ohio</td>
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<td>Dan Braden, Top of Ohio</td>
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<td>Allyson May, Western Reserve</td>
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<td>Greg Bokan, Western Reserve</td>
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<td>Terry Lieberman-Smith, Past President</td>
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Meeting was called to order at 7:00PM

Peggy Read the mission statement.

Jamie Walters made a motion to approve the June meeting minutes, 2nd by Dwight Wells. All voted in favor, motion carried.

Dwight Sells made a motion to approve the July meeting minutes, 2nd by Tom Rathbun. All in favor. Motion carries.

**Secretary’s report (Tim Arheit):**
See attached

**President’s Report (Peggy Garnes):**
The Zoom round table went well. I have had 4 phone calls last night saying how much they appreciated it.

All the ADK kits are gone. I have also disabled the application survey. We have had to turn a few people away that applied or were working on applying after the kits were gone.

We had a meeting last weekend to review the website and it went well. There is another meeting next Saturday to continue going over the website to get feedback and updates from board members.

I believe all the issues with people accessing emails have been resolved since we have moved to G Suite. Please be sure to send your emails to the official email accounts so that we have history in the email accounts for the new people that may take over in future terms.
VP Report (Tom Rathbun):
I have setup an OSBA Affiliate Facebook page to share information with the affiliates. I have started sending out invites to join the page.

Kelly Morse asked if the cost has been reviewed to see if we need to raise the per-member price. Tom said we are currently honoring the price published for 2020 but will need to review the price and our costs for 2021.

Treasurer’s Report (Rod Prichard):

The following is the fiscal report.

Main Checking - $126,492.29
July 23, deposit $150.00 & $100.59
July 27, deposit $3405.00 Ohio License plate funds
July 31, check W3 accounting $2376.30
August 12, deposit $120.61
August 14, check $430.00 OSU Farm Science (will be rolled over to next year)
August 14, deposit $364.37

Savings - $4653.93

Debit Card Account - $722.05

CD #1 - $34,777.18
CD #2 - $5400
CD #3 - $16,045.96

We will need to determine what to do with the CD’s when they are to roll over later this year. Nothing in the CD’s are set up as restricted funds.

We have had some issues with affiliates receiving letters from the IRS saying that their non-profit status has been canceled. This is not an unusual issue and has happened before. We are working through this and will be in contact with the IRS and hope we can resolve this once and forall.

Tim Arheit asked if we had heard anything about the audit. Peggy answered, we have not heard anything yet. I believe things got pushed back due to the changes in the tax season. Peggy will be checking on it.

Committee Reports:

Newsletter Committee (Kelly Morse)
The newsletter did go out. We had a significant reduction in the number that have had to be mailed out. We have only received one copy with an undeliverable address which is better than what we have done
before. Nina has been bringing in new advertising. We are seeking additional material from sources outside OSBA and I anticipate an even better newsletter next time.

The deadline for information for the next newsletter is September 1st.

4H/FFA (Jamie Walters)
The name has been changed to the OSBA Ohio Partnership Program since it now involves both FFA and 4H. Advertising will be sent to the board to share and will be shared on Facebook. It is important to get the word out since we are missing the primary advertising venue, the Ohio State Fair.

Honey Judging Classes (Peggy Garnes)
Fairs have been canceled for the year. Hopefully, things will resume next year.

Fall Conference (Peggy Garnes)
Things are moving along.

Traveling Speaker Update (Joe Heider)
We have a couple more clubs to schedule talks, but it is taking some time. I will be getting with Rod this week to invoice clubs and get speakers paid.

Events Committee (Peggy Garnes)
All the remaining events have been canceled this year.

Rod said he will send the information he has received on the virtual Farm Science Review to see if we want to

Master Beekeeping Committee (Peggy Garnes)
We still do not have a chairperson. I have talked to the committee and we are still working on it. Rich Stewart has been added to the committee. Students are limited this year on being able to complete everything.

Education Committee (Rod Prichard)
Dwight Wilson and I are trying to finalize the nomination form.

We are also looking to help line up Zoom speakers for next year to help take that workload from Jamie Walters who is doing it now.

Zale Maxwell is working on the brochure.

Old Business/New Business

DVDs - Peggy has talked to John Grafton and Jim Tew, and they have agreed to put together a series of DVDs at beginner, intermediate and advanced. Jamie Walters will be doing the video. We need to put together a budget so we can look at grants.
Suggestion box - Peggy met with non-profit lawyer to see how to deal with the anonymous letters. One board member reported receiving a letter complaining about the list the State of Ohio maintains on those who obtained an OSBA license plate. Apparently the state does not make public full names which is nothing OSBA has control over.

Nominating committee - Peggy reported 1 person found to serve on the Nominating committee.

Webinars – Jamie Walters reported that the webinars are going fantastic. Ms. Conrad had to cancel, but Larry Conners will be stepping in. Conrad will be doing a webinar next year. Our YouTube Channel is going insane with comments and emails back and forth. Everyone wants more information and most people are watching the entire videos.

Communication person – Peggy Garnes reported that we still don’t have anyone. We do have to get the speaker list updated and would like to see another round table.

Research grant – Ron reported that the check will be sent out soon.

Web Hosting – Tim Arheit went over the options for web hosting (See secretary’s notes). Dwight wells made a motion to authorize a trial period for 1 month when it is appropriate for Jamie and Tim to test the service to make sure it will work before committing to the cheaper year plan. 2nd by Sonny Ward. All voted in favor, motion carried.

G Suite – Jamie Walters gave an update on the G-Suite migration. Essentially everything has been moved (email, drop box, mailing lists). Our Dropbox account will be discontinued.

Joe Heider made a motion to adjourn, 2nd by Dan. All voted in favor. Motion carried.

Meeting adjourned at 8:48PM
Secretary’s Report

Membership has essentially remained unchanged since last month. I have received only a few new members and renewals paid on our website and have receive no members via mail.

Web Hosting

I have reviewed several hosting options. There are hundreds of options so we reviewed those recommended by WordPress, Bluehost, DreamHost and Siteground. Jamie, Peggy and I discussed them and selected Dreamhost as the best option.

The cost is 19.95 per month, with a discount when paid yearly. We expect it will handle our website as well as our affiliates. Should we need additional capacity in the future, we can double the space and improve capacity by moving to the 29.95 per month plan. However, based on our current usage, we are well under the 19.95 per month plan.

I would recommend signing up for just a month, so we can test and ensure that there are no issues hosing our website. Once we are sure, we can pay yearly in order to save money.

The plan includes:

- 30GB storage
- Speed/Memory to server approximately 100k visitors per month
- Migration tools
- Unlimited web sites

The upgrade to 29.95, doubles the storage space and triples the number of visitors supported. There are of course upgrades beyond that if needed.

Currently we use about 15GB of space.
The Ohio State Beekeepers Association, Inc.
Constitution

ARTICLE I - NAME

The name of the organization shall be The Ohio State Beekeepers Association, Inc. Hereafter cited as "OSBA", "the Association," "the organization," or "the corporation."

ARTICLE II - PURPOSE

The Ohio State Beekeepers Association, Inc. promotes sustainable beekeeping by providing education and training, resources and outreach to beekeepers, local beekeepers associations and the general public.

ARTICLE III - ORGANIZATION

Section 1. The Ohio State Beekeepers Association is incorporated as a not for profit organization under the Ohio Revised Code. The corporation is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall 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.

Section 3. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 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.
Section 5. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the statutory agent is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 6. The organization will maintain current and active registration with applicable State of Ohio and Federal governmental agencies as required of a nonprofit organization.

ARTICLE IV – MEMBERSHIP

Section 1. Eligibility - Any person is eligible to become an active member of OSBA by subscribing to the purposes and goals of OSBA and paying dues as set forth in the Bylaws.

1. Firms, corporations, and associations may join OSBA as non-voting members.

Section 2. Dues - The Board of Directors shall establish membership levels and the amount of the annual dues. Each member in good standing for the current year shall be entitled to one (1) vote at any membership meeting of the Association.

Section 3. Termination – Non-payment of dues shall be considered as voluntary resignation of membership sixty (60) days after the first day of the fiscal year that the dues are effective.

1. Members shall be placed in an inactive status until such time as the membership has been paid. Reinstatement will be effective with payment of the current dues.

Section 4. Discipline - A member may be censured, suspended or expelled for cause, by a 2/3rds vote of a meeting of the board of directors using the Due Process Procedures described in the Bylaws.

ARTICLE V – OFFICERS

Section 1. Number of Officers - The officers of the organization shall be a President, Vice-President, Treasurer, Secretary, and Immediate Past President.
1. **President** - The President shall provide leadership to the association. The President shall perform all other duties as set forth in the Bylaws.

2. **Vice President** - **In the absence of the President, the** Vice President shall assume the responsibilities ordinarily falling upon the President if the President is unable to do so. The Vice President shall be a member of the Conference Committee.

3. **Secretary** - The Secretary shall maintain all records of the Association. The Secretary shall record and maintain the minutes of the Board of Directors' meetings and all Executive Committee meetings and membership meetings. The Secretary shall perform all other duties as set forth in the Bylaws.

4. **Treasurer** - Under direction of the Financial Review Committee, The Treasurer shall keep the financial records in good condition showing all amounts received and disbursed and shall sign drafts and checks of the Association in the discharge of day to day budgeted business.
   
i. The Treasurer shall be bonded in accordance with Ohio laws.
   
   ii. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors.
   
   iii. The Treasurer shall perform all other duties as set forth in the Bylaws.

5. **Immediate Past President** - The Immediate Past President shall be an executive board member with no voting rights and shall perform duties assigned to them by the President.

**Section 2. Election and Term of Office** - The officers, President, Vice-President, Secretary and Treasurer shall be elected at the annual meeting by the membership.

1. Terms shall be staggered, as defined in the Bylaws, so that two of the four officers are up for election in opposite years from the other two Officers.

2. Officers shall serve a two-year term, their terms expiring on December 31st of the second year of their term.

3. If appointed to office for less than half a term, it shall not count toward the term limit.

4. Persons who have served two consecutive terms of office are not eligible to hold an executive board office for a two-year period following their terms.
Section 3. Officer Requirements - As representatives of OSBA and advocates of best beekeeping practices, Officers must be:

1. Members in good standing of the Association,
2. Residents of Ohio,
3. Officers who are beekeepers may not opt out of the state apiary inspection program.

Section 4. Adverse Interest - Officers shall not include any logo, seal, title or position from another organization outside of OSBA in any written or verbal communication when acting as an agent of OSBA.

Section 5. Discipline – An officer may be censured, suspended or expelled for cause, by a 2/3rds vote of a meeting of the board of directors using the Due Process Procedures described in the Bylaws. Any vacancy that occurs for any reason shall be filled in accordance with ORC 1702.29.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. Members - The Executive Committee of the Association shall be: President, Vice-President, Secretary, Treasurer and Immediate Past President. The Officers and the Board shall determine the day-to-day control and direction of the affairs of the Association that shall be vested in the Executive Committee.

Section 2. Meetings - The Executive Committee shall meet as required to deal with the day to day business of the Association. The president shall chair the Executive Board Meetings.

1. Executive Committee Meetings may be face to face, by teleconference, by e-mail or other future technologies agreed upon by the executive committee.
2. A quorum of the Executive Committee shall be at least 75% of the executive board (not to include the past president).
3. In the event an officer cannot be present at the agreed upon time, the member shall be notified of the issues at hand prior to any formal action taking place. Such notice shall be effective when sent by U.S. mail, or e-mail to the contact information on the Association books.

ARTICLE VII- REGIONAL DIRECTORS

Section 1. Number of Regional Directors - There shall be nine (9) Regional Directors, each representing, and being a resident of one of the nine OSBA administrative regions defined in the Bylaws.
Section 2. Election and Term of Office - Regional Directors shall be elected by the members residing in their region, at an Annual Meeting.

1. Regional Directors shall serve a term of three years (3) commencing on January 1st following their election and concluding on December 31st of the third year following their election.

2. Terms shall run such that three (3) Regional Director positions are up for election each year.

3. Regional Directors are limited to two (2) consecutive elected terms.

Section 3. Regional Director Requirements - As representatives of OSBA and advocates of best beekeeping practices, Regional Directors must be:

1. Members in good standing of the Association

2. Residents of Ohio and reside in the region they are representing

3. Regional Directors who are beekeepers may not opt out of the state apiary inspection program.

Section 4. Adverse Interest - Regional Directors shall not include any logo, seal, title or position from another organization outside of OSBA in any written or verbal communication when acting as an agent of OSBA.

Section 5. Discipline – A Regional Director may be censured, suspended or expelled for cause, by a 2/3rds vote of a meeting of the board of directors using the Due Process Procedures described in the Bylaws. Any vacancy that occurs for any reason shall be filled in accordance with ORC 1702.29.

ARTICLE VIII - REGIONAL REPRESENTATIVES

Section 1. Number of Regional Representatives - There shall be nine (9) Regional Representatives, each representing and being a resident of one of the nine OSBA administrative regions defined in the Bylaws.

The Nominating Committee shall accept nominations from local associations and the general membership to be presented to the Board of Directors. The Board of Directors shall appoint one nominee per region by majority vote.

Section 2. Term of Office - Regional Representatives shall serve a term of one year commencing on January 1st or the date of confirmation if after January 1st and concluding on December 31st.

Section 3. Regional Representative Requirements - As representatives of OSBA and advocates of best beekeeping practices, Regional Representatives must be:

1. Members in good standing of the Association.
2. Residents of Ohio and living in the OSBA defined region they will represent.

3. Regional Representatives who are beekeepers may not opt out of the state apiary inspection program.

Section 4. Adverse Interest - Regional Representatives shall not include any logo, seal, title or position from another organization outside of OSBA in any written or verbal communication when acting as an agent of OSBA.

Section 5. Discipline – A Regional Representative may be censured, suspended or expelled for cause, by a 2/3rds vote of a meeting of the board of directors using the Due Process Procedures described in the Bylaws. Any vacancy that occurs for any reason shall be filled in accordance with ORC 1702.29.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. Board Members - The organization shall be managed by a Board of Directors consisting of the five Officers, nine Regional Directors and nine Regional Representatives.

Section 2. Quorum - A quorum of the Board of Directors shall consist of at least a majority of board members in office including at least two (2) of whom are Executive Officers.

1. Once a quorum has been met, the meeting may continue to transact business until adjournment, even if the withdrawal of some members in the meeting results in representation of less than a quorum.

Article X - BOARD OF DIRECTORS MEETINGS

Section 1. Regular Meetings - The Board of Directors must hold one meeting after the election, before the end of the year, for the purpose of appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. Meetings may be face to face, by teleconference, by e-mail or other future technologies agreed upon by the Board of Directors. The Board of Directors may provide, by resolution, for additional regular meetings.

Section 2. Special Meetings - Special meetings may be called by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by regular US mail (effective when postmarked) or e-mail (effective when sent) using the contact information provided for official contact by each board member. Meetings may be face to face, by teleconference, by e-mail, or other future technologies agreed upon by the Board of Directors. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.
Section 3. Procedures - The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or the association’s Bylaws for a particular resolution. Any member of the Board of Directors of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 4. Committees - To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

The Board of Directors must establish at least the following committees:

1. Nominating Committee
2. Finance Committee
3. Affiliate Program Committee
4. Conference Committee

ARTICLE XI - MEMBERSHIP MEETINGS

Section 1. Annual Meeting - An annual meeting shall be held once each calendar year for the purpose of electing directors and officers, voting for constitutional changes, and to receive input from the membership.

1. The annual meeting shall be held at the time and place designated by the Board of Directors.

2. The Annual meeting shall occur before November 15 each year.

3. Absentee balloting may be allowed for the annual meeting per the Nominating Committee standard operating procedures.

Section 2. Special Membership Meetings - The Board of Directors may call a special meeting of the membership by majority vote.

Section 3. Notice - The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be sent to all members of record at least 10 days prior to the meeting. Such notice shall be effective when sent by U.S. mail (effective when postmarked), or e-mail (effective when sent) to the contact information on the Association books. For the purpose of Dissolution, notice shall be sent in either of the above ways, two (2) months prior to the meeting.
Section 4. Place of Meeting - Meetings shall be held at the designated location as stated in the notice.

Section 5. Quorum - A quorum of the general membership shall consist of the lesser of sixty members (60) or thirty percent (30%) of the membership which must include a majority of the Regional Directors and Representatives, and at least two (2) Officers.

1. In the absence of a quorum, the meeting may be adjourned and continued at another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled.

2. Once a quorum has been met, the meeting may continue to transact business until adjournment, even if the withdrawal of some members in the meeting results in representation of less than a quorum.

ARTICLE XII - GENERAL PROVISIONS

Section 1. Finances

1. The Fiscal year shall be January 1 to December 31, each year.

2. The Association shall use a cash basis for accounting purposes.

3. No officer or member has the right to incur any debt or become involved in any business under the Association’s title or by implying the Association’s title in any way unless given full authority to do so by the Board of Directors or vote of the membership.

Section 2. Affiliate Associations Provision

1. The Ohio State Beekeepers Association must maintain a group exemption with the Internal Revenue Service, under which beekeeping associations in Ohio, meeting the requirements defined by the Board of Directors and the IRS, may join as an Affiliated Association.

2. The Affiliated Association will become a 501(c)(3) organization under the group exemption. The Board of Directors shall establish the requirements for enrolling and maintaining status as an Affiliated Association, cost to the Affiliated Association, and any benefits they shall receive.

3. Status as an Affiliated Association shall not be construed as a membership to OSBA and does not grant membership or voting rights to the Affiliated Association or its members.

ARTICLE XIII – CODE OF CONDUCT / DISCIPLINE / DUE PROCESS
1. OSBA has the right to enforce its rules and expect ethical and honorable conduct from its members, officers and board members. Members, Officers, Directors and Representatives of The Ohio State Beekeepers Association shall be free to have and express different ideas, opinions, likes and dislikes while participating in OSBA meetings and events. All OSBA members are expected to disagree respectfully and listen to others’ viewpoints.

2. When conflict or disciplinary issues arise, OSBA shall follow the due Process Procedures described in the Bylaws.

ARTICLE XIV - CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged shall be executed by the President or Vice President or Secretary or Treasurer under the general direction of the Board of Directors. All other instruments executed by the organization, may be executed by the President or Vice President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE XV - AMENDMENT TO CONSTITUTION

The Constitution may be altered or amended only at an annual meeting at which a quorum has been met, by a vote of 2/3rds of those who vote. Notice of the proposed changes shall be sent to all members at least thirty days (30 days) prior to said meeting. Such notice shall be effective when sent by U.S. mail (effective when postmarked), or e-mail (effective when sent) to the contact information on the Association books.

ARTICLE XVI - AMENDMENT TO BYLAWS

The Bylaws may be amended, altered, or repealed by the Board of Directors at any regular or special meeting at which a quorum has been met, by a majority of the Directors present at a properly called meeting. The text of the proposed change shall be distributed to all Board members at least ten (10) days before the meeting. Such notice shall be effective when sent by U.S. mail (effective when postmarked), or e-mail (effective when sent) to the contact information on the Association books.

ARTICLE XVII - DISSOLUTION
The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members present in accordance with Article XI. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows: All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

This constitution was ratified on: ______________________________
The Ohio State Beekeepers Association, Inc.
Constitution

ARTICLE I - NAME

The name of the organization shall be The Ohio State Beekeepers Association, Inc. Hereafter cited as “OSBA,” “the Association,” “the organization,” or “the corporation.”

ARTICLE II - PURPOSE

The Ohio State Beekeepers Association, Inc. OSBA promotes sustainable beekeeping by providing education and training, resources and outreach to beekeepers, local beekeepers associations and the general public.

ARTICLE III - ORGANIZATION

Section 1. The Ohio State Beekeepers Association OSBA is incorporated as a not for profit corporation under the Ohio Revised Code. The corporation is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall 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.

Section 3. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Not with standing any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 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.
Section 5. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the statutory agent is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 6. The organization will maintain current and active registration with applicable State of Ohio and Federal governmental agencies as required of a nonprofit organization.

ARTICLE IV – MEMBERSHIP

Section 1. Eligibility - Any natural person is eligible to become an active voting member of OSBA by subscribing to the purposes and goals of OSBA and paying dues as set forth in the Bylaws. Firms, corporations, and associations may join OSBA as non-voting members by subscribing to the purposes and goals of OSBA and paying dues as set forth in the Bylaws.

Section 2. Dues - The Board of Directors shall establish membership levels and the amount of the annual dues. Each voting member in good standing for the current year shall be entitled to one (1) vote at any membership meeting that may come before the members of the Association for a vote.

Section 3. Termination – Any member who fails to renew his/her dues with the organization shall be considered as voluntary resignation and membership shall be considered as inactive and member shall not be entitled to the rights and privileges of membership sixty (60) days after the first day of the fiscal year that the dues are effective.

Section 4. Discipline - A member may be censured, suspended or expelled for cause, by a two-thirds majority of directors at a meeting of the board of directors, using the Due Process Procedures described in the Bylaws.
ARTICLE V – OFFICERS

Section 1. Number of Officers - The officers of the organization shall be a President, Vice-President, Treasurer, Secretary, and Immediate Past President.

1. President - The President shall provide leadership to the association. The President shall perform all other duties as set forth in the Bylaws.

2. Vice President - In the absence or disability of the President, the Vice President shall, in the absence or disability of the President, assume the responsibilities ordinarily falling upon the President if the President is unable to do so, and perform such other duties as may be prescribed by the Bylaws. The Vice President shall be a member of the Conference Committee.

3. Secretary - The Secretary shall maintain all records of the Association. The Secretary shall record and maintain the minutes of the Board of Directors meetings and all Executive Committee meetings and membership meetings. The Secretary shall perform such other duties as may be prescribed by the Bylaws.

4. Treasurer - Under direction of the Financial Review Committee, the Treasurer shall keep the financial records in good condition showing all amounts received and disbursed and shall sign drafts and checks of the Association in the discharge of day to day budgeted business.

   i. The Treasurer shall be bonded in accordance with Ohio laws.

   ii. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors.

   iii. The Treasurer shall perform such other duties as may be prescribed by the Bylaws.

5. Immediate Past President - The Immediate Past President shall be an executive board member with no voting rights and shall perform duties
assigned to them by the President or as may be prescribed by the Bylaws.

Section 2. Election and Term of Office - The officers, President, Vice-President, Secretary and Treasurer shall be elected at the annual meeting by the membership.

1. Terms shall be staggered, as defined in the Bylaws, so that two of the four officers are up for election in opposite years from the other two officers.

2. Officers shall serve a two-year term, their terms expiring on December 31st of the second year of their term.

3. If any officer is appointed to office for less than half a term, it shall not count toward the term limit.

4. Any person who have served two consecutive terms as an officer of OSBA is not eligible to hold an executive board office for a two-year period following the expiration of his/her second consecutive term.

Section 3. Officer Requirements - As representatives of OSBA and advocates of best beekeeping practices, Officers must be:

1. Members in good standing of the Association.

2. Residents of the state of Ohio.

3. Officers who are beekeepers may opt out of the state apiary inspection program, if the officer is a beekeeper.

Section 4. Adverse Interest - Officers shall not include any logo, seal, title or position from another organization outside of OSBA in any written or verbal communication when acting as an agent of OSBA.

Section 5. Discipline – An officer may be censured, suspended or expelled for cause, by a 2/3s vote at a meeting of the Board of Directors, by a 2/3 majority vote, using the Due Process Procedures described in the Bylaws. Any vacancy that occurs for any reason shall be filled in accordance with ORC 1702.29.

Section 6. Vacancy – Any vacancy that occurs for any reason shall be filled in accordance with the provisions of Ohio Revised Code Section 1702.29.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. Members - The Executive Committee of the Association shall consist of the President, Vice-President, Secretary, Treasurer and Immediate Past President of the Corporation. The Officers and the Board of
Directors shall determine the day-to-day control and direction of the affairs of the Association. The Executive Committee shall be vested in the Executive Committee.

Section 2. Meetings - The Executive Committee shall meet as required to deal with the day to day business of the Association. The president shall chair the Executive Board Meetings.

1. Executive Committee members can attend Executive Committee Meetings by face to face, teleconference, videoconference, or other future technologies agreed upon by the executive committee. When all participants in the meeting can hear one another.

2. A quorum of the Executive Committee shall be at least 75% or more of the Executive Committee (not including the past president).

3. In the event an officer cannot be present at the agreed upon time, the officer shall be notified of the issues at hand prior to any formal action taking place. Such notice shall be effective when sent by mail, email, or other contact information as listed in the Corporation’s books and records.

ARTICLE VII - REGIONAL DIRECTORS

Section 1. Number of Regional Directors - There shall be nine (9) Regional Directors, each representing and being a resident of one of the nine OSBA administrative regions defined in the Bylaws.

Section 2. Election and Term of Office - Regional Directors shall be elected by the members residing in their region, at an Annual Meeting.

1. Regional Directors shall serve a term of three (3) years, commencing on January 1st following their election and concluding on December 31st of the third year following their election.

2. Terms shall run such that three (3) Regional Director positions are up for election each year.

3. Regional Directors are limited to two (2) consecutive elected terms, after which they may not serve as Regional Director for a period of two-year period.

Section 3. Regional Director Requirements - As representatives of OSBA and advocates of best beekeeping practices, Regional Directors must be:

1. Members in good standing of the Association.
ARTICLE VIII - REGIONAL REPRESENTATIVES

Section 1. Number of Regional Representatives - There shall be nine (9) Regional Representatives, each representing and being a resident of one of the nine OSBA administrative regions defined in the Bylaws, in which he/she must reside.

The Nominating Committee shall accept nominations from local associations and the general membership to be presented to the Board of Directors. The Board of Directors shall appoint one nominee per region by majority vote.

Section 2. Term of Office - Regional Representatives shall serve a term of one year commencing on January 1st (if appointed for the following calendar year) or the date of confirmation if after January 1st (if appointed for the current calendar year), and concluding on the December 31st next following.

Section 3. Regional Representative Requirements - As representatives of OSBA and advocates of best beekeeping practices, Regional Representatives must be:

1. Members in good standing of the Association.

2. Residents of Ohio and living in the OSBA defined region they will represent.

3. Regional Representatives who are beekeepers may not opt out of the state apiary inspection program, if the Regional Representative is a beekeeper.
Section 4. Adverse Interest - Regional Representatives shall not include any logo, seal, title or position from another organization outside of OSBA in any written or verbal communication when acting as an agent of OSBA.

Section 5. Discipline – A Regional Representative may be censured, suspended or expelled for cause, by a 2/3rds vote of a meeting of the Board of Directors, by a 2/3 majority vote, using the Due Process Procedures described in the Bylaws. Any vacancy that occurs for any reason shall be filled in accordance with ORC 1702.29.

Section 6. Vacancy – Any vacancy that occurs for any reason shall be filled in accordance with the provisions of Ohio Revised Code Section 1702.29.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. Board Members - The organization OSBA shall be managed by a Board of Directors consisting of the five Officers, nine Regional Directors and nine Regional Representatives.

Section 2. Quorum - A quorum of the Board of Directors shall consist of at least a majority of the Board of Directors which includes at least two (2) of whom are Executive Officers.

Article X - BOARD OF DIRECTORS MEETINGS

Section 1. Regular Meetings - The Board of Directors must hold one meeting after the annual meeting of the members and before the end of the calendar year, for the purpose of appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. Meetings may be face to face, by teleconference, by e-mail, videoconference, or by other future technologies agreed upon by the Board of Directors, which allow all participants in the meeting to hear one another. The Board of Directors shall hold at least two (2) additional regular meetings after the first regular meeting and before the date of the next annual meeting of the members, which may provide, by resolution, for additional regular meetings. Minutes of each regular meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 2. Special Meetings - Special meetings may be called by the President, Vice-President, Secretary, or any two directors by providing five days' written notice.
notice by regular US mail (effective when postmarked) or e-mail (effective when sent) to each Board member, using the contact information provided for official contact by each board member. Meetings Directors may be face to face attend meetings in person, by teleconference, by e-mail video conference, or by other future technologies agreed upon by the Board of Directors which allow all participants in the meeting to hear each other. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 3. Procedures - The vote of a majority of the directors Directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or the association's Corporation's Bylaws for a particular resolution. Any member of the Board of Directors of the organization Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting he/she specifically dissents to such action or matter. The Board shall keep written minutes of its proceedings in its permanent records.

Section 4. Committees - To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

The Board of Directors must establish at least the following committees:

1. Nominating Committee
2. Finance Committee
3. Affiliate Program Committee
4. Conference Committee

ARTICLE XI - MEMBERSHIP MEETINGS

Section 1. Annual Meeting - An annual meeting shall be held once each calendar year for the purpose of electing directors Directors and officers Officers, voting on constitutional changes, if any, and to receive input from the membership.

1. The annual meeting shall be held at the time and place designated by the Board of Directors.
2. The Annual meeting shall occur before November 15 each year.
3. Absentee balloting may be allowed for the annual meeting per the Nominating Committee Committee's standard operating procedures.
Section 2. Special Membership Meetings - The Board of Directors may by majority vote call a special meeting of the membership by majority vote.

Section 3. Notice - The Notice of any meeting of members shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be sent to all members of record at least 10 days prior to the date of the meeting. Such notice shall be effective when sent by U.S. mail (effective when postmarked), or e-mail (effective when sent) to the contact information logged on Association Corporation’s books. For the purpose of Dissolution, notice shall be sent in either of the above ways, two (2) months prior to the meeting.

Section 4. Place of Meeting - Meetings shall be held at the designated location as stated in the notice.

Section 5. Quorum - A quorum of the general membership shall consist of the lesser of sixty members (60) or thirty percent (30%) of the membership which must include a majority of the Regional Directors and Representatives, and at least two (2) Officers.

1. In the absence of a quorum, the meeting may be adjourned and continued at another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled.

2. Once a quorum has been met, the meeting may continue to transact business until adjournment, even if the withdrawal of some members in the meeting results in representation of less than a quorum.

ARTICLE XII - GENERAL PROVISIONS

Section 1. Finances

1. The Fiscal year shall be January 1 to December 31, each year.

2. The Association Corporation shall use a cash basis for accounting purposes.

3. No officer or member has the right to incur any debt or become involved in any business under the Association Corporation’s title or by implying the Association Corporation’s title in any way unless given full authority to do so by the Board of Directors or vote of the membership.

Section 2. Affiliate Associations Provision

1. The Ohio State Beekeepers Association OSBA must maintain a group exemption with the Internal Revenue Service, under which beekeeping
associations in Ohio, meeting the requirements defined by the Board of
Directors and the IRS, may join as an Affiliated Association.

2. The Affiliated Association will become a 501(c)(3) organization under the
group exemption. The Board of Directors shall establish the requirements
for enrolling and maintaining status as an Affiliated Association, cost to the
Affiliated Association, and any benefits they shall receive.

3. Status as an Affiliated Association shall not be construed as a
membership to OSBA and does not grant membership or voting rights to
the Affiliated Association or its members.

ARTICLE XIII – CODE OF CONDUCT / DISCIPLINE / DUE PROCESS

1. OSBA has the right to enforce its rules and expect ethical and honorable
conduct from its members, officers and board members. Members, Officers,
Directors and Representatives of The Ohio State Beekeepers
AssociationOSBA shall be free to have and express different ideas,
opinions, likes and dislikes while participating in OSBA meetings and
events. All OSBA members are expected to disagree respectfully and listen
to others' viewpoints.

2. When conflict or disciplinary issues arise, OSBA shall follow the due
Process Procedures described in the Bylaws.

ARTICLE XIV - CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organizationOSBA shall not have a corporate seal. All instruments that are
executed on behalf of the organizationCorporation which are acknowledged shall
be executed by the President or Vice President or Secretary or Treasurer under
the general direction of the Board of Directors. All other instruments executed by
the organizationCorporation may be executed by the President or Vice
President. Notwithstanding the preceding provisions of this section, any written
instrument may be executed by any officer(s) or agent(s) that are specifically
designated by resolution of the Board of Directors.

ARTICLE XV - AMENDMENT TO CONSTITUTION

The Constitution may be altered or amended only at an annual meeting of the
members at which a quorum has been met, by the affirmative vote of 2/3rds of
those who vote members present in person or by proxy. Notice of the proposed
changes shall be sent to all members at least thirty days (30 days) prior to said
meeting. Such notice shall be effective when sent by U.S. mail (effective when
postmarked), or e-mail (effective when sent) to the contact information posted
address or e-mail address for each member as listed on the
AssociationCorporation's books and records.
ARTICLE XVI - AMENDMENT TO BYLAWS

The Bylaws may be amended, altered, or repealed by the Board of Directors at any properly called regular or special meeting at which a quorum has been met, by a majority of the Directors present at a properly called meeting. The text of the proposed change shall be distributed to all Board members at least ten (10) days before the date of the meeting. Such notice shall be effective when sent by U.S. mail (effective when postmarked), or e-mail (effective when sent) to the contact information postal address or email address for each Director as listed on the Association's books and records.

ARTICLE XVII - DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than a two-thirds (2/3) majority vote of the members present at a duly called meeting in accordance with Article XI. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows: All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to one or more charitable and educational organization, organized organizations, qualified as a public charity under Section 501(c)-(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future federal tax code, of a similar or like nature to this organization, as determined by the Board of Directors.

This constitution was ratified on:

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