

SACRAMENTO AREA BEEKEEPERS ASSOCIATION (SABA) BYLAWS

ARTICLE I – NAME

The name of the organization shall be Sacramento Area Beekeepers Association (SABA).

ARTICLE II – PURPOSE

Section 1 - To encourage and provide support for area beekeepers. To foster the educational development and enrichment of the membership by providing opportunities to exchange ideas, to consult with one another, and to meet with persons in, or associated with, beekeeping and related fields.

Section 2 - To promote public awareness of beekeeping, educate the public as to the vital importance of honey bees in our environment and the critical role they play in our economy related to pollination and direct production of products of the hive. These purposes will be accomplished by conducting public outreach, education programs, publishing newsletters and other works of interest.

ARTICLE III – MEMBERSHIP AND DUES

Section 1 - Any person, organization, or corporation having an interest in supporting the purposes of SABA may become a member upon application and payment of the required annual dues. Membership year is designated as January 1 thru December 31. Membership year may be changed to a 12 month period based on date of application for membership and payment of annual dues by a unanimous vote of the Executive Board.

Section 2 – Each paid membership shall be entitled to one vote.

Section 3 – Dues and membership status may be adjusted by a vote at a general membership meeting provided that notification of such a proposal to change these items has been announced at a prior general membership meeting and subsequently published in a minimum of one monthly newsletter.

ARTICLE IV - GOVERNANCE

The Executive Board shall direct and conduct the day to day operations of this Association in accordance with any and all authorities and provisions of these by-laws. However, the ultimate governance of this Association shall rest in the hands of the membership at large as may be directed by majority vote at a general membership meeting. Such membership directives shall also be subject to the authorities and provisions of these by-laws.

Article V – OFFICERS, QUALIFICATION, TERMS, DUTIES, VACANCIES

Section 1 – The following officers shall comprise the Executive Board:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Immediate Past President or the member appointed to fill this position per Section 3 (b) of this article.

Section 2 – Qualifications:

- (a) All nominees and subsequent office holders must be members in good standing, i.e., not in arrears of membership dues nor pending suspension or termination of membership for cause per Article VII, Section 1 of these by-laws.
- (b) Officers must be capable of and willing to communicate via email, with SABA officers, SABA members, and the general public.
- (c) Officers shall provide their current residence address and phone numbers to fellow officers. A SABA email address shall be established and utilized during their term of office.
- (d) The Immediate Past President shall be the member that was in the office of President on December 31 and who has served in that position for not less than six months. If no immediate past president exists or they decline, refer to Section 3 (b) of this article.

Section 3 – Terms of office

- (a) The term of office of all elected officers and the immediate past president shall be one year. The term of office shall commence on January 1 and continue through December 31. Eligible members may serve more than one term as an officer in any of the four elected offices, when duly elected or reelected.

When there is no immediate past president, that position shall be filled by a member selected by the President and ratified by a three out of four vote of the Executive Board. This member may be the prior immediate past president.

Section 4 – Officer duties

- (a) President - The President shall be the Chief Executive Officer of the Association, and shall, subject to direction of the Executive Board, oversee and monitor the affairs of the Association. The President shall preside at all meetings of the Executive Board and general membership meetings. At general membership meetings the President shall summarize, as appropriate, activities of the Executive Board and of the Association during the previous month. The President shall perform all duties incident to the office of president and such other duties as provided in the by-laws or as may be prescribed by the Executive Board and/or the general membership.
- (b) Vice President - The Vice President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act, and shall succeed to the office of President if that

office is vacated. The Vice President is responsible for the program portion of each general membership meeting and other duties which may be assigned by the Executive Board.

(c) Secretary - The Secretary shall be responsible for taking and preparing minutes of the monthly general membership meetings, and providing them timely to the newsletter editor for monthly publication. After minutes have been approved by the general membership, said minutes shall be kept for a minimum of 7 years. The Secretary shall also take notes at Executive Board meetings, to be maintained as a record of said meetings and made available to the board members upon request.

(d) Treasurer - The Treasurer shall be responsible for paying all Association expenses and maintaining all financial records, which shall be kept for a minimum of 7 years. At the end of the year, the Treasurer shall prepare a balance sheet showing total income and expenditures for the year ending, and assist the Executive Board in developing a budget for the new year. The Treasurer shall make a financial report at the monthly membership meeting. The Treasurer is also responsible for maintaining the master membership list for the Association, and for assuring that appropriate filings are made with State and or Federal agencies as needed for non-profit status and tax purposes.

(e) Immediate Past President – The Immediate Past President shall serve as a resource for the Executive Board and General Membership to provide continuity of process and policy regarding SABA business conducted in the prior year. The Immediate Past President shall, upon request, provide to the incoming Executive Board a briefing related to the status of SABA in general and of projects in progress.

Section 5 – Vacancies

(a) A vacancy in any of the offices shall occur when the officer resigns from office, or is removed from office for cause per Article VII. The effective date of such vacancy shall be in accordance with the wishes of the individual vacating their position, upon the vote by the membership in the case of action per Article VII.

(b) Vacant Presidency - A vacancy in the office of President shall be filled by the Vice President. Should there be no Vice President or the ascendancy declined, the office of President shall be filled as per Section 5 (e) of this article.

(c) Vacancy of the other Offices - A vacancy in the offices of Vice President, Secretary, or Treasurer shall be filled by special election when the vacancy is for six months or more. For the interim period until the election is completed, or if the remainder of the term is less than six months, the position may be left vacant and the duties shared by other members of the Executive Board, or filled per Section 5 (e) 1 of this article.

(d) Immediate Past President Vacancy – A vacancy in the office of Immediate Past President shall be filled per the provisions of Article V, Section 3 (b).

(e) Time remaining for vacant position

- (1) If there is less than 6 months remaining in the term, the Executive Board may appoint a qualified member to fill the vacant position. Such appointment shall be by agreement of the full remaining Executive Board. If the Executive Board chooses to not fill the vacant position, the duties and responsibilities of the vacated position shall be performed by the remaining members of the Executive Board. However, the option to leave positions on the Executive Board vacant shall not exist if such vacancy(s) would result in less than three members on the Executive Board.
- (2) If there is more than 6 months remaining for the vacant position, a special election shall be held to gain a replacement elected officer for the vacated elected position. The elected replacement officer will serve for the remainder of the calendar year.
- (3) During the interim period the remaining Executive Board members shall conduct business as necessary and appropriate.

ARTICLE VI – ELECTION PROCESS Section

1 – Elections

(a) An announcement advising members of the pending nomination process shall be made at the September membership meeting and published in the October newsletter. Distribution of the October newsletter shall be a minimum of 7 days prior to the October meeting. Nomination for elected officers shall be made at the October membership meeting. A member nominated does not need to be present.

(b) The presiding officer shall appoint a Nominating Committee no later than the October general membership meeting. Such committee shall consist of one or more members in good standing. The Nominating Committee shall be responsible for:

- (1) Assuring that all persons nominated are in good standing and otherwise eligible for office;
- (2) Contacting all persons nominated for office to confirm their acceptance of the nomination;
- (3) With the assistance of the Executive Board, finding a candidate(s) for any office where there is not a minimum of one eligible member who has been nominated and accepted such nomination;
- (4) If there are contested offices, distributing to members in good standing at the November meeting a secret ballot containing the names of all persons who have been nominated, accepted such nomination, and are determined to be eligible for office;
- (5) Collecting and tallying the results. Such results shall be delivered to the officer presiding at the meeting. The number of votes received by a candidate shall be known only

to the Nominating Committee member(s) who tallied the vote and the officer presiding at the meeting. They shall not be announced nor ever divulged to any other person.

(c) Contested offices shall be voted by secret ballot. Uncontested offices shall be announced by acclamation and officers elected by voice voting.

Section 2 - Special Elections, if warranted, shall be held at a scheduled general membership meeting, providing that a minimum of 7 days' notice of such election has been given. Notice is deemed to have been made when the need for the special election has been prominently placed in the monthly newsletter published/distributed at least seven (7) days prior to the membership meeting. Such notification does not require names of any potential candidate(s), just the information that a special election will be held and identifying the position(s) to be filled. With proper notification of the special election, nomination for the vacated position may be made at the membership meeting where the election will be held. Contested offices shall be voted by secret ballot. Uncontested offices shall be announced by acclamation and voting accomplished by voice.

ARTICLE VII - REMOVAL FROM OFFICE, SUSPENSION OF MEMBERSHIP

Section 1 –Suspension/termination of membership.

- (a) Membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be: willful and knowledgeable violation of these by-laws or any lawful rule or practice duly adopted by SABA, or any other grievous conduct unfavorable to the interests of SABA. Suspension or termination shall be by two thirds (2/3) vote of the membership present and voting at the business meeting, provided that a statement of the charges shall have been emailed or mailed by certified mail to the last recorded address of the member at least fourteen (14) days before the final action is taken. Such notice shall be deemed to have been delivered. The statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered and the member shall have the opportunity to appear in person to present defense to such charges before action is taken. Notice of pending action per this section shall be published in the monthly newsletter, distributed at least 7 days prior to the presentation and vote on the action. The name(s) of member(s) party to the action and cause of the action shall not be published, only that the action will be presented for vote at the meeting.
- (b) Notwithstanding Section 1 (a) of this article, a SABA officer may, in emergency circumstances, withdraw, suspend, or refuse to give authorization to any member to act, speak, or make presentations on behalf of SABA when that member's behavior is clearly detrimental to the interests of SABA or is of such gravity that suspension or termination of their membership is considered.

Section 2 – Suspension/Removal from office.

- a) By unanimous agreement, minus one, the members of the Executive Board may temporarily suspend a fellow officer from acting on behalf of SABA when it is obvious and apparent that the errant officer's conduct or lack of competence is such that imminent harm to SABA is likely to result. Such suspension shall be no longer than the next general business meeting at which time the cause of action shall be presented to the membership present. The temporary suspension shall be lifted if not supported by a two thirds (2/3) vote of

members present and voting. The vote may be by confidential ballot or open floor vote at the discretion of the presiding officer.

ARTICLE VIII - ASSOCIATION MEETINGS

Section 1 – General Membership Meetings.

- (a) The Association shall meet monthly.
- (b) Association meetings shall be held on a recurring schedule and may only be changed by a two thirds vote of the membership present at the meeting, after a minimum of 7 days' notice of such proposed change has been given by announcement at a general membership meeting, or by prominent posting in the monthly newsletter. The exception to this section is in any emergency situation as determined by unanimous vote of the Executive Board. Reasonable effort to notify the membership of such change shall be made.
- (c) "Meeting" shall generally be defined by the common understanding of term; that being members and guest being present at a designated physical gathering place. However the Executive Board may under certain circumstances use electronic and/or online media to conduct general membership meetings. Such authority shall also include, when necessary, the ability to electronically tally member votes for general business and conduct elections. All care shall be taken, to the degree possible, to follow applicable bylaws requirements.

Certain or exigent circumstances shall not be construed to mean convenience of elected leadership or the membership in general. It shall relate to circumstances, in example, where governmental edicts prohibit the gathering for health or safety reasons, the meeting location has on short notice become unavailable, a change of meeting date is not possible and/or no suitable new location has been found, etc.

- (d) The Executive Board is governed by section © above. However, the Executive Board, may as a matter of normal course of process, use electronic media to conduct the most routine course of business. In the case of the Executive Board "electronic media" is inclusive of use of telephone, email or online meetings to approve/disapprove such routine business.

Section 2 – Order of Business. The order of business at general membership business meetings shall be as follows:

- Call to order.
- Introduction of new members and guests.
- Approval of minutes as published.
- Presentation of financial report.
- Reports of officers.
- Reports of standing committees.

- Unfinished business.
- New business.
- Announcements.
- Adjournment.

The order of business may be altered or suspended at any meeting by a majority vote of the members present.

Section 3 - Executive Board Meetings. Meetings of the Executive Board shall routinely be called by the President as deemed necessary to conduct SABA business. Such meetings shall be at a time and place reasonable to allow attendance by all members of the Executive Board. Any member or members of the Executive Board may petition the President to call such a meeting.

Section 4 – Executive Board meetings are open to general members with the exception of portions of any meeting where suspension of membership or removal from office per Article VII is to be discussed. Nonmembers may be invited for specific purposes at the approval of the President. Notes of the meeting’s discussions and/or decisions shall be taken but need not be reported, in part or in total, at a subsequent general membership meeting.

ARTICLE IX - ADDITIONAL POSITIONS

Section 1 - Additional Volunteer Positions. Additional volunteer positions may be created or dissolved as deemed appropriate by the Executive Board or by directive of the general membership. The responsibilities of such positions shall be defined at the time the volunteer position is created and those duties shall be drafted and included in the SABA manual of operating procedures. They may be identified as “standing” or set with limited duration. Such positions may include, but are not limited to:

- Classes Coordinator
- Events Coordinator
- Webmaster
- Librarian
- Newsletter Editor
- Hospitality
- Membership Benefits Coordinator
- Quartermaster (Inventory)
- State Fair Coordinator

ARTICLE X –BUDGET AND FINANCE

Section 1 – If a change in annual dues is proposed, a minimum of one month notification shall be given. Such notification shall be made at the monthly meeting preceding the scheduled vote. Notice of such intended vote shall also be prominently posted in a monthly newsletter preceding the intended vote. The Executive Board

shall make its recommendations to the membership no later than the monthly meeting prior to the intended vote. A dues schedule, once established, shall remain in effect until changed. Dues levels need not be the same for all memberships. In setting the dues level, it shall be the goal to keep the dues as low as reasonable to encourage membership. However, the dues level shall be set at an amount so that the projected amount collected will cover the costs of running the Association.

Section 2- Income in excess of costs for providing classes should not be used to subsidize day to day Association operating costs. Such net earnings should be ear-marked for education purposes, handout materials, public presentation costs, etc.

Section 3 – The fiscal year shall begin in January. Financial records for the past year shall be reviewed or audited before March by a member(s) or by a non-member professional selected at the January meeting or soon thereafter. Selected member(s) shall not be on the Executive Board for the previous nor current fiscal year. A review or audit of the financial records may be called at any time for any period.

Section 4 - Approval requirements for invoices or incidental expenditures incurred by a member or an officer are as follows:

- (a) Up to \$100 in a 30-day period does not need advance approval by the Executive Board;
- (b) Between \$100 and \$300 in a 30-day period needs explicit approval by the Executive Board;
- (c) Greater than \$300: needs approval by majority of members present and voting at the general membership meeting during which the motion for the expenditure is made. Exemptions to this requirement are routine expenses associated with offering classes and business operations, such as instructor fees, insurance premiums, and rent.
- (d) No officer shall enter into any agreement or contract for services for ANY amount without the written concurrence of at least one other officer.
- (e) Checks or other instruments of payment shall bear two of the signatures filed with the bank.
- (f) Expenditures of any amount of SABA funds shall only be those necessary to conduct SABA business and for the purpose as defined in these Bylaws. Records that specifically identify the nature and amounts of expenditures shall be maintained by the Treasurer. Records of expenditures and/or other financial records and similar information shall be open to any member in good standing. Access shall be provided in a reasonable time and at a reasonable place and hour.

ARTICLE XI – DISSOLUTION OF SABA

In the event of the dissolution of SABA, assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed to the Western Apicultural Society, Inc., or if nonexistent, to a non-profit fund, foundation or corporation which is organized and operated exclusively for educational or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.