

1 The Ohio State Beekeepers Association, Inc.
2 Constitution
3

4 **ARTICLE I - NAME**
5

6 The name of the Corporation shall be The Ohio State Beekeepers Association, Inc.
7 (hereinafter cited as “OSBA” or “the Corporation”).
8

9 **ARTICLE II - PURPOSE**
10

11 OSBA promotes sustainable beekeeping by providing education and training, resources
12 and outreach to beekeepers, local beekeepers associations and the general public.
13

14 **ARTICLE III – ORGANIZATION**
15

16 **Section 1.** OSBA is incorporated as a not for profit corporation under the Ohio Revised
17 Code.
18

19 **Section 2.** The organization will maintain current and active registration with applicable
20 State of Ohio and Federal governmental agencies as required of a nonprofit
21 corporation.
22

23 **ARTICLE IV - MEMBERSHIP**
24

25 **Section 1. Eligibility.** Any natural person is eligible to become a voting member of OSBA
26 by subscribing to the purposes and goals of OSBA and paying dues as set forth in the
27 bylaws. Firms, corporations, and associations may join OSBA as non-voting members
28 by subscribing to the purposes and goals of OSBA and by paying dues as set forth in the
29 Bylaws.
30

31 **Section 2. Dues.** The Board of Directors shall establish membership levels and the
32 amount of the annual dues. Each voting member in good standing for the current year
33 shall be entitled to one (1) vote on any issue that may come before the members of OSBA
34 for a vote.
35

36 **Section 3. Termination.** Any member who fails to renew his/her dues with the
37 organization shall be considered an inactive member, and shall not be entitled to the
38 rights and privileges of membership while such status continues. Reinstatement will be
39 effective with payment of the current dues.
40

41 **Section 4. Discipline** – A member may be censured, suspended, or expelled for cause,
42 by the vote of a two-thirds majority of directors at a meeting of the Board of Directors,
43 using the Due Process Procedures described in the Bylaws.
44
45

46 **ARTICLE V - OFFICERS**

47
48 **Section 1. Number of Officers.** The officers of the organization shall be a President,
49 Vice-President, Treasurer, Secretary, and the Immediate Past President.
50

51 1. **President.** The President shall be the principal executive officer of OSBA. Subject
52 to the direction and control of the Board of Directors, he/she shall be in charge of
53 the business and affairs of OSBA; he/she shall see that the resolutions and
54 directives of the Board of Directors are carried into effect except in those instances
55 in which responsibility is assigned to some other person by the Board of Directors;
56 and, in general, he/she shall discharge all duties incident to the office of President
57 and such other duties as may be prescribed by the Bylaws.
58

59 2. **Vice President.** The Vice President shall, in the absence or disability of the
60 President, assume the responsibilities ordinarily falling upon the President, and
61 perform such other duties as may be prescribed by the Bylaws. The Vice President
62 shall be a member of the Conference Committee.
63

64 3. **Secretary.** The Secretary shall maintain all records of the Corporation. The
65 Secretary shall maintain the minutes of the Board of Directors meetings and all
66 Executive Committee meetings and membership meetings. The Secretary shall
67 perform such other duties as may be prescribed by the Bylaws.
68

69 4. **Treasurer.** Under direction of the Finance Committee, the Treasurer shall keep
70 the financial records in good condition showing all amounts received and disbursed
71 and shall sign drafts and checks of the Corporation in the discharge of day to day
72 budgeted business.
73

74 i. The Treasurer shall be bonded in accordance with Ohio laws.

- 75 ii. The Treasurer shall be responsible for conducting the financial
76 affairs of the organization as directed and authorized by the Board of
77 Directors.
78 iii. The Treasurer shall perform such other duties as may be prescribe
79 by the Bylaws.
80

81 5. **Immediate Past President.** The Immediate Past President shall be an executive
82 board member with no voting rights and shall perform duties assigned to them by
83 the President or as may be prescribe by the Bylaws.
84

85 **Section 2. Election and Term of Office.** The President, Vice-President, Secretary, and
86 Treasurer shall be elected at the annual meeting by the membership.
87

- 88 1. Terms shall be staggered, as defined in the Bylaws, so that two of the four officers
89 are up for election in opposite years from the other two officers.
90 2. Officers shall serve a two-year term, their terms expiring on December 31st of the
91 second year of the term.
92 3. If any officer is appointed to office for less than half a term, it shall not count toward
93 the term limit.
94 4. Any person who has served two consecutive terms as an officer of OSBA is not
95 eligible to hold office for a two-year period following the expiration of his/her
96 second consecutive term.
97

98 **Section 3. Officer Requirements** – As representatives of OSBA and advocates of best
99 beekeeping practices, officers must:

- 100 1. Be members in good standing of the Corporation,
101 2. Be residents of the state of Ohio,
102 3. Not opt out of the state apiary inspection program, if the officer is a beekeeper.
103

104 **Section 4. Adverse Interest** – Officers shall not include any logo, seal, title, or position
105 from another organization outside of OSBA in any written or verbal communication when
106 acting as an agent of OSBA.
107

108 **Section 5. Discipline** – An officer may be censured, suspended, or expelled for cause
109 at a meeting of the Board of Directors by a 2/3 majority vote, using the Due Process
110 Procedures described in the Bylaws.
111

112 **Section 6. Vacancy.** Any vacancy that occurs for any reason shall be filled in accordance
113 with the provisions of Ohio Revised Code Section 1702.29.
114
115
116

117 **ARTICLE VI - EXECUTIVE COMMITTEE**

118
119 **Section 1. Members** - The Executive Committee of the Corporation shall consist of
120 President, Vice-President, Secretary, Treasurer, and Immediate Past President of the
121 Corporation. The Board of Directors shall determine the day-to-day control and direction
122 of the affairs of the Corporation that shall be vested in the Executive Committee.
123

124 **Section 2. Meetings** – The Executive Committee shall meet as required to deal with the
125 day to day business of the Corporation. The President shall chair the Executive Board
126 meetings.
127

- 128 1. Committee members can attend Executive Committee meetings in person, by
129 teleconference, by video conference, or by other technologies agreed upon by the
130 Executive Committee which allow all participants in the meeting to hear one
131 another.
- 132 2. A quorum of the Executive Committee shall be 75% or more of the Executive
133 Committee (not including the Past President).
- 134 3. In the event an officer cannot be present at the agreed upon time, the officer shall
135 be notified of the issues at hand prior to any formal action taking place. Such
136 notice shall be effective when sent by U.S. mail or e-mail to the postal address or
137 email address for the officer as listed in the Corporation’s books and records.

138 **ARTICLE VII - REGIONAL DIRECTORS**

139
140 **Section 1. Number of Regional Directors**. There shall be nine (9) Regional Directors,
141 each representing of one of the nine OSBA administrative regions defined in the Bylaws,
142 in which he/she must reside.
143

144 **Section 2. Election and Term of Office**. Regional Directors shall be elected by the
145 members residing in their region, at an Annual Meeting.
146

- 147 1. Regional Directors shall serve a term of three (3) years commencing on January
148 1st following their election and concluding on December 31st of the third year
149 following their election.
- 150 2. Terms shall run such that three (3) Regional Director positions are up for election
151 each year.
- 152 3. Regional Directors are limited to two (2) consecutive elected terms, after which
153 they may not serve as Regional Director for a period of two-years.
154

155 **Section 3. Regional Director Requirements** – As representatives of OSBA and
156 advocates of best beekeeping practices, Regional Directors must:

- 157 1. Be members in good standing of the Corporation,
- 158 2. Be residents of the state of Ohio and reside in the region they are representing,
- 159 3. Not opt out of the state apiary inspection program, if the Regional Director is a
160 beekeeper.

161
162 **Section 4. Adverse Interest** – Regional Directors shall not include any logo, seal, title,
163 or position from another organization outside of OSBA in any written or verbal
164 communication when acting as an agent of OSBA.

165
166 **Section 5. Discipline** – A Regional Director may be censured, suspended, or expelled
167 for cause at a meeting of the Board of Directors by a 2/3 majority vote, using the Due
168 Process Procedures described in the Bylaws.

169
170 **Section 6. Vacancy**. Any vacancy that occurs for any reason may be filled In accordance
171 with the provisions of the Ohio Revised Code Section 1702.29

172

173 **ARTICLE VIII - REGIONAL REPRESENTATIVES**

174

175 **Section 1. Number of Regional Representatives**. There shall be nine (9) Regional
176 Representatives, each representing one of the nine administrative regions defined in the
177 Bylaws, in which he/she must reside.

178

179 The Nominating Committee shall accept nominations from local associations and the
180 general membership to be presented to the Board of Directors. The Board of Directors
181 shall appoint one nominee per region by majority vote.

182

183 **Section 2. Term of Office**. Regional Representatives shall serve a term of one year
184 commencing on January 1st (if appointed for the following calendar year) or the date of
185 confirmation (if appointed for the current calendar year), and concluding on the December
186 31st next following.

187

188 **Section 3. Regional Representative Requirements** – As representatives of OSBA and
189 advocates of best beekeeping practices, Regional Representatives must:

190

- 191 1. Be members in good standing of the Corporation,
- 192 2. Be residents of the state of Ohio and reside in the region they are representing,
- 193 3. Not opt out of the state apiary inspection program, if the Regional Representative
194 is a beekeeper.

195
196 **Section 4. Adverse Interest** – Regional Representatives shall not include any logo, seal,
197 title, or position from another organization outside of OSBA in any written or verbal
198 communication when acting as an agent of OSBA.

199
200 **Section 5. Discipline** – A Regional Representative may be censured, suspended, or
201 expelled for cause at a meeting of the Board of Directors by a 2/3 majority vote, using the
202 Due Process Procedures described in the Bylaws.

203
204 **Section 6. Vacancy**. Any vacancy that occurs for any reason may be filled in accordance
205 with the provisions of the Ohio Revised Code Section 1702.29

206

207 **ARTICLE IX - BOARD OF DIRECTORS**

208

209 **Section 1. Board Members**. OSBA shall be managed by a Board of Directors consisting
210 of the five Executive Officers, nine Regional Directors and nine Regional Representatives.

211

212 **Section 2. Quorum**. A majority of the Board of Directors which includes at least two (2)
213 Executive Officers shall constitute a quorum of the Board of Directors. Once a quorum
214 has been constituted, the Directors may continue to transact business until adjournment
215 of the meeting, even if some Directors withdraw from the meeting.

216

217 **ARTICLE X- BOARD OF DIRECTORS MEETINGS**

218

219 **Section 1. Regular Meetings**. The Board of Directors must hold one meeting after the
220 annual meeting of the members and before the end of the calendar year, for the purpose
221 of appointing new committee chairpersons and for transacting such other business as
222 may be deemed appropriate. Directors may attend meetings in person, by teleconference,
223 by video conference, or by other technologies agreed upon by the Board of Directors
224 which allow all participants in the meeting to hear one another. The Board of Directors
225 shall hold at least two (2) additional regular meetings after the first regular meeting and
226 before the date of the next annual meeting of the members. Minutes of each regular
227 meeting shall be sent to the Board of Directors within two weeks after the meeting.

228

229 **Section 2. Special Meetings**. Special meetings may be requested by the President,
230 Vice-President, Secretary, or any two Directors by providing five days' written notice by
231 regular U.S. mail (effective when postmarked) or e-mail (effective when sent) to each
232 Board member, using the contact information provided for official contact by each board

233 member. Directors may attend meetings in person, by teleconference, by video
234 conference, or by other technologies agreed upon by the Board of Directors which allow
235 all participants in the meeting to hear one another. Minutes of the meeting shall be sent
236 to the Board of Directors within two weeks after the meeting.
237

238 **Section 3. Procedures.** The vote of a majority of the Directors present at a properly
239 called meeting at which a quorum is present shall be the act of the Board of Directors,
240 unless the vote of a greater number is required by law or the Corporation's Bylaws for a
241 particular resolution. Any member of the Board of Directors of the Corporation who is
242 present at a meeting of the Board of Directors at which action on any corporate matter is
243 taken shall be presumed to have assented to the action taken unless he/she specifically
244 dissents to such action or matter. The Board shall keep written minutes of its proceedings
245 in its permanent records.
246

247 **Section 4. Committees.** To the extent permitted by law, the Board of Directors may
248 appoint from its members a committee or committees, temporary or permanent, and
249 designate the duties, powers, and authorities of such committees.
250

251 The Board of Directors must establish at least the following Committees:
252

- 253 1. Nominating Committee
 - 254 2. Finance Committee
 - 255 3. Affiliate Program Committee
 - 256 4. Conference Committee
- 257

258 **ARTICLE IX – MEMBERSHIP MEETINGS**

259

260 **Section 1. Annual Meeting.** An annual meeting shall be held once each calendar year
261 for the purpose of electing Directors and Officers, voting on constitutional changes, if any,
262 and to receive input from the membership.
263

- 264 1. The annual meeting shall be held at the time and place designated by the Board
265 of Directors.
- 266 2. The annual meeting shall occur before November 15th each year.
- 267 3. Absentee Balloting may be allowed for the annual meeting per the Nominating
268 Committee's standard operating procedures.
269

270 **Section 2. Special Membership Meetings.** The Board of Directors may by majority vote
271 call a special meeting of the membership.
272

273 **Section 3. Notice.** Notice of any meeting of members shall state the place, date, and
274 hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice

275 shall be sent to all members of record at least 10 days prior to the date of the meeting.
276 Such notice shall be effective when sent by U.S. mail (effective when postmarked), or e-
277 mail (effective when sent) to the postal address or e-mail address for the member as listed
278 on the Corporation's books. For the purpose of Dissolution, notice shall be sent in either
279 of the above ways, two (2) months prior to the meeting.
280

281 **Section 4. Place of Meeting.** Meetings shall be held at the designated location as stated
282 in the notice.
283

284 **Section 5. Quorum.** - A quorum of the general membership shall consist of the lesser of
285 sixty members (60) or thirty percent (30%) of the membership which must include a
286 majority of the Regional Directors and Representatives, and at least two (2) Officers.
287

288 1. In the absence of a quorum, the meeting may be adjourned and continued at
289 another time without further notice. If a quorum is represented at an adjourned
290 meeting, any business may be transacted that might have been transacted at the
291 meeting as originally scheduled.
292

293 2. Once a quorum has been met, the meeting may continue to transact business until
294 adjournment, even if the withdrawal of some members in the meeting results in
295 representation of less than a quorum.
296
297
298

299 **ARTICLE XII – GENERAL PROVISIONS**

300 **Section 1. Finances**

- 302 1. The Fiscal year shall be January 1st to December 31st, each year.
303 2. The Corporation shall use a cash basis for accounting purposes.
304 3. No officer or member has the right to incur any debt or become involved in any
305 business under the Corporation's title or by implying the Corporation's title in any
306 way unless given full authority to do so by the Board of Directors or vote of the
307 membership.
308

309 **Section 2. Affiliate Associations Provision**

- 310 1. OSBA must maintain a group exemption with the Internal Revenue Service,
311 under which beekeeping associations in Ohio, meeting the requirements defined
312 by the Board of Directors and the IRS, may join as an Affiliated Association.
313 2. The Affiliated Association will become a 501(c)(3) organization under the group
314 exemption. The Board of Directors shall establish the requirements for enrolling

315 and maintaining status as an Affiliated Association, cost to the Affiliated
316 Association, and any benefits they shall receive.
317 3. Status as an Affiliated Association shall not be construed as a membership to
318 OSBA and does not grant membership or voting rights to the Affiliated
319 Associations or its members.

320
321

322 **ARTICLE XIII – CODE OF CONDUCT / DISCIPLINE / DUE PROCESS**

323

- 324 1. OSBA has the right to enforce its rules and expect ethical and honorable conduct
325 from its members, officers, and board members. Members, Officers, Directors
326 and Representatives of OSBA shall be free to have and express different ideas,
327 opinions, likes, and dislikes while participating in OSBA meetings and events. All
328 OSBA members are expected to disagree respectfully and listen to others’
329 viewpoints.
330 2. When conflict or disciplinary issues arise, OSBA shall follow the Due Process
331 Procedures described in the Bylaws.

332
333

334 **ARTICLE XIV- CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

335

336 OSBA shall not have a corporate seal. All instruments that are executed on behalf of the
337 Corporation which are acknowledged shall be executed by the President or Vice-
338 President or Secretary or Treasurer under the general direction of the Board of Directors.
339 All other instruments executed by the Organization may be executed by the President or
340 Vice-President. Notwithstanding the preceding provisions of this section, any written
341 instrument may be executed by any officer(s) or agent(s) that are specifically designated
342 by resolution of the Board of Directors.

343
344

345 **ARTICLE XIII - AMENDMENT TO CONSTITUTION**

346

347 The constitution may be altered or amended only at an annual meeting of the members
348 at which a quorum has been met, by the affirmative vote of 2/3 of those members present
349 in person or by proxy. Notice of the proposed changes shall be sent to all members at
350 least thirty days (30 days) prior to the said meeting. Such notice shall be effective when
351 sent by U.S. mail (effective when postmarked), or e-mail (effective when sent) to the
352 postal address or e-mail address for each member as listed on the Corporations books
353 and records.

354

355

356

ARTICLE XIV - AMENDMENT TO BYLAWS

357

358 The Bylaws may be amended, altered, or repealed by the Board of Directors at any
359 properly called regular or special meeting at which a quorum has been met, by a majority
360 of the Directors present. The text of the proposed change shall be distributed to all Board
361 members at least ten (10) days before the date of the meeting. Such notice shall be
362 effective when sent by U.S. mail (effective when postmarked), or e-mail (effective when
363 sent) to the postal address or e-mail address for each Director as listed on the
364 Corporations books and records.

365

366

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ARTICLE XV - DISSOLUTION

368

369 The Corporation may be dissolved only with authorization of its Board of Directors given
370 at a special meeting called for that purpose, and with the subsequent approval by no less
371 than a two-thirds (2/3) majority vote of the members present at a duly called meeting in
372 accordance with Article XI.. In the event of the dissolution of the Corporation, the assets
373 shall be applied and distributed as follows:

374

375 All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision
376 shall be made therefore. Assets not held upon a condition requiring return, transfer, or
377 conveyance to any other organization or individual shall be distributed, transferred, or
378 conveyed, in trust or otherwise, to one or more charitable and educational organizations,
379 qualified as a public charity under Section 501(c)(3) of the Internal Revenue Code of
380 1986, as amended, or any corresponding provision of any future federal tax code, of a
381 similar or like nature to this organization, as determined by the Board of Directors.

382

383 This constitution was ratified on:

384

385

November 7th, 2020

386