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

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.

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.

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.

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.

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

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:

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