

Northern Virginia Beekeepers Association, Inc.
Bylaws

Approved by the Board of Directors, 8 October, 2015

ARTICLE 1: NAME

The name of this organization, a nonprofit association, shall be the Northern Virginia Beekeepers Association, Inc.

ARTICLE 2: PURPOSE

The purpose of the Northern Virginia Beekeepers Association, Inc. (NVBA), hereinafter referred to as the Association, shall be to educate current and future beekeepers and to promote beekeeping and use of products of the hive. Such activities shall be within the scope of those allowed by section 501(c)(3) of the regulations of the Internal Revenue Service.

ARTICLE 3: MEMBERSHIP

Section 1: *Eligibility.* Any person interested in or actively engaged in beekeeping is eligible for membership in this Association.

Section 2: *Nondiscrimination.* This Association admits persons of any gender, race, color, national and ethnic origin, age, religion, sexual orientation, handicap, or marital status to all the rights, privileges, programs, and activities generally accorded or made available to members of this Association.

Section 3: *Standing.* A member or family unit or household in good standing is entitled to one vote in an election or business meeting. Only one member at a time of a family or household unit may serve in office. Members of the same household who pay separate and additional dues are entitled to a separate vote.

ARTICLE 4: DUES

Annual dues shall be approved by the members based on recommendations from the Board of Directors on a yearly basis considering the Association's financial status and estimated requirements for the current fiscal year. The membership year shall be for a period of twelve months beginning 1 January. Members may join at any time. However, dues shall not be prorated. The Board shall have the power to waive dues, as circumstances may indicate, for specific individual members or classes of members.

The annual dues of members shall include the member's spouse or significant other and their dependent children.

ARTICLE 5: COMMUNICATIONS

Communication within the Association and between the Association and its members shall be accomplished by electronic mail. Members may request to receive official Association communications by first class mail.

ARTICLE 6: BOARD OF DIRECTORS

Section 1: *Membership.* The governing body of the Association shall be the Board of Directors (hereinafter referred to as the Board). The Board, with the exception of the past-

president, shall be elected by the membership and consist of no less than three and not more than fifteen directors. The members of the board shall consist of the Association officers, directors-at-large and the past-president. The past-president shall be a non-voting member of the Board.

Section 2: *Size of the Board.* Before each election, the Board shall assess the need to expand or contract Board membership to best meet the Association's projected requirements.

Section 3: *Meetings and Voting.* Meetings of the Board shall be held at the call of the President or at the petition of a majority of the Board. A face-to-face Board meeting shall be held no less than once per calendar year. Notice of Board meetings, stating time and place, shall be given to all Board members and the members of the Association by the President at least two weeks in advance of a meeting. A majority of the Board members shall constitute a quorum. Votes shall be decided by a majority of the Board members present. Votes on Board business of an immediate nature may be conducted via e-mail. Votes shall be recorded by the Secretary for review and incorporation into the minutes of the next regularly scheduled Board meeting.

Section 4: *Election of Directors.* Board members are elected by the membership for a period of two years.

Section 5: *Duties of Directors.*

Section 5a: *President.* The President shall preside at all meetings of the Board and the Association and shall be an ex-officio member of all working groups, standing and special Association committees except the Nominating Committee.

Section 5b: *Vice President.* The Vice President shall serve as a special assistant to the President and, in the absence of the President or at his request, perform the duties of the President.

Section 5c: *Secretary.* The Secretary shall take and transcribe minutes of all Board meetings and, general membership meetings, manage the official records of the corporation and maintain the same in such manner and form as the Board may direct and as required by law.

Section 5d: *Treasurer.* The Treasurer is the custodian of Association funds, oversees the financial condition of the Association and shall keep records in such a manner that shall ensure adequate accountability. The Treasurer shall authorize disbursements within the Association's budget authorization.

Section 5e: *Directors-at-Large.* The Directors-at-Large represent the interests of the membership.

Section 5f: *Past-President.* The Past-President provides continuity to the Board.

ARTICLE 7: COMMITTEES

Standing committees may be appointed by the President, subject to approval by the Board. Standing committees may include, but are not limited to, education, outreach, publicity,

communications and membership. Ad hoc committees may be appointed by the President at any time. The President shall appoint committee chairpersons.

ARTICLE 8: NOMINATION AND ELECTION OF BOARD MEMBERS

Section 1: *Nominations.* The President shall appoint a nominating committee chair, not a contender in the election, selected from the Association membership, and at least two additional members. The nominating committee shall prepare a slate of willing candidates from among the current Association membership. The resulting slate of candidates shall be distributed to the membership by customary means not later than the January meeting.

Section 2: *Election and voting.* The election shall be held at the regular membership meeting in February. Nominations may be taken from the floor, and the nominee must state willingness to serve if elected. The election shall be by secret written ballot. Proxy votes are not permitted. If there is but one candidate for each position, the written ballot may be dispensed with and a voice vote taken.

Section 3: *Election Results.* The President shall appoint a disinterested person to count the votes. Ties shall be resolved by a majority vote of the incumbent Board. The term for each office begins at the conclusion of the meeting.

ARTICLE 9: BOARD VACANCIES

Board positions vacated prior to the expiration of their full terms shall be filled by appointment of the President, ratified by a majority vote of the Board. The Vice President shall assume the duties of the President if that office becomes vacant.

ARTICLE 10: FINANCES

Section 1: *Fiscal Year.* The fiscal year shall be the calendar year.

Section 2: *Budget.* The President shall propose an annual operating budget that has been endorsed by the board. Changes, up to \$500, within the current budget total may be authorized by the Board without membership approval. The Board shall inform the membership of any changes to the budget in a timely manner.

Section 3: *Income and Deposits.* All revenues shall be deposited into the Association's FDIC approved institution account in a timely manner.

Section 4: *Expenditures.* Disbursement of Association funds shall be made by the Association's Treasurer. Signature authority shall also be vested in the Vice President. Disbursements greater than \$500 require authorizing signatures from both the Treasurer and the Vice President.

Section 5: *Use of Assets.* Association funds or property shall not be used in a manner contrary to federal, state, or local law.

Section 6: *Financial Records Examination.* Association financial records shall be examined by a qualified independent financial person periodically as determined by the Board. At a minimum, such examination shall be conducted upon each election cycle.

Section 7: *Annual Financial Reporting.* Information on the status of Association finances shall be prepared annually and presented to the Association membership no later than the February meeting each year. This information shall be made available for inspection by Association members and the public upon request.

ARTICLE 11: NON INUREMENT OF FUNDS

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

ARTICLE 12: MEMBERSHIP MEETINGS

Section 1: *Business Meetings.* The Association shall meet for business purposes no less than three times each year. The agenda shall be communicated by customary means to the membership at least 15 days before the meeting. Items requiring a vote must be on the agenda. Meetings shall be conducted in accordance with the current version of Roberts Rules of Order, Revised.

Section 2: *Quorum.* A quorum at an Association meeting shall consist of at least twenty members in good standing.

Section 3: *Membership Programs.* Other meetings, events, programs or workshops shall be held at least four times a year, not necessarily in conjunction with membership business meetings. Additional meetings may be held at any time at the discretion of the Board. Notice of such meetings shall be sent by customary means prior to the date of the event.

Section 5: Membership in the Association is not required for attendance at meetings or other events.

ARTICLE 13: AMENDMENTS

These Bylaws may be amended by a vote of the 2/3 of members in good standing present and voting at any regular membership meeting provided the proposed amendment shall have been submitted to the Board in sufficient time for notice of the proposed amendment to be communicated to each member at least thirty days prior to the date of said meeting.

ARTICLE 14: DISSOLUTION

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the

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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 15: INDEMNIFICATION

Section 1: Mandatory Indemnification. The Association shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Association against reasonable expenses incurred by him or her in connection with the proceedings.

Section 2: Permissible Indemnification. The Association shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the Association, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

Section 3: Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association in these Bylaws.

Section 4: Indemnification of Officers, Agents and Employees. An officer of the Association who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The Association may also indemnify and advance expenses to an employee or agent of the Association who is not a director, consistent with Virginia Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.