

**BYLAWS
of
MARIN COUNTY BEEKEEPERS ASSOCIATION**

Membership Approved: June 6, 2024

ARTICLE I

Name

The name of this organization shall be MARIN COUNTY BEEKEEPERS ASSOCIATION.

The business of the organization may be conducted as MARIN COUNTY BEEKEEPERS ASSOCIATION, MARIN COUNTY BEEKEEPERS or MARIN BEEKEEPERS.

ARTICLE II

Purpose

Marin County Beekeepers Association is a California nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code. The purpose of this association shall be: to increase interest in and knowledge of bees and beekeeping for both the hobby and commercial beekeeper and to educate the general public in the value of bees.

ARTICLE III

Exempt Activity Limitations

3.01 Exempt Activities Limitation

- A. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization under Section 501(c)(3) of the Internal Revenue Code.
- B. No part of the net earnings of the organization shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the Article of Incorporation and these Bylaws.

3.02 Distribution Upon Dissolution

Upon termination or dissolution of the Marin County Beekeepers, any assets and resources

lawfully available for distribution shall be distributed to one (1) or more qualifying 501(c)(3) organizations which have a charitable purpose with a mission aligned with that of the Marin County Beekeepers Association. The organization(s) to receive the assets hereunder shall be selected at the discretion of a majority of the board of this organization.

ARTICLE IV

Principal Venue

The principal office for the transaction of business of Marin County Beekeepers is located at a place designated by the Board of Directors within the County of Marin, California.

ARTICLE V

Membership

Any person with an interest in bees shall be eligible to become a member of Marin County Beekeepers. Members shall pay dues, be entitled to attend meetings, participate in events, and use equipment of the Marin County Beekeepers.

ARTICLE VI

Board of Directors

6.01 Number of Directors

Marin County Beekeepers shall have a board of directors consisting of between five (5) and twelve (12) members. The board will be composed of officers and directors at large. The required officers shall be president, secretary and treasurer. The number of directors shall be determined from time to time by resolution of the Board. The board may establish officer positions with board members who are serving as directors at large as designated by the board. The duly elected directors may be elected by the board to serve in such officer positions during their member-elected terms. No reduction in the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

6.02 Powers

All corporate legal powers shall be exercised by or under the authority of the board and the affairs of the Marin County Beekeepers shall be managed under the direction of the board, except as otherwise provided by law.

6.03 Terms

- A. All directors of the board shall be elected to serve a two-year term, with a maximum of three (3) consecutive terms allowable to be served. No director who has served three (3)

consecutive two-year terms shall be eligible for re-election as a director until one (1) year has elapsed after the expiration of the last term served.

- B. Director terms shall be staggered so that approximately one half of the Board is elected each year. Directors shall ordinarily be elected at the annual meeting; however, if any directors are not at the annual meeting or a position is unfilled after the annual meeting, they may be elected at any general meeting or by written ballot. Two (2) weeks notice must be given to the membership for any election. Each such director, including a director elected to fill a vacancy or elected at a general meeting or by written ballot, shall hold office until expiration of the term for which elected.
- C. The term of office shall be considered to begin July 1st and end two years later on June 30th.

6.04 Vacancies:

A vacancy in the Board shall be deemed to exist if the actual number of directors is less than the authorized number for any reason. In such an event, the president of the Board shall take nominations from both the board and general membership. A vote will take place at the next gathering of the membership, and will be by voice, by written proxy or by electronic vote of the membership. Any director elected to fill a vacancy created by the resignation of a director shall serve the unexpired term of their predecessor. If the unexpired term is for less than one (1) year then they may be elected to serve up to three (3) additional terms through the regular election cycle.

6.05 Qualifications and Election of Officers, Directors and Appointees In order to be eligible to serve on the board of directors, the individual must be 18 years of age, a member in good standing, and have been a member of the organization for no less than one (1) year.

6.06 Compensation

- A. Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of budgeted expenses incurred in the performance of their regular duties as specified in Section 6.07 of this Article.
- B. Reimbursement or advancement of expenses to a director must have approval of the president. If reimbursement or advancement is for the president the secretary must provide approval.

6.07. Duties:

It is the responsibility of all board members to be informed and knowledgeable about the general operations of the organization. This includes understanding the mission, bylaws and financial status.

- A. **President:** The President shall be the Chief Executive Officer of Marin County Beekeepers and shall have such powers and duties as are usually exercised by such an officer. The

President shall preside at all meetings of the Board of Directors and General Membership. The President shall be an ex-officio member of all committees, except the Nominating Committee. The President shall have the power to call special meetings of the members, the Board of Directors, or of any committees they may appoint. The President shall be a signatory on the Marin County Beekeepers bank account as backup to the Treasurer.

- B. Treasurer:** The Treasurer shall coordinate all financial matters pertaining to operating the organization and prepare a report on financial matters to be presented at each Board of Director and General Member meetings. This report shall include a list of income and expenses that have occurred since the last report given. The Treasurer shall be the primary signatory on the Marin County Beekeepers bank account.
- C. Secretary:** The Secretary shall be responsible for the minutes and records of the Board of Directors and General Membership meetings. They shall present these minutes at the next Board or General Meeting for approval.
- D. Director at Large**
- E. Director at Large**

ARTICLE VII Meetings

7.01. Meetings:

- A. Electoral/Annual Meeting:** The Electoral /Annual Meeting shall be held annually in May. At this meeting the members shall elect by plurality of the members present newly slated Officers and Directors for the board of the Marin County Beekeepers, consider reports of the affairs of Marin County Beekeepers, approve the annual budget, vote on the code of conduct, and transact such other business as may be properly brought before the meeting. Notice of the time and place of the meeting shall be sent by email to members not less than two (2) weeks before the date of the meetings, unless otherwise specified in these bylaws.
- B. Quorum:** Ten percent (10%) of members as of April 1st and entitled to vote there at, or represented by written or electronic proxy, shall constitute a quorum at all meetings of the members for the transactions of business, except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws.
- C. Voting:** Voting by the membership shall be by voice vote, by show of hands, electronic or by written proxy unless otherwise required by the Bylaws. Each active member in good standing shall have one (1) vote.
- D. Special Meetings:** The president must call a special meeting upon the written request of five (5) percent or more of the members. The president shall, within twenty (20) days of receipt of such request, cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the board, not less than thirty-five (35) nor more than sixty (60) days after the president's receipt of the request. The notice shall contain

the place, date, and time of the meeting and the general nature of the business that is to be presented. No other business may be transacted.

7.02. Meetings of the Board of Directors:

- A. Regular Board Meetings:** Regular board meetings may be held at a time and place designated by the President and agreed upon by the Board. There shall be no less than three (3) meetings of the Board of Directors during each fiscal year.
- B. Special Meetings:** Special meetings of the members of the Board of Directors, for any purpose whatsoever, may be called at any time by the President or by a majority of the Board of Directors. Meetings will be made available in person and electronically.
- C. Notice of Meetings:** Notice of the time and place of each meeting shall be sent to all board members not less than three (3) weeks before the date of the meetings, unless otherwise specified in these Bylaws.
- D. Quorum:** A minimum of 51% of elected board members shall constitute a quorum at all meetings of the Board of Directors for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws.
- E. Voting:** Voting of the members of the Board of Directors shall be by voice vote or by showing of hands, unless the President chooses otherwise.

**ARTICLE IX
Amendments and Rules**

9.01. Amendment of Bylaws: Bylaws will be reviewed once every three years. At that time new Bylaws may be adopted, or these Bylaws may be repealed or amended by quorum at any General Meeting. Proposed amendments may be reviewed and adopted at any time and must be presented in writing to the membership no less than fourteen (14) days prior to a General Meeting of the membership, at which time they are to be discussed and voted upon. Proxy votes may be submitted in writing or by email at or before the General Meeting.

9.02. Rules of Order: The most recent printing of Rosenbergs Rules of Order- Revised shall be the authority for all matters of procedure not specifically covered by the Bylaws or special rules of procedure adopted by Marin County Beekeepers Association.

9.03. Policies and Procedures: The Board of Directors may, from time to time, adopt Policies and Procedures not in conflict with these Bylaws for the conduct of affairs of Marin County Beekeepers. Policies and Procedures may be adopted, amended or revoked by a $\frac{2}{3}$ vote of the Board of Directors. Policies and Procedures will be listed following the Bylaws.