

<b>Table Of Contents</b>	<b>Page</b>
ARTICLE I – NAME	2
ARTICLE II – PURPOSE	2
ARTICLE III – MEMBERSHIP	2
1. CLASSES	2
2. DUTIES	2
ARTICLE IV – BOARD OF DIRECTORS	2
1. SEATS AND AGE REQUIREMENT	2
2. FREQUENCY OF MEETINGS	2
3. OFFICERS	2
4. TERMS	2
5. REMOVAL	2
6. VACANCIES	3
ARTICLE V – ELECTION OF DIRECTORS AND OFFICERS	3
1. NOMINATIONS OF BOARD MEMBERS	3
2. ELECTION OF BOARD MEMBERS	3
3. ELECTION OF OFFICER	3
4. DUAL-OFFICE RULE	3
5. OFFICER TERM-LIMIT	3
ARTICLE VI – MEETINGS	3
1. FREQUENCY	3
2. RULES	3
3. SPECIAL MEETINGS	3
4. QUORUM	3
ARTICLE VII – DISSOLUTION	4
ARTICLE VIII – AMENDMENTS OF THE BYLAWS	4
1. INITIAL PRESENTATION OF AMENDMENTS	4
2. SUBMITTED TO THE BOARD	4
3. THE BOARDS' RECOMMENDATION	4
4. VOTING OF AMENDMENTS	4
5. PERIODIC REVIEW	4
6. CHANGES IN FEDERAL OR STATE LAW	4
ARTICLE IX – MISCELLANEOUS	4
1. EXAMINATION OF THE BOOKS	4
2. POLICY OF NON-DISCRIMINATION	5
3. CONFLICT OF INTERESTS	5
ARTICLE X – POWERS	5

**BYLAWS**  
**For**  
**TRI-COUNTY BEEKEEPERS ASSOCIATION INC.**

Approved November 29, 2006

ARTICLE I: NAME

The name of the organization shall be "Tri-County Beekeepers Association Inc.". The organization is a non-profit organization under the laws of the State of Ohio.

ARTICLE II: PURPOSE

The purpose of this organization shall be to promote beekeeping generally, to broaden the knowledge of beekeeping among its members, to foster the best practices and techniques in apiary management, and to promote general interest in the advancement of all areas of bee culture. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 ( c ) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III: MEMBERSHIP

Section 1. Classes: There shall be two classes of membership in the organization.

- a. Any person interested in beekeeping or allied activities who has paid the annual membership dues and has been approved by the Board of Directors.
- b. Any person elected as an Honorary Member by the Board of Directors.

Section 2. Duties: The duties of the membership are to elect the Board of Directors and officers.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Seats and age requirement: The Board shall consist of at least seven (7) active members who are at least 18 years of age.

Section 2. Frequency of meetings: The board shall meet at least quarterly.

Section 3. Officers: The Officers of the Board of Directors shall consist of the President, Vice President, Secretary and Treasurer. Together, these comprise the Executive Committee.

Section 4. Terms: Directors shall be elected at the Annual Meeting of the organization, by the members in attendance. Each director shall hold their office for a period of three (3) years. The directors' terms of office shall be staggered in such a way that approximately 1/3 shall have their terms expire in each year.

Section 5. Removal: Any director or officer may be removed with or without cause, at any time, by a majority vote of the directors then in office. Likewise, any director or officer may also be removed

by a two-thirds (2/3) affirmative vote of members in attendance at a special meeting.

Section 6. Vacancies: In the event of a vacancy on the Board of Directors, the Board may appoint a member to temporarily fill the position until the next annual meeting.

#### ARTICLE V: ELECTION OF DIRECTORS AND OFFICERS

Section 1. Nomination of Board members: Prior to the Annual Meeting the President shall appoint a Nominating Committee, which shall be responsible for seeking nominations for the Board of Directors and for conducting the elections. The Nominating Committee shall present its nominations at the Annual Meeting and accept nominations from the floor. Nominations need not be seconded.

Section 2. Election of Board members: Votes shall be taken using written ballots unless waived by a vote of members. The candidates receiving the greatest number of votes by members in attendance shall be elected to fill vacancies and expiring terms. If both vacant and expiring seats are open, winning candidates will decide which seats they will fill.

Section 3. Election of Officers: The President, Vice-President, Secretary, and Treasurer will be elected at the Annual Meeting of the Board of Directors.

Section 4. Dual office rule: No member shall run for or hold more than one office at a time.

Section 5. Term limit: No officer shall hold the same office for more than three consecutive elected one-year terms.

#### ARTICLE VI: MEETINGS

Section 1. Frequency: The organization may hold regular monthly meetings as determined by the Board. The November meeting will be the Annual Meeting.

Section 2. Rules: Business meetings shall be conducted according to the fundamentals of Robert's Rules of Order.

Section 3. Special Meetings:

- a. Any member shall have the right to call a special meeting for any purpose, including removal of any or all officers or Board members.
- b. A special meeting can be called by either two Board members or by a petition containing signatures of 25% of the members submitted to any member of the Board. The petition shall include a description of the grievance or other reason for the special meeting and the outcome being pursued.
- c. The Board of Directors shall provide a copy of the current member list with mailing addresses within 30 days of written request by any member, and shall announce and hold a special meeting within 60 days of receipt of a petition containing valid signatures representing 25% of the members.

Section 4. Quorum: A quorum for any annual or special meeting shall consist of a majority of the current Board members and the members present. A quorum for a Board of Directors' meeting shall

consist of a majority of the current Board members.

## ARTICLE VII: DISSOLUTION

Section 1. If the organization is dissolved, all assets will be donated to one or more honey bee-related non-profit 501 c 3 organizations located in the State of Ohio. The Board of Directors shall select the beneficiary (ies). Upon dissolution of this organization assets shall be distributed for one or more exempt purposes within the meaning of section 501 ( c ) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## ARTICLE VIII: AMENDMENTS OF THE BYLAWS

Section 1. Initial presentation of amendments: Any proposed amendment to the Bylaws shall be signed by the proposer and submitted in writing to the Secretary. The proposed amendment shall be presented for discussion at a regular member meeting. If the proposer requests a change to the proposal, the document must be revised, resigned, resubmitted to the Secretary and again presented to the membership for further discussion.

Section 2. Submitted to the Board: The resultant proposal shall be submitted to the Board of Directors for review.

Section 3. The Board's recommendation: At a subsequent regular member meeting the Board of Directors will present its recommendation regarding the amendment. The proposed amendment will be presented and discussed further by the membership and again at a subsequent regular member meeting.

Section 4. Voting of amendments: If the proposed amendment has been presented and discussed without revision at three regular member meetings then the members in attendance shall vote upon the amendment. A three-quarter (3/4) affirmative vote by members present shall be required for the adoption of such amendment.

Section 5. Periodic review: At least every five (5) years the Board of Directors shall establish a committee of three or more members to review the By-Laws for any needed changes. Any proposed amendments from this review may be presented as a single amendment.

Section 6. In the event changes in Federal or State Law impact the clubs officer's ability to effectively conduct the ongoing business of the club in a timely manner, the mandatory reading and the initial presentation of amendments as written in Article VIII: Amendments of the Bylaws Section 1-Section 3 will remain applicable. The proposed amendment will be identified as having an immediate detrimental effect to the clubs ongoing concern and ask that Section 4, Voting of amendments and discussion of such changes without revision be waived as long as a three-quarter (3/4) affirmative vote of members present affirms the proposed amendment

## ARTICLE IX: MISCELLANEOUS

Section 1. Examination of the books: The board may make reasonable rules and regulations prescribing under what conditions the books, records, accounts and documents of the organization, or any

of them, shall be open to inspection. No person or entity shall be denied any right that is conferred by the Ohio Non-profit Corporation Law or any other Ohio law, or the Federal Internal Revenue Code rules and regulations for non-profit organizations, to inspect any book, account, or document of the organization.

Section 2. Policy of Non-discrimination: The Board of Directors of the organization will cause to be created a written Policy of Non-discrimination in accordance with appropriate federal and state laws and guidelines, will post such policy in a prominent location visible to all active members, and will at least once each year cause all members of the Board of Directors and key members to read and sign a form indicating that they have read the policy.

Section 3. Conflict of Interests: TCBA, Inc. will not conduct business in any way so as to create a conflict of interests. The Board of Directors will be the deciding factor in determining whether or not a conflict of interests exists.

## ARTICLE X: POWERS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The President and Treasurer or any designated current director of Tri-County Beekeepers Association, Inc. shall act in a fiduciary manner as prescribed by their titles and have the authority to conduct financial transactions on behalf of the clubs members including all necessary banking transactions in order to effectively manage the clubs assets and debt obligations. Additionally, any obligation or debt in excess of \$1500 may require signature of both the President and Treasurer or any designated current director on any check issued to address debt obligation.

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Adopted on November 25, 2006  
Amended February 27, 2008  
Amended June 24, 2015

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