

**GEORGIA BEEKEEPERS ASSOCIATION, INC.
BY-LAWS**

**ARTICLE I
NAME**

The name of the Corporation shall be the "GEORGIA BEEKEEPERS ASSOCIATION, INC.", and shall be referred to as the Corporation throughout the remainder of this document.

**ARTICLE II
PURPOSE**

- A. The purpose of the Corporation is, as stated in the Articles of incorporation:
- (a) to promote and support the practice of beekeeping in the State of Georgia;
 - (b) to promote the use of products of Georgia beekeepers, including honey, bees, queens, beeswax, and other hive products and pollination services;
 - (c) to represent the beekeepers of Georgia in state and national industry and legislative matter;
 - (d) to engage in any activity which will promote the common interests and general welfare of Georgia beekeepers and the beekeeping industry;
 - (e) to perform any act or function authorized by law and not inconsistent with the above stated purpose.
- B. The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or funds of the Corporation shall inure to the benefit of any director, officer or member.

**ARTICLE III
REGISTERED AGENT**

- A. The Board of Directors shall select the registered agent of the Corporation who shall maintain the registered office of the Corporation.
- B. The Corporation may have other offices at such place or places as the Board of Directors may from time to time appoint or the operation of the Corporation may require or make desirable.

ARTICLE IV
MEMBERSHIP

- A. The Corporation shall have four classes of members:
- (a) **ACTIVE:** Any person engaged in beekeeping in the state of Georgia may become an Active Member of the Corporation by making application and paying the required membership dues. An Active Member shall have the right to attend all meetings, vote, and perform any other function not restricted by law, these By-Laws, or by the officers and/or directors of the Corporation.
 - (b) **ASSOCIATE:** Any person not actively engaged in beekeeping in the state of Georgia but having an interest in Georgia beekeeping may become an Associate Member by making application and paying the required membership dues. Associate members shall have all rights and privileges afforded Active Members except voting, making motions, and holding office.
 - (c) **HONORARY:** At its discretion, the Corporation may extend honorary membership to any person who has significantly aided the cause of the Corporation. An Honorary Member shall have none of the obligations of membership in the Corporation, but shall be entitled to all rights and privileges except those of voting, making motions, and holding office.
 - (d) **LIFE:** Life-Active Membership or Life-Associate Membership may be extended, at the discretion of the Corporation, to those active or associate members who have given exemplary service to the Corporation. Such members shall enjoy all rights and privileges which would have accrued to them in their respective membership classes, but shall be excused from payment of membership dues. Life membership must be recommended by the Board of Directors and approved by a majority vote of the members present at an Annual Membership Meeting.
- B. Membership in the Corporation shall be evidenced by a membership card, which shall state the membership classification, and expiration date.
- (a) Membership cards for active and associate members shall be valid from date of issue, through the 30th day of September of the current year.
 - (b) Membership cards for honorary and life members shall be valid for the lifetime of the holder, subjects to revocation for just cause upon recommendation of the Board of Directors and majority vote of the members present at a membership meeting.
 - (c) All membership cards shall be non-assignable and non-transferable, and shall have no par value.
- C. Annual membership dues are payable to the Treasurer on or before sixty (60) days prior to the 30th day of September. Members in arrears thirty (30) days shall be dropped from membership. No member shall be allowed to vote, hold office, make motions or otherwise participate in the affairs of the Corporation unless his/her dues are current. The amount of membership dues shall be set by majority vote of the members present at the Annual Membership Meeting. Once adopted, a dues and timetable shall remain in effect until amended by such majority vote.

ARTICLE V
MEETINGS

- A. There shall be an Annual Membership Meeting of the Corporation to be held at a time and place designated by the Board of Directors. The purpose of an Annual Membership Meeting is the election of officers and directors, receiving of annual reports, and conducting such other business as may be properly brought before the membership.
- B. Special membership meetings may be called at the discretion of the Board of Directors or when the Board of Directors is petitioned by at least fifteen (15) per cent of the Active Members.
- C. The Secretary shall mail a written notice of all regular and special membership meetings to each member at least thirty (30) days prior to the meeting date. Said notice shall state the date, time, place and purpose of the meeting. Notice of membership meetings can be made in a Corporation newsletter if the newsletter is mailed thirty (30) prior to meeting. Attendance at the meeting or personal knowledge of the meeting shall constitute a waiver of notice.
- D. All meetings shall be presided over by the President or other person appointed by the Board of Directors. The Secretary or his/her designate shall keep minutes of each meeting, and said minutes shall be made a part of the corporate records of the Corporation.
- E. A quorum for conducting business at the membership meeting shall be the lesser of thirty (30) members or ten (10) per cent of all Active Members.
- F. At the discretion of the President, or at least five (5) members of the elected Board of Directors, a meeting of the Board may be called. Written notice shall be mailed to each Board member at least ten (10) days prior to the meeting. Said notice shall state the date, time, place, and purpose of the meeting. A quorum for conducting the business of the Board of Directors shall be five (5) members of the elected Board. Any member of the Corporation shall be allowed to attend any meeting of the Board of Directors, but may not vote or make motions.
- G. The order of business for all membership meetings of the Corporation, unless changed by a majority vote of members present, shall be as follows:
 - (a) Call to order.
 - (b) Reading of the minutes of the last membership meeting.
 - (c) Recognition of visitors and/or guest (Presented by the Vice-President).
 - (d) Presentation of Awards.
 - (e) Report of all Board of Directors meetings since the last membership meeting.
 - (f) Treasurer's report.
 - (g) Reading of all Communications received by the Corporation.
 - (h) Reports of Officers.
 - (i) Reports of Committees.
 - (j) Old Business.
 - (k) New Business.
 - (l) Beekeeping Questions & Answers.
 - (m) Election and installation of new officers (at Annual Membership Meeting).
 - (n) Adjournment.

- H. In its discretion, the Board of Directors may schedule other informational meetings, educational seminars, workshops, or conferences which may be of benefit to the general membership or segments of the membership.

ARTICLE VI OFFICERS

- A. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be consolidated upon recommendation of the Board of Directors.
- B. To be qualified to hold an elected office in the Corporation, an individual shall be an Active Member or a Life-Active Member of the Corporation for the year they shall serve and for the immediate past year.
- C. Officers shall be elected by majority vote of the members present at the Annual Membership Meeting. Term of office shall be for one year. The term shall begin at the termination of the Annual Membership Meeting and end at the termination of the next successive Annual Membership Meeting.
- (a) The President can serve for two consecutive terms.
 - (b) All other officers may serve successive terms at the discretion of the membership.
- D. President: The President shall;
- (a) Have such powers and duties as are imposed upon him/her by law, by these By-Laws, and by the Board of Directors. He/She shall be the Chief Executive Officer of the Corporation and shall preside at all membership and Board of Directors' meetings unless otherwise directed by the Board of Directors.
 - (b) Appoint all committees and select the chairperson of said committees, unless stated otherwise by the By-laws.
 - (c) Serve as ex-officio member of all committees, except the Nominations Committee and the Beekeeper-of-the-Year Award Committee.
 - (d) Perform such other duties as the By-Laws may prescribe or the Board of Directors may direct.
- E. Vice-President: The Vice-President Shall:
- (a) Perform all duties incumbent upon the President during the absence or disability of the President.
 - (b) Review all bills presented for payment by the Treasurer, not already approved by the Board of Directors, and needing payment before the next meeting of the Board of Directors. This bill can be approved for payment or disapproved as the Vice-President sees fit. If the bill is disapproved, the Treasurer can submit the bill to the Board of Directors for review at the next Board of Directors meeting or by letter.
 - (c) Review the Corporation's accounts once a quarter. Discrepancies shall be brought to the attention of the Board of Directors.
 - (d) Obtain the names of all visitors and guests present at membership meetings, introduce the visitors and guests to the members present, and give a correct list of the visitors and guests to the Secretary.

- (e) Perform such other duties as the By-Laws may prescribe or the President and/or the Board of Directors may direct.
- F. Secretary: The Secretary shall:
- (a) Keep, or cause to be kept, in a book provided for the purpose, a true and complete record of the proceedings of all meetings of the membership and the Board of Directors. A copy of the minutes of said meetings shall be mailed to all members of the Board of Directors as soon after a meeting as the Secretary, or his/her designate, can make copies available.
 - (b) Be custodian of the records and the seal of the Corporation, to see that the seal is affixed to all documents and the execution of said documents, which on behalf of the Corporation under its seal, is duly authorized.
 - (c) Write letters as directed by the President and/or the Board of Directors.
 - (d) Attend to the giving of all notices required by law, these By-Laws, the President, and/or the Board of Directors.
 - (e) Deliver all records of the Corporation to his/her successor in office, or by request of the Board of Directors, to the Board of Directors.
 - (f) Provide assistance to the Treasurer as necessary at all meetings of the Corporation.
 - (g) Perform such other duties as the By-Laws may prescribe or the President and/or the Board of Directors may direct.
- G. Treasurer: The Treasurer shall:
- (a) Keep full and accurate records of all Corporation financial transactions, showing the financial condition of the Corporation. These records shall be available for review by the President or his/her designate at all times.
 - (b) Be the legal custodian of all Corporation funds that may from time to time come into the possession of the Corporation. He/she shall immediately deposit all funds of the Corporation in some reliable bank to be designated by the Board of Directors, and shall keep this bank account in the name of the Corporation.
 - (c) Furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation.
 - (d) Each quarter, furnish to the Vice-President for review the Corporation's accounts.
 - (e) Keep a complete list of current members and addresses of members. This list will be made available to the Directors of the Corporation and to the Editor of the Corporation newsletter. A membership list shall be made available to any member of the Corporation, on request. The list shall exclude the name, and all other information, of any member that has indicated this information not be released.
 - (f) Maintain a complete record of all physical property and equipment owned by the Corporation, the fiscal location of said property and/or equipment, and the member responsible for the said property and/or equipment.
 - (g) Be responsible for registration at all membership meetings of the Corporation.
 - (h) Deliver all records of the Corporation to his/her successor in office, or by request of the Board of Directors, to the Board of Directors.
 - (i) Perform such other duties as the By-Laws may prescribe and/or the Board of Directors may direct.
- H. Any officer may be removed by the membership at any meeting with respect to which notice of such intent is given to the members at least thirty (30) days prior to the meeting.

- I. A vacancy in any office because of death, resignation, removal, disqualification, or for any other reason, may be filled by the Board of Directors for the unexpired portion of the term of that office.

ARTICLE VII
BOARD OF DIRECTORS

- A. The Elected Board of Directors for the Corporation shall consist of the current officers, the immediate past President, and three Elected Directors. The Elected Directors shall be elected to office by a majority vote of the members present at an Annual Membership Meeting. The Board of Directors shall consist of the Board of Directors, the Editor of the Corporation newsletter, and any Ex-officio directors approved by the elected Board of Directors.
- B. To be qualified to serve as an Elected Director of the Corporation, an individual shall be an Active Member or a Life-Active Member of the Corporation for the year they shall serve and for the immediate past year.
- C. Elected Directors shall serve for three-year staggered terms, with one director being elected at each Annual Membership Meeting. Elected Directors may serve successive terms at the discretion of the membership. Any Elected Director, may be removed by the membership at any meeting with respect to which notice of such intent has been given to the members at least thirty (30) days prior to the meeting.
- D. Each local Georgia Beekeepers Association and Club may elect or appoint a member in good standing to the Georgia Beekeepers Association Board of Directors. Notice of the director is to be sent to the Secretary of the Corporation prior to the Annual Membership Meeting of the Corporation. In the event the designated local association director is absent, the Corporation President may seat a member of that local association, who is present at the Board of Directors meeting, to the board of directors meeting.
- E. Should any Elected Director die, resign, be removed from office, or be disqualified for any other reason, the President may appoint a successor to fill the unexpired term.
- F. The business and affairs of the Corporation shall be managed by the Board of Directors in accordance with the Corporation's purpose and consistent with the directives of the membership. In addition to the powers and authority expressly conferred upon it by these By-Laws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts as directed or required by the members or officers that are not prohibited by law, by the articles of incorporation, or by these By-Laws.
- G. The Board of Directors may meet from time to time as necessary to carry out the duties required of it. Meetings may be called by the President or by any five (5) members of the Elected Board of Directors. Written notice of such meetings shall be mailed to each member of the Board of Directors at least ten (10) days prior to the meeting, but attendance at the meeting or personal knowledge of the meeting shall constitute a waiver of notice. A quorum of a meeting of the Board of Directors shall be five (5) of the elected members of the Board.

- H. Any action which may be taken by the Board of Directors at a meeting may be taken without a meeting provided that all elected members of the Board sign a written approval. Such written approval shall have the same effect as a unanimous vote of the Board at a meeting.

ARTICLE VIII
STANDING COMMITTEES

The Corporation shall have the following Standing Committees:

A. Legislative Committee:

- (a) A Legislative Committee of at least three (3) Active Members shall be selected each year by the President. The Chairman of the Committee shall be appointed by the President.
- (b) The purpose of the Legislative committee shall be:
 - 1. to identify issues of importance to the Corporation and develop possible solutions for these issues. These issues and solutions shall be presented to the Board of Directors.
 - 2. to identify any state or federal legislation that will have an effect on beekeeping in Georgia and to develop possible actions that the Committee deems would be in the best interest of the members of the Corporation.
- (c) The Legislative Committee shall present all issues and legislation identified as importance to the members of the Corporation and the recommended solutions and actions to the Boar of Directors at a Board of Directors meeting. The Board of Directors shall have the responsibility to provide the Legislative Committee with approved solutions and actions to be carried out on behalf of the Corporation.
- (d) The Legislative Committee shall have the responsibility to coordinate these approved actions. The Legislative Committee shall have the authority to request assistance from any member of the Corporation and/or, if approved by the Board of Directors, any individual or group not a member of the Corporation to aid in achieving the actions as specified by the Board of Directors.

B. Beekeeper-of-Year Award Committee:

- (a) The Beekeeper-of-the-Year Award Committee shall be comprised of at least two Active Members of the Corporation and the immediate past recipient of the Award. Each year the President shall select at least two Active Members to serve on the Committee with the immediate past recipient of the Award serving as the Chairman of the Committee. If the immediate past recipient cannot, for any reason, be a member of the Committee, a proxy shall be appointed by the President.
- (b) The Committee shall solicit written nominations for the Award from the members of the Corporation and accept nominations through June 30. Only current Active Members, as outlined in Article IV, Section A(a) of these By-Laws, not serving on this committee, shall be eligible for the Award.
- (c) The Committee shall meet at least sixty (60) days prior to the Annual Membership Meeting and consider the following criteria in deciding a winner: The Georgia Beekeeper-of-the-Year should;

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1. Exemplify good beekeeping practices,
 2. Demonstrate leadership,
 3. Promote Georgia's beekeeping industry
 4. Creatively solve problems of industry-wide concern, and
 5. Actively participate in local, regional, or national beekeeping organizations.
- (d) The Chairman of the Committee shall be responsible for obtaining the Award and shall present the Award at the Annual Membership Meeting. If the Chairman is not available at the Annual Membership Meeting, the President shall present the Award.

C. Nominating Committee:

- (a) A Nominating Committee of at least three (3) Active Members shall be selected by the President at least six months before the Annual Membership Meeting. The Chairman of the Committee shall be appointed by the President.
- (b) The Nominating Committee shall meet at least 60 days before the Annual Membership Meeting and, select at least one nomination for the each of the offices of President, Vice President, Secretary, Treasurer, and Director. The Committee shall verify that all nominees are eligible for office and each nominee shall agree to serve in the office if elected. The Chairman, or his/her designate, shall present these individuals at the Annual Membership Meeting.

D. Meeting Committee:

- (a) A Meeting Committee of a least three (3) members of the Corporation shall be selected by the President each year. The Committee shall be responsible for planning the fall Annual Membership Meeting. If directed by the President, the Committee shall have the responsible for planning a spring membership meeting.
- (b) The Committee shall:
 1. select the location and date for each meeting, subject to the approval of the Board of Directors,
 2. plan the program, select and invite the speakers, plus make all travel and lodging arrangements for the speakers,
 3. procure the necessary meeting rooms,
 4. solicit and/or procure door prizes,
 5. plan all the activities, honey contests, pries, etc.,
 6. print program brochures,
 7. provide all the information necessary for the Secretary of the Corporation to inform the membership of the meeting by both letter and in the Corporation newsletter,
 8. coordinate with the Treasurer on meeting registration requirements, and
 9. other obligations as necessary to guarantee a successful meeting.
- (c) The Committee shall have the authority to solicit the assistance of any member of the Corporation to aid the various tasks.

E. Research and Education Fund:

The Georgia Beekeeping Research and Education Fund plan which was established on October 9, 1982 is hereby revised as follows;

- (a) The Fund will be in care of a committee consisting of Reg Wilbanks and Troy Fore, as representatives of the ABF/Savannah-1982 convention host committee, to serve as long as they are active members of the Corporation; when they are no longer active, their

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replacements will be named by the Corporation President, with the replacements serving a three-year terms;

- (b) A Corporation member at-large, who has formerly served as a Corporation Officer Director, but is not currently an Officer or Director, appointed by the Corporation President for a three-year term;
- (c) The Corporation President and the Treasurer, who will have custody of the fund.

The fund will continue to be maintained as in the past, with one-half of its earnings being added to the principle as growth and the other one-half of the earnings being made available to fund research and education projects which benefit Georgia Beekeepers. The fund will be segregated from other Corporation funds and the Corporation Directors and the Fund Committee will encourage contribution to the Fund Principal.

F. Auditing Committee:

- (a) An Auditing Committee may be selected at any time by the Board of Directors to review the financial records of the Corporation.
- (b) The Auditing Committee shall consist of not less than three Active Member's of the Corporation, one of which shall be a member of the Elected Board of Directors. Neither the Vice-President nor the Treasurer can serve on the Auditing Committee, but at least one of these officers should be present to answer questions.
- (c) The Treasurer shall be ready to present the financial records of the Corporation to the Auditing Committee upon request

ARTICLE IX
PARLIAMENTARY PROCEDURE

The rules contained in the current edition of "Robert Rules of Order Newly Revised", shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or any special rules of order the Corporation may adopt.

ARTICLE X
AMENDMENTS OF BY-LAWS

- A. A. The Board of Directors by a two-thirds vote shall have power to alter, amend or repeal these By-Laws and/or adopt new By-Laws.
- B. Any By Laws adopted by the Board of Directors may be altered, amended or repealed, and new By-Laws adopted, by a two-thirds vote of the members of the Corporation. The members may prescribe that any By-Law or By-Laws adopted by them shall not be altered, amended or repealed by the Board of Directors. Any amendment or repeal by the membership shall be done at the Annual Membership Meeting or at a special meeting called for that purpose. A copy of any proposed amendment shall be mailed to all members at least thirty (30) days prior to the meeting at which it is to be considered.
- C. The last update to these By-Laws;* February 28, 2001*

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* Removal of Article VIII, Section E - Standing Committees, Research & Education Fund Committee, by GBA Board of Directors. Reason - Wording concerning GBA federal tax exception incorrect.