

**BY-LAWS OF
TRI-COUNTY BEEKEEPERS ASSOCIATION
A FLORIDA NOT FOR PROFIT ASSOCIATION**

ARTICLE I - OFFICES

The principal office of the association is maintained at UF Okaloosa County Extension Office, 3098 Airport Road, Crestview FL 32539-7124.

ARTICLE II - PURPOSE

This Association has been organized to promote and carry on scientific and educational activities including, but not limited to, aiding in the promotion of practical beekeeping methods, to act in the interest of beekeepers in carrying beekeeping affairs, to aid in the exchange of mutual beekeeping methods and to act as the representative of area beekeepers in Florida and national affairs.

The purpose of this Association shall be accomplished by but not limited to:

1. The development and promotion of practical beekeeping methods to members and the general public.
2. To act in the interest of beekeepers in protecting and conducting beekeeping affairs.
3. To act as a medium for the promotion of management techniques for honeybees using tried and proven methods for mutual benefit.
4. To act as the representative of the Tri-County Beekeepers Association in State and National beekeeping and legislative matters.
5. To promote honey in its wholesome image.
6. To promote beekeeping to the general public. To encourage and educate the general public. To entice new beekeepers into the industry.

ARTICLE III – OFFICERS OF THE ASSOCIATION

1. OFFICERS OF THE ASSOCIATION

The business of the association shall be managed and its powers exercised by a Board of Officers hereafter referred to as the Board. The current number of Officers of this association shall be four (4), provided however, that such additional Officers may be selected by and added to the Board at any time.

The four (4) Officers shall be the President, Vice President, Secretary, and Treasurer.

2. ELECTION AND TERM OF OFFICERS

Officers shall serve two (2) year terms and may be re-elected without limitation. The Board may establish staggered terms for members of the Officers. Officers shall hold office until their successor has been elected and qualified, or until their prior resignation or removal. The term of the officers shall begin in even numbered years.

3. VACANCIES

If the office of any Officer, member of a committee or other office becomes vacant, the President, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his or her successor shall be duly qualified. Any such appointment shall be ratified by a majority vote of the Board at the next regular meeting of the Board.

4. REMOVAL OF OFFICERS

Any or all of the Officers may be removed with or without cause by vote of a 3/4 majority of all the Officers entitled to vote at a special meeting of Officers called for that purpose.

5. NEWLY CREATED OFFICERS

The number of Officers may be increased by the affirmative vote of a majority of the Officers at a regular meeting or a special meeting called for that purpose. Such new Officers will be chosen to hold office until the next annual election and until their successors are elected and qualified.

6. RESIGNATION

An Officer may resign at any time by giving written notice to the President of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the President of the Association.

7. QUORUM

A majority of the Officers including either the President or Vice President shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained.

8. PLACE AND TIME OF BOARD MEETINGS

The Board may hold its regular monthly meetings at the office of the association on the last Tuesday of each month from 6:30 PM – 8:00 PM except for the month of December. There will be no monthly meeting in December.

9. REGULAR ANNUAL MEETING

A regular annual meeting of the Board shall be held in at 6:00 PM in November of each year as designated by the President. The regular meeting will follow the annual Board meeting. Regular meetings will be held at the office of the association.

10. NOTICE OF MEETINGS OF THE BOARD

Special meetings of the Board shall be held upon notice to the Officers and may be called by the President upon three (3) days' notice to each Officer either personally or by mail, phone, fax or by email. Special meetings may also be called on written request of any two Officers. Notice of a meeting need not be given to any Officer who submits a Waiver of Notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice.

11. EXECUTIVE AND OTHER COMMITTEES

The President, the Vice President, Secretary, and Treasurer shall compose the Executive Committee, which may exercise the powers of the Board in the management of the business of the corporation. The President may appoint Officers to such Committees as the President shall deem appropriate.

12. COMPENSATION

No compensation shall be paid to Officers, as such, for their services, but by resolution of the Board. Reimbursement of expenses incurred by the Officers may be authorized. Nothing herein contained shall be construed to preclude any Officers from serving the association in any other capacity and receiving compensation therefor.

13. ATTENDANCE/VOTING

The Board is required to meet at least once a year in person, but may meet as needed and may vote by electronic or tele communicative means. Board Members who do not attend at least one (1) meeting per year may be subject to removal from the Board.

14. RULES

Meetings of the Board and all Committees shall be conducted in accordance with Robert's Rules of Order, as amended.

ARTICLES IV - OFFICERS

1. OFFICERS, ELECTION AND TERM

- a) The Membership will elect a President, a Vice-President, a Secretary, and a Treasurer at the Annual Meeting, and the President may appoint such other officers as the President may determine who shall have such duties and powers and shall be approved by the Board.

The President shall appoint a Nominating Committee at least sixty (60) days prior to the Annual Meeting and the Committee shall present the names of the nominees at least thirty (30) days prior to the Meeting. The Board shall notify the membership of the names of the nominees. All Officers shall be elected from the nominees at the Annual Meeting.

- b) Officers shall be elected or appointed to hold office on a biannual basis beginning in January of even numbered years until their successors have been elected or appointed and qualified.

2. REMOVAL, RESIGNATION, SALARY, ETC.

- a) Any officer elected or appointed by the Board may be removed by the Board with or without cause.
- b) In the event of the death, resignation or removal of an officer, the President of the Board may appoint a successor to fill the unexpired term.
- c) The Secretary and Treasurer may, but need not, be held by the same person.

3. CHAIRMAN

The President shall be Chairman of the Board and shall preside at all meetings of the Board and shall have and perform such other duties as from time to time may be assigned to him or her by the Board or the executive committee.

4. PRESIDENT

The President shall be the chief executive officer of the association and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. He shall preside at all meetings of the members and at all meetings of the Board, and shall have general supervision, direction and control of the business of the association.

5. VICE-PRESIDENT

During the absence or disability of the President, the Vice-President, shall have all the powers and functions of the president. The Vice-President shall perform such other duties as the Board shall prescribe.

6. SECRETARY

The Secretary shall attend all meetings of the Board and of the members, record all votes and minutes of all proceedings in a book to be kept for that purpose, give or cause to be given notice of all meetings of members and of special meetings of the Board, when required keep all the documents and records of the association as required by law or otherwise in a proper and safe manner, and perform such other duties as may be prescribed by the Board or assigned to him or her by the president. The Secretary may, but need not be a member of the Board.

7. TREASURER

The Treasurer shall have the custody of the corporate funds and securities, keep full and accurate accounts of receipts and disbursements in the corporate books, deposit all money and other valuables in the name and to the credit of the association in such depositories as may be designated by the Board, disburse the funds of the association as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements, render to the President and Board at the regular meetings of the Board and the annual meeting, or whenever they require it, an account of all his or her transactions as Treasurer and of the financial condition of the corporation, render a full financial report at the annual meeting of the members if so requested, be furnished by all corporate officers and agents at his or her request with such reports and statements as he or she may require as to all financial transactions of the corporation, and perform such other duties as are given to him or her by these by-laws or as from time to time are assigned to him or her by the Board or the president. The Treasurer may but need not be a member of the Board.

8. SURETIES AND BONDS

In case the Board shall so require, any officer or agent of the association shall execute to the association a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the association and including responsibility for negligence and for the accounting for all property, funds or securities of the association which may come into his or her hands.

ARTICLE V - EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board may from time to time designate. All corporate documents may be signed in one or more counterparts.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board.

ARTICLE VI - FISCAL YEAR

The fiscal year shall be the same as the calendar year beginning in January of each year. A different fiscal year may be adopted by the Board at any time.

ARTICLE VII - NOTICE AND WAIVER OF NOTICE

Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in a US post office box in a sealed post-paid wrapper, addressed to the person entitled thereto at his or her last known post office address, or by courier, fax or email to the last known addresses, and such sending shall be deemed to have been given on the day of such sending or transmission. Members not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by Statute.

Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the association or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein shall be deemed equivalent thereto.

ARTICLE VIII - CONSTRUCTION

Whenever a conflict arises between the language of these By-Laws and the laws of the State of Florida, the laws of the State of Florida shall prevail. This document shall be construed in accordance with the laws of the State of Florida, and venue of any action concerning same shall be in the appropriate Court in Florida when necessary.

ARTICLE IX - BUSINESS WITHOUT MEETING

Any action of the members, Officers or committees may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote on such action at a meeting and filed with the Secretary of the association as part of the proceedings of the meetings.

ARTICLE X - INDEMNIFICATION

Each person, his or her heirs, executors, administrators, or estate, who is or was an officer of the Association or who is or was an agent and as to whom the Association has agreed to grant indemnity or who is or was serving at the request of the Association as its representative in the position of an officer or an agent shall be indemnified by the Association as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision, against any fine, liability, cost or expense, including attorneys' fees, asserted against him or her or incurred by him or her in his or her capacity as officer or agent, or arising out of his or her status as officer or agent. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The Association may maintain insurance, at its expense, to protect itself and any such person against any fine, liability, cost or expense, whether or not the Association would have the legal power to directly indemnify him or her against that liability.

ARTICLE XI – DISSOLUTION

Dissolution of the association shall be in accordance with the requirements of Chapter 617, Florida Statutes, including but not limited to the requirement that the assets of the association be distributed for an exempt purpose described in Section 501(c)(3), IRC, or to the federal government, or to a state or local government for a public purpose.

ARTICLE XII – MEMBERSHIP

There shall be three (3) classes of membership in the Association:

1. Individual memberships shall be those persons who have completed the required application and who have paid their annual dues. Dues for Individual members shall be set by the Board.
2. Family memberships shall be those include the husband and wife and will cover any family members residing in the home. Dues for family members shall be set by the Board.
3. Life-time membership
 - a) Life-time membership may be awarded to a member in good standing who donates five (5) gallons of honey to the Association.
 - i) Donation must be provided all at once and at a time set forth by the Board
 - ii) Approval is at the Board's discretion
 - iii) There is a limit of two (2) such donations per year

- b) Life-time membership may also be awarded to a member in good standing at the discretion of the Board.
3. Membership classifications and dues may be changed at any time by the Board.
4. Membership dues are to be submitted no later than January 30th of each calendar year for current members, with the exception of any Life members.
5. New members, joining the association prior to June 30th of the calendar year, shall be required to pay their dues according to their membership classification at the time they join the Association. Thereafter, dues shall be remitted according to the rules set forth in subsection 4.

ARTICLE XII – FINANCES

A proposed budget of anticipated revenues and expenditures shall be prepared at the annual Executive Board meeting as designated by the president. The treasurer shall maintain the budget record in accordance with his or her duties under Article IV paragraph 7.

1. Expenditures exceeding \$100 must be pre-approved by the president.
2. Expenditures not listed on the budget must be pre-approved by the Board.

ARTICLE X - AMENDMENTS

These By-Laws may be altered, amended, or repealed and By-Laws may be made upon 30 day notice at any annual meeting of the Board or at any special meeting thereof if notice of the proposed alteration or repeal to be made is contained in the notice of such special meeting, by the affirmative vote of a majority of the Board entitled to vote thereat, or by the affirmative vote of a majority of the Board at any regular meeting of the Board or at any special meeting of the Board if notice of the proposed alteration or repeal to be made be contained in the notice of such special meeting.

Date adopted: August 29, 2017.

PRESIDENT

VICE PRESIDENT

SECRETARY

TREASURER