

*BYLAWS OF JACKSONVILLE  
BEEKEEPERS ASSOCIATION,  
INC., A NONPROFIT  
CORPORATION*

Revised 2015

# ARTICLE ONE

## INTRODUCTION

### *Definition of Bylaws*

1. These Bylaws constitute the code of rules adopted by Jacksonville Beekeepers Association, Inc. for the regulation and management of its affairs.

### *Purposes and Powers*

2. This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law.

The primary purposes of this Corporation are:

the development and promotion of practical beekeeping methods;

to act as an educational resource in the development and promotion of beekeeping for the public and community; and

To represent the best interests of Jacksonville beekeepers in governmental matters.

# **ARTICLE TWO OFFICES AND AGENCY**

## ***Principal and Branch Offices***

1. The principal place of business of this Corporation in Florida will be located at 1010 North McDuff Avenue, Jacksonville, Florida, 32254. In addition, the Corporation may maintain other offices either within or without the State of Florida as its business requires.

## ***Location of Registered Agent Office***

2. The location of the registered agent of this Corporation will be the address of the current Vice President which shall be recorded with the State of Florida, Secretary of State, Division of Corporations. In the absence of a Vice President, the President will assume this role of registered agent until such time as another Vice President is selected. . The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the Secretary of State.

May 19, 2014 Amendment to remove specific address of Vice President from the bylaws.



# ARTICLE THREE MEMBERSHIP

## ***Definition of Membership***

1. The Members of this Corporation are those persons having membership rights in accordance with the provisions of these Bylaws.

## ***Classifications of Members***

2. This Corporation will have two classes of Members designated as Individual Members and Family Memberships. A Family Membership shall consist of two adults who reside in the same household. Children under 18 years of age who attend Corporate events must be accompanied by an adult family member.

## ***Qualifications of Members***

3. The Corporation Members' qualifications are as follows:
  - (1) Members shall be interested in promoting the art and skills of beekeeping.
  - (2) Members must be at least 18 years of age or older or the age of majority with a form of consent.
  - (3) Members shall demonstrate good citizenship, be a person of good standing and acts

in the best interest of the Corporation.

# Membership Continued

## ***Members' Dues***

4. The annual dues payable to the Corporation by Members will be in such amount(s) as may be determined from time to time by a quorum of the Members, but at no time shall an increase in dues be greater than 50% of the prior year's dues for each class of Members, unless by adoption of an amendment to these By-laws by a vote of 51 percent of all Members entitled to vote (Article 10.01). Annual dues will be payable in advance on or before January 1<sup>st</sup> of the membership year. Dues paid by check shall be made payable to: Jacksonville Beekeepers Association (Article 10.02).
5. Members which do not pay the assessed annual dues by March 1st will be considered not in good standing and removed from the membership roster.

## ***Place of Members' Meetings***

6. Meetings of Members will be held at 1010 North McDuff Avenue, Jacksonville, Florida, 32254.

## ***Monthly Members' Meetings***

7. The monthly meeting of the Members will be held at 7:00 pm on the third Monday of each month or as announced by the current President.
- 3.07.a. Guests may attend Monthly Members' Meetings up to a maximum of two meetings per calendar year before being asked to join the association for continued admission into Members' Meetings or Member-only events.

February 18, 2013 - Amendment to Guest attendance passed by Board of Directors.



# Membership Continued

## ***Special Members' Meetings***

8. Special meetings of the Members may be called by any of the following:
- (1) The Board of Directors;
  - (2) The President;
  - (3) Members representing at least 51 percent of the membership.

## ***Notice of Members' Special Meetings***

9. Written or printed notice, stating the place, day, and hour of a special meeting and the purpose or purposes for which the meeting is called, must be delivered not less than five nor more than thirty calendar days before the date of the Members' special meeting, either personally, by electronic mail, U.S. Mail, or by telephone, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage prepaid.

# Membership Continued

## *Voting Rights of Members*

10. (1) Each Individual Member (as described in article 3.03) will be entitled to one vote.
- (2) Each Family Membership (as described in article 3.03) shall have two votes by persons 18 years of age or older or qualified as Age of Majority as described in section 3.03(2) on each matter submitted to a vote of Members.
- (3) Members must be registered and in good standing by November 1<sup>st</sup> to be eligible to vote in annual elections.
- (4) At no time will voting by electronic methods be allowed with the exception of Absentee voting which will require Member signatures on ballots submitted electronically to the Corporation Secretary.

## *Members' Absentee Voting*

11. A Member may vote either in person or by obtaining an absentee ballot from the Corporation Secretary or their designee. Absentee ballots must be returned to the designated Corporate Officer prior to the start of the scheduled Member voting on the topic at issue.

# Membership Continued

## *Quorum of Members*

12. The number or percentage of Members entitled to vote, either represented in person or by absentee ballot, that constitutes a quorum at a meeting of Members will be the majority present at any such meeting where voting shall occur.

A quorum is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by law, the Articles of Incorporation, or any provision of these Bylaws.

## *Transferability of Membership*

13. Membership in this Corporation is nontransferable and non-assignable.

## *Termination of Membership*

14. Membership in this Corporation will terminate on any of the following events:

- (1) Receipt by the Board of Directors of the written resignation of a Member, executed by such Member or his or her duly authorized attorney-in-fact.

- (2) The death of a Member.

- (3) The failure of a Member to pay dues within 60 days of their due date of January 1st.

- (4) For cause, inconsistent with membership and/or promoting dissent and disruption as deemed by the Officers / Directors or after notice brought by members and investigated by the Officers/Directors.

February 23, 2015 – Amendment to voting status passed by general membership via motion.

# ARTICLE FOUR DIRECTORS

- ***Definition of Directors***

- 4.01. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

- ***Structure of Directors***

- 4.02. The Board of Directors of this Corporation will be fulfilled and served by the Officers of this Corporation the names and functions of which are designated as follows:

# Directors Continued

## *Qualifications of Directors*

3. The qualifications for becoming and remaining a Director of this Corporation are as follows:
  - (1) Directors must be residents of the State of Florida and U.S. Citizens.
  - (2) Directors must be active Members of this Corporation **and in good standing**.
  - (3) The President Director is the current President of the Corporation.
  - (4) The Vice President Director is the current Vice President of the Corporation.
  - (5) The Treasurer Director is the current Treasurer of the Corporation.
  - (6) The Secretary Director is the current Secretary of the Corporation.
  - (7) The Sargent of Arms Director will be the Sargent of Arms of the Corporation.
  - (8) A spouse, partner or individual holding a Family Membership with the subject Director shall not serve as Director or Officer elect during the same term or calendar year.

January 20, 2013 Amendment to eliminate Past President Director passed.



# Directors Continued

## *Number of Directors*

4. The number of Directors of this Corporation will not be less than three and no more than five at any time.

## *Terms of Directors*

5. (1) Directors will be elected for a term of one year and may serve up to two successive terms in office. If at the end of two years in office there are no opponent members seeking election for the

Director's position, he or she may be permitted to seek nomination for election of additional terms in their position.

The term of all Directors, with the exception of Sargent of Arms Director shall begin the day of his/her term and end January 1<sup>st</sup> of the following year. The Sargent of Arms Director shall be elected by the members for a one year term beginning June 1 and ending the following May 31.

No Officer / Director shall be allowed to serve more than four (4) consecutive years in any combination of officer positions unless the officer takes a one year break following the fourth year. The four year, consecutive term limit shall be calculated beginning with those in office in January 1, 2013.





# *Terms of Directors Continued*

(2) A Director may be removed from office when such action will serve the best interests of this Corporation pursuant to the following procedure:

(a) A Member brings concerns to the current Board of Directors / Officers for investigation.

(b) The Directors will review the issues within 30 days of receipt.

(c) The investigated Director shall have a right to address the complaint and offer a possible cure of any issues.

(d) If the issue facing the investigated Director is unable to be cured, and/or is deemed inconsistent with proper citizenship or include blatant violations of the Corporation's bylaws, the Board of Directors will have the option of passing judgement on the case or presenting the investigation results to the Membership for a vote of removal from the Board. (See Article 3.14)

(e) If the accused Officer/Director is removed from office, said removal shall include termination of membership.

(f) Such removal will be without prejudice to any contract rights of the Director so removed.

September 27, 2013 Four year limit on consecutive terms as Officer and one year service break added.

November 13, 2013 Effective date of four year term defined.

# Directors Continued

## ***Vacancies of Directors***

6. Resignation of Directors/ Officers will become effective immediately or on the date specified therein, and vacancies will be deemed to exist as of such effective date. Any vacancy occurring on the Board of Directors will be filled by election by the Members at a special meeting to be called by the President or Board Director. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

## ***Place of Directors' Meetings***

7. Meetings of the Board of Directors, regular or special, will be held at the principal place of Member meetings or any place or places within the state as the Board of Directors may designate.

# Directors Continued

## ***Regular Directors' Meetings***

8. Regular meetings of the Board of Directors will be held at least each calendar quarter in conjunction with the regular Member's meetings or as agreed upon by the Director / Officers.

## ***Notice of Special Directors' Meetings***

9. Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than two nor more than seven business days before the date of the meeting, either personally, by electronic mail or by first class mail, by or at the direction of the President, or the Secretary, or the Directors calling the meeting.

If mailed, such notice will be deemed to be delivered when electronically sent or deposited in the United States mail addressed to the Director at his or her address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

# Directors Continued

## ***Call of Special Director Meetings***

10. A special meeting of the Board of Directors may be called by either:
  - (1) The President.
  - (2) Majority of the Directors.

## ***Waiver of Notice***

11. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting, except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

## ***Quorum of Directors***

12. A majority of the whole Board of Directors will constitute a quorum; provided that in no event shall a quorum consist of less than three fifths of the whole Board. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless a greater number is required under the provisions of the Articles of Incorporation, or any provision of these Bylaws.

# ***ARTICLE FIVE***

## ***DIRECTOR -OFFICERS***

### ***Roster of Director-Officers***

1. The Director - Officers of this Corporation will consist of the following personnel:

(1) President.

(2) Vice President.

(3) Secretary.

(4) Treasurer.

(5) Sargent of Arms

### ***Election of Director - Officers***

2. Each of the Director –Officers with the exception of the Sargent of Arms will be nominated and elected annually by majority vote of the Members. Officer nominations shall be solicited at least sixty (60) days prior to the end of the fiscal year. Election will take place at the regular December meeting of the Members. Votes cast at the December elections shall be counted immediately following the election by a minimum of three current non-delegate Officers or Board Members.

# *DIRECTOR – OFFICERS Continued*

## ***Multiple Officeholders***

3. In any election of Director-Officer, only one Officer position may be held at a time by the elected individual.

## ***President***

4. The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or Directorial Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office, and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside over all regular meetings of the Members and may bind the Corporation in those business transactions deemed to be in the best interest of the Corporation. Any matters requiring a contractual obligation shall first be presented to the Board of Directors by the President for approval.

The President or his/her designee shall serve as the Corporation's Florida State Beekeeper Association Representative.

## ***Vice President***

5. The Vice President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice President shall serve as the Corporation Registered Agent and supervise the activities of the Corporation Apiary Manager. Other duties may be prescribed to the Vice

President from time to time as prescribed by the Board of Directors.

# *DIRECTOR –OFFICERS Continued*

## ***Secretary***

6. The Secretary shall (1) keep minutes of all meetings of Members and of the Board of Directors / Officers; (2) be the custodian of the corporate records; (3) give all notices as are required by law or by these Bylaws; (4) update the membership list and provide copies to the officers monthly and, generally, (5) perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the Board of Directors.

## ***Treasurer***

7. The Treasurer shall (1) have charge and custody of all corporate funds; (2) deposit the funds as required by the Board of Directors; (3) keep and maintain adequate and correct accounts of the Corporation's properties and business transactions; (4) render reports and accountings to the Directors (and Members) as required by the Board of Directors or Members or by law; (5) collect and record annual dues and deposit amounts collected into the Corporation general fund account when received; (6) staff and be responsible for the sign-in table at Member meetings; and (7) perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the Board of Directors.

## ***Sargent of Arms***

5.08 The Sargent of arms shall (1) maintain order at all meetings and/or functions; (2) shall insure all meetings are conducted in a manner consistent with the Corporation by-laws; (3) have the power to remove any member or persons acting in a manner causing descent.

In the event the Sargent of Arms is not present at any event, the President or Senior Officer present shall designate a



temporary Sargent of Arms.

## *DIRECTOR – OFFICERS Continued*

Grievances that are unable to be resolved in the general meeting of members shall be submitted to the Sargent of Arms for investigation following the majority vote of the members present at the time the grievance is voiced. The Sargent of Arms shall investigate the grievance with a committee of members and officers and report their findings to the general membership for resolution.

# **ARTICLE SIX**

## **INFORMAL**

### **ACTION**

#### ***Waiver of Notice***

1. Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the nature of the business to be transacted.

#### ***Action by Consent***

2. Any action required by law or under the Articles of Incorporation or these Bylaws, or any action that otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary.

# *ARTICLE*

## *SEVEN*

### *COMMITTEES*

7.01. This Corporation may appoint Committees which shall have and exercise the authority as granted by the Board of Directors. However, no such Committee shall have the authority of the Board to affect any of the following:

- (1) Submission to Members of any action for which the approval of Members is required under the law.
- (2) Filling of vacancies of Director - Officers.
- (3) Adoption, amendment, or repeal of Bylaws.
- (4) Amendment or repeal of any resolution of the Board.
- (5) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

# ARTICLE EIGHT OPERATIONS

## ***Fiscal Year***

1. The fiscal year of this corporation shall be the calendar year.

## ***Expenditures and Execution of Documents***

2. Corporate expenditures greater than \$100.00 shall require Membership pre-approval. The President shall have the authority to approve discretionary spending for Corporate business by the President or other Members up to a total of \$99.99 in the aggregate per month. Members who make purchases on behalf of the Corporation are required to receive pre-approval from the Board if the purchase exceeds the President's approval authority. All discretionary spending by the Officers or Members shall be reported to the Membership monthly.

Jointly, the President, Vice President, and Treasurer are authorized to act on behalf of the Corporation to establish and or void: contracts, checking, savings, time deposits, and any agreements required in the normal course of the Corporations business affairs.

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation in an amount less than \$500 shall be signed by the

Treasurer. All such payments of Corporate money in the amounts of \$500 or greater or those payments made directly to the Treasurer shall be countersigned by the President.

# Operations Continued

## ***Books and Records***

3. The Corporation shall keep correct and complete books and records of account, and minutes of the proceedings of its Members, Board of Directors, and Committees. The Corporation will keep at its principal place of business a membership register giving the names, addresses, and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

## ***Inspection of Books and Records***

4. All books and records of this Corporation may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

## ***Nonprofit Operations-Compensation***

5. This Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Members, Directors, or Officers. The Corporation may, however, pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered.

# Operations Continued

## ***Loans to Management***

6. This Corporation shall make no financial loans to any of its Directors, Members or Officers.

## ***Corporate Assets***

7. (1) No Member or Incorporator may have any vested right, interest, or privilege of, in, or to the Corporation's assets, functions, affairs, or franchises, or any right, interest, or privilege that may be transferable or inheritable, or that will continue if his or her membership ceases, or while he or she is not in good standing.  
(2) Expelled Members shall have no property rights to assets of the Corporation.  
(3) The Directors may not authorize secured transactions or other dispositions of corporate assets without approval by the Members and in cooperation with the Corporation Distribution Plan for Assets.
8. All donations of funds or equipment must be disclosed to the Treasurer indicating the amount and purpose. Equipment donations shall be reported to the Apiary Manager by the Treasurer for addition to the appropriate inventory list.
9. Sale, lease or other disposition of corporate property or assets shall be authorized through a meeting of the Members where a quorum of the Members will vote to dispose of Corporate assets. After receiving authorization, the Board shall then take necessary action for sale or lease of the subject assets in accordance with the Corporation Distribution Plan.



# Operations Continued

## ***Corporate Distribution Plan***

8.10. Distribution of corporate assets authorized to be disposed by the Members shall occur in accordance with the following provisions known as the Corporate Distribution Plan:

all liabilities owed on assets or property are to be paid and discharged by the Corporation;

any assets on loan to the Corporation and requiring return shall be returned;

any assets held by the Corporation for use with charitable, educational or similar purpose, and are not loaned to the Corporation on condition of return, shall be transferred to one or more non-profit organizations engaged in the preservation and education of beekeeping.

any remaining assets not subject to return or any prior conditions shall be offered to another non-profit organization the identity of which shall be determined by a quorum vote of the Members.



# Operations Continued

## *Apiary Manager*

8.11 The Corporation shall enlist the services of an Apiary Manager who shall be responsible for performing the regular maintenance of the corporate apiary, facilitate beekeeping courses and mentoring, extracting honey, marking equipment as corporate property and maintaining an inventory of corporate property.

The Apiary Manager shall have a minimum of two (2) years of experience in the craft of beekeeping and be physically able to independently perform all aspects of beekeeping including lifting up to 35 pounds.

The Apiary Manager shall come under the direction of the Vice President and be appointed for a one year term by a committee of not less than three Board members. Additional Apiary Managers may be appointed by the Board as needed.

Annually, the Apiary Manager shall submit a budget of expenses proposed for the year, and once approved, make necessary purchases within Corporate spending procedures to maintain his or her assigned apiary. September 27, 2013 Apiary Manager position defined

and added to bylaws by Board of Directors.

# ARTICLE NINE

## DISSOLUTION

### *Corporate Dissolution*

9.01. (1) Upon recommendation by the Board that the Corporation should be dissolved, the Board shall prepare a resolution questioning the need for dissolution for a vote by the Members at either a regular or Special Meeting. Notice of a Special Meeting shall contain the purpose as determination of Corporate Dissolution and distributed to the Members as discussed under Special Meetings. A resolution to dissolve the corporation shall be adopted upon receiving at least a majority of the votes of members present at such meeting or represented by absentee ballot.

(2) Upon approval of dissolution, any Corporate assets remaining after the payment or discharge of all corporate liabilities shall be distributed as outlined in the Corporate Distribution Plan.

(3) After assets distribution, the Board shall notify the State of Florida through filing of the Articles of Dissolution with the Department of State.

(4) Following payment and discharge of all corporate liability and assets distribution, any remaining financial accounts held by the Corporation shall be liquidated and distributed to another non-profit organization the identity of which shall be determined by a quorum

of the remaining Members.

# ARTICLE TEN

## AMENDMENTS

### ***Amendment of Articles of Incorporation***

1. The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors and the Members. Such action must be taken pursuant to a resolution approved by a majority of the Directors and by a majority of the Members.

### ***Modification of Bylaws***

2. The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Director-Officers and upon receipt of the majority vote of the Members present at a meeting of the Members when changes are reviewed. An exception to this lies with respect to levying dues per member per year in an amount greater than 50% of the prior year's dues, the adoption of which amendment to these Bylaws calls for a vote of 51 percent of all Members entitled to vote.

### ***ADOPTION OF BYLAWS***

Adopted by the Board of Directors by resolution and vote of \_\_\_\_\_ *number for*  
to \_\_\_\_\_ *number against* on \_\_\_\_\_, at 1010 N. McDuff Avenue, Jacksonville,  
Florida.