BY-LAWS
OF
The Heartland Apicultural Society, Inc.

ARTICLE I
Name

Section 1 The name of the Corporation is The Heartland Apicultural Society, Inc. ("Corporation").

ARTICLE II
Mission and Activities

Section 1 – Mission. The Heartland Apicultural Society, Inc. is a nonprofit organization incorporated under the laws of the State of Indiana exclusively for educating beekeepers through information and tools to meet the challenges and issues in beekeeping and related business issues. We aim to encourage “better” beekeeping practices as well as facilitate communication and cooperation between members of associated states. All actions will be followed that qualify as exempt under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2 – Activities. The Heartland Apicultural Society, Inc. activities include (but are not limited to) the following:

1. Annual Conference. The Society shall hold an annual conference during July of each year unless changed by the Board of Directors. The conference is open to any interested individuals regardless of their state of residence. (See ARTICLE IV for definition of Board of Director)
   a. Prospective host states and provinces shall submit invitations to the Board of Directors for consideration. After referral from the Board, the Sites Committee shall submit a recommendation to the Board. When the Board approves a site recommendation, it shall announce the location to the membership at the next annual conference.
   b. The Board of Directors will approve the site and date of the conference to be held two (2) years in the future.

2. Education in the form of:
   a. Training and skills development for beekeepers and those interested in beekeeping
   b. Outreach and public information to raise consumer awareness of relevant issues

ARTICLE III
Membership

Section 1 - Eligibility.
1. Initial Membership. Each of the following is considered a member state.
   a. Indiana
   b. Illinois
   c. Kentucky
   d. Ohio
   e. Michigan
   f. Alabama
   g. Missouri
   h. Tennessee
   i. West Virginia

2. Each member state may submit one name to represent that state. Hereafter, they are referred to as a Representative and serve on the Board of Directors.

Section 2 - Meetings of the Membership.
1. Frequency. The Board shall meet during or prior to the annual conference of the Society.
a. A second meeting may be held at such time, place, and method as is convenient for the majority of the members of the Board. Between meetings of the Board of Directors, the business affairs of the Society shall be vested in the Officers.

b. An emergency meeting will be called by the Chairman of the Board, when a majority of Directors petition the Chair for such a meeting.

2. Action without Meeting – Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors individually or collectively consent in writing to such action. Such action by written consent will have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents will be filed by the Secretary as special minutes proceedings of the Board of Directors.

3. Voting. Voting may be taken by mail ballot (email or hard copy) on any issue of emergency between Board of Directors’ meetings. These ballots shall be transmitted by the Secretary to the Board and a majority vote shall carry.

4. Purpose.
   a. The election of Officers and confirmation of Directors shall be held during the annual business meeting. Voting will be by voice or show of hands. However, a secret ballot may be used on request if approved by the majority present and voting.
   a. Voting of any motion or resolution submitting to the Board of Directors:
      i. A motion is a formal proposal for action that is put to vote under parliamentary procedures. No motion may be brought before the annual business meeting that has not been presented by a member of the board and approved at the Board of Directors meeting.
      ii. A resolution is a formal statement expressing the opinion, will, or intent of the Society. Resolutions intended to be introduced at the annual business meeting must have first been submitted in writing to a member of the Resolutions Committee.
   b. Review of and confirmation of the next conference site.
      i. Member states who wish to host the next annual conference will submit in writing a proposal to the Board of Directors. The proposal will include:
         1) Tentative location
         2) Budget
         3) Conference Dates
         4) President nominee
         5) Conference Program Chairman nominee
         6) Two points of contact

ARTICLE IV
Definition of Board of Directors

Section 1 – Number. The Board of Directors or may be known as Directors will include six (6) Board Members who are elected as officers. Those offices are Chairman, Vice-Chairman, President, Vice President, Secretary, and Treasurer and shall hereafter be known as the Executive Board.

Section 2 – Quorum. A quorum of the Board of Directors shall be sixty percent (60%) and will be composed of the Executive Board and the Representatives present at the meeting.

Section 3 – Terms.

1. Chairman of the Board
   a. The Chairman of the Board of Directors may be elected by the Board of Directors by secret ballot. Candidates must be a current member or a past member of the Board of Directors. The election shall be by a clear two-thirds majority of no less than a quorum of sixty percent (60%) of Directors present and eligible.
   b. The term of office shall be for two (2) years.
c. The Chairman may be re-elected for two (2) additional consecutive terms. In the event of extended absence, incapacity or resignation of the Chairman of the Board and Vice Chairman of the Board, the President shall act as Chairman until a new Chairman is elected.

2. Vice-Chairman of the Board
   a. The Vice-Chairman of the Board will be chosen by the Chairman of the Board at the beginning of the Chair’s term. The choice shall be ratified by a majority vote of the Board. In the event a candidate is not ratified by the Board, a second, and if needed additional candidates shall be presented to the Board.
   b. The Vice-Chairman shall serve a term of two (2) years concurrent with the Chairman’s term, and be eligible to serve succeeding terms if chosen.
   c. In the event of extended absence, incapacity or resignation of the Chairman of the Board, the Vice Chairman of the Board shall act as Chairman for the completion of the term.

3. President of the Board
   a. The President is the previous year’s Vice-President.
   b. The term of office shall be for one (1) year.
   c. In the event of extended absence, incapacity or resignation of the Chairman and the Vice-Chairman of the Board, the President of the Board shall act as Chairman until a new Chairman is elected.

4. Vice-President of the Board
   a. The Vice-President may be elected by the Board of Directors by secret ballot. Candidates shall be from the state that will hold the conference on the following year. The Vice-President shall be expected to serve as President the following year. The election shall be by a clear two-thirds majority of no less than a quorum of sixty percent (60%) of Directors present and eligible.
   b. The term of office shall be for one (1) year.
   c. In the event of extended absence, incapacity or resignation of the Chairman, the Vice-Chairman and the President of the Board, the Vice-President of the Board shall act as Chairman until a new Chairman is elected.

5. Secretary of the Board
   a. The Secretary may be nominated by the Nominations Committee. The election shall be by a clear two-thirds majority of no less than a quorum of sixty percent (60%) of Directors present and eligible.
   b. The term of office shall be two (2) years.
   c. The Secretary may be re-elected for two (2) additional consecutive terms.

6. Treasurer of the Board
   a. The Treasurer may be nominated by the Nominations Committee. The election shall be by a clear two-thirds majority of no less than a quorum of sixty percent (60%) of Directors present and eligible.
   b. The term of office shall be two (2) years.
   c. The Treasurer may be re-elected for two (2) additional consecutive terms.

7. Representatives
   a. Representatives may be nominated by the membership of the state for a term of four (4) years each. Only one (1) Representative shall be nominated and confirmed to serve from any one (1) state.
   b. In case of a vacancy resulting from death, resignation or other reason, a new Representative representing that state or province must be nominated, elected or appointed as successor to fill the un-expired term. The Member Association whose state or province the Representative represented will be requested by the Nominating Committee to select a new Representative to fill the un-expired term. The Nominating Committee shall nominate the proposed Representative to the Board of Directors who shall confirm the election of the Representative. A Representative serving a “partial” term may be re-elected to serve a full term of four (4) years.
   c. New or replacement Representatives who begin their service after the scheduled start time: If that Representative serves at least three (3) full years by the normal expiration date, that Representative shall be considered to have served a full term.
ARTICLE V
Role and Responsibilities of the Board

Section 1 - Roles and Responsibilities
1. Individual. As such, each member of the Board of Directors is individually expected to:
   a. Meet all legal obligations of board service including:
      i. Diligent attention to board responsibilities – acting as an ordinarily prudent person would in a like position and under similar circumstances;
      ii. The faithful pursuit of Society interests rather than personal interests or those of another; and
      iii. Acting with fidelity, within the bounds of law generally, to the Society mission
   b. Attend all meetings of the Board of Directors, of the membership, and of any relevant committees
   c. Serve on at least one Society committee or program
2. The Chairman of the Board shall:
   a. Fulfill the objectives of the Society as stated in Article II of the Society’s Constitution.
   b. Define the special duties, responsibilities and authority of all committees and Officers of the Society.
   c. Guide and advise each incoming President in matters relating to the annual conference, mindful that the President personifies the host state or province beekeepers preparing and presenting the annual conference of the Society.
   d. Appoint necessary Standing and Annual Committees to assure that required functions and special needs of the Society are carried out and delegate to the President the power to appoint certain other committees.
      i. Standing Committees shall consist of a minimum of three (3) members from three (3) different states or provinces serving staggered three (3) year terms.
      ii. Terms of office for Standing Committee members shall be established so no more than one-half of a committee’s members’ terms shall expire at a given time.
      iii. Annual Committees shall consist of one (1) or more members serving one (1) year terms.
   e. Committee members may be re-appointed at the expiration of their initial term.
   f. The following committees may be appointed:
      i. A Conference Committee.
      ii. A Finance Committee.
      iii. An Audit Committee.
      iv. A Nominating Committee.
      v. A Resolution Committee
3. The Vice-Chairman of the Board shall:
   a. Fulfill the objectives of the Society as stated in the Society’s Constitution.
   a. The Vice-Chairman shall be eligible to run for the office of Chairman in any normal election of Chairman.
4. The President shall:
   a. Be responsible for organizing, preparing and presenting the Society’s annual conference. In this capacity, the President shall have general supervision of the affairs of the annual conference.
   b. Appoint all conference committee chairman as required to host a successful conference.
   c. Prepare and present to the Board of Directors in cooperation with the Finance Committee, a proposed budget covering the annual conference.
   d. Develop and maintain adequate records of the annual conference.
   e. Be a member, ex official of all conference committees during this year in office.
   f. The President of the Society should be from the host state or the general area of the conference.
   g. Hold a knowledge transfer meeting with the Vice-President after the annual conference.
5. The Vice-President shall:
   a. Assist the President in organizing and presenting the Society’s annual conference.
   b. Carry out specific responsibilities assigned by the President.
c. Perform the functions of the office of President in the absence, disability or resignation of the President.

d. The primary responsibility, in addition to those assigned by the President, shall be to become familiar with the procedures, methods and tasks associated with organizing and presenting the Society’s annual conference.

e. The Vice-President should be from the state scheduled to host the following year’s annual conference or the general area.

f. The host state will nominate the Vice-President and submit the name to the Board of Directors for approval.

6. The Secretary shall:
   a. Attend and keep a full and correct record of all meetings of the Society.
   b. Send copies of the minutes of the annual business meeting and Directors’ meeting(s) to the Executive Board and Representatives of the Board of Directors.
   c. Maintain state membership records of the Society.
   d. Attend to the day-to-day business of the Society with direction from the Chairman of the Board.
   e. In the case of the extended absence, incapacity or resignation of the Secretary, the Chairman of the Board shall appoint a member of the Board of Directors to serve in the capacity of Secretary with approval of the Board of Directors.

7. The Treasurer shall:
   a. Maintain accurate records of the Society’s finances.
   b. Prepare any necessary government tax documents as required by the laws governing nonprofit corporations.
   c. Pay all approved bills of the Society, being ever mindful to protect the good name of the Society.
   d. Report financial status of the Society at each board meeting.
   e. Assists in budget preparation.
   f. Makes information available as requested by the Board of Directors.
   g. Carry out approved fiscal policies and procedures of the Society provided by the Finance Committee and approved by the Board of Directors.
   h. Prepare and submit in cooperation with the Finance Committee a proposed budget for the Society covering the Society’s fiscal year. Such budget shall be submitted to the Board of Directors at the next meeting prior to the Conference.
   i. Develop budgetary guidelines including a chart of accounts to be used by the President in formulating the conference annual budget.
   j. Attend to the day-to-day financial matters of the Society.
   k. In the case of the extended absence, incapacity or resignation of the Treasurer, the Chairman of the Board shall appoint a member of the Board of Directors to serve in the capacity of Treasurer with approval of the Board of Directors.

ARTICLE VI
Committees

Section 1 – General

1. Formation – The Chairman of the Board of Directors may create committees to advise their work or the work of the Society.

2. Composition – Where these bylaws designate a committee chair, that person plus one other officer will collaboratively create the committee membership. Where no such chair is designated, the Chairman of the Board of Directors will appoint a committee chair. The process of seating the committee will otherwise be the same. Unless otherwise specified, committees may include board members as well as non-board members.

3. Meetings – Committees meet as required to fulfill their duties. Committees may meet by conference call or similar communications equipment if all participating can hear each other at
Committee Rules.

- All committee actions are subject to review by the Board of Directors.
- A committee will conduct its business following Robert’s Rules of Order unless other rules of conduct are stated by the Board of Directors.
- No committee may amend the Articles of Incorporation or these bylaws.
- No committee may approve a plan of merger, sale, or other disposition of all, or substantially all, of its property, other than in the usual and regular course of business subject to approval by the Board of Directors.

Section 2 – Standing Committees. The following Standing Committees shall be established:

1. Sites Committee:
   a. Chaired by the Chairman of the Board
   b. Receive invitations from member states to host an annual conference
   c. Review the states proposal for adequacy of the proposed site.
   d. Report its findings and recommendations to the Board of Directors at the Society’s annual meeting.

2. The Conference Committee:
   a. Chaired by the President
   b. Consisting of past Presidents whose duty shall be to develop and maintain a conference guide outlining the policies and procedures to be used in planning, organizing and presenting an annual conference.
   c. This Committee shall be available to assist and guide the President in planning and conducting each conference.

3. The Finance Committee:
   a. Chaired by the Treasurer.
   b. Develop the Society’s fiscal policies and procedures.
   c. Present to the Board of Directors for approval.
   d. Establish signing authority of the Treasurer, President and Chairman of the Board and establish dual signature requirements as necessary.
   e. Oversee preparation of required budgets and compliance with the Society’s approved fiscal policies.
   f. Assure that necessary bonding is arranged to protect the Society from misuse of funds, assets and collateral.

4. Audit Committee:
   a. Chaired by the Treasurer
   b. The Audit Committee shall recommend a CPA or CPA firm or individual to audit the financial records of the Society.
   c. Review operating procedures in compliance with the Society’s established fiscal policies and procedures.
   d. Review the financial records.
   e. Report their findings and recommendations to the Board of Directors.
   f. The Committee shall review the annual conference budget as to income, costs and related expenses of the conference.

5. Nominating Committee:
   a. Chaired by the Vice-Chairman of the Board
   b. Responsible to obtain nominations for Officers of the Society at the annual conference.
   c. Assist in soliciting member states to submit proposals for the annual conference.

6. Resolution Committee:
   a. Chaired by the Secretary
   b. Resolutions submitted to the Board for possible action will be received by the Committee no later than one month before the annual conference.
   c. The Committee may combine resolutions of a similar nature and will submit said resolutions to the Board of Directors no later than two weeks before the annual conference.
d. The Committee will present the recommendations for action at the annual conference.

7. Other Committees:
   a. The Chairman of the Board shall appoint such other committees deemed necessary to ensure the efficient functioning of the Society.
   b. The President will appoint such other annual committees as deemed necessary to ensure the success of the annual conference.

ARTICLE VII
General Provisions

Section 1 – Fiscal Matters

1. Fiscal Year. The Society’s fiscal year begins on January 1 and ends on December 31.
2. Deposit of Funds. All funds will be deposited to the credit of the Society in such banks or other depositories in the name “The Heartland Apicultural Society, Inc”.
3. Finances. No Officer, Representative, committee member or other person shall incur indebtedness on behalf of the Society, except as authorized by the Board of Directors.
   a. The Board of Directors shall annually appropriate the necessary funds for the President to proceed with planning and organizing of the annual conference.
   b. The Board shall also establish guidelines for the President in committing the Society to obligations associated with that year’s conference.
4. Non-profit status. The Heartland Apicultural Society, Inc. shall be incorporated not for profit under the laws of Indiana and under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. Assets Upon Dissolution
   a. The properties and assets of the Society are irrevocably dedicated to public and charitable purposes. No part of the net earnings, properties, or assets of this Society, whether upon dissolution or otherwise, shall inure to the benefit of or be distributed to its Officers, Representatives, state members or any private persons affiliated with the Society.
   b. This Society may be dissolved by a resolution requesting dissolution passed by a two-thirds majority vote of the Board of Directors at a meeting called for that purpose, providing that notice of such action has been mailed to all directors at least sixty (60) days prior to closing date of meeting, if the vote is to be taken at a meeting.
   c. A copy of all records, correspondence, and other papers for the last three (3) years shall be forwarded to each state member Association.
   d. Upon the liquidation or dissolution of The Heartland Apicultural Society, the Society’s assets shall be distributed or transferred to a corporation, person or entity for the sole purpose of furthering one or more of the exempt purposes as provided in Sections 501(c) (3) and 170(b) (1) (A) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue Law), as shall be selected by the Board of Directors of the Society.
   e. All debts of the Society shall be paid before any distribution is made.

Section 2 - Rules of Order
The Society shall conduct meetings and business in accordance with Robert’s Rules of Order.

Section 3 - Amendments
These by-laws may be amended by a majority vote of those attending and voting at any Board of Director’s meeting of the Society, provided the proposed amendments shall have been previously submitted to the Chairman of the Board and Board members thirty (30) days prior to the meeting.

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