



THE CONSTITUTION AND BY-LAWS
OF
THE CHATHAM COUNTY BEEKEEPERS ASSOCIATION

ARTICLE 1

(NAME)

SECTION 1: NAME: The name of this organization shall be the Chatham County Beekeepers Association, Inc (CCBA), a chapter of the North Carolina State Beekeepers Association, Inc. (NCSBA)

ARTICLE 2

(OBJECTIVES)

SECTION 1: ORGANIZATION: The CCBA is a non-profit 501(c)(3) organization as defined in NCGS § 55A-1-40(4).

SECTION 2: PURPOSE: The objectives of this non-profit organization shall be to:

- a. Increase the number of knowledgeable and skilled beekeepers in Chatham County
- b. Improve the health and genetics of honeybees in Chatham County
- c. Provide education to Chatham County residents on the importance of the honeybee
- d. Maintain a strong working and cooperative relationship with the NCSBA

SECTION 3: DISSOLUTION: Should the CCBA dissolve, its assets will be distributed by default to the NCSBA or to other charitable organizations as the voting members may designate.



ARTICLE 3

(MEMBERSHIP AND DUES)

SECTION 1: MEMBERS: Anyone interested in promoting honeybees may join the CCBA upon payment and receipt of annual dues. The annual dues for regular members shall be determined by the membership at the November meeting to be effective the following January 1st and due by January 31st. The right to vote shall be limited to dues paying members.

SECTION 2: DUES: The executive committee will make any recommendations for adjustments to dues at the annual November business meeting, which shall be approved by two-thirds of the quorum (ARTICLE 8). Once annual dues have been determined in November for the following year, they shall be paid in advance to the Treasurer by January 31st. All dues expire on December 31st of each year. Any member of the CCBA who becomes delinquent in payment of dues after January 31st will be dropped from the roll of membership on February 1st. A person that has been dropped from the roll of membership for nonpayment of dues may be restored to active membership by paying the current year dues. A person is considered to be a non-voting member from February 1 of the lapse of dues to the time of full payment during the current year.

SECTION 3: HONORARY LIFE MEMBERSHIP: Life membership in the CCBA may be given to an individual who has contributed in some outstanding way to the organization's aims and ideals and for meritorious service to beekeeping upon recommendation of the executive committee and a majority vote of the members present at any regular meeting. Honorees shall be excused from payment of local dues. The Treasurer will maintain a list of life membership status.



ARTICLE 4

(OFFICERS AND DUTIES)

SECTION 1: OFFICERS: All officers shall be elected based on the recommendation of the nominating committee (defined in ARTICLE 7) with a majority vote of the members present at the November meeting. Officers will hold office from January through December of the next year, or until their successors are elected or appointed. In the case of a vacancy, the President may appoint a member to serve during the remainder of the term. No person shall be elected for any office without their consent. All officers must be active members of the CCBA and NCSBA.

SECTION 2: TERM LIMITS: Officers shall serve a one year term. Officers will be limited to three consecutive one year terms and a maximum of six terms in one office.

SECTION 3: PRESIDENT: The President shall preside at all meetings of the CCBA by building upon consensus-based decisions within the constraints of voting requirements.

- a. The President shall appoint such special committees as are deemed necessary, fill vacancies of any office, and perform such other duties as the CCBA may direct.
- b. The President will serve as the public voice for the CCBA with support and advisement as requested.
- c. The President will be authorized to make deposits and disburse all monies should the Treasurer be unable to perform these duties.

SECTION 4: VICE-PRESIDENT: The Vice President will perform the duties of the President in the absence of the President, or upon the President's request.

- a. The Vice President will make the necessary arrangements for monthly meetings and secure speakers for these meetings. If the Vice President is unable to perform this duty in the absence of the President, the Vice President may appoint any member to act in their stead.
- b. The Vice President will secure a meeting place and make necessary arrangements for monthly meetings.



SECTION 5: SECRETARY: The Secretary shall record the minutes and the proceedings of the CCBA at regular or called meetings, including special group activities. The Secretary's duties also include:

- a. Distribute minutes to executive committee or general membership within three days of a meeting.
- b. Maintain and distribute the minutes, articles of incorporation, policies adopted by the CCBA, along with other official documents.
- c. Protect and preserve the CCBA charter granted by the NCSBA.
- d. Maintain files of all communications including both correspondence and publications.
- e. In cooperation with the President, arrange for a substitute if it becomes necessary to be absent from the duties of the Secretary.
- f. At the end of the term of office, deliver all files, records, and CCBA property to the successor.

SECTION 6: TREASURER: The Treasurer shall collect and receive all monies generated from membership dues, sales of goods, gifts, special activities or from any other source. Such monies shall be protected in a proper and timely method. Disbursements will be made promptly to cover membership dues to the NCSBA Treasurer including the necessary information as to new or renewal memberships. The Treasurer will also make prompt remittance to cover authorized invoices. (Authorization for expenditures results from the CCBA approved budget or from a special vote of the executive committee and/or CCBA general meeting.) The Treasurer has the additional duties including:

- a. Maintain full and accurate records showing the receipts and disbursements of all monies.
- b. Maintain an accurate membership list.
- c. Notify all members after January 31st who are delinquent in payment of dues and seek to restore their membership.
- d. The books shall be closed prior to each regular January meeting and a complete report on the financial standings given to the CCBA at that time.



- e. File appropriate annual forms to the State of North Carolina and/or the IRS as required by law.
- f. Maintain a complete inventory of the CCBA properties, location and estimated value. This inventory will be verified and updated each year at the time the financial books are closed for the fiscal year and a complete report given to the CCBA at its regular January meeting.
- g. Serve as custodian of CCBA properties, preserving all receipts, titles and other documents as proof of ownership.
- h. Deliver all books and documents to the successor at the end of term of office, having had them audited at this time.

SECTION 7: DIRECTORS: Three Directors shall sit on the executive committee. Each November the nominating committee will present their recommendation for a new Director to be elected by a majority vote to serve a three-year term. Each year, a Director is designated by the remaining time in their office: a one-year Director, a two-year Director, and a three-year Director. At the end of each year, as the one-year Director is aging out of term, a new three-year Director is nominated for election.

- a. The Directors shall comprise the finance committee.
- b. If a Director is unable to fulfill their duty, the President may appoint a new director that will complete the original term of the replaced director.

SECTION 8: DISMISSAL OF OFFICERS: Should any officer be unable, unwilling, or unfit to fulfill their responsibilities, they may be dismissed from their role with the approval of a 2/3 majority of the executive committee.

SECTION 9: INDEMNIFICATION: The CCBA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an executive committee member of the CCBA against all expenses and liabilities, including, without limitation, counsel fees, judgements, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be



provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the CCBA; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of executive committee members who are not at that time parties to the proceeding.

SECTION 10: COMPENSATION: No officer of the CCBA shall receive compensation in their capacity, except for actual reimbursements for actual disbursements made on behalf of the CCBA and authorized by the Treasurer.

ARTICLE 5

(MEETINGS)

SECTION 1: MEETINGS: There shall be regular meetings held on a monthly basis. Notice of each meeting shall be advertised. The Vice President shall provide notice for all meetings through email to CCBA members or otherwise adequately advertised. A member may motion a request for a vote on a significant decision, other than By Law amendments described below, from the membership, with a subsequent second.

SECTION 2: ANNUAL BUSINESS MEETING: During the November meeting the CCBA will have an annual membership meeting. The meeting will focus on a report from the nominating committee with a vote on the election of officers and any additional executive committee members for the coming year.

SECTION 3: EXECUTIVE COMMITTEE MEETINGS: There shall be regular meetings no less than four times a year. The time and place will be decided on by a majority of the executive committee.

SECTION 4: SPECIAL EXECUTIVE COMMITTEE MEETINGS: Any officer has the ability to call a special meeting. Written notice via email must be done no less than three days and no more than fifteen days prior to the meeting.



ARTICLE 6

(EXECUTIVE COMMITTEE)

SECTION 1: EXECUTIVE COMMITTEE: The executive committee shall consist of all the elected officers of the CCBA, namely: President, Vice President, Secretary, Treasurer, and the three Directors.

SECTION 2: ROLES OF THE EXECUTIVE COMMITTEE: The role of the executive committee is to support the CCBA in the implementation of all chapter activities. The executive committee shall have authority to transact business on behalf of the CCBA when it is not in meeting.

ARTICLE 7

(OTHER COMMITTEES)

SECTION 1: The finance committee shall consist of the Treasurer and the Directors. The finance committee will support the Treasurer in ensuring the transparency of the CCBA finances with regular reports, completing regular audits of the finances, and supporting the transition between the Treasurers as terms end and begin.

SECTION 2: The nominating committee shall consist of three members whose duty will be to nominate and present a slate of executive committee members at the November meeting. The President will select the Chair of the nominating committee who cannot be serving as a current officer. Other names for officers or executive committee members may be submitted from the membership during the November meeting at the time of the election.

SECTION 3: The President shall appoint special committees; consisting of a minimum of three members whose duty will be to serve as directed by the President.



ARTICLE 8

(QUORUM)

SECTION 1: QUORUM: Those members present shall constitute a quorum for the transaction of business at any regular meeting or special meeting. Members that wish to vote but cannot attend may vote by proxy or electronically.

Two-thirds of the committee shall constitute a quorum for the executive committee.

ARTICLE 9

(CONFLICT OF INTEREST)

SECTION 1: CONFLICT OF INTEREST: Whenever a member or officer has a financial or personal interest in any matter coming before the executive board, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE 10

(AMENDMENTS)

SECTION 1: AMENDMENTS: Any article or any section of any article of these by-laws may be amended at any regular meeting by a two-thirds vote of the quorum providing proposed amendments have been presented to the executive committee for the recommendation, and have been presented in writing to the entire membership at least thirty days before any regular meeting.



ARTICLE 11

(REPEALING CLAUSE)

SECTION 1: REPEALING CLAUSE: Upon acceptance by vote of the CCBA these by-laws supersede all previous versions.

SECTION 2: ADOPTION: These by-laws were adopted by a two-thirds majority vote of all members present at the regular meeting held on December 20th, 2019.

Phillip Uptmor, President

Julia Kopacz, Vice President

Mimi Gussow, Secretary

Kirby Zeman, Treasurer