

# **Amendments to the Governing Documents of the North Carolina State Beekeepers Association (NCSBA) 2020 dated 7-8-2020**

Submitted by Rick Coor

## **Forward**

The purpose for amending the NCSBA's governing documents is threefold; 1) to accurately match the nonprofit structure on the tax returns filed with the Internal Revenue Service, 2) to align the governing documents with the North Carolina Nonprofit Corporation Act, and 3) to facilitate the operations of the North Carolina State Beekeepers, Inc. The NCSBA membership has previously voted to amend the governing documents to allow for full use of electronic process among other changes. The following proposed amendments have been previously approved by the Board of Directors and are hereby submitted to the membership for approval.

## **Part One: Motion to amend the articles of incorporation**

It is important that the articles of incorporation of the NCSBA be amended to accurately represent the Association's operations and tax filing status. The late Dr. John Ambrose initiated the creation filing of the NCSBA with the North Carolina Secretary of State on November 2, 1978. The initial articles of incorporation provided that the NCSBA would operate as a 501(c)3 nonprofit. This designation as a 501(c)3 runs contrary to the tax returns filed by the NCSBA with the IRS. In addition, the current NCSBA Constitution and Bylaws do not accurately outline the structure of a 501(c)3 nonprofit corporation. The NCSBA currently files taxes as a 501(c)5 nonprofit and has no record of ever filing as a 501(c)3. In 2016, the NCSBA treasurer contacted the IRS and confirmed that the NCSBA has never filed as a 501(c)3 but has always filed as a 501(c)5. Further, the NCSBA historical files provide documentation that in 1983 the NCSBA received a letter from the IRS confirming the Association's tax filing status as a 501(c) 5. The articles of incorporation for the North Carolina State Beekeepers Association are posted on the North Carolina Secretary of State website. Provided that the amendments to the articles of incorporation are approved by the membership, an Articles of Correction form will be filed with the North Carolina Secretary of State in order to submit the changes.

**Motion One: The NCSBA Board of Directors recommends that the articles of incorporation filed with the Secretary of State of North Carolina be amended to reflect the proposed amendments as outlined Part One of the document entitled Amendments to the Governing Documents of the NCSBA 2020 dated 7-8-2020.**

(The additions are presented as red underlined text and the deletions are presented in red strikethrough text.)

### Proposed Amendments for Motion One

Paragraph numbers 3, 4, 9 and 10 of the Articles of Incorporation for the North Carolina State Beekeepers Association, Inc. are proposed to be amended as follows:

3. The purposes for which the corporation is organized are: to encourage better methods among the beekeepers of the state and nation and to provide for the betterment of the conditions of those engaged in beekeeping, to promote cooperation, to reach a common understanding regarding our problems and their solution and to provide for educational programs in furtherance of the beekeeping industry, to maintain friendly and helpful relations with those forces which are working to better the beekeeping industry, to develop markets for beekeeping products and to provide for the improvement of products produced by the beekeeping industry, to provide for operational efficiency of the beekeeping industry, to foster closer cooperation among members of the Association, and to do such things as will tend to improve purposes exclusively for its members and the general public relating to honey bees and the beekeeping industry, and to do all things that are permitted to be done by an organization exempt from taxation under Section 501(c)(5) of the Internal Revenue Code; provided, however, that notwithstanding any other provision in these Articles to the contrary, the corporation shall not carry on any activities that are prohibited for an organization exempt from taxation under Section 501(c)(5) of the Internal Revenue Code.

4. The corporation is to have the following class or classes of members: (If there are to be no members, so state.) Active, Life, Honorary. The Secretary shall keep a list of all its members and may issue a membership card or certificate upon payment of the specified dues as determined by the Board of Directors. The Board of Directors shall have the authority to set and establish different categories and sub-categories of membership that are Active, Life and Honorary Members, to set and fix dues from time to time for each of the categories and sub-categories of membership, and to set and fix different levels of dues for membership categories and sub-categories.

9. In addition to the powers granted corporations under the laws of the State of North Carolina, the corporation shall have full power and authority to conduct a nonprofit plan, any demonstration, exhibit, or show for the promotion of the betterment of agriculture. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third thereof. ~~No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate of public office.~~ Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section ~~501(c)3~~ 501(c)(5) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). ~~or (b)~~

~~a corporation contributions which are deductible under section 170 (c) 2 of the Internal revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law.) It is intended that the corporation shall have the status of a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(5) of the Internal Revenue Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.~~

10. Upon dissolution of the corporation, ~~the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner that any such assets not so disposed of shall go the charitable purposes. no director, trustee, officer, or other elected or appointed representative, or other private persons shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property which the Corporation receives from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(5) of the Internal Revenue Code, as the same now exists or the corresponding section of any similar law subsequently enacted, or shall be distributed to a state, local or federal government to be used for public purposes.~~

## **Part Two: Motion to amend the Constitution of the NCSBA**

With this motion the leadership is addressing issues with the commercial membership, the calendar and the Honey Queens. As the Constitution is currently worded, an individual who is not in any business can become a commercial member. Clearly this was not the intent of a commercial membership. In addition, the Board of Directors has decided that the dues for a commercial membership should not be set by the governing documents. The NCSBA leadership is working to redefine the commercial membership. In regards to the calendar, it's relevance for beekeeper education has come and gone. The new and expanded format of the *Bee Buzz* allows for more timely and meaningful content to reach the membership. In addition, exponentially more information can be accessed on the internet. The most recent calendar was printed in 2015 and represented a nearly \$6,000 expense for the NCSBA. The feedback from the calendar has been overwhelmingly negative therefore the Board of Directors has recommended that in the calendar be removed from the Constitution. In regards to the Honey Queen, the last known honey queen was back in 1976. Considering the social and political changes since that time, the NCSBA would be ill advised to get back in the business of any sort of honey queen event. Therefore the Board of Directors has recommended that the Honey Queen be removed from the Constitution. The NCSBA Constitution and Bylaws are posted on the NCSBA website.

**Motion Two: The NCSBA Board of Directors recommends that the Constitution be amended to reflect the proposed amendments as outlined in Part Two of the document entitled Amendments to the Governing Documents of the NCSBA 2020 dated 7-8-2020.**

(The additions are presented as red underlined text and the deletions are presented in red strikethrough text.)

### Proposed Amendments for Motion Two

#### Article V (Dues, local chapters, state regions, other memberships)

##### Section 1; Dues:

Annual Members: The annual dues for an annual member shall be set by the majority of the membership attending a state-wide meeting following recommendation from the executive committee. All dues are payable in advance to the treasurer of the association and shall be due of January 1 of said year covered by dues. All dues expire on December 31 of each year. Any member of the association who becomes delinquent in payment of dues shall be dropped from the roll of membership after the first joint meeting and shall cease to be an active member of the association. A person who has been dropped from the roll of membership for nonpayment of dues shall be restored to active membership by paying the current year's dues. The Treasurer, Membership Secretary, Life Members, and Honorary Members shall be excused from payment of dues.

~~Commercial Members: Any person, entrepreneur, corporation or otherwise may become a member may become a member upon payment of double the annual member dues and will be known as an annual member.~~

#### Article VII (Committees and Appointments)

##### Section 2; Appointments:

Appointments: Appointments shall be appointed by the President each year and shall consist of one or two individuals and serve as directed by the President, Constitution and Bylaws:

Buzz Editors(s): one or more member editors of the NC Bee Buzz, adequately qualified to perform their duties, appointed by the president annually.

Yellow Book editor: one or more member Yellow Book Editors, adequately qualified to perform their duties, appointed by the president annually.

~~Calendar Editor: one or more member Calendar Editors, adequately qualified to perform their duties, appointed by the President annually and other supporters as appointed by the Librarian or President as necessary.~~

Fred Deer Video Librarian: one Librarian, appointed by the President annually

Article XI (Honey Queens) The entirety of Article XI is presented and is to be deleted

~~Article XI (Honey Queens)~~

~~Section I; Honey Queens:~~

~~If desired, the North Carolina State Beekeepers Association, Inc. may sponsor and select a lady from the State of North Carolina to serve as Honey Queen for one year. The basis of support, rules and regulations, Honey Queen Committee, and the continuation of the program may be decided upon a majority vote of the members attending the first annual meeting.~~

### **Part Three: Motion to amend the Bylaws of the NCSBA**

The calendar appears in the constitution and the board recommends that it be deleted from the bylaws for the same reasons that it is recommended to be deleted from the constitution. The discipline policy of Article II has never been used. The Board of Directors recommends that the discipline policy be deleted from the bylaws. In addition to being a part of the constitution, the commercial membership is also in the bylaws. The bylaws state that a commercial member is to have first priority of display space at the annual meetings. That policy originated back when the venues were free of charge to the NCSBA and the vendors were allowed to show up and setup first come first served. The days of free venues have long past. The number of vendors has also increased to the point that space must be carefully allotted and assigned in order assure a smooth and equitable relationship with the vendors.

**Motion Three: The NCSBA Board of Directors recommends that the Bylaws be amended to reflect the proposed amendments as outlined in Part Three of the document entitled Amendments to the Governing Documents of the NCSBA 2020 dated 7-8-2020.**

(The additions are presented as red underlined text and the deletions are presented in red strikethrough text.)

#### Proposed Amendments for Motion Three

Section 12; Specific duties of Appointments:

~~B. Calendar Editor: Design and publish an annual calendar of interest to North Carolina Beekeepers showing dates of interest including expected blooming dates of nectar and pollen producing plants, and other information of interest and guidance for successful beekeeping in North Carolina. Coordinate the distribution to those members of the NCSBA that the Executive Committee determines is appropriate in a timely manner.~~

Article II, Section 1; Discipline The entirety of Article II, Section 1; Discipline is presented and is to be deleted

## ~~Article II~~

### ~~{Discipline}~~

#### ~~Section 1; Discipline~~

- ~~A.—Persons becoming unruly and disruptive at NCSBA meetings may be removed and ejected. However, at the discretion of the President, a sincere apology may be accepted.~~
- ~~B. Any member or members publicly defaming the NCSBA or leading an attempt to polarize and split the unity of the organization may be brought to trial.~~
  - ~~1. Charges must be specified in writing to the President and the education and Research Coordinator.~~
  - ~~2. Upon receipt of charges, the President, in conference with the education and Research Coordinator, shall appoint three members from the neutral position to investigate the details in a hearing and from the evidence will bring either a positive or negative recommendation back to the President.~~
  - ~~3. The member(s) being investigated shall be notified by certified mail and given every opportunity to respond.~~
  - ~~4. Judgment shall be rendered by the President within 30 days upon receipt of a recommendation and, after consultation with the education and Research Coordinator and one other neutral member, agreeing unanimously.~~
  - ~~5. The charged may appeal to the NCSBA Executive Committee for a hearing, and the decision of the Executive Committee shall be final.~~
  - ~~6. Judgment may be either: exoneration, caution, censure, or expulsion from membership.~~
  - ~~7. An apology, restitution, and repentance can bring full reinstatement to membership, upon the recommendation of at least three members in good standing.~~

Article III, Commercial (The entirety of Article III, Commercial is presented and is to be deleted)

## ~~Article III~~

### ~~{Commercial}~~

#### ~~Section 1; Commercial Privileges~~

##### ~~A.—Commercial Privileges:~~

- ~~1. Commercial Membership {see Constitution Article V, Section 1, B} gives first priority on vendor/dealer space at the annual meetings.~~

FILED

Nov 2 12 07 PM '78 ARTICLES OF INCORPORATION

THAD EURE  
SECRETARY OF STATE  
NORTH CAROLINA  
OF  
North Carolina State Beekeepers Association, Inc.  
(Name of Corporation)

A NON-PROFIT CORPORATION

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators for the purpose of creating a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act", and the several amendments thereto, do hereby set forth:

1. The name of the corporation is North Carolina State Beekeepers Association, Inc.
2. The period of duration of the corporation shall be perpetual.  
(May be perpetual or for a limited period)
3. The purposes for which the corporation is organized are: to encourage better methods among the beekeepers of the state and nation, to promote cooperation, to reach a common understanding regarding our problems and their solution, to maintain friendly and helpful relations with those forces which are working to better the beekeeping industry, to develop markets for beekeeping products, to foster closer cooperation among members of the Association, and to do such things as will tend to improve purposes exclusively for its members and the general public relating to honey bees and the beekeeping industry.
4. The corporation is to have the following class or classes of members: (If there are to be no members, so state.) Active, Life, Honorary. The Secretary shall keep a list of all its members and issue a membership card or certificate upon payment of the specified dues as determined by the Board of Directors.
5. Directors of the corporation shall be elected in the following manner: as set forth in the By-laws.
6. The address of the initial registered office of the corporation is as follows:  
Street address, (if none, so state) NCSU, Dept. of Entomology, Box 5215  
City or town Raleigh, North Carolina 27650  
County Wake  
The name of the initial registered agent of the corporation at the above address is Dr. John T. Ambrose

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7. The number of directors constituting the initial board of directors shall be three (3), and the names and addresses (including street and number, if any) of the persons who are to serve as directors until the first meeting of the corporation or until their successors are elected and qualified are:

NAME	STREET ADDRESS (If none, so state)	CITY OR TOWN
William B. McIver	307 N. Holden Rd.	Greensboro, NC 27410
David J. Sasser	Rt. 2, Box 254	Freemont, NC 27830
Sara P. Lewallen	Rt. 3, Box 184 AA	Siler City, NC 27344

8. The names and addresses (including street and number, if any) of all the incorporators are:

NAME	STREET ADDRESS (If none, so state)	CITY OR TOWN
John T. Ambrose	NCSU, Dept. of Entomology Box 5215	Raleigh, NC 27650

9. In addition to the powers granted corporations under the laws of the State of North Carolina, the corporation shall have full power and authority to conduct a nonprofit plan, any demonstration, exhibit, or show for the promotion of the betterment of agriculture. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services, rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate of public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law,)

10. \* Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner that any such assets not so disposed of shall go the charitable purposes.



IN TESTIMONY WHEREOF, we have hereunto set our hands, this the 2nd day  
of NOVEMBER, A.D. 1978.

John T. Ambrose  
X X X

STATE OF NORTH CAROLINA  
COUNTY OF WAKE

This is to certify that on the 2nd day of NOVEMBER, A.D. 1978, before  
me, a Notary Public, personally appeared

John T. Ambrose

who, I am satisfied, are the persons named in and who executed the foregoing Article of Incorporation, and I having first made known to them the contents thereof, they did each acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

In Testimony Whereof, I have hereunto set my hand and official seal, this the 2nd day  
of NOVEMBER, A.D. 1978.

(L. S.)

Ludelle R. Stacey  
8-17-80

\*Insert any provisions desired to be included in the Articles of Incorporation such as: regulation of internal affairs of the corporation, any matters required to be set forth in the by-laws, etc. See Chapter 55A of the General Statutes.

