

# **BYLAWS (approved 8/2/06); Revised 8/8/08**

## **Of The EASTERN APICULTURAL SOCIETY Of North America**

### **A District of Columbia Nonprofit Corporation**

#### **ARTICLE 1 – MEMBERSHIP**

##### **SECTION 1.1 Application for Membership.**

Application for membership may be made by any reasonable means available, to include a verbal request and paying the prescribed membership dues with cash, check or credit card.

##### **SECTION 1.2 Membership Classes.**

The Society shall have four classes of membership that are defined in the Constitution. These are: A. Annual; B. Life; C. Association; and D. Corporate.

The class of membership a person is placed in depends on the amount of dues paid as prescribed in the Policy and Procedure Manual, and definitions described in Article IV, Section 1 of the Constitution.

##### **SECTION 1.3 Voting Rights.**

Each member in good standing shall be entitled to one vote (Corporate Member = 1 vote; Annual Member = 1 vote, Life member = 1 vote; Association = 1 vote) on all matters submitted for vote at the annual conference General Membership business meeting.

##### **SECTION 1.4 Termination of Membership.**

###### **SECTION 1.4.1 Suspension and Expulsion**

The Board of Directors, by affirmative vote of two thirds of all members of the Board present at a Board meeting, may suspend or expel a member after an appropriate hearing (Hearing procedure outlined in the Policy and Procedure Manual).

###### **SECTION 1.4.2 Expiration**

Membership is terminated when the annual year expires and dues are not paid for the following year.

##### **SECTION 1.5 Resignation**

Any member may resign by filing a written resignation with the Secretary. The resignation shall become effective upon receipt.

##### **SECTION 1.6 Reinstatement of Expired Membership.**

A former member will be reinstated upon having paid his/her annual dues. There is no partial year dues structure.

##### **SECTION 1.7 Transfer of Membership.**

Membership in the Society is not transferable or assignable.

#### **ARTICLE 2 - BOARD OF DIRECTORS**

##### **Section 2.1 General Powers.**

The affairs of the Society shall be managed by its Board of Directors. The powers of the Society shall be exercised by, or under the authority of the Board, except as otherwise provided by these Bylaws in Section 5 or by a resolution of the Board.

### **Section 2.2 Initial Term of Directors.**

In order to assure that the terms of the majority of the board of directors will not expire at once, the directors' terms for the following states in the EAS region shall expire as follows:

a. Terms of directors from the following states/provinces shall expire in 2005, and every fourth year thereafter - Ontario, Pennsylvania, Virginia, Ohio, Nova Scotia, Quebec, South Carolina, Georgia, Master Beekeeper.

b. Terms of directors from the following states/provinces shall expire in 2006 and every fourth year thereafter. Connecticut, Maryland, Maine, New York, Vermont, Prince Edward Island, New Brunswick, Indiana, Louisiana.

c. Terms of directors from the following states/provinces shall expire in 2007 and every fourth year thereafter. Delaware, New Jersey, Rhode Island, Alabama, Mississippi, Newfoundland, Florida, Illinois.

d. Terms of directors from the following states/provinces shall expire in 2008 and every fourth year thereafter. West Virginia, Massachusetts, North Carolina, Tennessee, Kentucky, Michigan, New Hampshire, Wisconsin.

### **SECTION 2.3 Removal of Directors.**

Any Director may be removed from office for cause by the vote of a majority of the Board following a hearing detailing the cause for removal.

### **SECTION 2.4 Resignation.**

Any Director may resign at any time by giving written notice to the Society secretary. The resignation shall be effective upon receipt or at such subsequent time as may be specified in the notice of resignation. The resignation will be announced at the next Board meeting whether it is a regularly scheduled meeting or emergency meeting.

### **SECTION 2.5 Compensation of Directors.**

The Board shall have the authority to fix the compensation, including reimbursement of expenses, of Directors for their services as such. Compensation and reimbursement details are found in the Policy and Procedures Manual.

### **SECTION 2.6 Voting Rights.**

Each Director shall be entitled to one vote in person or by proxy on each issue brought before the Board for a vote.

### **SECTION 2.7 Voting by Proxy.**

Any state/provincial association whose director is absent at a Board meeting is entitled to a vote at any meeting of the Board by proxy. The proxy director must have provided authorization in writing signed by the state/provincial association president or the director granting the proxy. Such written authorization must specify any limitation placed on the voting rights granted to the proxy. The proxy statement must be filed with the Society Secretary prior to the beginning of any Board meeting and announced at the beginning of the Board meeting.

## **ARTICLE 3 - MEETINGS OF DIRECTORS**

### **SECTION 3.1 Place of Meetings and Notice.**

The Board of Directors will designate at the end of each Board meeting the date and location of the next Board meeting. The location and date shall be convenient for the majority of the Directors and consistent with the needs of the Society. Notice of each Board meeting will be transmitted electronically by the Secretary to each Board member sufficiently in advance of the meeting to accommodate member's schedules and allow for the arrangement of over night accommodations if necessary.

### **SECTION 3.2 Regular Meetings.**

The Board of Directors will hold at least two regularly scheduled meetings during each year. One of the two meetings will be held in conjunction with the annual conference.

### **SECTION 3.3 Emergency Meetings.**

Emergency meetings can be called by the Chairman when issues arise that warrant such an action; or when a majority of the Directors petition, in writing, phone or electronically, for such a meeting. The grounds for an issue(s) to qualify for an emergency meeting must be narrowly defined and of a nature that if not addressed until the next regularly scheduled Board meeting the Society could suffer adverse consequences. The only business to be conducted at an emergency meeting will be the resolution of the subject issue(s) described in the petition.

### **SECTION 3.4 Annual Meeting.**

The annual meeting of the board is essentially the same as a regular board meeting, except that it shall be held prior to the General Membership Business Meeting. This is done so as to allow issues of importance to the membership as a whole to be presented to the general membership for consideration and vote.

### **SECTION 3.5 Quorum.**

A quorum of the Board of Directors shall consist of ten (10) participating members. Directors participating via electronic means have all rights of Directors in attendance and are to be counted as contributing to the quorum so long as all directors can communicate one with another.

### **SECTION 3.6 Conduct of Board Meetings.**

The Chairman, or in the Chairman's absence, the Vice Chairman shall preside over Board meetings. The Chairman shall establish rules of the meeting that will freely facilitate debate and decision making. The Chairman shall prepare the meeting agenda using the following format:

- Roll Call
- Approval of the Minutes
- Officer Reports
- Committee Reports
- Old and Unfinished Business
- New Business
- Set the Date and Location of the Next Board Meeting
- Adjourn

The Secretary of the Society shall act as the secretary of all Board meetings or, in the absence of the Secretary, a person shall be appointed by the Chairman, to act as Secretary.

## **ARTICLE 4 - OFFICERS**

### **SECTION 4.1 Function.**

The Officers of the Society will function as an executive committee. As such they will recommend courses of action and policies for approval by the Board of Directors. The Officers shall delegate authority to carry out courses of action approved by the Board.

### **SECTION 4.2 Number and Title.**

The Officers of the Society shall be eight (8) and include a Chairman, a Vice Chairman, a President, a Vice President, a Secretary, a Treasurer, a President emeritus, and a Chairman emeritus. The officers may include an editor, and such other positions as the Board may determine by resolution. Any number of offices may be held by the same person, however the person holding multiple offices is entitled to only one vote on issues brought before the executive committee for vote.

### **SECTION 4.3 Qualification of Officers.**

The Officers of the Society shall be members in good standing. Candidates for an officer position may serve the remainder of his/her predecessor's term and two additional terms before mandatory expiration of term of service. A candidate for an officer position will be qualified for that position if the position was other than the one in which he/she previously served, or there was a two year break in service from the position previously held.

### **SECTION 4.4 Election, Term, and Duties of Officers.**

#### **SECTION 4.4.1 Chairman of the Board of Directors.**

##### **SECTION 4.4.1.1 Election.**

A new Chairman of the Board of Directors shall be elected by the Board at expiration of the sitting Chairman's term of office or after his/her death, resignation, or removal for cause. Nominees for the Chairmanship must have served in the past as a Board member or Officer of the Society. Nominees for the Chairmanship will be placed in nomination by the Nominations Committee. Nominees may also be nominated by any Board member in attendance. The Board members will vote by secret ballot. The successful candidate must have received a two thirds majority vote of those Directors qualified to vote in the election. The timeline for the nomination procedure is outlined in the Policy and Procedure manual.

##### **SECTION 4.4.1.2 Term.**

The Chairman's normal term of office shall be four years, and he/she may be reelected to one additional four-year term of office. The Chairman shall hold office until the expiration of the term for which he or she was elected or his/her death, resignation, or removal for cause. A newly elected Chairman may serve the remainder of his predecessor's term if the predecessor was unable to complete his/her term of office due to death, resignation, incapacitation or removal for cause, and he/she may be reelected to two additional four year terms before mandatory termination of service. At the conclusion of the Chairman's term of service he/she may continue as a member of the Executive Committee with the title of Chairman Emeritus and retain all privileges of an officer of the Society.

**SECTION 4.4.1.3 Duties and Powers.**

The Chairman shall be the chief executive officer of the Society and shall have general supervision over the business and operations of the Society, subject to the control of the Board. The Chairman shall execute, in the name of the Society, all contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Society. In general, the Chairman shall perform all other duties incident to the office of Chairman and such other duties as may be assigned by the Board. The Chairman's duties include chairing Board meetings, executive committee meetings and the General Membership Business Meeting. In the case of an extended absence, incapacity, or resignation of the Secretary, the Treasurer, the President, the Vice President or Vice Chairman, the Chairman shall appoint a Board member to serve in that capacity until such time as the elected officer can return to his/her duties or the office can be filled using the process described below. Other specific duties and responsibilities are detailed in appropriate sections of the Policy and Procedures Manual.

**SECTION 4.4.2 Vice Chairman.****SECTION 4.4.2.1 Election.**

The Vice Chairman shall be elected in conjunction with the election of a Chairman. Following the election of a Chairman, and at the same meeting, the newly elected Chairman will nominate a candidate to serve as Vice Chairman. After receiving a majority affirmative vote from the Board, the Chairman's candidate will be appointed as the new Vice Chairman.

**SECTION 4.4.2.2 Term.**

The Vice Chairman's term of office shall be concurrent with the Chairman who nominated him/her.

**SECTION 4.4.2.3 Duties.**

The Vice Chairman's primary duty is to assume the Chairman's role when the Chairman is unavailable. Additionally the Chairman may assign special duties and responsibilities to the Vice Chairman, including Committee Chairmanships. The Vice Chairman is automatically a member of every committee, ad hoc or standing, created by the Chairman.

**SECTION 4.4.3 Vice President, President and President Emeritus.****SECTION 4.4.3.1 Election.**

In order to build and maintain a level of expertise on the Executive Committee the Vice President of the Society shall be nominated from that state/provincial or corporate member which one year hence shall be the host association or business for the annual conference. The nominee will be endorsed by the Board and presented to the general membership for election at the General Membership business meeting two years in advance of serving as President.

**SECTION 4.4.3.2 Term.**

The individual elected will serve a one year term as Vice President followed by a one year term as President and finally one year as President Emeritus.

#### **SECTION 4.4.3.3 Duties.**

The individuals elected, beginning with the Vice President, will progress through the three officer positions and will concentrate their energies on planning and execution of a successful annual conference. Details of how to plan and execute a conference are found in the Conference Guidelines, and appropriate sections of the Policy and Procedure Manual.

### **SECTION 4.4.4 Secretary**

#### **SECTION 4.4.4.1 Election.**

The Nominating Committee will at the expiration of the Secretary's term of office present to the Board candidate(s) for the Secretary's position. The Board will then elect a Secretary from the list presented by the Nominating Committee.

#### **SECTION 4.4.4.2 Term.**

The Secretary's term of office shall be four years. The Secretary shall hold office until the expiration of the term for which he or she was elected or his/her death, resignation, or removal for cause. The Secretary may serve the remainder of his/her predecessor's term and continue until retirement or is removed from office by election. The Secretary's term of office shall be staggered in such a way as to expire during both the Treasurer's and Chairman's term of office.

#### **SECTION 4.4.4.3 Duties.**

The Secretary shall attend all meetings of the Board. The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. The Secretary shall see that the required notices of meetings of the Board are given and that all records and reports, except financial records and reports are properly kept and filed by the Society. The Secretary shall retain custody of one of the Seals of the Society and shall see that it is affixed to all documents to be executed on behalf of the Society under its Seal. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chairman. Specific details of the Secretary's duties are found in the Secretarial section of the Policy and Procedures Manual.

### **SECTION 4.4.5 Treasurer.**

#### **SECTION 4.4.5.1 Election.**

The Nominating Committee will at the expiration of the Treasurer's term of office present to the Board candidate(s) for the Treasurer's position. The Board will then elect a Treasurer from the list presented by the Nominating Committee.

#### **SECTION 4.4.5.2 Term.**

The Treasurer's term of office shall be four years. The Treasurer shall hold office until the expiration of the term for which he or she was elected or his/her death, resignation, or removal for cause. The Treasurer may serve the remainder of

his/her predecessor's term and continue until retirement or is removed from office by election. The Treasurer's term of office shall be staggered in such a way as to expire during the Secretary's and Chairman's term of office.

#### **SECTION 4.4.5.3 Duties.**

The Treasurer shall have custody of Society funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Society, and to endorse checks, drafts, and warrants in its name and on its behalf and to give full discharge for the same. The Treasurer shall deposit all funds of the Society, except such as may be required for the current use, in such banks or other places of deposit as the Board may designate. The Treasurer shall retain custody of one of the Seals of the Society and shall see that it is affixed to all documents to be executed on behalf of the Society under its Seal. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the Chairman. The Treasurer shall chair all meetings of the Finance Committee. Specific details of the Treasurer's duties are found in the Financial Section of Procedures and Policy Manual.

#### **SECTION 4.4.6 Chairman Emeritus.**

See SECTION 4.4.1.2 above.

#### **SECTION 4.5 Vacancies.**

Vacant Secretary, Treasurer, President, Vice President or Vice Chairman positions will be filled by the Chairman following the procedure found in SECTION 4.4.1.3 above.

#### **SECTION 4.6 Removal of Officers.**

Any Officer may be removed from office for cause by the vote of a majority of the Board following a hearing detailing the cause for removal. The procedure for removal of an officer may be found in the Procedures and Policy Manual.

#### **SECTION 4.7 Resignations.**

Any Officer may resign at any time by giving written notice to the Society's Secretary. The resignation shall be effective upon receipt or at such subsequent time as may be specified in the notice of resignation. The resignation will be announced at the next Board meeting whether it is a regularly scheduled meeting or emergency meeting.

#### **SECTION 4.8 Compensation of Officers.**

In general the officers serve without compensation except for the Secretary and the Treasurer. The Board shall have the authority to set the level of compensation, including reimbursement of expenses of Officers for their service. Compensation, available funds and reimbursement details are found in the Policy and Procedures Manual.

#### **SECTION 4.9 Voting Rights.**

Each Officer, excluding the Secretary and the Treasurer, shall be entitled to one vote on each issue brought before the Executive Committee, and each issue brought before the Board for a vote.

## **ARTICLE 5 COMMITTEES**

### **SECTION 5.1 Types and Appointments.**

The Society shall have two (2) types of committees, Standing and Ad Hoc. Volunteers for committee positions may be accepted from the Board members, however, the Chairman retains authority for all committee appointments, except for the Executive Committee whose members are all elected. The Chairman appoints each committee chairman except the Finance Committee Chairman who is the elected Treasurer and the Executive Committee which is chaired by the Chairman. The Chairman may appoint a scholar from the general membership to serve on the Awards Committee to assist in evaluating Research Grant Proposals, and the other Awards. Each committee will have one or more members. Job descriptions, goals, purposes, guidelines and reporting requirements of all committees are defined in the Policy and Procedure Manual. Appointment to a committee will terminate at the end of the Board Member's term of office or by arrangement with the Chairman.

#### **SECTION 5.1.1 Standing Committees.**

##### **SECTION 5.1.1.1 Executive Committee.**

The Officers of the Society serve as the Executive Committee. The Executive Committee shall have all of the powers and authority of the Board in the intervals between meetings of the Board.

##### **SECTION 5.1.1.2 Finance Committee.**

The Finance Committee will have at a minimum three members and be chaired by the Treasurer. The Finance committee shall be responsible for developing and reviewing fiscal procedures, ongoing fundraising and a budget for both EAS operations and the annual conference. All budgets and amendments to budgets will be presented to the Board for approval. One member of the Finance Committee will be designated recording secretary and keep minutes of each Finance Committee meeting.

##### **SECTION 5.1.1.3 Awards Committee.**

The Awards Committee will have as a minimum three members and is responsible for evaluating award nominees and selecting winners for the various awards given by EAS each year. A list of the awards and the criteria used to determine each winner may be found in the Procedures and Policy Manual. One member of the Awards Committee will be designated recording secretary and keep minutes of each Awards Committee meeting.

##### **SECTION 5.1.1.4 Nominating Committee.**

The Nominating Committee will have as a minimum two members and is responsible for seeking out qualified members to serve on the Board and placing the qualified member's name in nomination before the Board Of Directors, and if accepted, then at the annual conference General Membership Business Meeting. The Nominating Committee is responsible for monitoring the expiration dates of the various Board members terms of office so that the orderly replacement of directors is maintained.

##### **SECTION 5.1.1.5 Membership Committee.**



The Membership Committee will have as a minimum three members (one being the Vice Chairman) and is responsible for presenting to the Board initiatives for approval to increase membership. Upon approval or modification by the Board, the Membership Committee will implement the initiative and report the results. The Vice Chairman shall act as recording Secretary.

### **SECTION 5.1.2 Ad Hoc Committees.**

Ad Hoc Committees will be appointed from time to time by the Board to perform a specific task. All Ad Hoc Committees will receive from the Board a set of written instruction defining the scope of the committee's task, any limitation placed on the task and when the task is to be completed. Ad Hoc Committees may vary in size from one to any number and remain in effect until the task is completed.

## **ARTICLE 6 - CONFLICT OF INTEREST**

### **SECTION 6.1 Conflicts of Interest.**

No Board member may vote upon a matter coming before the Board, Executive Committee or any other committee in which he or she has a direct financial interest. Immediately upon becoming aware that such a conflict may exist, a Board member must disclose the existence of the potential conflict to the Board members, withdraw from further deliberations on the issue and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the minutes of the meeting. Failure to adhere to this policy may be grounds for removal from the Board for cause.

## **ARTICLE 7 – GENERAL MEMBERSHIP BUSINESS MEETING**

### **SECTION 7.1 Conduct of General Membership Business Meeting.**

The Chairman, or in the Chairman's absence, the Vice Chairman shall preside over the General Membership Business Meeting. The Chairman shall establish rules of the meeting that will freely facilitate debate and decision-making. The Chairman shall prepare the meeting agenda using the following format:

- A. Call the Meeting to Order
- B. Approval of the Minutes
- C. Treasurer's Report
- D. Standing Committee Reports
- E. Ad Hoc Committee Reports (If Appropriate)
- F. Old and Unfinished Business
- G. New Business
- H. Adjourn

The Secretary shall act as the recording secretary of the General Membership Business Meeting or, in the absence of the Secretary, a person shall be appointed by the Chairman, to act as recording secretary.

The Treasurer shall present to the General Membership a report the Society's Balance sheet and Income statement as of the end of the fiscal year immediately preceding the date of the report. The Balance Sheet and Income Statement shall be filed with the minutes of the General Membership Business Meeting

## **ARTICLE 8 - SOCIETY RECORDS**

### **SECTION 8.1 Society Records.**

The Society Chairman, Secretary and Treasurer shall keep at their home, office, or other secure location the EAS records appropriate to their office. The various committee chairmen may retain records appropriate to their committee assignments at their home and send copies to the Secretary. Committee chairmen must surrender their EAS records to their successor or, in the case of an ad hoc committee's records, surrender the records to the Secretary. The Treasurer will maintain the Societies current and ongoing financial records in at least one off site location so no loss of records or transactions will be lost in case of loss of the Treasurer's immediate records. The Chairman and Secretary shall have access to the records, though have no ability to change these records. Periodically, or at the least, once per term, the Chairman, Secretary and Treasurer will send to the Historian those records of historical significance as defined in the Policy and Procedures Manual.

## **ARTICLE 9 - AMENDMENTS**

### **SECTION 9.1 Amendments.**

The Bylaws of the Society may be amended by a majority vote of the General Membership at the annual General Membership Business Meeting. The procedure to be used for introducing a change to the bylaws is found in the Policy and Procedures Manual.

## **ARTICLE 10 - DISSOLUTION**

A two-thirds vote of the Board shall be required to dissolve the Society. Upon dissolution of the Society, any assets remaining after payment of all debts and liabilities shall be paid over to charitable organizations exempt under the provisions of Section 501(c) 3 of the U. S. Internal Revenue Code that have purposes consistent with EAS purposes. No part of the remaining assets of the Society will be paid or distributed to an officer, director, or member of the Society.

## **ARTICLE 11 - MISCELLANEOUS**

### **SECTION 11.1 Fiscal Year.**

The fiscal year of the Society shall begin on the first day of January and end on the last day of December each year.

### **SECTION 11.2 Dues Year.**

The dues year of the Society shall begin on the first day of September and end on the last day of August each year.

### **SECTION 11.3 Meeting Rules.**

Meetings shall be governed by Robert's Rules of Order.

### **SECTION 11.4 Policy and Procedures.**

Policy and Procedures referred to in this document, the Constitution and any EAS Sanctioned reference, document or other correspondence or communication shall be compiled, collected and maintained by the Secretary. Policies and Procedures as determined by the Board shall be entered into this manual and used to determine guidelines and actions of the Executive committee, the Board of Directors and the membership of EAS. Policies and Procedures are created and removed strictly by motions from the Board, and may be changed at any time the opportunity of a vote arises.

### **SECTION 11.5 Membership Fees.**

The Board shall establish membership fees and have the fees posted on all solicitations for membership. Dollar amounts for the various classes of membership may be found in the Policy and Procedures Manual.