

METRO ATLANTA BEEKEEPERS ASSOCIATION, INC.

BYLAWS

ARTICLE I: NAME OF CORPORATION

Section 1.1

The name of the Corporation shall be Metro Atlanta Beekeepers Association, Inc. (hereinafter "Corporation" or "Club").

ARTICLE II: PURPOSE AND MISSION

Section 2.1

The purposes for which Metro Atlanta Beekeepers Association, Inc. is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the United States Internal Revenue Code. In particular, these activities include educating school children, beekeepers, and the public about honey bees; assisting beekeepers with setting up and managing their apiaries; and doing such fundraising activities as necessary and proper to acquire the resources to accomplish the above activities.

Section 2.2

To further the above purposes, the Corporation has adopted the following Mission Statement:

"Metro Atlanta Beekeepers Association, Inc. promotes public awareness of the value of honey bees and hive products; provides opportunities through meetings, classes, and the internet to learn about and discuss beekeeping; assists its members and others with beekeeping; and cooperates with other beekeeping organizations."

ARTICLE III: ROSTER

Section 3.1

The Roster is a list of the names, addresses, telephone numbers, and email addresses of the current year's paid members. Members give the Club permission to list their contact information on the Roster at the time they pay their dues each year. The Roster is the Primary Asset of the Corporation and is protected by copyright.

Section 3.2

The Roster will never be provided in any form to any outside group. This includes, but is not limited to, the Georgia Beekeepers Association, other bee clubs, bee suppliers, commercial bee magazines, or any other third party.

Section 3.3

The Membership Form enrolls members in the Club, facilitates the payment of dues, and either grants or withholds permission to the Club to include each person's contact information in the Roster.

Section 3.4

The President must approve all requests to contact the Roster.

ARTICLE IV: MEMBERSHIP

Section 4.1

Any person who is interested in honey bees or who is a beekeeper may join.

Section 4.2

The membership year is on an annual basis.

Section 4.3

In order to vote on issues before the Club, members must have paid their dues for that year.

Section 4.4

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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, this organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law 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 V: MEETINGS

Section 5.1

The Board of Directors shall establish the day and time of the regular meetings. Notice of the time, location, and program of each meeting shall be posted on the Metro Atlanta Beekeepers Association website, and also sent to all paid members by email at least one week prior to the meeting.

Section 5.2

The Annual Meeting of the Club will be held at the regular November meeting. The purpose of this meeting is the election of Directors and Officers, and presentation of annual reports.

Section 5.3

Twenty five paid members of the Club will constitute a quorum for the transaction of business.

Section 5.4

Robert's Rules of Order shall be used as a guideline to resolve any parliamentary questions. The order of business for the Annual meeting shall be the following:

- a. Call to order
- b. Reading of the Officers' report
- c. Old business
- d. New business
- e. Election of new Directors and Officers
- f. Adjournment

ARTICLE VI: OFFICERS AND DIRECTORS

Section 6.1

The Board of Directors shall consist of twelve people: the President, Vice President, Secretary, Treasurer, Webmaster, Past President, and six Directors.

The Executive Officers of the Club shall be the President, Vice President, Secretary, Treasurer, and Webmaster. The President, Vice President, Secretary, and Treasurer are elected by the members of the Club at the Annual Meeting in November. The Webmaster is appointed by the President.

Section 6.2

The President, Vice President, Secretary, Treasurer, and Directors shall serve two-year terms. The Webmaster shall serve at the pleasure of the President.

No position will have more than six years of consecutive service. If there are no other interested candidates at the end of that time, the Board can approve nomination for an additional consecutive term. The member is eligible to be nominated for the same position after leaving the position for one year.

Section 6.3

The Officers and Director candidates should be nominated at the October meeting and then are elected by the members of the Club at the Annual Meeting in November.

Any Officer or Director may resign by giving written notice to the President or the Secretary of the Club. Such resignation shall be effective at the time specified in the notice.

Any Officer or Director may be removed from the Board, with or without cause, by a vote of a majority of the Officers and Directors, or by a vote of a majority of the paid Members.

Whenever there is a vacancy on the Board, for whatever reason, the President will appoint a replacement. This person will serve until the next Annual Meeting and Election of Officers, at which time a permanent replacement will be elected by the members.

ARTICLE VII: DUTIES OF DIRECTORS

Section 7.1

The Board of Directors shall direct the business and affairs of the Club, make all rules and regulations governing these activities, and plan the programs for the year.

Section 7.2

The Board of Directors shall meet four times a year in December, March, June, and September. The date and time of these meetings will be set by the Board. Special meetings of the Board may be held at the discretion of the Board.

Section 7.3

A majority of the Board of Directors (seven) shall constitute a quorum for the transaction of business at any meeting of the Board. Members of the Board of Directors may vote on issues before the Board in person, by telephone, or in writing by email.

Section 7.4

No Director, Officer, or member of the Club shall receive any salary or compensation for services rendered to the Club, unless approved by vote of a quorum of the members of the Board at a regular Board meeting. Members (with prior approval) and Officers may be reimbursed for actual and reasonable expenses incurred on behalf of the Organization.

ARTICLE VIII: DUTIES OF OFFICERS

Section 8.1

The President shall:

- a. Preside over all meetings of the Club and of the Board of Directors.
- b. Call special meetings when required.
- c. Perform all acts and duties of an executive and presiding officer, including appointing committees.
- d.
- e. Approve all additions to, changes in, and deletions from the Website proposed by the Webmaster.
- f. Appoint a Nominating Committee consisting of two members.
- g. Appoint an auditing committee consisting of three members, one of whom is a member of the Board of Directors, to audit the books kept by the Treasurer and report to the membership at the Annual Meeting.
- h. Sign as President all checks and other financial transactions of the Club unless signed by the Treasurer.
- i. Approves reimbursement of expenses on behalf of the organization.
- j. Get board approval for expenses over \$2,000.
- k. Assigns management of a complete list of paid members, contact information, and notifying members of dues.

Section 8.2

The Vice President shall:

- a. Perform all the duties of the President when the President is absent.
- b. Assist the Board in implementing programs.

Section 8.3

The Secretary shall:

- a. Keep a complete written record of all meetings of the Club and of the Board of Directors.
- b. Write letters as requested by the President or Board of Directors.

Section 8.4

The Treasurer shall:

- a. Assure that the Club is at all times in compliance with the IRS rules for 501(c)(3) corporations, including, but not limited to, maintaining complete financial records and filing annual tax returns. The fiscal year shall be a calendar year beginning on July 1 and ending on June 30 the following year.
- b. Execute the Annual Corporation Filing with the State of Georgia, Office of the Secretary of State and pay required fees.
- c. Keep full and accurate account of all the financial transactions of the Club in books belonging to the Club and deliver such books to a successor Treasurer.
- d. Maintain savings, checking accounts, payment processors, and/or credit card accounts in the name of the Metro Atlanta Beekeepers Association, Inc. and receive and disburse funds in these accounts.
- e. Sign as Treasurer all checks and other financial transactions of the Club unless signed by the President.
- f. Pay all bills.
- g. Keep a record of all property and equipment owned by the Club.
- h. Get board approval for expenses over \$2,000.

Section 8.5

The Webmaster shall:

- a. Manage the Websites www.metroatlantabeekeepers.org and www.beekeepingshortcourse.com.
- b. Consult with the President about the design and content of the websites. The President has final authority in all matters relating to the Websites.

ARTICLE IX: DISSOLUTION OF THE CORPORATION

Section 9.1

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended, 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 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 X: AMENDMENTS

Section 10.1

These Bylaws may be amended at any meeting of the Club provided:

- a. The proposed Amendment is provided by email to all paid members prior to the meeting at which the proposed Amendment will be voted on.
- b. Paid members receive ten days' notice of the meeting at which the Amendment will be voted on, and that the proposed Amendment is included in the notice.
- c. The proposed Amendment will pass with yes votes from two-thirds of the paid members present. No proxy voting is allowed.