

The Ohio State Beekeepers' Association, Inc. Constitution

THE OHIO STATE BEEKEEPERS' ASSOCIATION, INC.

ARTICLE I- NAME

The name of the organization, a non-profit organization, is The Ohio State Beekeepers' Association, Inc.

ARTICLE II- PURPOSE

The purpose of the association is to promote the general interest of beekeeping in the state of Ohio. The organization is organized in accordance with the Nonprofit Corporation Law, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)of the Internal Revenue Code.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility. Any person, firm, corporation or association is eligible to become an active member of the Association by subscribing to the purposes and goals of the OSBA and paying dues as set forth in the bylaws.

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 1 vote at any annual or special membership meeting of the Association.

Section 3. Termination. Non payment of dues shall be considered as immediate voluntary resignation of membership sixty (60) days after the first day of the fiscal year that the dues are effective. Reinstatement will be effective with payment of the current dues.

Any member may be suspended or terminated for cause or for non-payment of dues. Sufficient cause for such suspension or termination of membership shall be violation of the Bylaws or any other conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by a three-fourths (3/4) vote of the Executive Committee, taken at any regularly constituted meeting of the committee, provided that a statement of the charges shall have been mailed by certified or registered mail to the last recorded address of the member at least fifteen (15) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Committee at which the charges shall be considered and the member shall have the opportunity to appear in person and/or be represented by counsel to present any defense to such charges before action is taken thereon.

ARTICLE IV - OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, Vice-President, a Treasurer, Secretary and the Immediate Past President.

a. President/Chairman. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee.

b. Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

c. Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all executive committee meetings.

d. Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

e. Immediate Past President. The Immediate Past President shall perform duties assigned to them by the President.

Section 2. Election and Term of Office. The officers shall be elected at the public annual meeting by the membership. Officers shall serve a two year term, their terms expiring on December 31st of the second year of their term. Officers must be members of the Association in good standing to be eligible for office. The President and Vice President will be limited to serving two consecutive terms in the same position.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization by a majority vote of board members in office. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE V - PUBLICATIONS DIRECTOR

The publications director shall be appointed by the President for a term of 1 Year and must be a member of the Association in good standing. The publication director may also serve as an officer, regional director or regional representative but is only entitled to a single vote.

ARTICLE VI - EXECUTIVE COMMITTEE

The executive committee of the Association shall be: President, Vice-President, Secretary, Treasurer and Publications Director. The day to day control and direction of the affairs of the Association shall be vested in the Executive Committee, as provided by the Bylaws

ARTICLE VII- REGIONAL DIRECTORS

Section 1. Number of Regional Directors. There shall be 9 regional directors, each representing and being a resident of one of the nine administrative regions defined in the bylaws.

Section 2. Election and Term of Office. Regional directors shall be elected by the membership voting at an Annual Meeting. Directors shall serve a term of three years commencing on January 1st following their election and concluding on December 31st of the third year following their election. Terms shall run such that 3 regional director

positions are up for election each year. Directors must be members of the Association in good standing to be eligible for office.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization by a majority vote of board members in office. Any vacancy that occurs for any reason may be filled by the Board of Directors. Replacements shall complete the remainder of the existing term.

ARTICLE VIII - REGIONAL REPRESENTATIVES

Section 1. Number of Regional Directors. There shall be 9 regional representatives, each representing and being a resident of one of the nine administrative regions defined in the bylaws.

Section 2. Term of Office. Regional Representatives shall nominated by the President and confirmed by vote of the board of directors at a regular or special meeting. Directors shall serve a term of one years commencing on January 1st or the date of confirmation if after January 1st and concluding on December 31st. Representatives must be members of the Association in good standing to be eligible for office.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization by a majority vote of board members in office. Any vacancy that occurs for any reason may be filled by the Board of Directors. Replacements shall complete the remainder of the existing term.

ARTICLE IX- BOARD OF DIRECTORS

Section 1. Board Members. The organization shall be managed by a Board of Directors consisting of the six Executive Officers, nine Regional Directors and nine Regional Representatives.

Section 2. Quorum.

See Article X - Meetings.

Section 3. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 4. Regular Meeting. The Board of Directors shall meet after the election 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. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 5. Special Meeting. Special meetings may be requested by the President, Vice- President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed, or e-mail to the contact information on the corporate books. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 6. 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 by these by-laws for a particular resolution. A director 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 7. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by a quorum of the board of directors or the executive committee, as the case may be.

Section 8. 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.

ARTICLE X - MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and officers and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors. Absentee Balloting may be allowed for the annual meeting.

Section 2. Special Membership Meetings. Special membership meetings may be requested by the President or the Board of Directors.

Section 3. Notice. Notice of all meetings shall be provided under this section or as otherwise required by law. 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 delivered to all members of the board of directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, or e-mail to the contact information on the corporate books.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice.

Section 5. Quorum.

- A quorum of the general membership shall consist of three members of the Board of Directors and twenty members.
- A quorum of the Board of Directors shall consist of six members of the Board of Directors including at least one executive officer.
- A quorum of the Executive Committee will consist of three executive officers.

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.

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.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE XII - 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 and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any 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 XIII - AMENDMENT TO CONSTITUTION

The constitution may be altered or amended only at an annual meeting by a two-thirds vote of the total membership present at the meeting, provided notice of the proposed changes have been sent to all members at least thirty days (30 days) prior to said meeting.

ARTICLE XIV - AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors at any regular or special meeting by a majority of the directors 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.

ARTICLE XV - 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. 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 November 1th, 2014. Ref. Minutes of fall meeting 2014