

Missouri State Beekeepers Association By-Laws
(Last Revised: June 22, 2024)



ARTICLE I: MISSION AND VISION

SECTION 1. NAME - The name of this organization, a not-for-profit association, shall be the MISSOURI STATE BEEKEEPERS ASSOCIATION, also named herein as the “Association”.

SECTION 2. MISSION STATEMENT - To protect and advance the science and art of beekeeping within the state of Missouri.

SECTION 3. VISION STATEMENT - To become the organization residents of the state of Missouri look to first for high quality beekeeping related resources.

ARTICLE II: AFFILIATES

SECTION 1. AFFILIATE ORGANIZATIONS ESTABLISHED – Affiliate organizations of the association may be developed based on a variety of factors including geography or other special interests in order to advance the mission of the organization. All affiliate organizations must meet requirements as set forth in policy approved by the Board of Directors.

ARTICLE III: MEMBERSHIP AND DUES

SECTION 1. A MEMBER - in this Association shall consist of those interested in, or engaged in, beekeeping within the state of Missouri and paying dues as provided in these By-Laws.

SECTION 2. THE MEMBERSHIP YEAR - shall consist of the twelve (12) months following payment of membership dues or on an annual date as determined by a majority of the Board.

SECTION 3. MEMBERSHIP CANCELATION - Membership in the Association shall cease upon failure to pay dues after expiration of membership year determined above, or failure to conform to the By-Laws of the Association as determined by the Executive Committee.

SECTION 4. MEMBERSHIP CATEGORIES – categories or subcategories may be established as determined necessary by the Board of Directors.

SECTION 5. DUES – Annual dues for each category of Association membership shall be determined by majority vote of the Association Board of Directors.

SECTION 6. DECISIONS – The Executive Committee shall examine and render decisions on questions regarding membership qualifications and grievances.

ARTICLE IV: MEETING CONDUCT AND ANNUAL MEMBERSHIP MEETING

SECTION 1: The ANNUAL MEMBERSHIP MEETING of this Association shall be held at such time and place as determined by the Board of Directors. Thirty (30) days' notice of such time and place shall be provided to all members of the Association. The President and/or a request of one-third (1/3) of the Board of Directors shall have the power to call additional meetings of the membership.

SECTION 2: RULES OF ORDER Meetings of this Association and its subordinate bodies shall be governed by Robert's Rules of Order, Newly Revised, and the special rules adopted.

SECTION 3: ATTENDANCE – All Association members may attend the annual membership meeting.

SECTION 4: PURPOSE – The purpose of the annual membership meeting is to provide a forum to discuss Association business, policies, and member issues.

SECTION 5: QUORUM DEFINED – A majority of the currently active members of the Board shall be a quorum. The Board may make additional rules to govern its procedures and to govern matters connected with the annual membership meeting.

ARTICLE V: FISCAL YEAR AND RESERVES

SECTION 1. FISCAL YEAR – The fiscal year of this Association shall be from January 1 to December 31.

SECTION 2. FINANCIAL RESERVE FUND – The Board of Directors shall have the authority to establish a financial reserve fund for the purpose of meeting and maintaining the financial strength with which to withstand an unforeseen decline of income or substantial increase in expenses. The Board shall from time to time review the amount and status of the reserve fund and may change the mandatory reserve limits for the Association as appropriate.

ARTICLE VI: OFFICERS

SECTION 1. OFFICERS DEFINED - The officers of this organization which form the Executive Committee shall consist of: President, President-Elect, Immediate Past-President, Secretary, and Treasurer and the chairs of specific Committees when requested by the President. The executive committee shall carry out the policies and directives of the association's Board of Directors and transact emergency business of the Association between the meetings of the Board of Directors. The Committee shall be responsible to the Board of Directors and shall report to the Board at the next meeting. Each officer shall be a member in good standing of the Missouri State Beekeepers Association and shall meet any additional requirements as set forth in policy.

SECTION 2. OFFICER ELECTION –

- (a) A President-Elect, Secretary, and Treasurer shall be elected bi-annually by the Board of Directors to serve two years, or until their successors are elected.
- (b) Election of the Association officers by the Board of Directors shall be in the following manner. Candidates for each office shall be considered by a Nomination Committee of members appointed by the President and chaired by the President-Elect. The Nomination Committee shall submit for comment a slate of recommended officers to the membership via the official association publication or other relevant means at least 30 days prior to the annual membership meeting. The recommended slate of officers along with member comments will be presented to the Board of Directors at the annual membership meeting for consideration. Officers shall be elected by a majority vote of a quorum of the Board of Directors.
- (c) Vacant Officer Positions – may be filled by the President, with approval of the Board of Directors at their next regularly scheduled meeting, or the vacant position may remain open for the remainder of the unexpired term. The appointed Member will serve the remainder of the unexpired term. In the case of the President, the

President-Elect of this association shall fill the vacant office of the Presidency until the Nominating Committee can offer a candidate to the general membership for election. This individual will serve the unexpired term.

SECTION 3: OFFICER RESPONSIBILITIES –

- (a) **PRESIDENT** – Serve as the official representative and spokesperson of the Association. Preside as Chair at all meetings of the Board and the membership. Coordinate and oversee the work of the officers and committees of the Association in order that objectives may be promoted. Decide all questions of order according to the By-Laws of the Association. Appoint all committee chairs, committee members and committee vacancies as provided in these By-Laws or as requested by the Association. Have the authority to delegate responsibilities and duties to members of the Executive Committee as necessary to maintain the visibility and stability of the Association and perform such other duties as may be prescribed in these By-Laws.
- (b) **PRESIDENT-ELECT** – Perform the duties of the President in his/her absence. Assume the office as the new President following the expiration of the term of the President. In the absence of the President or inability or refusal to act, the President-Elect shall, by the authority of the Board of Directors, perform the duties of the President, and when acting, shall have all the powers of and be subject to all the restrictions upon the President. Shall be the Chair of the Nominating Committee.
- (c) **IMMEDIATE PAST-PRESIDENT** – shall serve as a representative of the Association, a liaison to the President.
- (d) **SECRETARY** – Record the business transactions, votes, and elections including each meeting’s agenda of the Board and the general meetings of this Association. Conduct the correspondence of the Association. File and preserve all papers belonging to the Association according to the Associations document retention policy. Shall electronically, or by other means, forward to each Board member minutes of the previous meeting prior to the next regularly scheduled Board of Directors meeting.
- (e) **TREASURER** – Act as financial officer of this Association having custody of all funds. Keep a full and accurate account of all receipts and expenditures and be responsible for the maintenance of books. Deposit all monies received by the Association in a bank designated by the Board. Make such disbursements from the funds of the Association as are authorized by the Board and these By-Laws. Present a financial statement at every meeting of the Association and when requested by the Board and the membership. Present the Association’s financial records to the elected auditor and/or committee at the end of the fiscal year.

ARTICLE VII: THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

SECTION 1. **BOARD OF DIRECTORS COMPOSITION** - The Association Board of Directors shall consist of: President, President-Elect, Immediate Past-President, Secretary, Treasurer, Communications Chair, Membership Chair, Education and Convention Chair, and four at-large Members. Each officer and board member shall be a member in good standing of the Missouri State Beekeepers Association and shall meet additional requirements as set forth in policy.

SECTION 2. **NOMINATION AND ELECTION** –

- (a) **At-large Member Representatives** – may be nominated by the membership, committees of the association, affiliate organizations, or the Board of Directors. From nominations received, the Nomination Committee will recommend a slate of candidates to be placed on a ballot for member election in accordance with policy approved by the Board of Directors at the annual membership meeting. Elected Members will serve a two-year term.

- (b) Vacant At-Large Member Positions – may be filled by the President, with approval of the Board of Directors at their next regularly scheduled meeting, or the vacant position may remain open for the remainder of the unexpired term. The appointed Member will serve the remainder of the unexpired term.

The President shall not appoint, nor shall the Board approve, a member to fill a vacant member position who did not receive a majority of the votes of board members during the formal election at the most recent annual membership meeting.

SECTION 4. MEMBER EXPECTATIONS – An At-Large Member who fails to attend two consecutive Board of Directors meetings annually without a written legitimate explanation for the absenteeism will be required to resign his/her seat on the MSBA Board of Directors and is considered inactive for purposes of establishing a quorum.

ARTICLE VII: CONDUCT OF BUSINESS BY THE BOARD OF DIRECTORS

SECTION 1. QUORUM DEFINED – A majority of the active members of this Board shall be a quorum. The Board may make additional rules to govern its procedures and to govern matters connected with the annual membership meeting.

SECTION 2. RULES OF ORDER – Meetings of this Association and its subordinate bodies shall be governed by Robert’s Rules of Order, Newly Revised, and the special rules adopted.

SECTION 3. RESPONSIBILITIES OF THE BOARD OF DIRECTORS -

- (a) General Business – The Board of Directors operating under the Bylaws and policies of the Association shall conduct the business of the Association. Board members may draw on the Association authorized and ordinary expenses in carrying out their duties.
- (b) Meeting Frequency – The Board of Directors shall meet at least once annually and additionally by call of the President or by five members of the Board submitting a written request to the Secretary.
- (c) AUTHORITY TO ESTABLISH ENTITIES – The Board of Directors is hereby authorized to create such trusts, foundations or other corporations as may be indicated in fulfilling the purpose of the Association.
- (d) CONTRACTS – The Board of Directors may authorize any officer or officers to enter into contracts or execute and deliver documents or instruments in the name of, and on behalf of, the Association. Such authority may be general or confined to specific instances.
- (e) RESOLUTIONS – The Board of Directors shall have the authority to develop and implement policy through transparent mechanism as described in policy.
- (f) REPORTING – Reports of all Committees, the President and the Treasurer shall be made at least annually to the Board of Directors.
- (g) PUBLICATION TO MEMBERSHIP – A summary of the final actions of the Board of Directors shall be published in the official publication of this Association or disseminated to members in an equally effective manner as determined by the Secretary.
- (h) The Board shall designate, when needed, a bank in which funds of the Association are to be deposited, create an annual budget and oversee fund raising activities, and review the financial health of the Association at each meeting.

ARTICLE VIII: COMMITTEES

SECTION 1. STANDING COMMITTEES – Standing committees of the Association shall be as follows: Education and Convention; State Fair; and Communications. The duties and functions of each standing committee shall be designated by the Board of Directors or the President.

SECTION 2. ADDITIONAL COMMITTEES – Additional committees, workgroups and/or task forces may be established by the President, Executive Committee, and/or Board of Directors as deemed necessary. The President shall assign the chairs to any additional committees, work groups, or task forces created. Additional committees will automatically dissolve upon completion of their assigned task(s) or bi-annually upon the completion of the President's term.

ARTICLE IX – IMPEACHMENT, SANCTIONING, & REMOVAL

SECTION 1. Officers, members and/or advisors may be impeached on the basis of not fulfilling the purposes and policies of the organization as outlined in the Constitution and Bylaws.

SECTION 2. Any member of the Board of Directors may initiate impeachment proceedings by giving written notice to the President. If it is the President who is being impeached, notice should be given to the President-elect.

SECTION 3. Upon formal notification, it is the President's (or) President-elect's responsibility to convene an ad hoc committee of inquiry in order to consider the filed allegations.

SECTION 4. Any individual who is impeached shall be given full notice of the allegations against him/her and shall have an opportunity to respond to them.

SECTION 5. The ad hoc committee of inquiry will investigate the allegations, determine the validity of the charges, and makes recommendations regarding sanctioning to the full Board of Directors for its consideration.

SECTION 6. Recommendations for sanctioning made by the ad hoc committee of inquiry, in order to be implemented, must be approved by 2/3 of the board members present and voting.

SECTION 7. Possible sanctions include, but are not limited to reprimand, censure, and/or removal.

ARTICLE X: DISSOLUTION AND AMENDMENT

SECTION 1. DISSOLUTION – If due to unforeseen circumstances, it is determined that the Association will dissolve, dissolution shall take place by a 2/3 vote of all voting members participating in the vote. In the event of the dissolution of the Association, all assets remaining in the Association treasury at the time of dissolution, after payment of all lawful obligations, shall be distributed at the discretion of the Board of Directors to one or more organizations then qualified under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 2. AMENDMENT – These Bylaws may be amended by the Board of Directors at the annual membership meeting of the Board of Directors by a two-thirds (2/3) vote of the Board Members present and voting. Proposed amendments to the Bylaws shall be submitted by the members, Board, committees, official task forces, teams, and councils, or Board recognized affiliate organizations, not less than sixty (60) days before the annual meeting. The secretary will at once forward transcripts of same to the Board Members and shall publish same in the official publication of the Association and/or in a similarly effective method prior to the annual membership meeting.