

# Constitution and By-Laws of the Brazos Valley Beekeepers Association

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*Revised November 2020*

## Article I – Name and Affiliation

SECTION 1. The name of the organization shall be the **Brazos Valley Beekeepers Association**

SECTION 2. The Organization shall maintain membership in the Texas Beekeepers Association.

SECTION 3. The Organization shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donations to the Club shall inure to the benefits of any member as an individual outside of sanctioned Club benefits.

SECTION 4. The members of the Organization shall adopt and may, from time to time, revise these By-Laws as may be required to carry out these objectives.

SECTION 5. The organization is organized exclusively for charitable, religious, education, or scientific purposes under Section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

## Article II – Objectives

SECTION 1. The objectives of the organization shall be:

- a) Further the general knowledge and success of member hobbyist beekeepers through educational programs designed for improved promotion, production and marketing of bees and bee products and services for hobbyist beekeepers in the Brazos Valley.
- b) Cooperate and coordinate with other beekeeping organizations which share similar goals and objectives.
- c) Encourage and promote Beekeeping and the importance of the honey bees and beekeeping activities to the general public.

## Article III – Membership

SECTION 1. **Membership** shall consist of Individuals or Families interested in the Objectives as stated in Article II who shall have been accepted following submission of an initial written application form with fee for first year's dues. The Board shall determine initial Membership acceptance. Families may apply under one application form.

While membership is to be unrestricted as to residence, the Organization's primary purpose is to be representative of the hobbyist beekeepers in and around the Bryan-College Station area.

SECTION 2. **Dues.** Membership dues shall be recommended by the Board of Directors and voted on by the general membership at the Annual Meeting as defined in Article V, Section 2. Any changes in dues proposed by the Board of Directors shall be announced at least 30 days prior to the Annual Meeting.

SECTION 3. **Lifetime Membership.** The Board of Directors shall meet before the Annual Meeting to review current and paid members for the possibility of advancement to Lifetime Membership. Minimum qualifying requirements are:

- a) be a current member in good standing who has been a member in good standing for 10 or more consecutive membership years
- b) significantly contributed throughout those consecutive years to the benefit of the Organization by routinely participating in Club events, held office, or similarly contributed of their time to the benefit of the club.

The Board of Directors may then vote on members meeting the above criteria. A unanimous vote of the Board of Directors shall be required to grant lifetime membership. Lifetime members will be announced and shall receive a plaque noting their advancement to lifetime membership at the annual meeting. Payment of dues for lifetime members shall be waived.

Lifetime members shall continue to be obligated to these Constitution and By-Laws.

SECTION 4. **Termination of Membership.** Memberships may be terminated:

- a) by resignation. Any member in good standing may resign from the Organization upon written notice to the Secretary; no refund of dues shall be made and any debt to the Club must be paid.
- b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the membership year as defined in Article V, Section 1.

- c) by expulsion. A membership may be terminated by expulsion as provided in Article VIII, Section 3.

## **Article IV – Officers & Board of Directors**

**SECTION 1. Officers.** The Officers of the club shall consist of six (6) members: President, Vice-President, Secretary, Treasurer, and two (2) Member-at-Large positions.

**SECTION 2. Board of Directors.** The Officers of this Organization constitute the Board of Directors. They are authorized to act in a quorum for the consideration of special matters in the interim between regular monthly meetings, and may be called into special Board meetings as necessary by the President, or in his incapacitation or prolonged absence, by the Vice- President.

**SECTION 3. Qualifications of Officers.** The qualifications for serving in a position as an Officer of the organization are:

- a) Be a current member in good standing who has been a member in good standing for 6 months or more membership.
- b) No more than one (1) member of a family may serve as an Officer concurrently.

**SECTION 4. Duties of Officers.**

- a) The President shall preside at all meetings of the Club and of the Board of Directors. He/she shall have authority to call special Board meetings; sign and authorize official Association documents, notices, letters and correspondence; set the Agenda for all monthly club, business and Board meetings; establish meeting dates, times and locations for such meetings; and authorize & approve the yearly schedule of special events, workshops & picnics. Further, the President shall appoint all committee sub-chairmen subject to ratification of the Board of Directors, and he/she shall be the ex-officio member of all committees of the Organization. The President shall authorize all checks for disbursement of funds as requested by the Treasurer.
- b) The Vice-President shall have the duties and exercise the powers of the President in his/her absence or incapacitation, and shall act in an advisory capacity at all times. In the case of death, resignation or removal of the President, He/She shall become President for the remainder of the unexpired term. The Vice-President shall also serve as Program and Educational Director.
- c) The Secretary shall keep a record of all meetings of the Club and of the Board of Directors and of all matters of which the Club shall order a record. He/she shall notify new members of their election to membership, and notify officers and directors of their election to office. The Secretary shall also keep a roll of the members of the Club and their addresses; this membership list may be made available for purposes of club mail- outs and notifications, but no commercial use or sharing of club name-lists may be permitted. All records are to be

considered private and confidential to members of the Board unless otherwise advised. He/she shall preserve, in a permanent file, all records, notes, memos, e-mails and letters of value to the Organization and its officers, to be transferred in whole, including all electronic storage, to their successor at the close of their term of office. He/she shall also keep an attendance roster of all meetings, and it shall be their duty to confirm the attendance of all Officers at all meetings, both monthly club meetings and Board meetings, and to advise the President when an Officer has been absent from three consecutive club or business meetings or two Board meetings. In the event that both the President and Vice-President are absent or incapacitated, the Secretary shall assume the duties of President.

- d) The Treasurer shall collect and receive all money due or belonging to the Club as well as disburse funds for payments due. He/she shall deposit the same in a bank designated by the Board of Directors in the name of the Club. The books shall at all times be open to inspection by the Board of Directors. At each Club meeting he/she shall provide a written summary report of the condition of the Club's finances. At each Board meeting he/she shall provide a written report of the condition of the Club's finances including each item of receipt or payment not previously reported. At the Annual meeting he/she shall provide a written line item report of all money received and expended during the previous election year. The Treasurer shall provide all records to the Auditing Committee for annual review. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. In the event the President, Vice-President, and Secretary are absent or incapacitated, the Treasurer shall assume the duties of President.

**SECTION 5. Terms.** Each position of the Board of Directors shall serve a term of two (2) years.

- a) The positions of President, Secretary, & one Member-at-Large shall be elected in "even numbered" years.
- b) The positions of Vice-President, Treasurer, & one Member-at-Large shall be elected in "odd numbered" years.
- c) No person may serve in the position of Treasurer for more than a single consecutive term. For all other Officer positions, no person may serve in the same position for more than two (2) consecutive terms.

**SECTION 6. Vacancies** in unexpired terms of a member of the Board of Directors shall be filled:

- a) In the case the unexpired term is less than 1 full year: By appointment of remaining Board of Directors members
- b) In the case the unexpired term is 1 full year or greater: by election by the general membership at the next regularly scheduled meeting, after due notice is given to all members.

## SECTION 7. Meetings of the Board of Directors:

- a) The Board should meet on a regular schedule, approximately monthly, or as necessary to conduct club business.
- b) A quorum shall consist of 50% of the current Board members.
- c) Meetings may be held in person, via email, via phone conference call, or utilizing any form of electronic communication that the Board shall deem appropriate to conduct the meeting.
- d) The meetings of the Board of Directors shall be open to all club members except in those circumstances where a topic may be of sensitive nature which should be handled privately. If such a topic should arise, the Board must decide unanimously that a privately held meeting is required. The Board may invite any such other persons as necessary in order to resolve the topic.
- e) Voting via proxy for decisions of the Board of Directors is not allowed.

## **Article V – Club Year, Annual Meeting, & Elections**

SECTION 1. **Club Year.** For accounting, membership, and election purposes, the “organizational year” shall be defined as the calendar year (beginning January 1, ending December 31).

SECTION 2. **Annual Meeting.** The regular business meeting in the month of December meeting will be referred to as the “annual meeting”, at which the Board of Directors for the ensuing election year shall be elected from among those nominated in accordance with Section 3 of this Article.

### SECTION 3. **Elections.**

- a) The President shall read a list of positions to be elected and the individuals nominated for open positions of the Board of Directors by the Nominating Committee. At that time, nominations may be taken from the floor. The Secretary shall have club records available to ensure individuals nominated meet the qualifications to be an Officer of the organization.
- b) Positions to be elected which are uncontested may be voted on by show of hands or acclamation. Positions which have two or more nominees shall be elected via secret, written ballot. The nomination committee shall immediately tally the written ballots and report the results to the membership.
- c) Because of the possibility of nominations from the floor, votes by proxy are NOT allowed.
- d) When necessary, Board of Director elections may occur electronically to better allow for all club members to participate in voting when in-person meetings may not be possible.

## Article VI – Committees

SECTION 1. **Auditing Committee**, consisting of three (3) to five (5) members in good standing elected by the Membership at the Annual Meeting. This committee shall audit the financial accounts of this Organization annually. This audit shall be conducted and completed within 30 days after the beginning of the new fiscal year. The audit committee may also be directed to review the financial records of events or activities as directed by the Board of Directors. Neither the individual serving as Treasurer, nor a member of their immediate family may serve on the audit committee.

SECTION 2. **Nomination Committee**, consisting of three (3) to five (5) members in good standing selected by Board of Directors 90 to 120 days prior to the Annual Meeting. This committee shall review the membership list for members meeting the qualifications as an Officer of the organization. They shall report to the Board of Directors a nomination of at least one person for each Officer position to be elected at the Annual Meeting. The nominating committee *should* consist of no more than one current Officer of the organization.

SECTION 3. **Other committees** may be appointed by the Board of Directors as needed to advance the Objectives of the Organization.

## Article VII – Discipline

SECTION 1. **Charges.** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Organization. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50 which shall be forfeited if such charges are not sustained by the Board of Directors following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board of Directors or present them at the Board of Directors meeting, and the Board of Directors shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board of Directors considers that the charges do not allege conduct that would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board of Directors entertains jurisdiction of the charges it shall fix a date of a hearing by the Board of Directors not less than 3 weeks or more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered U.S. Mail together with a notice of the hearing and an assurance that the accused may personally appear in his/her own defense and bring witnesses if desired.

- a) If the charges involve a member of the Board of Directors, that member shall not serve in any capacity as a member of the Board of Directors in the matters involving the charges and/or disciplinary action.

- b) The Audit Committee is exempt from posting the \$50 deposit for charges stemming the results of an audit.

**SECTION 2. Board Hearing.** The Board of Directors shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board of Directors may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspensions shall not restrict the defendant's right to appear before his/her fellow members at the ensuing Club meeting which considers the Board of Directors recommendation. Immediately after the Board of Directors has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board of Directors decision and penalty, if any.

**SECTION 3. Expulsion.** Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board of Directors hearing and upon the Board of Directors recommendation as provided in Section 2 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board of Directors recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board of Directors findings and recommendations and shall invite the defendant, if present, to speak on his/her own behalf if he/she wishes. The members shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board of Directors suspension shall stand.

**SECTION 4. Charges against Officers.** An individual with pending charges shall be immediately suspended from their position on the Board of Directors, with authority of the position transferred as outlined in Article IV. Should the Board decide not to entertain jurisdiction, or if the charges are dismissed at a Board Hearing, the suspension is revoked and the individual will be reinstated to their position on the Board of Directors.

## **ARTICLE VIII - Amendments**

**SECTION 1. Proposal of Amendments.** Amendments to the Constitution and By-Laws may be proposed by the Board of Directors, or by written petition addressed to the Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board of Directors by the Secretary for a vote within 60 days of the date when the petition was received by the Secretary.

SECTION 2. **Ratification of Amendments.** The Constitution and By-Laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided that the notice of the regular or special meeting states the purpose of the meeting and each member has been sent a copy of the proposed amendments (by U.S. Mail, e-mail, fax, or other available means) at least 30 days prior to the date of the meeting.

## **ARTICLE IX -Dissolution**

SECTION 1. **Dissolution.** The Club may be dissolved at any time by the written consent of not less than 3/4 of the members. In the event of the dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club, but after payment of the debts of the Club, its property and assets shall be given to a charitable organization selected by the Board of Directors for the benefit of beekeeping.

## **ARTICLE X - Order of Business**

SECTION 1. At **meetings of the Club**, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Educational Program and/or Guest Speaker
- Reading of minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Election of Officers and Board of Directors (at annual meeting)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

SECTION 2. At **meetings of the Board of Directors**, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Reading of minutes of the last meeting
- Report of the Secretary
- Report of the Treasurer

Report of Committees

Unfinished Business

New business

Adjournment