The Ohio State Beekeepers Association, Inc. Bylaws
Ratified 03/21/2021
THE OHIO STATE BEEKEEPERS’ CORPORATION, INC.

ARTICLE I – NAME
The name of the corporation shall be The Ohio State Beekeepers’ Corporation, Inc., hereafter cited as “OSBA” 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.

These goals may be carried out in (but not required or limited to) the following ways:

1. Education, in the form of:
   a. A State Conference, providing speakers and classes on honey bee biology and beekeeping best practices.
   b. Short course training opportunities
   c. Outreach and public information to raise consumer awareness of relevant issues

2. Cooperation with:
   a. Local Ohio bee clubs and individual beekeepers in Ohio.
   b. Researchers and other bee-related corporations.

3. Advocacy, through
   a. Participation in national corporations, boards and panels
   b. Engagement with local, state, and national government agencies on issues related to the health and wellbeing of Ohio bees and impacts on beekeeping.

ARTICLE III - CORPORATION

Section 1. OSBA is incorporated as a not for profit corporation under the Ohio Revised Code.

Section 2. The corporation will maintain current and active registration with applicable State of Ohio and Federal governmental agencies as required of a nonprofit corporation by subscribing to the purposes and goals of OSBA and paying dues as set forth in the Bylaws, below.
ARTICLE IV – MEMBERSHIP

1. Membership Levels and Dues
   a. Individual Membership: Any individual meeting the requirements of membership as stated in the constitution. $20 annual dues
   b. Student Membership: Student membership shall be available to any individual, 14 years of age or older, who is a full-time student in secondary or post-secondary education. $15 annual dues
   c. Senior Membership: Senior membership shall be available to individuals who have attained the age of 60 by January 1st of membership year. $15 Annual dues.
   d. Family Membership: Family membership includes the member’s spouse and children under 18, living at one address. $25 annual dues. One vote per family.
   e. Life Membership: Available to any individual meeting the requirements of membership. Life members shall be granted the rights and privileges of membership for life upon the payment of $200, one-time dues.
   f. Promotional Membership: The board of directors, at their discretion, may grant individual membership for the purposes of promoting OSBA. The amount of the dues shall be set by the board of directors for each promotion. This is a non-voting membership.
   g. Honorary Membership: The board of directors, at their discretion, may grant membership to individuals for notable service and commitment to the OSBA and its members. This voting membership may be yearly or lifetime, by the decision of the board. Dues would be waived for the stated time period.
   h. Associate Member: The board of directors, at their discretion, may grant Associate Membership status to those corporations or companies that wish to support the mission of OSBA. The amount of the dues shall be $500 annually. This is a non-voting membership.

2. Terms, Termination and Remittance of Dues
   a. The term of membership is January 1st through December 31st. Dues are due on the first day of the term. Non-payment of annual dues shall place a member on inactive status until dues are paid (as per the constitution).
b. Applications for membership shall be made to the Secretary, or authorized representative, accompanied by the annual dues; or may be paid online at the OSBA website.

c. A member may resign from the Corporation at any time, Dues will not be refunded.

d. A member may be removed for cause, as a last resort, following the due process procedure as stated in these bylaws.

e. Membership dues shall be reviewed annually by the Board of Directors.

f. Donations: Any members wishing to donate funds toward the General Fund, Research Fund, or a specific program, may do so.

3. **Duties and Rights of Membership**

   a. Duties: Individual members shall:

      i. Support the purpose and programs of the Corporation.

      ii. Promote the interests and wellbeing of the corporation and beekeeping in general.

      iii. Adhere to Corporation policies, constitution and bylaws.

   b. Rights: Individual members shall have the right to:

      i. Vote in elections as defined in the bylaws.

      ii. Hold elected or appointed office within the corporation, as long as they meet the qualifications stated in the bylaws.

      iii. Vote on motions, items and issues as stipulated by the Board of Directors, constitution, or bylaws. A provision for absentee voting may be provided as directed by the Board.

**ARTICLE V – OFFICERS**

1. **Officers and Duties**

   a. **The President** – shall have and carry out the general responsibilities and duties commonly incident to the office of president and duties as the Board prescribes. The President:

      i. Shall manage the day to day activities of the corporation.

      ii. Shall preside over all membership meetings.

      iii. Shall be the official spokesperson of the corporation.

      iv. May call regular and special meetings of the Executive Committee, Board, and membership.
v. May establish standing and special committees as are deemed necessary to carry out the aims and policies of the Corporation and participate, with the board, in recommending members. The president shall be a member ex officio of all committees.

vi. Shall lead by example and encourage officers and board members to perform their respective duties and take initiative in all matters pertaining to the welfare of the corporation and its membership.

b. The Vice President - shall assume the responsibilities ordinarily falling on the president, when necessary, in the absence of the president. The vice President shall serve the corporation by:

i. Serving as Program Chairperson of the Committee which is responsible for the Fall Conference, organizing: speakers and their schedule, accommodations, meals, and other needs.

ii. Carrying out other assigned duties, at the request of the President or the Board.

c. The Secretary – shall manage the corporation’s records, communication, membership role, and other duties as would naturally be assigned to this office. The secretary shall:

i. Maintain a list of all members in good standing.

ii. Collect and remit to the Treasurer dues, fees, and charges.

iii. Have the option to send notice of delinquent membership to those members who are one month late in paying dues.

iv. Record all minutes of annual and special meetings of the membership, as well as minutes of meetings of the executive committee and Board of Directors.

v. Submit an annual report of branch corporations at the annual meeting of the state corporation. (?) What is this??Is it needed? Sound like a job for the Affiliate Chair.

vi. Edit the constitution and bylaws with any revisions that have been approved by the membership.

vii. Give all notices required by law or provided for by the Constitution and Bylaws.

viii. Initiate and/or respond to club correspondence in a timely manner.

d. The Treasurer - shall have the duty of keeping the Corporation’s financial records in good condition and perform such other duties as would
naturally be assigned to this office or as directed by the Board. The treasurer shall:

i. Manage the financial records, showing all amounts received and disbursed by him or her, from whom received, and to whom and for what paid.

ii. Be authorized to sign drafts and checks of the corporation in the discharge of day-to-day budgeted business accounts. Levels of signature authority requiring prior approval of the President will be set by the Board.

iii. Endorse for deposit of its order and may accept drafts on behalf of the corporation.

iv. Assist the Finance Committee in preparing a proposed budget for review and approval of the board, prior to the annual meeting.

v. Provide a complete financial report to the membership at the annual meeting, Executive Committee Meetings and Board Meetings.

vi. Shall be bonded in accordance with Ohio laws, the fee to be covered by the corporation.

2. Election and Terms of Office

a. The Board of Directors shall ensure a Nominating Committee is in place by August of each year.

b. The Nominating Committee shall seek out candidates who are qualified as per the constitution, through; individual invitation, email, the corporation’s official publication, website, or social media.

c. Names shall be given to the Secretary, with at least one name per office, in time to allow for notification to the membership prior to the November meeting.

d. Officers (and Regional Directors) for terms expiring in December of a given year, shall be elected at the annual November membership meeting.

e. Officers (and Regional Directors) shall be elected by a simple majority vote of members present at the annual meeting and absentee ballots. The terms for all officers shall be two years, with a term limit of two terms.

f. If an officer is elected to office, serves for half of their first term, and then is elected to another office up for election; the one year serving in a previous office shall not count as a term, nor prohibit this person from running for a second term in the new office.
g. Any person who has served two consecutive terms in the same office of OSBA is not eligible to run for another office for a two-year period following the expiration of his/her second consecutive term;

h. Alternating terms
   i) The President’s and Secretary’s terms shall begin in even years. Election held in November of odd years.
   ii) The Vice President’s and Treasurer’s terms shall begin in odd years. Election held in November of even years.
   iii) In order to synchronize the above officer terms:
        (1) The current 2021 Secretary voted into office in Nov. of 2020, shall serve a one-year term, and may run for office again in Nov. 2021
        (2) The 2020-2021 Treasurer shall serve a third year, through 2022, and may seek another 2-year term of office in Nov. 2022, if desired.

i. Newly elected officers shall take office in January, following the November election.

ARTICLE VI. EXECUTIVE COMMITTEE

1. The OSBA Executive Board consists of its four elected officers, who shall all be part of the decision-making process for the day-to-day operation and management of the corporation.

2. Any Executive Officer can call for a meeting, with three days’ notice required to be given to all Executive Board Members, unless waived by all Executive Board members.

3. No new action may be taken without the input and vote of the full Executive Committee. If a member cannot be present at the agreed upon face-to-face or teleconference meeting, the absent member shall have the right to have input and discussion and cast a vote regarding any action.

4. Failure to abide by these provisions shall be a violation of the bylaws and cause for Grievance.

ARTICLE VII. – OSBA REGIONS

OSBA Regions - For program, administrative, and representation purposes of OSBA, the State of Ohio shall be divided into nine (9) regions as follows:

1. The Maumee Valley Region: consisting of Williams, Fulton, Lucas, Defiance, Henry, Paulding, Putman, Hancock, Van Wert, and Allen Counties.

3. The Western Reserve Region: consisting of Lorain, Cuyahoga, Lake, Geauga, Ashtabula, Medina, Summit, Portage, and Trumbull Counties.

4. The Top of Ohio Region: consisting of Mercer, Auglaize, Hardin, Shelby, Logan, Union, Darke, Miami, Champaign, and Clark Counties.

5. The Heart of Ohio Region: consisting of Marion, Morrow, Knox, Delaware, Licking, Madison, Franklin, Pickaway, and Fairfield Counties.


8. The Ohio Valley Region: consisting of Highland, Ross, Vinton, Pike, Jackson, Gallia, Brown, Adams, Scioto, and Lawrence Counties.


ARTICLE VIII. - REGIONAL DIRECTORS AND REGIONAL REPRESENTATIVES

1. Regional Directors are elected board members, representing the beekeepers in their home region, and voted in by the membership at the annual meeting. They serve a three-year term.

2. Regional Representatives may be nominated by local bee clubs in each region. The President and the Board shall appoint a Representative from those nominated, in each region. Representatives shall serve a one-year term.

3. Duties of Regional Directors and Regional Representatives shall be to:

   a. Represent their region at meetings of the board of directors and shall report regularly to the board of directors on activities within their region.

   b. Be aware of the problems facing beekeeping in their respective areas of representation.

   c. Be responsible for bringing these problems to the attention of the executive committee and the members.

   d. Shall request quarterly reports from clubs in their region for the quarterly OSBA newsletter.
e. Support OSBA by attending local corporation meetings, participating in OSBA functions, and disseminating OSBA information in a timely manner.

f. Work to foster cooperation and collaboration between the local beekeeping corporations in their respective regions and the OSBA, by communicating and visiting local clubs in their region and sharing information between local clubs and OSBA.

g. Promote OSBA to local corporations, beekeepers and the general public.

4. Election - Appointments

a. Regional Directors

i. Three Regional Directors' three-year terms shall come up for election each year in this rotation:

   (1) Year A – starting with 2019 Term and every 3 years thereafter – Heart of Ohio Region, Ohio Valley Region, Miami Valley Region

   (2) Year B – starting with 2020 Term and every 3 years thereafter – Top of Ohio Region, Maumee Valley Region, Erie Basin Region

   (3) Year C – starting with 2021 Term and every 3 years thereafter – Buckeye Hills Region, Crossroads Region, Western Reserve

ii. On or before the first day of August each year, the Board shall appoint a Nominating Committee consisting of one to three members. The Nominating Committee shall nominate at least one candidate for each Regional Director position and shall share the names with the Secretary in time to allow for notification before the Annual Meeting and for absentee voting. The committee may use the official publications or email distribution list to request interested candidates.

iii. Should a Regional Director position become open in the middle of a term, the Board of Directors shall seek and appoint a replacement from that region, to serve out the remainder of the term.

b. Regional Representatives

i. Each year, from November to January, local clubs may nominate a candidate to represent their region. These nominations should be submitted to the OSBA President prior to the January organizational meeting. The President and Board Members may also make nominations.

ii. Nominees may be asked to fill out an application form.

iii. Regional Representatives shall be appointed for a one-year term by the OSBA President and Board, from nominations made by local clubs or board members.
ARTICLE IX. – BOARD OF DIRECTORS

1. The Board of Directors shall consist of the four elected officers, the past president, nine elected Regional Directors and nine appointed Regional Representatives.

2. Duties: Board Members shall:
   a. Act as trustees of the corporation’s assets and must exercise due diligence to oversee that the OSBA is well managed and that its financial situation remains sound. The Board of Directors:
   b. Obey the constitution and bylaws of the OSBA.
   c. Promote the OSBA and work to fulfill the mission of the OSBA.
   d. Put the interests of the corporation above personal interests
   e. Disclose even potential conflicts of interest and be willing to recuse themselves from voting in matters in which they have personal interests. (The remaining members of the board without similar conflict shall determine if the potential conflict merits recusal.)
   f. Serve on at least one Corporation committee listed below
   g. Not miss more than three board meetings in a 12-month period (unless for emergency/extenuating circumstances as recognized by the board).
   h. Carry out the duties and responsibilities for the Board position they hold as described in the Constitution and By-Laws and not assume duties not prescribed to their office (unless by the direction of the Board). Failure to abide by these duties and limitations shall be considered just cause for a Grievance to be filed, following the Due Process Procedure as described in these By-Laws.
   i. Committees may consist of officers, board members and members at large.
      i. Committee chairpersons shall submit a committee report to the OSBA president prior to each month’s board meeting.
      ii. Any and all agreements written or entered into by a committee, MUST be approved by the Board of Directors before being implemented.
      iii. Publications that are for the purpose of disseminating beekeeping education shall be reviewed by the Education Committee prior to publication.
      iv. Committee chairpersons shall keep an inventory of physical items belonging to OSBA, that the committee uses in their
work. This includes the numbers and names of publications; equipment; technology tools (including serial numbers), and other any other physical items purchased with OSBA funds.

v. The committees of OSBA will include, but are not limited to:

   (1) Ohio Partnership Program Committee
   (2) Affiliate Clubs Committee
   (3) Budget Committee
   (4) Education Committee
   (5) Fiscal Reconciliation Committee (formerly Audit Committee)
   (6) Master Beekeeper Program Committee
   (7) Meeting/Convention Program Committee Chair VP
   (8) Newsletter Committee -
   (9) Nominating Committee
   (10) Outreach Event Tables Committee
   (11) Program Committee –Social Media Committee
   (12) State Fair Committee
   (13) Traveling Speakers Committee
   (14) Website /Social Media Committee
   (15) Welcome Box Committee
   (16) AD Hoc Committee possibilities, but not limited to:
   (a) Constitution and Bylaws Committee
   (b) HAS, EAS, ABF Committees
   (c) New Club Committee

4. The Board of Directors shall select the Registered Agent of the corporation who shall maintain the registered office of the corporation. The Registered Agent, duly appointed by the board of directors shall remain in office until replaced by vote of the board of directors. The registered agent may be a member of the board of directors. The registered agent shall:

   a. Represent OSBA in all matters related to the corporate status and tax-exempt status of OSBA.
   b. Be empowered to act on behalf of the OSBA in all matters as directed by the board of directors.
c. Be responsible to maintain the corporate status and tax-exempt status and file all necessary forms with the Ohio Secretary of State and the United States Internal Service on a timely basis.

d. Maintain the official file of all documents related to corporate status and tax-exempt status. The registered agent shall keep the board of directors apprised of all matters related to the corporate status and tax-exempt status of OSBA.

e. The official mailing address for the corporation shall be the address of the Registered Agent of the corporation.

ARTICLE X. – BOARD OF DIRECTORS MEETINGS

1. **Shall meet in** person or virtually, at least three times a year. Per the constitution one meeting is required after the election and before the first of the year when new officers assume their office, to allow for smooth and orderly transition.

2. Additional meetings may be called as needed by the president, the Board of Directors or the Executive Committee and at their discretion may be conducted as a face-to-face meeting, via telephone, conference call or other method, provided a quorum is met. Meetings shall not be scheduled on holidays or holiday eves. At least 3 days’ notice shall be given.

3. The order of business for all meetings shall be set by the president.

4. A quorum, as defined by the constitution, must be met for any official decision-making to take place.

5. Online voting may be conducted, following the procedures spelled out in the constitution.

6. Minutes of all Board Meetings, whether held in person or virtually, shall be sent to Board Members within two weeks, for approval, and then posted on the OSBA website.

7. All officers, Regional Directors, and Regional Representatives serve without compensation. Reimbursement for reasonable, actual expenses incurred when acting in his/her capacity as a Board Member or on behalf of the corporation, may be approved by the Board of Directors as necessary.

ARTICLE XI. – MEMBERSHIP MEETINGS

1. The Ohio State Beekeepers’ Corporation holds at least one annual meeting, in person or virtually, at the time and place of the Fall Conference for the purpose of:

   a. Receiving an annual report of the status of the corporation.

   b. Considering any business that is to come before the membership.
c. Holding elections for officer and board positions.

2. The Corporation president chairs all membership meetings and all board members are expected to attend.

3. Membership meetings are open to the public, but without voting rights.

4. A quorum as defined in the constitution must be met for any business to be conducted.

5. Special meetings of the membership may be called by the President or Board of Directors under the requirements for notification and purpose outlined in the constitution.

ARTICLE XII. – GENERAL PROVISIONS

1. Fiscal Matters

   a. The fiscal year shall be from January 1 to December 31, each year; with a reconciliation of the financial books done yearly in January by the Fiscal Reconciliation Committee.

   b. The financial books, and all other club documents, shall be the property of the corporation and shall be subject at all times to the inspection and control of the Board.

   c. Financial books shall be kept using an electronic spreadsheet or accounting software, with a back-up copy kept electronically or as hard copy or both.

   d. Legible receipts or copies of receipts shall be remitted to the Treasurer in a timely manner for reimbursement of approved spending as per the budget or approved motions.

   e. The yearly budget shall be prepared in November-December, by the Finance Committee, with input from all officers and committee chairpersons as to the needs of each office or committee.

   f. The budget shall be approved by a simple majority of the Board of Directors present at a meeting.

   g. The approved annual budget and meeting motions approved by the Board shall direct the spending of the corporation.

   h. A current copy or summary of the corporation’s financial records shall be posted on the website quarterly and provided to Board members for Board Meetings.

   i. The financial books shall be open to viewing by any member, upon request in writing, to ensure transparency of purpose.
j. It shall be the duty of the Financial Reconciliation Committee to reconcile the Corporations’ financial books and accounts annually or whenever there is a change of Treasurer. The OSBA board may also elect to have an audit conducted by an independent third party.

2. Corporation Communication

a. All Officers and Directors shall use their official OSBA email account for OSBA communication and OSBA business.
   i. These email accounts are the property of OSBA.
   ii. All email communication in these accounts shall be saved as a record of the Corporation’s communication and business.
   iii. These email accounts and all emails shall be kept intact and passed on to the subsequent board members when the current board members’ terms end.

b. The OSBA shall use email and US mail for club communication as needed.

c. The OSBA shall have an official newsletter published quarterly.

d. The OSBA will maintain an official website.
   i. A webmaster shall serve at the discretion of the Board of Directors.
   ii. The webmaster shall post content to the website of OSBA-related material and other material deemed appropriate, as directed by the President and the Board.
   iii. At least two members shall have administrative access to the website.
   iv. The website shall be hosted by a (public)hosting service approved by the Board.

e. The OSBA shall have a corporation social media page. Administrative access shall be determined by the President and the Board.

3. Ownership - Any and all agreements or contracts entered into by the corporation:

a. MUST be approved by the Board of Directors,

b. Shall be done in the name of Ohio State Beekeepers Association, and with the address of the statutory agent of the corporation.

c. Any purchases made with OSBA funding, shall belong to the corporation. An inventory of all consumable and non-consumable assets shall be kept by the committee holding the items.
   i. Make, model, and serial number shall be recorded (when applicable).
ii. All OSBA physical assets shall be inventoried annually by the responsible committee and reports given to the treasurer by the first board meeting of the new year.

4. **Affiliate Corporations** - New or established local beekeeping groups may apply to be an Affiliate Corporation under OSBA's 501(c)(3) status, in accordance with the Affiliate Handbook.

**ARTICLE XI - SAFEGUARDING CLUB CLIMATE - CODE OF CONDUCT AND DUE PROCESS**

1. **Code of Conduct:**
   a. Each corporation member and the Board of Directors of this corporation are charged with the following standards of ethical conduct:
      i. Showing respect towards one another, cultivating orderliness, showing a cooperative spirit, and practicing civility and restraint.
      ii. Allowing all members to be free to have and express different ideas, opinions, likes and dislikes without being criticized or treated unkindly.
      iii. Listening to each other’s points of view and disagreeing respectfully without personal attack.
   b. All club members and office holders are expected to refrain from:
      i. Gossip, vulgar language, discriminatory words or actions, or sexual harassment.
      ii. Any words or actions that might be purposely hurtful to another or tarnish the reputation of another member or OSBA.
   c. Disregard of the above described corporation code of conduct may be grounds for a Grievance to be brought forth following the Due Process Procedure as described in these Bylaws.
   d. In addition, Officers and other Board Members are charged with carrying out the duties and responsibilities of their offices described in the constitution and Bylaws. Failure to do so would be considered just cause for Grievance to be brought forth, following the Due Process Procedure as described in these Bylaws.

2. **Due Process Procedure**
   a. Should conflict arise that affects the functioning of the club or shows blatant disregard of the Corporation’s Code of Conduct making participation uncomfortable for members; there shall be a Due Process Procedure for resolving the issue(s).
i. **Initial Grievance** - a complaint towards a club member, officer or Board Member, regarding specific issue(s) as described in the Code of Conduct, can be filed in writing by a member, with any officer or board member. This must include documentation and/or witnesses of the Grievance.

ii. **Investigation/Warning** - Officer or Board Member shall investigate the complaint and may, if desired, discuss / get assistance from other board members not a party to the complaint. If cause is found, the Board Member shall have a face to face meeting with the subject of the grievance (with or without the complainant) to work towards a resolution. Written documentation of this meeting shall be made and held by the president or other board member.

iii. **2nd Warning** - if the problem continues, two or more members of the Board shall meet in person with the subject of the grievance to attempt resolution. Issues of concern shall be given to the subject in writing. Written documentation of this meeting shall be held by the president or other board member.

iv. **Removal** - If a problem is not resolved, the Board of Directors can, by a ⅔ vote of members present, remove the person from the corporation and/or office, for cause.

b. **Emergency Clause** – In the event that any officer, board member or club member is found to have engaged in serious or legal misconduct and there is documentation of such, the Board of Directors may immediately schedule a Special Board Meeting and with a 2/3 vote of members present, remove this person from office and/or membership, for cause.

**ARTICLE XII – AMENDMENT TO THE BYLAWS**

1. The Bylaws may be amended, altered, or repealed by the Board of Directors at any regular or special meeting, by a majority of the members present at a properly called meeting at which a quorum is present. The text of the proposed change shall be distributed to all Board members at least ten (10) days before the meeting.

2. The Approved amendments to the bylaws will be announced to the general membership in the next published newsletter following the adoption vote.
Certification

Peggy Garnes, President of The Ohio State Beekeepers’ Association, Inc., and Jeannie Saum, Secretary of The Ohio State Beekeepers’ Association, Inc., certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on March 21, 2021.

Ratification by unanimous vote of the OSBA Board of Directors on March 21, 2021

President Peggy Garnes  

Secretary Jeannie Saum  