

**BYLAWS
OF
SUMMIT COUNTY BEEKEEPERS ASSOCIATION, INC.**

**ARTICLE I
General**

Section 1. Name. The name of the corporation is Summit County Beekeepers Association, Inc. (the “Corporation”). This Corporation is a non-profit corporation under the laws of the State of Ohio, U.S.A.

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of the same year.

Section 3. Purposes. The purpose of the Corporation shall be to conduct, in compliance with Section 501(c)(3) of the U.S. Internal Revenue Code, any one or more of educational activities, scientific activities, charitable activities, or testing activities for public safety, concerning beekeeping. Consistent with that stated purpose, the Corporation may promote beekeeping generally, may broaden knowledge of beekeeping among its members, may foster the best practices as well as techniques in apiary management, and may promote general interest and advancement in all areas of bee culture. All public activities conducted by the Corporation shall be available on a non-discriminatory basis.

**ARTICLE II
Membership and Dues**

Section 1. Membership Requirements. The Corporation shall have as its corporate members those persons who have an interest in beekeeping and shall have paid all applicable dues to the Corporation (a “Member” or the “Members” or the “Membership”).

Section 2. Voting. Each Member in good standing shall have the right to vote at all meetings of the Membership, either in person or by proxy using mail, fax, or email. The Board

of Directors will decide any dispute regarding the right of any person or corporation to vote at any Membership meeting, and its decision shall be final.

Section 3. Dues. Dues shall be determined by a majority vote of Members at the Annual Business Meeting. Dues will be paid annually and are due the month of the Annual Business Meeting. Initial Membership dues may be prorated by decision of the Board of Directors. Dues for seniors (65 years and over), disabled, or handicapped persons, and individuals eighteen years and younger shall be at 50% of the annual dues. The Executive Board shall have discretion to grant annual Membership to any person upon good cause shown. Membership shall terminate upon (a) non-payment of dues for more than six months beyond the required payment date, (b) voluntary resignation by the Member, or (c) at death of that Member.

ARTICLE III Executive Board and Board of Trustees

Section 1. Board of Directors. The Board of Directors of the Corporation shall be the four Officers of President, Vice President, Secretary, and Treasurer elected by the Membership and shall be known as the “Executive Board”. A person elected to serve as an Officer and hence a member of the Executive Board must be a Member of the Corporation at the time of his or her election in order to qualify to serve as a member of the Executive Board. The affairs of the Corporation shall be conducted by and under the supervision of the Executive Board, subject to the provisions of the Articles of Incorporation and these Bylaws as amended from time to time. The Executive Board may employ such agents and employees as it deems advisable and fix their compensation.

Section 2. Board of Trustees. The Corporation shall also have a Board of Trustees elected by the Membership, consisting of three persons, each elected to serve a three-year term. Any candidate for the position Trustee must either be a currently active beekeeper for five (5) years or a previously serving officer in the Corporation or the Summit County Beekeepers Association. The Board of Trustees shall serve as advisors to the Executive Board. Any vacancy in the Board of Trustees shall be filled at the next Annual Business Meeting of the Membership

or by unanimous vote of the Officers of the Executive Board for the remainder of the term of office vacated. To provide continuity for providing advice to the Executive Board, the three-year terms of office will be staggered, with the three initial terms being three, two, and one year before termination or re-election. In the event of a tie vote of the Executive Board, a Trustee elected by the Membership can break that tie vote. In the event that there is no Trustee elected by the Membership, the vote shall be made by the Membership at a Special Business Meeting of the Membership. For purpose of Indemnification identified in Article VI below, any voting Trustee shall be a Director under Ohio law in respect of the vote taken.

ARTICLE IV

Officers, Other Agents and Committees

Section 1. In General. The officers of this Corporation shall be elected by the Membership and shall consist of, as general agents, a President, a Vice President, a Secretary, and a Treasurer (the “Officer” or “Officers”). As stated in ARTICLE III, the President, Vice President, Treasurer, and Secretary shall constitute the Executive Board of the Corporation. Each Officer shall be elected, by a simple majority of the Membership present in person or by proxy at the Annual Business Meeting after a quorum has been established, on a yearly basis annually in January in each year for service during that Fiscal Year. Each Officer shall serve for one (1) year and until that officer’s successor is elected. No Officer shall be removed before expiration of the applicable term, except by a majority vote of all Members at a Special Meeting of the Membership. The Membership shall fill any vacancy occurring in any office, and the person elected to fill such vacancy shall serve until the end of that Fiscal Year or until that officer’s successor is elected. To provide continuity, the Corporation’s existing officers, on the date of the adoption of these Bylaws, shall continue to serve as the Corporation’s officers through expiration of their respective existing terms.

Section 2. President. The President shall preside at all meetings of the Executive Board, and all meetings of the Membership and shall be responsible for implementation of policies established by the Executive Board. The President shall perform the duties incident to the office of chief executive officer of the Corporation and such other duties as the Executive

Board may prescribe from time to time. Specifically, the President may provide general supervision of the Corporation and preside at bi-monthly Membership Meetings as well as Annual Business Meetings and Special Meetings. The President may appoint committees as needed and attend as an ex-officio member of these committees. The President will be a signatory of account(s) of the Corporation.

Section 3. Vice President. The Vice President shall perform the duties of the President when the President is unavailable, and such other duties as the Executive Board or the President may prescribe from time to time. Specifically, the Vice President may be responsible for programs, educational events, fund raising, or publicity in the absence of or at the direction of the President.

Section 4. Secretary. The Secretary shall be the custodian of all papers, books, and records of the Corporation other than books of account and financial records. The Secretary shall prepare and enter in the minute book the minutes of all meetings of the Executive Board. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall be responsible for giving notice of any meeting the Executive Board or President may prescribe from time to time. Specifically, the Secretary shall attend and keep a full record of all Corporation meetings, shall conduct correspondence as directed by the President, the Executive Board and or Trustees, shall give, or cause to be given notice of all meetings to members of Corporation, and shall maintain a current list of Members and contact information. The list of Members will be shared with the Executive Board and Board of Trustees

Section 5. Treasurer. The Treasurer shall be responsible for the preparation and maintenance of correct and complete records of account showing accurately the financial condition of the Corporation. All notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish an up-to-date summary financial report for the Corporation at each regular meeting of the Executive Board and shall furnish such other statements or reports regarding the financial conditions status of the Corporation as may be requested by the Executive Board or the President. The Treasurer shall also perform the duties

usual to such position and such other and further duties as the Executive Board or President may prescribe from time to time. Specifically, the Treasurer shall also perform the following duties. The Treasurer shall issue membership cards annually and record the name, address and contact information of the paid member. The Treasurer will attend all meetings and record or cause to be recorded a record of all monies received or expended. The Treasurer shall be a signatory of the Corporation account(s) and is primarily responsible for deposit and withdrawal of Corporation funds. The Treasurer shall render a report of receipts and expenditures as well as current fiscal status at each Corporation business meeting. The Treasurer shall submit at the Annual Business Meeting a report of the financial status of the Corporation. All reimbursable receipts shall be submitted to the Treasurer at least thirty (30) days prior to the annual report.

Section 6. Other Offices. Other Offices may be proposed by the Executive Board or the President to the Membership with a plan of action and specific details of empowerment. Such other officer(s) shall not be members of the Executive Board unless the Membership so authorizes.

Section 7. Appointments of Persons as Special Agents. From time to time, the Executive Board may appoint other persons to perform special duties consistent with the purpose of the Corporation according to the needs of the Corporation as determined from time to time by the Executive Board.

Section 8. Committees. The Executive Board may establish committees as it deems necessary or desirable to accomplish the goals and perform the programs for the Corporation. Such committees shall have such responsibilities and powers as the Executive Board shall specify. Members of such other committees may, but need not, be members of the Executive Board or Members of the Corporation. A committee member appointed by the Executive Board may be removed by a majority vote of the Executive Board with or without cause

ARTICLE V Meetings

Section 1. Membership Meetings. The Membership shall hold regular bi-monthly meetings consistent with the Purposes identified in ARTICLE II. The time, place, and dates shall be decided upon by the Executive Board and announced to the Membership at least ten days in advance.

Section 2. Annual Business Meeting of Members. The Executive Board will decide the time and place of the Annual Business Meeting of the Corporation in January of each Fiscal Year. The time, place, and date of this Annual Business Meeting shall be announced to Members thirty days prior to the date. The Membership may hold any Special Business Meeting for any lawful purpose on not less than thirty days' prior notice sent and proven received, on call by the President or by any two other Officers. A quorum shall be a simple majority of eligible Members present in person or by proxy at the Annual Business Meeting or the Special Business Meeting.

Section 3. Meetings of the Executive Board. The Executive Board may hold Regular Meetings at least bi-annually or otherwise called by the President for the purpose of transacting such business as properly may come before the Corporation's Executive Board. Such Regular Meetings of the Executive Board may be held with 10 days' prior notice of the date, time, place, and purpose of the meeting. The Executive Board may hold Special Meetings for any lawful purpose on not less than three days' prior notice sent and proven received, on call by the President or by any two other Officers or by vote of a majority of the Board of Trustees. Two-thirds (2/3) of the Executive Board in office immediately before, and present in person or by telephone at, a meeting of the Executive Board begins shall constitute a quorum for the transaction of any business properly to come before the Executive Board. Except as otherwise provided by these Bylaws, the Corporation's Articles of Incorporation or applicable law, the act of a simple majority of the Executive Board present at a meeting at which a quorum in person or by telephone is present shall be the act of the Executive Board. Alternatively, the Executive

Board can operate by unanimous written consent, with waiver of notice of meeting of the Executive Board.

Section 4. Meetings of the Board of Trustees. The Board of Trustees may hold Board of Trustee meetings at any time as decided upon by any two of the Trustees. Minutes from these meetings shall be submitted to the Secretary for recording. The Trustees may call the Executive Board to meet in a Special Meeting. The Trustees shall be notified of and invited to any Regular Meeting of the Executive Board. Two-thirds (2/3) of the Board of Trustees in office immediately before a meeting of the Board of Trustees begins shall constitute a quorum for the transaction of any business properly to come before the Board of Trustees. Except as otherwise provided by these Bylaws, the Corporation's Articles of Incorporation or applicable law, the act of a simple majority of the Board of Trustees present in person or by telephone at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 5. Committee Meetings. Committee meetings will be scheduled by meeting in person or via conference telephone call as needed by the President or committee chair person. Notes from the Committee meeting(s) shall be submitted to the Secretary for recording by the President or chair person.

Section 6. Waiver of Notice. Notice to any Executive Board or Trustees meeting can be waived in writing, signed by the Officer or Trustee entitled to the notice, and filed with the minutes or the corporate records. Attendance at or participation in person or by telephone at any meeting of the Executive Board or Board of Trustees shall constitute a waiver of notice of such meeting.

ARTICLE VI Indemnification

Section 1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a Director or Officer of the Corporation (within the meaning of the Ohio Revised Code

1702.12) shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by her or him in connection with or resulting from any claim, action, suit, or proceeding

(a) if such person is wholly successful with respect thereof or,

(b) if not wholly successful, then if such person is determined as provided in Section 3 of this Article VI to have acted in good faith:

(i) in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, or

(ii) in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and,

(iii) in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful).

The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article VI.

Section 2. Definitions.

(a) As used in this Article VI, the terms "claim, action, suit or proceeding" shall include any threatened, pending or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or her or his heirs or personal representatives) may become involved, as a party or otherwise:

1. By reason of his or her being or having been a Director or officer of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or

2. By reason of her or his acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust or other organization or entity where he or she served as such at the request of the Corporation, or

3. By reason of any action taken or not taken by her or him in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(b) As used in this Article VI, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

(c) As used in this Article VI, the term “wholly successful” shall mean

(1) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her,

(2) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or

(3) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification:

(a) if a “referee” (a legal counsel or other disinterested person selected by the Executive Board regardless of its interested or disinterested status) shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Article VI, or

(b) if a majority of the disinterested Members of the Executive Board so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification.

The corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee’s findings that are within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article VI shall be in addition to any rights to which any person may otherwise be entitled at law or in equity.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article VI, the Executive Board may, at any time and from time to time, approve indemnification of directors, officers, or other persons to the fullest extent possible whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation by action of the Executive Board prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Executive Board is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article VI and insurance protecting the Corporation's Directors or Officers, or other persons.

ARTICLE VII

Contracts, Checks, Loans, Deposits, and Gifts

Section 1. Contracts. The Executive Board may authorize one (1) or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Executive Board, no officer, agent, or employee shall have any power to bind the Corporation or to render the Corporation liable for any purpose or amount, except as follows: the President shall have authority to authorize an expenditure of cumulatively One Hundred US Dollars or less.

Section 2. Checks. All checks, drafts, debit cards, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Executive Board may from

time to time designate by resolution. Such designation may be general or confined to specific instances. In all other situations, checks require two of the following signatures: President and Treasurer. No person receiving funds from the Corporation may issue a check of the Corporation to that person or an immediate family member of that person.

Section 3. Loans. Unless authorized unanimously by the Executive Board, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks or other depositories as the Executive Board may designate. Such designation may be general or confined to specific instances. Monies shall be deposited to accounts within thirty days of receipt. Receipts for expenditures shall be submitted to the Treasurer within sixty days of expense. Reimbursement of expenses shall be within thirty days of receipt of valid expense documentation

Section 5. Gifts. The Executive Board may accept on behalf of the Corporation any gift, bequest, devise or other contribution for the purposes of the Corporation on such terms and conditions as the Executive Board shall determine. Officers or agents of the Corporation shall acknowledge receipt of such donation with written evidence of the charitable nature of the donation on the one hand and the extent, if any, of the value of goods or services received by the donor, on the other hand.

Section 6. Tax-Exempt Status. The Executive Board shall exercise reasonable efforts to obtain Federal tax-exempt status under Section 501(c) (3) of the U.S. Internal Revenue Code and shall exercise reasonable care to maintain such status.

Section 7. Disbursements Before and At Dissolution. The Corporation will expend funds consistent with its Purposes identified in ARTICLE II above and for retaining Tax-Exempt Status of this Article, Section 6. No funds of the Corporation shall be used to fund legislative or political action. At dissolution, all remaining assets shall be distributed by action of the

Executive Board to tax-exempt county, state or national beekeeping organization(s) or foundation(s). Dissolution of the Corporation shall take place by simple majority vote of a quorum at an Annual Business Meeting or Special Meeting of the Membership, but only after a majority vote calling for such dissolution by both the Executive Board and the Board of Trustees within fourteen days of the date of such Annual Business Meeting or Special Meeting.

ARTICLE VIII
Official Records of the Corporation

The Corporation shall establish a mechanism to preserve all papers, books, and other official records of the Corporation in a manner that assures that each successive Secretary and Treasurer of the Corporation possess the Official Organizational and Operational Records and the Official Financial Records, respectively. It shall be the responsibilities of the Secretary and the Treasurer to assure that their respective Official Records are kept current at all times. Archival copies of the Official Records shall be made, kept current and secure in a separate location from Official Records, and can be maintained in any form of medium that is transportable and readable by machine or human eye.

ARTICLE IX
Amendments

The power to make, alter, amend, or repeal these Bylaws is vested in the Executive Board of the Corporation by unanimous vote of the Executive Board or by a simple majority of the Membership at an Annual Business Meeting or a Special Meeting, after a quorum has been established.

Enacted by Executive Board of Summit County Beekeepers Association, Inc. on _____

Name:
President

Name:
Secretary