The Ohio State Beekeepers Association, Inc. Constitution

ARTICLE I - NAME

The name of the corporation shall be OSBA, Inc. (hereinafter 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.

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.

ARTICLE IV – MEMBERSHIP

Section 1. Eligibility - Any natural 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. Firms, companies and corporations 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 voting member in good standing for the current year shall be entitled to one (1) vote on any issues that may come before the membership of OSBA for a vote.

Section 3. Termination - Any member who fails to renew his/her dues with the organization shall be considered an inactive member and shall not be entitled to the rights and privileges of membership while such status continues. Reinstatement will be effective with payment of the current dues.

Section 4. Discipline - A member may be censured, suspended or expelled for cause, by vote of 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 corporation shall be President, Vice-President, Treasurer, Secretary, and Immediate Past President.

1. President - The President shall be the principal executive officer of OSBA. Subject to the direction and oversight of the Board of Directors, he/she shall be responsible for the business and affairs of OSBA; he/she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors; and, in general, he/she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Bylaws.

2. Vice President - The Vice President shall, in the absence or disability of the President, assume the responsibilities ordinarily falling upon the President, 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 corporation. 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 accurate and current financial records, showing all amounts received and disbursed and shall sign drafts and checks of the Corporation in the discharge of day-to-day budgeted business.

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

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

c. 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 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 officer positions are elected in opposite years from the other two officer positions.

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.

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

1. Be members in good standing of the corporation

2. Be residents of the state of Ohio

3. Not 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 corporation 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, at a meeting of the Board of Directors, by a 2/3 majority vote, using the Due Process Procedures described in the Bylaws.

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

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. Members - The Executive Committee of the corporation shall consist of: President, Vice-President, Secretary, Treasurer and Immediate Past President of the Corporation. The Board of Directors shall determine the day-to-day control and direction of the affairs of the Corporation 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 corporation. The President shall chair the Executive Board Meetings.

1. Committee members can attend Executive Committee Meetings in person, by teleconference, or by other technologies agreed upon by the Executive Committee which allow all participants in the meeting to hear one another.

2. A quorum of the Executive Committee shall be 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 U.S. mail, or email to the postal address or email address for the officer as listed in the corporation's books and records.

4. Under advancement of Robert's Rules of Order Newly Revised (RONR) and the Ohio Revised Code 1702.34 the minimal essential officers are: 1. Presiding Officer – normally the President or Chair. 2. Secretary/Recording Secretary – keeps the minutes and official record and 3. Treasurer – Financial Officer (IRS, Secretary of State, Attorney General and financial officer with second signature on all accounts).

5. OSBA must have all (3) three positions filled. If any of these (3) three positions cannot be represented, the Board may appoint a member in good standing to fulfill this obligation. For a term limit of (1) one-year appointment. If the position(s) cannot be filled, the Board must outsource this position(s), by possibly making it a paid position, or consider Article XVII – Dissolution.

ARTICLE VII- REGIONAL DIRECTORS

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

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 (2) two years commencing on January 1st following their election and concluding on December 31st of the second 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. The Executive Officers, by majority vote, may appoint any member in good standing to any Board position unfilled at the start of the new year, regardless of any term limits.

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

1. Members in good standing of the Corporation
2. Be residents of Ohio and reside in the region they are representing.
3. May not opt out of the state apiary inspection program, if the Regional Director is a beekeeper.

Section 4. Adverse Interest - Regional Directors shall not include any logo, seal, title or position from another corporation 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, at a meeting of the Board of Directors with by a 2/3 majority vote using the Due Process Procedures described in the Bylaws.

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

ARTICLE VIII - REGIONAL REPRESENTATIVES

Section 1. Number of Regional Representatives - There shall be nine (9) Regional Representatives, each representing 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 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:

1. Be members in good standing of the Corporation.
2. Be residents of Ohio and living in the OSBA defined region they will represent.
3. 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 corporation 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, at a meeting of the Board of Directors by a 2/3 majority vote using the Due Process Procedures described in the Bylaws.

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

ARTICLE IX - BOARD OF DIRECTORS

Section 1. Board Members - 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 majority of Board of Directors which includes at least two (2) Executive Officers shall constitute a quorum of the Board of Directors. Once a quorum has been constituted, the Directors may continue to transact business until adjournment of the meeting, even if some of the Directors withdraw from the meeting.

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 year, for the purpose of appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. Directors may attend meetings in person, by teleconference, by video conference, or by other 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. 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 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. Directors may attend meetings in person, by teleconference, video conference, or by other 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 Board members present at a properly called meeting at which a quorum is present shall be the act as the Board of Directors, unless the vote of a greater number is required by law or the Corporation's Bylaws for a particular resolution. Any member of the Board of Directors of the 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 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 and Officers, voting on constitutional changes, if any, and receiving 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's standard operating procedures.

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

Section 3. Notice - Notice of any meeting of the 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 postal address or email address for the member as listed on the corporation 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 fifty percent (50%) of the Board 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 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 Corporation's title or by implying the 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 Corporations Provision

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

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

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

ARTICLE XIII – CODE OF CONDUCT / DISCIPLINE / DUE PROCESS

Section 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 OSBA shall be free to have and express different ideas, opinions, likes and dislikes without reprisal, while participating in OSBA meetings and events,

Section 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 corporation shall not have a corporate seal. All instruments that are executed on behalf of the Corporation which are acknowledged, shall be executed by the President, Vice President, Secretary, or Treasurer, under the general direction of the Board of Directors. All other instruments executed by the Corporation, 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 an affirmative vote of 2/3 of 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 postal address or email address for the member as listed on the corporation books and records.

ARTICLE XVI - AMENDMENT TO BYLAWS

The Bylaws may be amended, altered, or repealed by the Board of Directors at any regular or special meetings at which a quorum has been met, by a majority of the board members 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 email (effective when sent) to the contact information on the corporation books.

ARTICLE XVII - DISSOLUTION

The Corporation 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 Corporation, 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 corporation or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to one or more charitable and educational corporations, 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 Corporation, as determined by the Board of Directors.

This constitution was ratified on: November 7th, 2020