

By-laws of the West Sound Beekeepers Association
PROPOSED DRAFT TO INCLUDE TRUSTEES

ARTICLE I - NAME

The name of this organization shall be West Sound Beekeepers Association, herein WSBA. This Association is not for the profit of any individual member ~~and does not need to be incorporated at this point in time~~. It is reserved that this Association may be incorporated within the State of Washington and apply for its Internal Revenue Service designation as a charitable non-profit organization.

ARTICLE II - PURPOSE

The purposes of WSBA are to assist its members, other members in the community interested in bees, and the public at large with a continuing education in the art and science of beekeeping. Specifically, to assist its members and others interested in bees with their beekeeping problems; to provide those interested in bees an opportunity to meet and discuss their problems; and to cooperate with the Washington State University Extension Service, other Universities, the Washington State Department of Agriculture, and the Washington State Beekeepers Association to disseminate the latest beekeeping information.

ARTICLE III - MEMBERSHIP AND DUES

Section 1 - Membership in WSBA may be open to all persons interested in bees and beekeeping, upon payment of annual dues ~~in the amount of \$24.00~~. Members are expected to be upstanding members of the community at large and to contribute to the Association. The membership year shall be from January 1 through December 31. New members joining after October 1 shall be considered paid up members for the following calendar year. The amount of the annual dues shall be established by the Association Board of Trustees. Dues ~~may include~~ a fee for Associate Membership in the Washington State Beekeepers Association.

Section 2 - The State Entomologist; the Director of the Washington State Department of Agriculture; the Chief Apiary Inspector; and the County Agricultural Extension Agent may be ex-officio members and pay no dues and have no voting privileges.

Section 3 - Any member may be terminated from WSBA for inappropriate, illegal, unethical, or unattractive behavior by a two-thirds majority vote by the members of the Association after open discussion.

ARTICLE IV - CONDUCT OF BUSINESS

The business affairs of WSBA shall be conducted by the ~~committee chairs~~Board of Trustees and officers. ~~The Association may select a Board of Directors, but no such Board is required.~~ No officer, ~~director~~Trustee or member of WSBA shall receive any remuneration for services rendered directly or indirectly in any capacity to the Association unless authorized after discussion by affirmative vote of a simple majority of all the members of the Association. Any conflict of interest shall be discussed and resolved in front of the membership of the Association.

ARTICLE V - OFFICERS ~~AND DIRECTORS~~

Section 1 - The elected officers of WSBA ~~may~~shall be a President, Vice President, Secretary and Treasurer upon a majority vote of the Association members. Any two positions may be combined.

Section ~~1~~2 - Officers shall serve for a ~~one~~ (1) year period and may be elected to serve not more than three (3) successive terms in any one position, after which officers may be reelected after retirement of one year. ~~There is no term limit for the position of treasurer.~~ All officers shall be members of the Board of Trustees. Officers shall attend more than one half of all Board and regular Association meetings, or they may be removed by action of the Board.

ARTICLE VI - DUTIES OF OFFICERS

Section 1 - The President shall preside over all Association meetings and meetings of the Board of Trustees; call special meetings as deemed fit; perform all acts and duties required of an executive and presiding officer, including the appointment of any committees required for the proper function of the Association.

Section 2 - The Vice President shall assume the duties of the President in his/her absence, and assist the President as necessary.

Section 3 - The Secretary shall keep a permanent record of all official meetings of WSBA; report official Association activities to the membership; and perform other duties as requested by the Association.

Section 4 - The Treasurer shall receive and disburse all funds honestly and efficiently; maintain accurate records of the Association's checking account; keep complete and accurate account of all financial transactions after appropriate approval by the officers/Association and keep records of paid members. The

Treasurer shall deliver complete books documenting all financial transactions to her/his successor in office.

ARTICLE VII – MEETINGS

Section 1 - Meetings of the general membership shall be held at an established place and time no less than quarterly; ~~no more than monthly. It is the intention of this~~The Association to shall invite the general public to these meetings, and it shall be the responsibility of the officers or their delegates to ensure appropriate notice to the public so that they may attend.

Section 2 - Every ~~April-October~~ there will be an Annual meeting. ~~This Annual Meeting shall in order to~~ conduct the business of electing new officers, approving a budget as presented by the Board, ~~and making any~~ changes to the Bylaws if needed, and other business as deemed appropriate by the Board.

Section 3 - There is no need for a quorum at any regular or Annual meeting of the Association. Decisions will be made by a simple majority vote of members present at any meeting. There will be no proxies for those who are not present. Business will be conducted following Robert's Rules of Order.

ARTICLE VIII - FINANCES

Section 1 - An audit committee shall be selected by the ~~Association Board of Trustees~~ and shall perform an internal audit on an annual basis, prior to the Annual meeting. A report from the auditing committee shall be made to the membership at large during the Annual meeting.

Section 2 - No indebtedness shall be incurred by any officer, committee member or any other member of this Association on behalf of WSBA except as authorized by the Association or the Board of Trustees. ~~Authorization by the Association is evidenced by discussion and by an affirmative vote by a simple majority of the membership at large~~

Section 3 - WSBA dues and monies in excess of immediate operating expenses shall be placed into an account to accumulate interest.

Section 4 - If WSBA ceases to exist at some future time, funds and assets of record shall be disbursed to Washington State University with the objective and intent that these funds and assets be used for the benefit of the art and science of beekeeping.

ARTICLE IX - COMMITTEES

Section 1 - The ~~President or Board of Trustees~~ shall appoint such ~~standing~~ committees, task forces and/or agents as may be necessary and proper for the conduct of the affairs of WSBA. Power to appoint and/or remove them may be delegated by the Board of Trustees to the President of this association.

Section ~~1~~2 - The President shall elect to serve as, or shall appoint, a public information officer who will respond to inquiries from the public and will be available to the media to respond to any questions.

ARTICLE X - TRUSTEES

Section 1 - Number - The business affairs of this association shall be managed by a Board of Trustees (the "Board"), consisting of seven (7) to nine (9) members. Three Trustees are at large, serving for a term of 2 years and one of the three is elected at each Annual Meeting. The current officers, past president, and newsletter editor shall be voting members of the Board. The Board may elect honorary trustees for life who shall have full voting rights. Their presence or absence, however, shall not affect the constitution of a quorum.

Section 2 - Term - At each annual meeting, the members shall elect one of the trustees, who shall serve as trustee for a period of two years, or until their successors are elected, so that the term of office of one of the Board shall expire each year. The term of the immediate past president, who automatically becomes a member of the Board, shall be a period of one year.

Section 3 - Chairman and Secretary - The president of this association shall be the Chairman of the Board and the secretary of this association shall act as the Secretary of the Board.

Section 4 - Qualification - Only active members of the Association who are in good standing may be Trustees. Trustees shall attend more than half of the meetings of the Board and of the Association, or they may be removed by the Board. Vacancies of the Board may be filled for the remainder of the term by election by the remaining members of the Board.

Section 5 - Meetings - Regular meetings of the Board shall be held at such time and place as shall be determined by the president, no less than two (2) times a year. Special meetings of the Board may be held without notice to the association membership at such time and place as shall be determined by the Board.

The vice-president of this association shall call a meeting of the Board in case the president is absent and provided seven members of the Board have certified their wish for such a meeting. The vice-president shall then preside at that meeting only.

Section 5-A - Special Rules of Order – Electronic Meetings
RCW 24.03.090 (quorum requirements) is hereby adopted by reference.
The President may use e-mail as a “special meeting” to conduct Board business in lieu of an actual meeting of the members, PROVIDED;

A. The members shall confirm receipt of e-mail notice of meeting within 2 days. Those who have not responded shall be contacted by the President by telephone by the 3rd day to alert them to incoming e-mail relating to Board business, and

B. The President shall state the closing day for discussion and the vote day in the original message to members, and

C. All discussion messages among members are sent simultaneously to all members, and

D. At least 3 days are allowed for discussion among members by e-mail before voting, and

E. A final day is allotted to voting on a question following the discussion period, and

F. The tally of votes and final decision is announced by the President the day following the vote day and immediately conveyed to all members of the Board.

G. Any member may, during the discussion period, request that the business under consideration be tabled until the next general meeting with a minimum total of 5 votes to make it so.

Section 6 - Quorum, Decisions and Rules - At any meeting of the Board a majority of the trustees shall constitute a quorum for the transaction of business, except that the presence or absence of honorary trustees shall not be taken into consideration when determining whether a quorum is present. Decisions will be made by a simple majority vote of members present at any meeting. There will be no proxies for those who are not present. Business will be conducted following Robert’s Rules of Order.

Section 7 - Duties - The Board shall have the power and authority over the affairs of this association, shall conduct all important business of this association, and shall oversee all expenditures. Each year the Board approves a budget, offered by the current President, which it will present at the Annual meeting for approval by the membership. Expenditures approved in the budget do not need re-approval. The President may spend up to \$100.00 without prior Board approval.

Section 8 - Any Trustee may lay on the table any motion made on the floor of a membership meeting until such time as the Board can discuss the subject.

ARTICLE XI - AMENDMENTS

The by-laws may be altered, amended, added to or repealed by a two-thirds vote of the Trustees present at any regular meeting of the Board, provided a notice of such change or changes shall be sent by last known e-mail address to every trustee at least ten days in advance of such meeting. Placing in the mail shall constitute notice, sent to the last known address of the trustee.

~~Changes to these Bylaws may be amended at any meeting of WSBA of which the members shall be given at least ten days notice, by a 2/3 vote of the paid up members present and voting, and that the proposed amendment be read at the meeting of the club prior to said meeting and the notice of such proposed amendment shall have been included in the call for said meeting.~~

~~Approved Signed by Roy Barton, President, September 19, 1997~~

~~Bylaws were prepared by Roy Barton and Lynda H. McMaken, Attorney-at-Law, September/97, for approval by the Association members.~~

The By-Laws adopted September 19, 1997, and amended on April 21, 2010 at the Annual meeting held at Silverdale, Washington.