

**BY-LAWS
OF
The Beekeepers of Indiana, Inc.**

**ARTICLE I
Name**

Section 1 – Name. The name of the Corporation is The Beekeepers of Indiana, Inc. ("TBoI").

**ARTICLE II
Mission and Activities**

Section 1 – Mission. The Beekeepers of Indiana, Inc. is a nonprofit organization incorporated under the laws of the State of Indiana exclusively for charitable, scientific and educational purposes 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 Beekeepers of Indiana, Inc. activities include (but are not limited to) the following:

- Education in the form of:
 - Training and skills development for beekeepers and those interested in beekeeping
 - Outreach and public information to raise consumer awareness of relevant issues
- Cooperation in the form of:
 - Networking among Indiana beekeepers and beekeeping clubs
 - Collaboration with researchers and other bee-related organizations
- Advocacy in the form of:
 - Participation in national associations, board and panels
 - Engagement of local, state and national government on issues related to the health and wellbeing of Indiana bees and beekeeping

These activities will be available to members and non-members in pursuit of a larger mission.

**ARTICLE III
Membership**

Section 1 - Classes, Eligibility & Dues.

A. Classes. There are two (2) classes of membership.

1. **Full (voting)** – Full members enjoy all the duties and rights of membership. Full membership is limited to persons who meet the eligibility requirements described here.

Full membership includes yearly, multi-year and lifetime memberships. There are two (2) types of Full membership:

- **Individual Membership.** Individual may join each year, multi-year or lifetime membership. Life membership is for the named adult and cannot be transferred.
- **Family Membership.** A Family may join each year, multi-year or lifetime membership. Family membership with voting rights is for up to two named adults (specified in the application) and the minor children (17 or younger without voting rights) living in the same residence. Life membership is for the named adults at that residence and cannot be transferred. If either of the named adults move from the residence, the adult membership remains with s/he who continues to live at the residence on record and will revert to an individual membership. If both move to other residences, a transfer of membership may be requested. However, both adults may maintain family membership only if they move to the same residence.

2. **Affiliate (*non-voting*)** – Affiliate members have limited rights in that they are not entitled to vote at membership meetings, nor may they serve on the Board of Directors. Affiliate membership will be available to businesses, nonprofits, universities and other institutions that wish to support the Association and whose interests align with those of The Beekeepers of Indiana, Inc.

B. Eligibility. Individuals and institutions are eligible for membership provided they:

- Support the mission, purpose and programs of the Association,
- Avoid harming the TBoI membership and the organization.
- Adhere to all Association policies, and
- Pay the currently stipulated membership dues (*i.e., maintain “good standing”*)

C. Dues and Renewal Dates. The Board of Directors determines membership dues.

Annual renewal dues owed by TBoI Officers and Directors must always be paid prior the renewal date. If not paid prior to renewal date, the officer or director shall have a period of inactive membership—voiding their current term and making them ineligible for board position election until after another 12-months of active membership.

Annual renewal dues owned by all other non-board members are due prior to the renewal date. Dues that are paid within 6 months of the current renewal date will maintain ongoing membership for that year based on that same renewal date. Renewal dues paid after 6 months from current renewal date will begin a new year of membership from date renewal payment received and will result in a period of inactive membership.

Section 2 - Duties & Rights of Membership.

A. Duties. It is the duty of all members to promote the interests and wellbeing of the Association.

B. Rights. Members may exercise the following rights:

- Vote in elections as defined in these Bylaws,
- Hold elected office within the Association, and/or
- Vote on items and issues the Board of Directors and Bylaws stipulate.

Section 3 - Term & Termination of Membership.

A. Term. The term of Yearly Membership is one (1) year, beginning with payment of dues and renewable at its end. The term of Life Membership is the life of the individual member.

B. Expiration. Annual membership and its privileges expire upon the failure to pay annual dues. Expired yearly memberships may be reinstated by payment of the next year's dues. Life Membership does not expire.

C. Resignation. A member may resign at any time. Dues will not be refunded.

D. Removal. The Board may remove a member for cause as provided under Indiana Code Title 23, Article 17, Chapter 8 or its successor provisions.

Section 4 - Meetings of the Membership.

A. Meeting Frequency: The Beekeepers of Indiana, Inc. membership meets at least annually, usually at the time and place of the Fall Conference. Special meetings may be called and membership voting or action may be taken. Membership voting may also occur without a meeting (see Article III, Section 5.D.).

B. Purpose: The purpose of the annual meeting of the membership is to:

- Receive an annual report of the status of the Association, and
- Consider such other business as may properly come before the membership.

C. Chair: The President chairs all meetings of the membership.

D. Attendance. Meetings of the membership are open to the public. All board members are expected to attend.

E. Notice.

- Window. The Beekeepers of Indiana, Inc. will provide notice to members (e.g., via mail, website, newsletter and/or email) at least fourteen (14) days prior to a meeting.
- Content. Notice will state the place, date, time, and purpose for which the meeting is called.

Section 5 - Action of the Membership.

A. Voting Authority.

- General. No individual may have more than one (1) vote. Family memberships provides up to two (2) individual votes based on family member eligibility.
- Proxy. Voting by proxy is expressly prohibited.
- Abstention. Failure to vote when present counts as an abstention. Abstentions do not affect quorum.

B. Quorum & Authorization. Unless otherwise specified or required, when action is taken by vote:

- The total number of members in good standing attending the Fall Annual Conference count as a quorum by default.
- Action is authorized by a simple majority of the votes cast by voting members, once quorum is met.

C. Agenda Items. Items may come to the membership upon Board recommendation. Items arising during the course of a membership meeting must go to the Board of Directors for deliberation before final action is taken.

D. Action Without Meeting. Unless otherwise restricted by law, the Articles of Incorporation or these Bylaws, members may vote by mail or other electronic communication without a meeting provided the action is approved by no fewer than 5% of eligible members. The Board of Directors may adopt procedures for conducting voting by mail or other electronic communication.

ARTICLE IV

Board of Directors

Section 1 – Authority. The Board of Directors has the power and authority traditionally assigned to such a body, as set forth in the Articles of Incorporation and Bylaws of the Association, and as interpreted through policy statements.

Section 2 – Duties. The Board of Directors is responsible for overall policy and direction of the Association and must perform all duties imposed collectively or individually by law, the Articles of Incorporation, these Bylaws, and/or policy documents.

A. Individual. As such, each member of the Board of Directors is individually expected to:

- Meet all legal obligations of board service including:
- Diligent attention to board responsibilities – acting as an ordinarily prudent person would in a like position and under similar circumstances;
- The faithful pursuit of Association interests rather than personal interests or those of another; and
- Acting with fidelity, within the bounds of law generally, to the Association mission

- Attend all meetings of the Board of Directors, of the membership, and of any relevant committees
- Serve on at least one Association committee board or program as in Article VI.

B. Collective. Collectively, the Board of Directors is responsible for, but are not limited to:

- Oversight of Association affairs and wellbeing such as:
- Determining the organization’s mission, yearly and longer-range goals and strategies
- Developing policy and taking action necessary to preserve The Beekeepers of Indiana, Inc. mission, operations and integrity
- Stewarding organizational assets, including allocating resources and approving the budget
- Developing and maintaining communication between the organization and its community
- Performance of all duties set forth in law, Articles of Incorporation, Bylaws, and policy such as:
 - Meeting at such times and places as required
 - Determining dues for membership in the Association
 - Establishing and overseeing the operation of the organization and its committees

Section 3 - Board Membership. The Board of Directors consists of sixteen (16) voting Directors comprised as follows:

- Four (4) Directors elected as officers
- Six (6) Directors elected at-large
- Six (6) Directors elected regionally

No more than 2 of the Executive Committee members shall come from one Region. No more than 3 of the At-Large Directors shall come from one Region.

The Board of Directors may, at its discretion, provide **non-voting** seats to select advisors (e.g., State Apiarist and Purdue Apiary Extension Agent)

Section 4 - Terms & Elections. The provisions of Article VII of these Bylaws apply to all members of the Board of Directors, including eligibility to run for a seat or office.

Section 5 - Meetings & Notice.

A. Frequency. The Board of Directors will meet at least four (4) times per year. It may hold special meetings at the call of the President or at least four (4) Directors.

B. Location. Meetings may be held at any location at the discretion of the Board of Directors.

C. Form. At the discretion of the Board of Directors, meetings may be held face-to-face or by conference call or similar communications equipment, as long as all Directors participating in the meeting can hear one another. All such Directors will be considered “present in person” at the meeting.

D. Quorum. Board Quorum requires a minimum of **fifty-one (51) percent** of Directors then seated. Decisions require a **simple majority** of those present at the time when the vote takes place, unless otherwise specified in these By-laws. Proxies are expressly disallowed.

E. Notice. The notice provisions of Article III apply to the Board of Directors, with the exception that the notice need only be given to the members of the Board. Further, special meetings may be called with notice of at least three (3) business days.

F. Action without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a face-to-face or phone meeting *if all* directors individually or collectively vote in writing and 2/3 of the directors consent *in writing* to such action. Such action by written consent will have the same force and effect as an affirmative vote of the Board of Directors. Such written consent or consents will be filed with the minutes of the proceedings of the Board of Directors.

Section 6 – **Compensation.** Directors serve without compensation. Reimbursement for reasonable, actual expenses incurred when acting in his/her capacity as Director on behalf of the Association must be approved by the Board of Directors as necessary.

Section 7 - **Conflicts of Interest.** The Association desires to avoid any conflict of interest. Conflicts and potential conflicts, must be disclosed and the affected person shall be recused from any decision-making with regard to the matter. Perceptions of conflicts of interest shall also be disclosed with the Board determining whether recusal is required. Board members and committee members must sign and abide by the TBoI Conflict of Interest Policy & Statement.

ARTICLE V

Officers of the Board of Directors

Section 1 – **Number.** The Board of Directors will include four (4) Directors who are elected as officers. Those offices are President, Vice President, Secretary, and Treasurer.

Section 2 – **Duties.** All officers will perform all duties incident to the office and as may be required by law and/or the Articles of Incorporation, these Bylaws, Association policies, or which may be prescribed by the Board of Directors. In addition:

A. President. The President has the general powers and duties usually vested in the office of president of a corporation and other powers and duties as the Board of Directors may prescribe. As such the President chairs the Board, the Executive Committee and membership meetings; has general supervision of the activities and affairs of the Association; and is the official spokesperson for the Association.

B. Vice President. The Vice President chairs the Governance and Grievance Committees, serves as may be required in the President's absence, and performs other duties as assigned.

C. Secretary. The Secretary chairs the Communications Committee, assures proper records of organizational activities, including Board records (*e.g., actions, minutes*), provides meeting notices, and distributes information as required.

D. Treasurer. The Treasurer chairs the Finance Committee, assures proper maintenance of adequate and complete books and records of accounts of the properties and transactions of the Association, reports at each board meeting, assists in budget preparation and other planning, and makes information available as required. The Treasurer is also responsible for accurately tracking all Association membership. The Treasurer and any position that has access to corporate funds shall be bonded. An independent audit shall be completed when authorized by the Board and will always be completed at the conclusion of any treasurer's term in office.

Section 3 – Terms & Elections. The provisions of Article VII apply to all officers, including eligibility to run for office.

ARTICLE VI Committees

Section 1 – General.

A. Formation. The Board of Directors may create committees to advise its work or the work of the Association.

B. Composition. Where these Bylaws designate a committee chair, that person is responsible for filling committee membership. Where no such chair is designated, the Executive Committee will appoint a committee chair with Board approval. The process of seating the committee will otherwise be the same.

C. 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 the same time.

D. Committee Rules.

- All committee actions are subject to review by the Board of Directors.
- Unless the Board provides otherwise, a committee may make rules for the conduct of its business.
- 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

Section 2 - Committees of the Board. Committees of the Board are charged with tasks necessary for Association governance. All such committees report to the Board of Directors.

A. Executive. The Executive Committee consists of the four (4) officers, chaired by the President. The committee:

- Acts as necessary between Board meetings
- Prepares board agendas, keeps minutes of its proceedings, and regularly reports the same to the Board
- Recommends actions to the board
- Calls on advisors as needed to fulfill its responsibilities

B. Governance. The Vice President is the chair of the Governance Committee. The committee is responsible for all tasks associated with the oversight of nominations, elections, and the Nominations Committee. As such it:

- Fosters leadership opportunities and development throughout the Association
- Provides leadership to the Association in cultivating candidates for election
- Ensures the integrity of elections throughout the Association in compliance with Article VII of these Bylaws
- Ensures that the Board regularly evaluates its effectiveness
- Ensures that the Board receives the education it needs to perform its duties
- Government relations efforts on behalf of the Association

C. Finance. The Treasurer is the chair of the Finance Committee. The committee:

- Provides the Association with financial oversight
- Reviews financial reports, policies, and the annual budget
- Develops and oversees financial planning and policies that safeguard Association assets
- Ensures filing of all required legal documents

D. Membership & Communications. The Secretary is the chair of the Communications Committee. The committee plans for and oversees:

- Membership recruitment and retention strategies
- Communication with Association members (e.g., newsletter, website, social media)
- Outreach to the public, including all marketing and public relations

E. Ad Hoc. The Board of Directors may form, assign members to and convene *ad hoc* committees as needed. These committees have a specified term and activate only when appropriate work requires their attention.

Section 3 - Program Committees. Program committees perform tasks related to Association activities (e.g., *fall conference and Bee School*). The Board may convene program committees as appropriate in support of the mission and healthy operation of the Association.

ARTICLE VII
Terms & Elections

Section 1 - Election Frequency. Elections are held annually at the Fall Conference to select members to serve on the Board of Directors.

Section 2 - Election Eligibility.

A. To Vote. In order to receive a ballot and vote, an individual must be on record as a member in good standing.

B. To Run or Be Appointed to an Open Board Position.

- No individual may hold more than one (1) elected office at any given time.
- Candidates must be members in good standing for at least one (1) year of continuous active membership in the last 12 months.
- Candidates must have attended at least two (2) board meetings in the 12 months prior to the election—one of which can be attendance via video conference call.
- Candidates for board officer positions must have previously served for at least one year as an TBoI officer or director.
- Policy documents may set forth additional requirements for election eligibility.
- Nominees for Treasurer position shall have the independent knowledge and experience to complete or oversee all functions of this position including accounting background/ knowledge, corporate tax documentation, tax paperwork requirements, and tax laws for non-profits.
- Nominees for Secretary position shall have the independent knowledge and experience to complete or oversee all functions of this position including website and newsletter editing and maintenance.

Section 3 - Conduct of Elections.

A. Responsibility. The Nominations Committee oversees the conduct of all elections.

B. Elections Panel. The Nominations Committee is responsible for soliciting a three or four (3-4) person Elections Panel each year to collect, verify and count all ballots. The Panel:

- Should be announced three (3) to six (6) months prior to the election in order to ensure neutrality
- May not include anyone currently holding or campaigning for a seat on the Board of Directors
- Appointment is subject to Board approval

C. Procedures. Distribution of ballots, including absentee ballots, and casting of votes will follow board-approved policy and procedures.

D. Tie. In the event of a tie vote, the Elections Panel will select the winner by drawing a name from a container.

E. Contested Results. Should the results of a vote be contested, the following rules will apply:

- The written and signed objection must be received by the TBoI Vice President, for action by the Grievance Committee within five (5) business days of the meeting in which the election was held. The objection cannot be filed by a 3rd party.
- At any time, the Grievance Committee may request additional information.
- The Grievance Committee will convene within seven (7) days after the objection is submitted.
- The Grievance Committee may hear such evidence as presented by the objector who must be heard in person. Such person may bring counsel if desired.
- The Grievance Committee by a vote of a majority of those present and voting, shall, within thirty (30) days after such hearing, render its decision, which may be either to affirm, change the results of the election, or set aside the election results. This decision on all such matters will be final.

Section 4 - Directors Elected Regionally. Election of these six (6) select Board of Directors seats will be tied to a member's residence in order to ensure regional representation across the State of Indiana. Residence is defined as county of the address of the member. The Board of Directors designated six (6) regions, including all counties and dividing none, for this purpose and shall make the map available to all members.

Regionally elected Directors on the Board will be expected to serve as a liaison to all members residing in their designated areas in cooperation with the governance and membership/communications committees as well as local clubs.

Section 6 – At-Large Directors. Election of At-Large Directors are not tied to specific regions of member's residence, but elected by all members residing throughout Indiana and out-of-state. At-Large Directors serve as liaison to all membership and are expected to participate in various committees, committee activities, as well as work in cooperation with Directors Elected Regionally and individual beekeeping clubs as appropriate.

Section 7 – Terms of Directors.

A. Terms for 2018 and 2019 Elections.

- In 2018: Elections will seat the President, Secretary, three (3) Regionally Elected Directors for a one-year term, and three (3) Regionally Elected Directors for a two-year term.
- In 2019: Elections will seat the Vice-President, Treasurer, three (3) Regionally Elected Directors for a two-year term, three (3) Directors at Large for a one-year term, and three (3) Directors at Large for a two-year term.

B. Terms Beginning 2020. Directors serve staggered terms. One half (1/2) of the Board of Directors will be nominated and elected each year as follows:

- Even year elections will seat the President, Secretary, three (3) Regionally Elected Directors, and three (3) Directors at Large.

- Odd year elections will seat the Vice-President, Treasurer, three (3) Regionally Elected Directors, and three (3) Directors at Large.

C. Term Limit. A Director who has served three (3) consecutive terms, of 2 years each, may serve additional terms only after a one (1) year absence from the Board of Directors.

D. Effective Date. Following an election at the Annual Fall Membership Meeting, all newly elected board members take office effective December 1st.

Section 8 - Resignation, Removal & Replacement.

A. Resignation – An individual elected to the Board of Directors may resign in writing at any time. Resignation letter should be sent to the President and all other officers receive a copy. Unless otherwise specified, a resignation is effective upon receipt.

B. Removal – Any Director may be removed from the Board of Directors upon failure to fulfill the duties set forth in Article III, policy statements, or for cause as determined by a two-thirds (2/3) vote of then-seated Directors. Any Director who has missed two (2) board meetings in a given twelve (12) month calendar year period will be removed for cause. Board members are allowed to attend one (1) board meeting by phone or video call in an emergency.

C. Ineligibility. Any individual whose membership has expired or been otherwise terminated will lose candidate eligibility and/or terminate his/her elected position.

D. Vacancies – Whenever a mid-term vacancy occurs, the Executive Committee by unanimous vote will appoint a replacement Director to the Board for the remainder of the original Director's term. Without a unanimous vote, the appointment must be taken to the full Board. The completion of someone's term will not count as a term in the replacement Director's term limits.

ARTICLE VIII General Provisions

Section 1 – Fiscal Matters.

A. Fiscal Year. The Association's fiscal year begins on January 1 and ends on December 31.

B. Deposit of Funds. All funds will be deposited to the credit of the Association in such banks or other depositories in the name "The Beekeepers of Indiana, Inc."

C. Contracts. The Treasurer shall sign association contracts having financial implications for the corporation with prior notification and approval of the Executive Committee and any applicable Committee Chair. Subsequent notification, including financial implications, shall be provided to the full board within 10 business days. The President signs all other Association contracts and provide notification to the full board within 10 days.

D. Commercial Paper. The Treasurer signs all Association checks, drafts or other orders for payment of money, notes or other evidences of indebtedness. All such documents exceeding \$500 require board approval via the budget process or separate resolution. In the Treasurer's absence, the President or other Board-designated officer, shall fulfill these responsibilities.

E. Gifts. The Board may accept contributions, bequests, etc. on behalf of the Association but not for personal gain.

F. Assets Upon Dissolution. The properties and assets of the Association are irrevocably dedicated to public and charitable purposes. No part of the net earnings, properties, or assets of this Association, whether upon dissolution or otherwise, shall inure to the benefit of or be distributed to its Officers, Directors, members or any private persons affiliated with the Association, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purposes clause of the Articles of Incorporation.

Upon the liquidation or dissolution of the Association, the Association'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 Association.

Section 2 - Compensation Policies.

A. General Prohibition & Exception.

- No member may receive compensation for:
 - Serving on the Board or any Committee or for performing duties normally associated with that position
 - Engaging in activities normally associated with membership (*e.g., committee service, holding office*).
 - Meeting expenses may be reimbursed when authorized by the Board or stipulated in Board approved policy.

Section 3 - Prohibited Activities. The Association may not engage in or carry on activities prohibited under Section 501(c)(3) of the Internal Revenue Code.

A. Private Benefit. No part of the Association's net earnings may inure to the benefit of or be distributable to its Directors or officers.

B. Political Activities. The Association may not participate or intervene in a political campaign on behalf of or in opposition to candidates for public office.

C. Lobbying. The Association may engage in political and legislative education and advocacy efforts provided such efforts remain within federal limits and do not constitute a *substantial* part of its activities.

D. Contracts. No Association member may be interested, directly or indirectly, in any contract relating to its operations, nor for furnishing services or supplies to it, unless it follows the Conflict of Interest policy.

Section 4 - Corporate Records.

A. Maintenance of Corporate Records. The Board of Directors or its designees will ensure that corporate records are maintained in accordance Indiana Code Title 23, Article 17, Chapter 27 or its successor provisions.

B. Inspection Rights. Members will have a reasonable right to inspect Association records and to inspect its physical properties as provided in Indiana Code Title 23, Article 17, Chapter 27 or its successor provisions.

C. Document Retention. The Association will retain records as required by law, Articles of Incorporation, Bylaws, or policy documents, per board-approved policy.

Section 5 – Indemnification. The Association will insure its Directors, officers, and volunteers to the extent required by Indiana Code Title 23, Article 17, Chapter 16 or its successor provisions.

ARTICLE IX

Amendments to Articles of Incorporation and By-laws

Section 1 – Articles of Incorporation. The Articles of Incorporation may be amended only with approval of the membership. Prior to a membership vote, proposed changes to the Articles of Incorporation must be approved by the Board of Directors with 30 days prior notice, at a Board meeting, and by two-thirds (2/3) vote of then-seated Directors. The Board approved amendments will be made available to members (*e.g., posted online, by mail, and/or email*) thirty (30) days prior to the membership vote. Amendments adopted by the membership will be published to the members following the vote.

Section 2 –Bylaws. The Bylaws may be amended following the same procedure as used for amending the Articles of Incorporation. (See Section 1 of this Article.)

Approved by the Board of Directors this 19th day of August, 2019.

Approved by Membership this 26th day of October, 2019.



Nancy Kimmel, Secretary