

**Bylaws of
Linn-Benton County Beekeepers Association
An Oregon Nonprofit Corporation
Revised February 14, 2018**

1 Name and Purposes

The Linn-Benton Beekeepers Association is an Oregon nonprofit association organized and operated to promote, and carry out plans, policies, and activities which further the growth and development of beekeepers and beekeeping knowledge. The Association may also engage in all lawful activities for which nonprofit associations may operate under the laws of the State of Oregon and that further the primary purposes of the Association.

2 Membership

2.1 Membership

The Association shall have members. A *member* is a person or household who pays dues. There is one price for membership and one vote per member.

- (a) **Active Members** – An Active Member shall be any *member* who has paid their membership dues. Active Members shall be entitled to one vote on each Association matter to be voted upon by the members.
- (b) **Honorary Members** – Upon a vote of the majority of the Board of Directors, the Association may designate as an Honorary Member any person whose actions are consistent with the aims and purposes of the Association. Honorary Members shall pay no dues and have no right to a vote on Association matters unless they are also an Active Member.

2.2 Qualification: Discrimination

No person shall be denied membership in the Association for any reason other than for non-payment of the membership dues. The Association shall in no way or manner discriminate among its members on any basis including, without limitation, race, color, creed, religion, gender, sexual orientation, handicap, or citizenship.

2.3 Member Termination

Membership may be terminated voluntarily by that member at any time upon notice to the Association. Membership may be terminated involuntarily only for cause by the Board, provided the member is first accorded an adequate opportunity to respond in person or in writing. Upon termination of membership, all rights and interests in LBBA shall cease.

3 Annual Dues

The Association shall have an annual membership fee (dues) for which each member will have all rights and privileges of membership.

- (a) **Amount** – The Board of Directors shall set the amount of membership dues.
- (b) **Membership Year** – The Membership Year shall be January 1st through December 31st. The membership fee must be paid in order to become an Active Member.
- (c) **New Member Fee** – New Members joining January through March will pay the annual amount. Starting with April, the fee will be prorated as determined by the Board.
- (d) **Renewal** – Members renewing will always pay the annual amount no matter in which month they renew.

4 Meetings

4.1 Membership Meeting

There will be meetings open to all members and guests with an interest in the purpose of the association. There will be a minimum of ten such meetings per membership year.

- (a) **Location and Time** – The Board of Directors shall establish the date, place, and time for each such meeting. The location and time of each meeting will be announced in a timely manner to the membership list.
- (b) **Topic** – Each meeting shall have an agenda. The topic will be published prior to each meeting.

4.2 Board Meetings

The President shall call for meetings of the Board as needed. There shall be a minimum of two meetings of the Board per year.

- (a) **Agenda** – The President will produce an agenda and act as the chairperson at all meetings.
- (b) **Bylaws** – These bylaws must be reviewed periodically.

4.3 Committee Meetings

Committee meetings may be scheduled by the committee chairperson as required. The place and time will be determined by the chairperson.

5 Board of Directors

5.1 General.

The Board of Directors shall manage the business and affairs of the Association. The Board will have no more than nine (9) members.

- (a) **Qualification** – Directors must be Active Members of the Association at the time of election
- (b) **Election** – In November, the Active Members shall elect the Directors of the Association.
- (c) **Term** – All Directors shall serve for two years January through December. The Directors' terms are staggered so that approximately half of the Directors are up for re-election every year.
- (d) **Vacancies** – If there is a vacancy of a Board member during the term year, the Board may appoint a replacement from the membership.

5.2 Directors

There shall be a maximum of one President, one Vice President, one Secretary, one Treasurer, and one technical services officer. Selection of office holders is done internally by the Board.

- (a) There shall be a minimum of four Directors in any term year.
- (b) Offices may be combined with a maximum of two offices held by any single Director.

6 Officer and Director Duties

6.1 President

The President shall be the principal executive officer of the Association. The President shall preside at all meetings of the members and of the Board of Directors. A President may not serve more than three consecutive 2-year terms.

6.2 Vice President

In the absence of the President, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned by the President or by the Board of Directors. It shall be the responsibility of the Vice President to maintain the inventory of property belonging to the association.

6.3 Secretary

The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors, shall be custodian of the corporate records of the Association, and keep the mailing list current and up to date. The mailing list will be available to all Board members. The Secretary shall perform such other duties as may be assigned by the President or by the Board of Directors.

6.4 Treasurer

The Treasurer shall have charge and custody of, and be responsible for all funds of the Association, receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the bank account in the name of the Association. The Treasurer will keep the official list of paid members, and make the list available to the President and the Secretary. The Treasurer shall perform such other duties as may be assigned by the President or by the Board of Directors.

- (a) **Payments** – Treasurer will make payments for debts incurred by the Association from the above account.
- (b) **Budget** – The Treasurer shall produce an annual report.
- (c) **Fiscal Year** – The fiscal year of the Association shall be from January 1 through December 31.
- (d) **Disbursements of funds** – All checks and other order for payment issued in the name of the Association shall be approved by at least two Board members.

6.5 Technical Services

The Technical Services officer shall have charge and custody of, and be responsible for all digital and on-line resources of the Association.

6.6 Directors

Directors shall attend Board meetings and act on behalf of the membership in all matters before the Board.

- (a) **Indemnification** – To the fullest extent permitted by law, the Association shall indemnify any Director or officer acting on behalf of the organization.
- (b) **Conflicts of Interest** – Officers and Directors shall disclose situations involving conflict of interest and abstain from discussing and voting upon them.
- (c) **Duties** – Any duty of an officer may be assigned to any Director at the discretion of the board.

7 Committees

Committees will be organized by the Board as needed for the purpose of furthering the goals of the Association. Each committee will have at least one member of the Board, usually as chairperson. The chairperson shall give a report to the Board as requested.

Committees serve at the pleasure of the Board, for specific purpose(s) specified by the Board.

8 Affiliation

8.1 General

The Association shall be affiliated with the Oregon State Beekeepers Association provided that five active members of LBBA maintain a current membership with the Oregon State Beekeepers Association.

8.2 Dissolution

If the Association dissolves, any remaining assets shall be donated to the Oregon State Beekeepers Association.

9 Amendments

These bylaws may be amended, when necessary, upon the affirmative vote of two-thirds of the Members voting. Recommended changes and additions to the bylaws shall be made by an affirmative two-thirds vote of the Board of Directors. Members shall be notified one month prior to when a vote will be taken.