

HUMBOLDT COUNTY BEEKEEPERS ASSOCIATION BYLAWS

ARTICLE I: NAME

This organization is a 501c3 corporation and shall be known as the Humboldt County Beekeepers Association, Inc. It shall be located in Humboldt County, California. The organization may hereinafter be referred to as the "Association" or the "HCBA".

ARTICLE II: PRINCIPLE OFFICE

The principle office and address of the Association, for the transaction of business, is

Humboldt County Beekeepers Association C/O Humboldt County Department of Agriculture 5630 South Broadway Eureka, CA 95501

The principal office of the Association may be moved to other places within the county as the board of directors may determine or the business of the Association may require and such a move shall not require an amendment to the bylaws.

ARTICLE III: OBJECTIVES AND PURPOSES OF THE ASSOCIATION

The Humboldt County Beekeepers Association is dedicated to:

- Providing educational opportunities with the purpose of promoting the success of beekeepers.
- Outreach to the community regarding the benefits of honeybees and beekeeping.
- Provide a forum for cooperation and mutual support among local beekeepers.

ARTICLE IV: MEMBERSHIP

a. Membership is open to any person in the area served by this Association who is interested in beekeeping.

b. Members will be required to conform to the rules, regulations and bylaws of this Association.

c. There shall be one classification of membership hereinafter known as a general membership or membership.

d. Membership fees may be paid for a calendar year (\$20), or monthly (\$2) (subject to change by the BoD). Membership fees shall be paid prior to entering the meeting and participating in the monthly meeting.

e. Those who have paid their membership fee and are members in good standing and are in attendance at the monthly meeting are considered the general membership at the time of that meeting and are entitled to participate, conduct business, nominate and vote on issues presented at the meeting.

f. Any member may be terminated from the HCBA for inappropriate, illegal, or unethical behavior, or for any other behavior which is antithetical to the Objectives and Purposes of the HCBA, by a two-thirds majority vote of the members present and voting at the meeting at which the issue is addressed and after open discussion. Any member may also be terminated from the HCBA, for the same reasons, by a unanimous vote of the Board of Directors (BoD). In this case, the member may appeal the decision of the BoD to the General Membership at the next regularly scheduled meeting. A 2/3 majority of the Members present and voting is required to overturn the decision of the BoD.

HUMBOLDT COUNTY BEEKEEPERS ASSOCIATION BYLAWS

ARTICLE V: DUES

- a. Dues are paid on an annual or monthly basis and payable prior to the monthly meeting.
- b. Dues amount shall be set by the BoD and approved by a simple majority vote of the Association members present at the time of the voting.
- c. Dues are waived for members under age 18.
- d. Only dues paying members, 18 years and older, may vote.
- e. Dues are not refundable.

ARTICLE VI: OFFICERS OF THE HCBA & MEETING FUNCTION

SECTION 1: BOARD OF DIRECTORS AND OFFICERS

- a. The Officers of the BoD shall be responsible to conduct and/or manage the business of the HCBA.
- b. The Officers of the HCBA BoD shall be:
 - President
 - Responsible to conduct the Regular Meetings and BoD meetings of the HCBA, and other such responsibilities normally associated with this position.
 - Sign and authorize official Association documents, notices, letters and correspondence.
 - Be authorized to make deposits and disburse all monies, should the Treasurer be unable to perform these duties and the BOD approves expenditures.
 - Vice President
 - Shall assume the responsibilities of President in his/her absence.
 - Secretary
 - Record and keep accurate minutes and proceeding of the Club and BOD, each meeting and at all club events.
 - Maintain the HCBA activities calendar.
 - File and preserve all documents of the HCBA.
 - Attend to all correspondence of the Club unless directed otherwise by the President / BOD.
 - Notify the members and general public of regular meetings and other activities; post appropriate notifications on the web site regarding the date, time, and agenda and any other documents and notices of meetings and special events.
 - Collaborate with the Webmaster on managing the website.
 - Shall serve as alternative signatory on HCBA bank account as necessary.
 - Treasurer
 - Be responsible for collection of all fees and dues and deposit said monies in an approved banking / checking account and maintain a record of receipt thereof.
 - Pay bills as directed and approved by the BOD.
 - Keep an accurate account of all financial records and maintain an itemized record, in a permanent file, of all receipts and expenditures and give a financial report at every meeting of the BOD, including an itemized report of receipts and expenditures and

HUMBOLDT COUNTY BEEKEEPERS ASSOCIATION BYLAWS

balances since the previous regular meeting and, be prepared to give a written report of the same at frequent intervals.

- Be authorized to sign checks approved by the BOD as sole signatory, and to disburse funds as needed to cover the ordinary operating costs of the Association not to exceed \$150 per month. Said expenditures shall be reported at the next meeting of the board.
 - Notify or otherwise report to the BOD, any exceptional requests for expenditures by any board member and no disbursement shall be made prior to receiving approval from the BOD.
 - Immediately notify or otherwise report to the BOD any potential for a bank balance falling below a minimum of \$200.00. A bank balanced below \$200.00 becomes cause for the Treasurer to notify the BOD to immediately call for a Special Board Meeting to address the issue and determine measures to increase to the balance.
 - The Treasurer, in conjunction with the club President and the Chairperson of the BOD, shall prepare an annual budget to be presented and approved by the BOD at the January meeting of the BOD.
 - Prepare and file all appropriate tax returns with the Internal Revenue Service and appropriate state agency.
 - In the event that a second co-signature is required on a check, the two parties co-signing shall not be related.
- Member at Large (3)
 - The 3 members at large shall be responsible to participate in BoD meetings, and represent the interests of beekeepers.
- c. The Officers shall be members of the HCBA, and nominated at the October general meeting, the November general meeting, or anytime during the intervening month. BoD elections are held at the November General meeting each year.
 - d. Terms are for 2 years, with alternating end dates, so that 4 members are elected one year, and 3 members the next year. Election shall be by simple majority of members present and voting.
 - e. The President shall serve no more than 2 consecutive terms (as President). He/She may then still serve in other Board positions. All other BoD positions may serve indefinitely.
 - f. In the event that a BoD member becomes unable or unwilling to continue in the role, the member is replaced by an interim appointment by the President (or Vice President if the President is affected). This interim appointment shall have a vote for confirmation at the next regular meeting of the HCBA. If not confirmed by a simple majority of those present and voting, immediate nominations and election shall ensue.

SECTION 2: GENERAL MEETINGS

- a. General Meetings of the HCBA are held each month, except during the month of December, at the Humboldt County Department of Agriculture Building. The meeting date, time, and location may be changed by the BoD to best meet the needs of the organization.
- b. The General Meeting shall be presided over by the President or designee.

SECTION 3: SPECIAL MEETINGS

HUMBOLDT COUNTY BEEKEEPERS ASSOCIATION BYLAWS

- a. The President or the BOD, for the purpose of transacting business, may call a special meeting.
- b. Only the business item /issue / purpose requiring that a special meeting is called for may be discussed and voted on at the special meeting.
- c. In the event that a vote of the membership is necessary between regular schedule meetings, a notice to participants shall be made by e-mail, telephone or by mail to all members who have provided such contact information. Notice shall also be posted on the HCBA website, and posted on the Yahoo group if available.
- d. For a special meeting of the general membership, a quorum shall be 10 members.
- e. The quorum for a special meeting of the BoD shall require the in-person or electronic (telephone, email, video conferencing, etc.) participation of all members of the BOD. Except for the limitation on topics, normal meeting procedures are followed.

SECTION 4: GENERAL MEETING - ORDER OF BUSINESS

The suggested order of business at all meetings shall be as follows:

- a. Call to Order.
- b. Present a brief summary of the most recent BoD meeting, and allow time for questions and comments.
- c. Report from committees.
- d. Unfinished / Old business.
- e. New Business.
- f. Club program.
- g. Adjournment.

The President or presiding officer may alter the agenda, as he/she deems necessary.

ARTICLE VII: CONDUCT OF BUSINESS

SECTION 1: BUSINESS AFFAIRS

The business affairs of the HCBA shall be conducted by the BoD and elected club officers.

SECTION 2: CONFLICT OF INTEREST

Any Officer or Board member knowingly having a conflict of interest shall reveal the conflict. The conflict of interest shall be discussed and resolved in front of the membership of the HCBA or BoD as the case may be.

ARTICLE VIII: MANAGEMENT OF THE ASSOCIATION

SECTION 1: BOARD OF DIRECTORS

- a. The Board of Directors (BOD) shall manage business affairs of the Association.

HUMBOLDT COUNTY BEEKEEPERS ASSOCIATION BYLAWS

b. The BOD shall meet on a monthly basis, except during the month of December, to conduct and oversee the business of the HCBA. The BOD may alter the frequency of meetings, and or the location of the meetings, as they deem necessary and this shall not require a change in these bylaws.

c. Issues requiring a vote of the BOD will be decided by a simple majority of the voting quorum of the board members present and no proxies shall be allowed.

SECTION 2: DUTIES OF THE BOARD OF DIRECTORS

It shall be the duty of the Board of Directors to:

a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this Association, or by these bylaws.

b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix compensation, if any, of agents, and employees of the Association.

c. Supervise all officers and agents of the Association to assure that their duties are performed properly.

d. Meet at such times and places as are required by these bylaws.

e. Register their addresses with the secretary of the Association and notices of meetings mailed, emailed or telegraphed to them at such address shall be valid notification thereof.

f. Provide auditing standards for the Association financial position.

SECTION 3: REVERSING A DECISION OF THE BOARD OF DIRECTORS

Any decision made by the BoD may be overridden by a vote of 2/3 of the members in good standing who are present and voting at a regular or special meeting.

ARTICLE IX: ELECTION OF BOARD MEMBERS

SECTION 1: TERM OF OFFICE - BOARD OF DIRECTORS

a. Each elected director shall serve a two-year term in office. There shall be no limit to the number of terms a director may serve; however, the individual must be nominated and elected prior to each term.

b. The elected director shall serve until his or her successor is elected and qualifies.

SECTION 2: RESIGNATIONS OF DIRECTORS

a. Any member of the BoD may resign at any time by giving written notice to the BoD.

b. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in the notice.

c. The vacancy caused by death, resignation, removal, disqualification or any other cause shall be filled by an interim appointment recommended by the BOD and ratified by a simple majority vote of the membership present at the first meeting following resignation of causative event.

SECTION 3: REMOVAL OF DIRECTORS

HUMBOLDT COUNTY BEEKEEPERS ASSOCIATION BYLAWS

Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the majority of members in good standing present and voting at a regular or special meeting called to address said issue.

SECTION 4: CONDUCT OF MEETINGS

- a. The board may hold its meeting at the office of the Association or at such other places within the county, as it may from time to time determine. A change in the meeting time or place does not require a change in these bylaws.
- b. Meetings of the BoD shall be presided over by the President, or in his or her absence the Vice President, or, if no such person has been designated or, in his or her absence, an individual elected by a majority of the Directors present at the meeting.
- c. The secretary of the Association shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.
- d. Meetings shall be governed by the current president's rule of orders, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this Association or with provisions of law.

ARTICLE X: FINANCES

- a. Any officer, Board Member, committee member, or any other HCBA member on behalf of the HCBA shall incur no indebtedness, except as authorized by the BoD.
- b. All dues and monies of the HCBA in excess of immediate operating expenses shall be placed into an account. All monies shall be used in accordance with the mission of the Association as determined by the BOD. The BOD shall approve all donations and requests for donations and then they shall be submitted to the general membership for final approval.

ARTICLE XI: OFFICER AND DIRECTOR COMPENSATION

Each officer and member of the BOD shall serve on a volunteer basis and shall not receive compensation in any manner, notwithstanding any reimbursement for personal outlays that may be required from time to time for HCBA business. All reimbursements over \$100.00 shall be reviewed and approved by the BOD prior to disbursement.

ARTICLE XII: NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

ARTICLE XIII: INSURANCE FOR AGENTS OF THE ASSOCIATION

The BOD shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a director, officer, employee, or any other agent of the Association) against liability other than for violating provision of law to self-dealing (Section 52332 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the

HUMBOLDT COUNTY BEEKEEPERS ASSOCIATION BYLAWS

power to indemnify the agent against such liability under the provision of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE XIV: ACT OF THE BOARD

- a. Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, in the presence of a quorum at such time shall be the act of the board.
- b. Each director present shall have one vote.
- c. There shall be no proxy votes.

ARTICLE XV: POLITICAL ACTIVITIES / SOLICITATION POLICY

- a. The HCBA shall not endorse, support or contribute to any political issues, candidates or a political party (local, state or federal). The property, name, literature, web site and equipment of the HCBA shall not be loaned, rented, leased or donated to any person(s) for any activity in support of a specific candidate or political party or political issue. Signs, petitions, presentations or distribution of political materials at any HCBA event is prohibited. These restrictions are not to prohibit or impede free speech of individual members or guest. Nor do they apply to political signs on vehicles, clothing or personal property.
- b. Solicitations or petitioning at Association meetings or events, regardless of cause being represented, shall not be permitted.

ARTICLE XVI: CONSTRUCTION

If there is any conflict between the provisions of the articles of incorporation and By-Laws, the provision of the articles of incorporation shall govern.

ARTICLE XVII: AMENDMENTS TO THE BY-LAWS

- a. Any proposed amendment(s) or revisions to these By-Laws shall be made in writing, signed and submitted to the BOD by any member or group of members of the HCBA.
- b. The proposed amendment or revision shall be posted on the web and made available to the membership 30 days prior to voting.
- c. Acceptance of the proposed amendments or revision shall be voted upon at the next regular meeting and become effective upon a two-thirds (2/3) majority affirmative vote by the BOD and a 2/3 majority vote of the general members present and voting.

ARTICLE XVIII: DISSOLUTION

If the HCBA ceases to exist at some future time, funds and assets of record shall be disbursed to another non-profit organization selected by the BoD with the objective and intent that said funds be used to benefit the art and science of beekeeping.

ARTICLE XIX: INSPECTION RIGHTS

- a. Upon request, the records of the HCBA shall be made available for examination to any member.

HUMBOLDT COUNTY BEEKEEPERS ASSOCIATION BYLAWS

b. Upon making arrangements with the secretary, the records will be made available for examination and copying.

c. Copying of records will be at the expense of the individual wishing to make copies.

ARTICLE XX: BY-LAW REVIEW:

These By-Laws shall be reviewed on an annual basis to insure compliance with current law and compliance with the Articles of incorporation.

ARTICLE XXI: COMMITTEES:

The BoD shall establish and appoint such committees, and recommend individuals as chairpersons and committee members to facilitate activities for the HCBA.

a. No committee members shall receive, directly or indirectly, any salary or compensation for services rendered.

b. Activities of committees and committee members shall be overseen by a committee chairperson who will act as liaison to the BOD and membership.

c. Each committee shall report on activities at the monthly Board meetings and include a written report to the secretary for distribution and provide a report section for the annual report. Financial aspects of the committee shall be reported to the Treasurer with collaboration on acknowledging donations, in-kind or financial in a timely fashion following an event or activity.

d. Each Committee Chair shall maintain a complete file on all committee activities and prepare an annual report. The report should include, but is not limited to accomplishments, projects not completed, expenditures, proposed budget requirements for the ensuing fiscal year and any recommendations. The final report should be submitted to the BOD two weeks prior to the annual meeting.

Education and Outreach Committee

The Education and Outreach Committee (EOC) Chairperson shall report to the Chairman of the BOD. The Committee shall consider the following tasks and responsibilities:

a. Develop, implement and administer the HCBA educational programs to achieve the goals and objectives of the HCBA.

b. Coordinate and promote educational activities and workshops.

c. Develop, maintain & coordinate, with approval and oversight of the BOD the educational materials to be used in public outreach, events and educational presentations.

d. Send notices of events, workshops, and other activities to members, general public and media.

e. Collaborate with the BOD to recruit committee members.

f. Collaborate with a Webmaster to maintain the HCBA Website. g. Submit quarterly reports on the status of the program to the BOD, including proposed budget requirements for the ensuing fiscal year.

g. Plan, select, arrange and produce meeting programs in collaboration with the BOD.

HUMBOLDT COUNTY BEEKEEPERS ASSOCIATION BYLAWS

h. In conjunction with HCBA President, coordinate speakers and make arrangements for logistics and honoraria.

i. Make necessary arrangements for displays, projectors, microphones and other audio-visual equipment.

j. Collaborate with HCBA Secretary to prepare public service announcements, arrange interviews and communicate with media outlets (newspaper, radio, TV, etc.).

Swarm Management Committee

Swarm Management Committee will manage swarm list and protocols, identify principal focal point contact person with email/tel. numbers. and a backup contact person. This person in collaboration with secretary would be responsible for informing swarm list participants of release of liability and general swarm policy including handouts & available information:

a. Maintain list of agencies/locales where swarm contact list will be posted and distribute annually the updated list to those agencies and/or locales (Police, fire, IPM operators, Dept of Ag, UC Ag extension, etc.).

b. Maintain overview document of the swarm collection/cutout process available for download to beekeepers collecting swarms or performing cutouts – to be posted on HCBA website/ and in hard copy to present to property owner.

c. Prepare a general release of liability form for beekeeper/ to present to property owner for download from HCBA document file and distribution.

d. Maintain document stating that beekeepers on the HCBA swarm list and those individuals performing cut-outs are independently contracted by the property owner for the task, and are not an agent or representative of the HCBA.

ARTICLE XXII: Harassment

This defines the harassment policy of Humboldt County Beekeepers Association:

a. The most productive and satisfying environment for the members of HCBA is one in which the members can gather and enjoy an environment and spirit of mutual trust and respect. Harassment is a form of conduct that is offensive, impairs morale, undermines the integrity of the organization the relationships members develop within the organization and causes serious harm to the productivity, efficiency and stability of our organization.

b. All members have a right to meet and congregate in an environment free from discrimination and harassing conduct, including sexual harassment. Harassment on the basis of race, color, creed, ancestry, national origin, age, disability, gender, marital status, or sexual orientation is not permitted by the HCBA, and constitutes a basis for expulsion. Harassment on any of these bases is also illegal.

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