

The Ohio State Beekeepers Association, Inc. Constitution

ARTICLE I - NAME

The name of the organization shall be The Ohio State Beekeepers Association, Inc. Here after 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. 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.

45 **Section 5.** Upon the dissolution of the organization, assets shall be distributed
46 for one or more exempt purposes within the meaning of section 501(c)(3) of the
47 Internal Revenue Code, or the corresponding section of any future federal tax
48 code, or shall be distributed to the federal government, or to a state or local
49 government, for a public purpose. Any such assets not so disposed of shall be
50 disposed of by a Court of Competent Jurisdiction of the county in which the
51 principal office of the statutory agent is then located, exclusively for such
52 purposes or to such organization or organizations, as said Court shall determine,
53 which are organized and operated exclusively for such purposes.
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55 **Section 6.** The organization will maintain current and active registration with
56 applicable State of Ohio and Federal governmental agencies as required of a
57 nonprofit organization.
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60 **ARTICLE IV – MEMBERSHIP**

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62 **Section 1. Eligibility** - Any person is eligible to become an active member of
63 OSBA by subscribing to the purposes and goals of OSBA and paying dues as set
64 forth in the Bylaws.
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- 66 1. Firms, corporations, and associations may join OSBA as non-voting
67 members.
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69 **Section 2. Dues** - The Board of Directors shall establish membership levels and
70 the amount of the annual dues. Each member in good standing for the current
71 year shall be entitled to one (1) vote at any membership meeting of the
72 Association.
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74 **Section 3. Termination** – Non-payment of dues shall be considered as voluntary
75 resignation of membership sixty (60) days after the first day of the fiscal year that
76 the dues are effective.

- 77 1. Members shall be placed in an inactive status until such time as the
78 membership has been paid. Reinstatement will be effective with payment
79 of the current dues.
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81 **Section 4. Discipline** - A member may be censured, suspended or expelled for
82 cause, by a 2/3rds vote of a meeting of the board of directors using the Due
83 Process Procedures described in the Bylaws.
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85 **ARTICLE V – OFFICERS**

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87 **Section 1. Number of Officers** - The officers of the organization shall be a
88 President, Vice-President, Treasurer, Secretary, and Immediate Past President.
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- 90 1. **President** - The President shall provide leadership to the association. The
91 President shall perform all other duties as set forth in the Bylaws.
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- 93 2. **Vice President - In the absence of the President, the** Vice President
94 shall assume the responsibilities ordinarily falling upon the President if the
95 President is unable to do so. The Vice President shall be a member of the
96 Conference Committee.
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- 98 3. **Secretary** - The Secretary shall maintain all records of the Association.
99 The Secretary shall record and maintain the minutes of the Board of
100 Directors' meetings and all Executive Committee meetings and
101 membership meetings. The Secretary shall perform all other duties as set
102 forth in the Bylaws.
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- 104 4. **Treasurer** - Under direction of the Financial Review Committee, The
105 Treasurer shall keep the financial records in good condition showing all
106 amounts received and disbursed and shall sign drafts and checks of the
107 Association in the discharge of day to day budgeted business.
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- 109 i. The Treasurer shall be bonded in accordance with Ohio laws.
110 ii. The Treasurer shall be responsible for conducting the financial
111 affairs of the organization as directed and authorized by the Board
112 of Directors.
113 iii. The Treasurer shall perform all other duties as set forth in the
114 Bylaws.
115
- 116 5. **Immediate Past President** - The Immediate Past President shall be an
117 executive board member with no voting rights and shall perform duties
118 assigned to them by the President.

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

- 122 1. Terms shall be staggered, as defined in the Bylaws, so that two of the four
123 officers are up for election in opposite years from the other two Officers.
- 124 2. Officers shall serve a two-year term, their terms expiring on December
125 31st of the second year of their term.
- 126 3. If appointed to office for less than half a term, it shall not count toward the
127 term limit.
- 128 4. Persons who have served two consecutive terms of office are not eligible
129 to hold an executive board office for a two-year period following their
130 terms.

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

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

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

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

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145 **ARTICLE VI - EXECUTIVE COMMITTEE**

146 **Section 1. Members** - The Executive Committee of the Association shall be:
147 President, Vice-President, Secretary, Treasurer and Immediate Past President.
148 The Officers and the Board shall determine the day-to-day control and direction
149 of the affairs of the Association that shall be vested in the Executive Committee.
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151 **Section 2. Meetings** - The Executive Committee shall meet as required to deal
152 with the day to day business of the Association. The president shall chair the
153 Executive Board Meetings.

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

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

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

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

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

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

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

181 1. Members in good standing of the Association

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

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

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

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

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194 **ARTICLE VIII - REGIONAL REPRESENTATIVES**

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

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

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

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

209 1. Members in good standing of the Association.

- 210 2. Residents of Ohio and living in the OSBA defined region they will
211 represent.
- 212 3. Regional Representatives who are beekeepers may not opt out of the
213 state apiary inspection program.

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

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218 **Section 5. Discipline** – A Regional Representative may be censured,
219 suspended or expelled for cause, by a 2/3rds vote of a meeting of the board of
220 directors using the Due Process Procedures described in the Bylaws. Any
221 vacancy that occurs for any reason shall be filled in accordance with ORC
222 1702.29.

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224 **ARTICLE IX - BOARD OF DIRECTORS**

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

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

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

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237 **Article X - BOARD OF DIRECTORS MEETINGS**

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

245 **Section 2. Special Meetings** - Special meetings may be called by the President,
246 Vice-President, Secretary, or any two directors by providing five days' written
247 notice by regular US mail (effective when postmarked) or e-mail (effective when
248 sent) using the contact information provided for official contact by each board
249 member. Meetings may be face to face, by teleconference, by e-mail, or other
250 future technologies agreed upon by the Board of Directors. Minutes of the
251 meeting shall be sent to the Board of Directors within two weeks after the
252 meeting.

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254 **Section 3. Procedures** - The vote of a majority of the directors present at a
255 properly called meeting at which a quorum is present shall be the act of the
256 Board of Directors, unless the vote of a greater number is required by law or the
257 association's Bylaws for a particular resolution. Any member of the Board of
258 Directors of the organization who is present at a meeting of the Board of
259 Directors at which action on any corporate matter is taken shall be presumed to
260 have assented to the action taken unless their dissent shall be entered in the
261 minutes of the meeting. The Board shall keep written minutes of its proceedings
262 in its permanent records.

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

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

- 269 1. Nominating Committee
270 2. Finance Committee
271 3. Affiliate Program Committee
272 4. Conference Committee
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274 **ARTICLE XI - MEMBERSHIP MEETINGS**

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

- 279 1. The annual meeting shall be held at the time and place designated by the
280 Board of Directors.
281 2. The Annual meeting shall occur before November 15 each year.
282 3. Absentee balloting may be allowed for the annual meeting per the
283 Nominating Committee standard operating procedures.

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

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

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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

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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.

347 **ARTICLE XIV - CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

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

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359 **ARTICLE XV - AMENDMENT TO CONSTITUTION**

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

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369 **ARTICLE XVI - AMENDMENT TO BYLAWS**

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

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380 **ARTICLE XVII - DISSOLUTION**

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

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397 This constitution was ratified on:

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