

BY-LAWS  
OF  
THE DURHAM COUNTY BEEKEEPERS ASSOCIATION

ARTICLE 1  
(Name)

SECTION 1: NAME: The name of this organization shall be The Durham County Beekeepers Association (DCBA).

ARTICLE 2  
(Nonprofit Purpose)

SECTION 1: CHARITY: The DCBA will be a charitable corporation as defined in NCGS §55A-1-40(4) and is not organized for the private gain of any person.

SECTION 2: PURPOSE: The objectives of this non-profit organization shall be to:

- a. Increase the number of knowledgeable, skilled beekeepers in Durham County.
- b. Improve the health of honeybees in Durham County.
- c. Increase the awareness of Durham Citizens regarding the importance of the honey bee.
- d. Facilitate a strong working relationship with the North Carolina State Beekeepers Association (NCSBA).

SECTION 3: DISSOLUTION: Should the DCBA dissolve, its assets will be distributed to the North Carolina State Beekeepers.

ARTICLE 3  
(MEMBERS AND DUES)

SECTION 1: MEMBERS: Anyone interested in promoting honey bees may join the DCBA upon payment of the annual dues. The annual dues for the regular members shall be determined by the membership at the November meeting to be effective the following January 1 and due by January 31. The right to vote shall be limited to dues paying members.

SECTION 2: DUES: Once annual dues have been determined in November for the following year, they shall be paid in advance to the treasurer by January 31. All dues expire on December 31 of each year. Any member of the DCBA who becomes delinquent in payment of dues after January 31 will be dropped from the roll of membership after the State annual spring meeting and shall cease to be a dues paying member of the DCBA. A person who has been dropped from the roll of membership for nonpayment of dues may be restored to active membership by paying current year dues.

SECTION 3: LIFE MEMBERSHIP: Life membership in the DCBA may be given to a member who has contributed in some outstanding way to the organization's aims and ideals and for

meritorious service to the DCBA upon recommendation of the Executive Committee and a majority vote of the members present at any regular meeting. Life members shall be excused from payment of local dues. No member shall be given Life Membership merely for continuous membership or for the purpose of not paying dues.

#### ARTICLE 4 (OFFICERS AND DUTIES)

SECTION 1: OFFICERS: All officers shall be elected from a slate presented by the Nominating Committee with a majority vote of the members present at the November meeting. Officers will hold office from January through December of the next year, or until their successors are elected or appointed. In the case of a vacancy, the President may appoint a member to serve during the remainder of the term. No person shall be elected for any office without his or her consent. All officers must be active members of the DCBA and the NCSBA.

SECTION 2: TERM LIMITS: Officers will serve one year terms. Officers will be limited to three consecutive one year terms and a maximum of six terms in one office.

SECTION 3: PRESIDENT: The President shall preside at all meetings of the DCBA by building consensus based decisions. S/he shall appoint such special committees as is deemed necessary, fill vacancies on any office, and perform such other duties as the DCBA may direct. This Officer will serve as the public voice for DCBA, with support and advisement as requested. The President will be authorized to make deposits and disburse all monies, should the Treasurer be unable to perform those duties.

SECTION 2: VICE-PRESIDENT: The Vice-President will assist in making the necessary arrangement for programs and secure speakers for those programs. It shall also be the duty of the Vice President to perform those duties of the President in his or her absence, or upon the President's request. If the Vice President is unable to perform this duty in the absence of the President, then the Vice President may appoint any member to act in his or her stead. When directed by the DCBA, s/he will secure a meeting place and make necessary arrangements for the regular meetings.

SECTION 3: CO-PRESIDENTS: In the unique event that the nominating committee concludes that the work of the President requires two people, two individuals will be named as co-presidents for a maximum of up to two consecutive one year terms. This will replace both the President and Vice President during those terms. This must be approved by the membership at its annual meeting. By March, agreements between the co-presidents will be made and shared with the Executive Committee as to how the responsibilities of the President and Vice President will be divided and fulfilled in the coming year.

SECTION 4: SECRETARY: The Secretary shall record the minutes and the proceedings of the DCBA at each regular and/or called meetings and any special group activities. The Secretary's duties further include:

- a. Assist the President and others in notifying the membership three to five calendar days prior to meetings.
- b. Inform the general public in a timely manner of meetings, also activities of special interest.
- c. Maintain complete files of the minutes, Articles of Incorporation, policies adopted by the DCBA, and other official documents.
- d. Protect and preserve the DCBA charter granted by the NCSBA.
- e. Maintain files of all communications including both correspondence and publications.
- f. In cooperation with the President, arrange for a substitute if it becomes necessary to be absent from the duties of Secretary.
- g. At the end of the term of office deliver all files, records and DCBA property to the successor.

SECTION 5: TREASURER: The Treasurer shall collect and receive all monies generated from membership dues, sales of goods, gifts, special activities or from any other source. Such monies shall be fully protected in a proper and timely method. Disbursements will be promptly made to cover membership dues to the NCSBA Treasurer including the necessary information as to new or renewal memberships. The Treasurer will also make prompt remittance to cover authorized invoices. (Authorization for expenditures result from the DCBA approved Budget or from special vote of the Executive Committee and/or an DCBA meeting.) The Treasurers duties further include:

- a. Maintain full and accurate records showing the receipts and disbursements of all monies.
- b. Maintain an accurate membership list.
- c. Notify all members after January 31 who are delinquent in payment of dues and seek to restore their membership.
- d. Promptly inform the NCSBA Treasurer when death occurs or changes occur in mailing address and telephone numbers of the membership.
- e. The books shall be closed prior to each regular January meeting and a complete report on the financial standings given to the DCBA at that time.
- f. File appropriate annual forms to the State of North Carolina and/or IRS as required by law.
- g. Maintain a complete inventory of the DCBA's properties, location and estimated value. This inventory will be verified and updated each year at the time the financial books are closed for the fiscal year and a complete report given the DCBA at its regular January meeting.
- h. Serve as custodian of the DCBA's properties, preserving all receipts, titles and other documents as proof of ownership.
- i. Deliver all books and documents to the successor at the end of term of office, having had them audited at this time.

SECTION 6: COMPENSATION: No officer of the DCBA shall receive compensation in their capacity, except for actual reimbursements for actual disbursements for expenditures made on behalf of the DCBA and authorized by the Treasurer.

SECTION 7: DISMISSAL OF OFFICERS: Should any officer be unable or unwilling to fulfill

their responsibilities they may be dismissed from their role with the approval of a 2/3 majority of the Executive Committee.

SECTION 8: INDEMNIFICATION: The DCBA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer of the DCBA against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the DCBA; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Executive Committee members who are not at that time parties to the proceeding.

#### ARTICLE 5 (Meetings)

SECTION 1: MEETINGS: There shall be regular meetings held no less than four times a year. Notice of each meeting shall be advertised. The time and place for each meeting shall be decided on by a majority vote of the members present at a regular meeting. If this is not possible, the DCBA may direct the Vice-President to make the necessary arrangement for said meeting.

SECTION 2: ANNUAL MEETING: Each November the DCBA will have an annual membership meeting. The meeting will focus on a report from the Nominating Committee with a vote on the election of officers and any additional executive committee members for the coming year.

SECTION 3: EXECUTIVE COMMITTEE MEETINGS: There shall be regular meetings held no less than two times a year. The time and place for each meeting will be decided on by a majority of the members of the executive committee.

SECTION 4: SPECIAL MEETINGS: Any officer has the ability to call a special meeting. Written notice via email must be done no less than 3 days and no more than 15 days prior to the meeting.

#### ARTICLE 6 (Executive Committee)

SECTION 1: EXECUTIVE COMMITTEE: The Executive Committee shall consist of all the elected officers of the DCBA, namely: President, Vice-President, Secretary, Treasurer, the immediate Past President, and up to six other members of the DCBA.

SECTION 2: ROLES OF THE EXECUTIVE COMMITTEE: The role of the Executive

Committee is to support the DCBA in the implementation of all chapter activities. The Executive Committee shall have authority to transact business on behalf of the DCBA when it is not meeting.

SECTION 3: TERMS: In addition to the terms outlined for officers, members of the Executive Committee who are not in an officer role will serve one year terms with no more than four consecutive terms. No individual member can serve more than twelve years on the Executive Committee, including their time as an officer.

SECTION 4: DISMISSAL FROM THE EXECUTIVE COMMITTEE: Should any Executive Committee member be unable or unwilling to fulfill their responsibilities they may be dismissed from their role with the approval of a 2/3 majority of the Executive Committee.

#### ARTICLE 7 (Other Committees)

SECTION 1: The Finance Committee shall consist of the Treasurer and two DCBA members. The Finance Committee will support the Treasurer in ensuring the transparency of the DCBA finances with regular reports, completing regular audits of the finances, and supporting the transition between Treasurers as terms end and begin.

SECTION 2: The Nominating Committee shall consist of three members whose duty will be to nominate and present a slate of officers and at-large Executive Committee members at the November meeting. The President will select the Chair of the Nominating Committee who can not be serving as a current officer. Other names for officers or Executive Committee members may be submitted from the membership during the November meeting at the time of the election.

SECTION 3: SPECIAL COMMITTEES: Such committees shall be appointed by the President consisting of a minimum of three members whose duty will be to serve as directed by the President.

#### ARTICLE 8 (Quorum)

SECTION 1: QUORUM: Those members present shall constitute a quorum for the transaction of business at any regular meeting or special meeting. Two-thirds of the committee shall constitute a quorum for the Executive Committee.

#### ARTICLE 9 (Conflict of Interest)

SECTION 1: CONFLICT OF INTEREST: Whenever a member or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and

voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE 10  
(Amendments)

SECTION 1: AMENDMENTS: Any article or any section of any article of these by-laws may be amended at any regular meeting by a two-thirds (2/3) vote of all members present, providing proposed amendments have been presented to the Executive Committee for their recommendation, and have been presented in writing to the entire membership at least 30 days before any regular meeting.

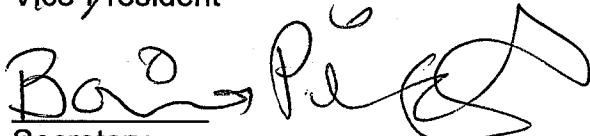
ARTICLE 11  
(REPEALING CLAUSE)

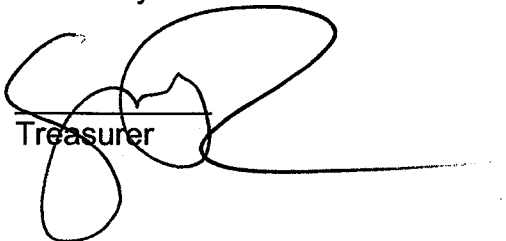
SECTION 1: REPEALING CLAUSE: Upon acceptance by vote of the DCBA these by-laws supersedes all previous versions.

SECTION 2: ADOPTION: These by-laws were adopted by a two-thirds (2/3) majority vote of all members present at the regular meeting held on April 18, 2016.

  
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President

  
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Vice-President

  
\_\_\_\_\_  
Secretary

  
\_\_\_\_\_  
Treasurer