

Notice of vote to amend the Constitution and Bylaws

To the membership of the North Carolina State Beekeepers Association, Inc.,

In December of 2017, the Board of Directors discussed the fact that the Constitution and Bylaws were not in compliance the North Carolina Nonprofit Corporation Act and Robert's Rules of Order. **The Board adopted a resolution to have an attorney examine the Const/Bylaws and determine what sections, if any, violated nonprofit law.**

In May of 2018, the Association retained an attorney, Jon Carr, a partner with the Raleigh law firm of JordanPrice. Jon Carr advised the Association on several points including:

1. The preferred practice of an organized society today which is to combine the Constitution and Bylaws into a single document named the Bylaws.
2. The need to streamline and simply our Bylaws in order to make their intent and direction more clear.
3. The electronic process policy necessary in order to conduct business and to serve proper notice to the membership in order to be able to amend the Constitution and Bylaws.
4. An attendance policy to govern the Board of Directors.

In regards to compliance with the North Carolina Nonprofit Act, Jon Carr advised that the following provisions of the Const/Bylaws were not consistent with the NC Statutes.

1. The Board of Directors, not the President, must appoint Committees and Chairpersons.
2. The Board of Directors, not the President, must appoint any vacant office.
3. The quorum is defined by law as 10% of the votes entitled to be cast.
4. The approval of the Board is required to amend the Articles or the Const/Bylaws.

In July of 2018, the board began to act on the attorney's advice and adopted resolutions including:

1. A motion to amend the Constitution and Bylaws to align with the NC Nonprofit Corporation Act pending approval of the membership.
2. A motion to amend the Const/Bylaws to affect an attendance policy as recommended by Jon Carr, pending approval by the Executive Committee.

In November of 2018, the Board approved a resolution to adopt the Electronic Process Policy written by the attorney Jon Carr.

In March of 2019, the Board approved resolutions to amend the Constitution and Bylaws which the membership approved in August of 2019. The amendments changed the calendar date for terms of officers, reduced the term length for the Membership Secretary and Treasurer, and changed the role of the NC State Extension Apiculturist

In July of 2020, the Board approved resolutions to amend to the Constitution and Bylaws which the membership approved in August of 2020. The amendments removed from the Const/Bylaws the Commercial Membership, Honey Bee Queen, Calendar, and the Discipline Policy. The Articles of Incorporation were corrected to reflect the correct tax filing structure of the Association.

The following is a summary of the PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE NORTH CAROLINA STATE BEEKEEPERS ASSOCIATION, INC.

The following documents are posted on the ncbeekeepers.org website for reference (see header entitled About then select Governance).

1. Notice of vote to amend the Constitution and Bylaws and summary of changes.
2. The existing Constitution
3. The existing Bylaws
4. The document entitled "PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE NORTH CAROLINA STATE BEEKEEPERS ASSOCIATION, INC."
5. A red text strikethrough version of the document showing the proposed changes to the existing Constitution and Bylaws.

The first step was to rename the existing Constitution as the **Bylaws**. The content of the current Bylaws has been either transferred to the proposed **Bylaws** or deleted.

Note: Each Article and Section has been reviewed by the Bylaws Committee and has been reviewed on three different occasions dating back to May of 2018 by the attorney, Jon Carr. All Articles and Sections comply with the North Carolina Nonprofit Act or Robert's Rules of Order.

Articles I, II and III- Were amended for better accuracy.

Article IV –**Officers and Board of Directors** The most important amendment was the last sentence of Section 2 which differentiates between nominations from the floor at in person elections and write-in candidates for elections at virtual meetings.

Article V- **Dues, local chapters, state regions and other memberships** The amendments serve to rename the Executive Committee as the Board of Directors among other changes. In Section 2, more clear directions for local chapters.

Article VI- Section 1 **Conferences and Meetings**-differentiates between state-wide conferences and the annual business meeting of the membership as require by law.

Section 2 **Board of Director Meetings**-makes official notice of three regular board meetings each year and properly sanctions other called meetings.

Section 3 **Removal from Office-Robert's Rules of Order (Section 62: Paragraph 16) allows the Bylaws to empower the Board to remove an Officer.** The attorney advised the Association that a Director can be removed from the Board only for lack of attendance. Therefore, an attendance policy is set by Section 3 which would apply to any member of the Board whether an Officer or Director and clarify the condition for removal. Lack of attendance of Board members is well documented in the meeting minutes of the Association. **From July, 2016 until March 2018 (a period of less than two years) four Regional Directors missed three or more consecutive regular meetings of the Board.**

Article VII **Committees and Appointments**

Section I; Committees

An Executive Committee would be established and empowered by the Bylaws to transact business on behalf of the Association between Board meetings on all matters except for those specifically reserved to the Board by the Bylaws. **Matters specifically reserved to the Board include the power to:**

1. Approve an annual budget and the disbursement of monies by the Treasurer
2. Appoint Committees and Committee Chairpersons
3. Remove of a member of the Board
4. Appoint vacant positions of the Board
5. Define the boundaries of the three regions
6. Award life membership and Honorary membership
7. Set the annual membership dues
8. Approve local chapters to join
9. Direct the action of the Standing Committees
10. Approve the Nomination of Officers and Directors
11. Approve amendments to the Bylaws
12. Decide on audits by the Finance/Budget Committee
13. Approve the guidelines for the Master Beekeeper Program, Certified Honey Producer Program, and the State Fair Honey Program

From Robert's Rules of Order (Section 56: Paragraph 41) no action of the Executive Committee can conflict with any decision made by the Board of Directors unless such action is expressly authorized by the Board of Directors or the Bylaws. The Executive Committee as well as the Board would operate with the budgetary restrictions set by the Board and within the confines of the Bylaws. The Executive Committee must abide by the Rules of Order and is subordinate to the Board of Directors therefore any action of the Executive Committee is subject to ratification by the Board at the next Board meeting.

Standing Committees

The current Constitution automatically assigns new persons to the Financial Advisory, Finance and Budget, and the Nominating Committee each year without due consideration to any individual's time, qualifications, ability and/or willingness to serve on the respective committee. This situation denies the Association the benefit of continuity of members on the important financial committees. **In violation of nonprofit law, the current Constitution allows the President to appoint persons to Committees and as Committee Chairpersons and allows Committee Chairs to appoint Committee members.**

From the North Carolina Nonprofit Corporation Act

1. **The Board of Directors, not the President, must appoint Committees and Chairpersons**
2. **The Board of Directors, not the President, must appoint any vacant office.**

To comply with the statutes and clarify the method of appointment of Standing Committees and Chairpersons, the Standing Committees have been reduced in number. The revision specifies that the persons who serve on Committees and as Chairpersons will have been nominated by the President and then approved by the Board of Directors. The nominating Committee will have been appointed by the Executive Committee by method of adoption of a motion naming the members. Chairpersons and committee members (except for the Nominating Committee) would be appointed annually by the Board.

Appointments;

The appointments would remain largely under the control of the President, the program coordinator(s) and the Bylaws. The function of each program is described in the Bylaws in such manner to allow for flexibility of operation and input from the Program Coordinator(s).

Article VIII **Qualifications of Duties of Officers and Directors**

Section 1

In regards to the qualifications for officers and directors the emphasis was to recommend that prospective candidates have the sufficient time, willingness to volunteer, organizational and communication skills necessary to lead and interact with local chapter leaders and membership.

Section 2

The duties for the President would include the duty to assure that reasonable progress has been made for the preparation of upcoming state-wide meetings. The President is expressly authorized to contract with hotels and venues for meetings if necessary.

The President would also be responsible to see that the substance of the programs would be appropriate for the needs of the Association.

Section 3 and 4 would see no major change other than the First and Second Vice-Presidents would be required to coordinate their efforts with the President.

Section 5: The duties of the Treasurer would be more closely defined and the Membership Secretary would not be responsible for disbursement of funds.

Section 6: The Membership Secretary- duties of office clarified

Section 7: The Secretary- duties of office clarified

Section 8: Regional Directors- duties as Directors clarified

Section 9: Ex-officio members of the Board

The North Carolina State Extension Apiculturist- role on the Board clarified

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Article X; **Amendments**- Nonprofit law requires that amendments be approved by the Board prior to adoption by the membership. **The Board approved the changes in this Article in March of 2019**

Article XI; **Use of Electronic Process**

The attorney Jon Carr has recommended the changes to the electronic process to allow for better communication between the leadership and the membership

Article XII; **Quorum** and Article XIII; **Repealing Clause**

These Articles were amended for clarity and accuracy. **The Board approved the changes to Article XII in March of 2019**

Please refer the ncbeekeepers.org website for the full text of the changes and the revision