

**Bylaws of Mt. Baker Beekeepers Association**  
**A Washington Nonprofit Corporation**  
(Adopted January 12, 2022)

**ARTICLE 1: OFFICES**

The principal office of the Mt. Baker Beekeepers Association (the "MBBA") shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The MBBA may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the MBBA may require from time to time.

**ARTICLE 2: AIMS AND OBJECTIVES**

The specific aims and objectives of the MBBA are as follows:

- a. to educate beekeepers, prospective beekeepers and the general public about apiculture,
- b. to promote sustainable beekeeping and science based management practices,
- c. to protect honeybees,
- d. to promote synergistic relations with other beekeeper, horticultural, agricultural organizations,
- e. to advance good relations between beekeepers and the public.

**ARTICLE 3: MEMBERSHIP**

**3.1. Classes of Members**

The MBBA shall have several classes of members, both voting and non-voting with corresponding initiation fees and annual dues.

Visitors and guests of members may attend a maximum of two (2) regular monthly meetings in any calendar year. Subsequent attendance shall require becoming a member of the MBBA or paying an admission fee for each meeting.

The MBBA may enter into reciprocal agreements with other organizations permitting members of each organization to attend the other's meetings or events.

Additional or fewer classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

**3.1.1 Honorary Members** The board may award honorary membership to individuals in recognition of their outstanding services rendered to MBBA or to especially outstanding services to beekeeping in Washington. Honorary Members pay no dues and maintain full voting rights.

**3.1.2 Family Membership**

Family membership allows for immediate family attendance in all meetings, events and outings offered. Family Membership allows for one voting right.

### **3.1.3 Family Plus Membership**

Family Plus Membership allows for immediate family attendance in all meetings, events and outings offered. Family Plus Membership allows for two voting rights.

### **3.1.4 Student Membership**

Student membership allows for attendance in all meetings, events and outings offered. Student membership is a non voting membership.

## **3.2. Qualifications for Membership**

All members must have an interest in apiculture, support the purposes, aims and objectives of the MBBA. The MBBA shall not discriminate on the basis of age, race, sex or religious affiliation in its acceptance of members.

Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws from time to time.

## **3.3. Voting Rights**

### **3.3.1. Who can vote**

Members in good standing are entitled to vote, student memberships are non voting.

#### **3.3.1.1. Issue voting**

Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

#### **3.3.1.2. Election of Officers and Directors voting**

Each member entitled to vote at an election of Officers and Board of Directors may cast one vote for each open position.

## **3.4. Annual Meeting**

The annual meeting of the members shall be held the second Wednesday of December in place of the regular monthly meeting for the purposes of presenting a year-end financial report, electing Directors and transacting such other business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

## **3.5. Monthly Meetings**

Regular monthly meeting of the members shall generally be held each month at a time and

place designated by the Board. Notice of any change in date, time or venue will be posted to the MBBA's web site five (5) days prior to such meeting. The transaction of business shall not have priority over program material at any monthly meeting except the annual meeting.

### **3.6. Special Meetings**

The President, the Board, or not less than fifteen percent (15 % ) of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

### **3.7. Place of Meetings**

All meetings of members shall be held at such place within or without the State of Washington designated by the President, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

### **3.8. Notice of Meetings**

Regular and Annual meetings take place on set days and no other notice is required to be given unless the date, time or location is changed, in which case such notice shall be published on the MBBA's web site at least 5 days before the meeting.

In the case of a special meeting, the President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, by mail, or by electronic transmission, not less than ten (10) nor more than fifty (50) days before the meeting, written notice stating the place, date and time of the meeting and the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than fifteen percent (15 %) of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten nor more than thirty-five days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the MBBA with postage thereon prepaid. Notices by electronic transmission must be delivered in accordance with Section 3.15 of these Bylaws.

### **3.9. Waiver of Notice**

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **3.10. Quorum**

Fifteen percent (15 % ) of thee members of the MBBA entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If less than a quorum of

the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting without further notice.

### **3.11. Manner of Acting**

The vote of a majority of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

### **3.12. Proxies**

A member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the MBBA before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

### **3.13. Action by Members Without a Meeting**

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

### **3.14. Meetings by Telephone**

Members of the MBBA may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **3.15. Electronic Transmission**

The MBBA may deliver to a member notices, demands, consents or waivers by electronic transmission, if such member has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the member and the address, location or system to which the notices or other document may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

### **3.16. Membership Fees and Dues**

#### **3.16.1. Membership Year**

Membership runs on an annual basis from January 1 through December 31

##### **3.16.1.1. Payment of Dues**

Dues are payable in advance on January 1st each year and are delinquent on February 1. Members who are delinquent are unable to vote, stand for office, hold office and may be barred from attending meetings and other scheduled events of the MBBA.

##### **3.16.1.2. Discounts for Volunteers**

Membership dues may be discounted based on member's volunteer activities on behalf of the MBBA.

##### **3.16.1.3. Payment of Fees**

Fees are payable in advance at the time of service, or in the case of an initiation fee, upon the member joining the MBBA

##### **3.16.1.4. Washington State Beekeepers Association ("WSBA") Affiliation**

In order for the MBBA to maintain affiliation with the WSBA, all member dues shall include a fee for individual, family or commercial associate membership with the Washington State Beekeepers Association ("WSBA") and is required for all those who are not already members of the WSBA.

##### **3.16.1.5. Fee and Dues Amounts**

The schedule of fees and annual dues for each class of membership shall be determined annually in accordance with the budget and set by the Board of Directors.

### **3.17. Termination of Membership**

The Board shall have the power to terminate any member with or without cause, provided that such member has been granted an opportunity to present their case at a properly constituted special meeting and that at least 50% of the members present vote in favor of terminating the member.

## **ARTICLE 4: BOARD OF DIRECTORS**

### **4.1. General Powers**

The affairs of the MBBA shall be managed by a Board of Directors.

### **4.2. Number**

The Board of Directors will consist of three to seven members. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that:

- a. At no time shall the Board consist of less than three (3) or more than seven (7) Directors, and
- b. no decrease in the number shall have the effect of shortening the term of any incumbent Director.

#### **4.3. Qualifications**

Directors shall be active Corporate or Full Members of the MBBA in good standing, subscribe to the aims and objectives of the MBBA

Directors are required to attend at least 60% of scheduled meetings of the Board.

Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

#### **4.4. Election of Directors**

Directors shall be elected each year by the members.

The election of Directors may be conducted at a meeting of the members, by mail or electronically in such manner as the Board of Directors shall determine.

#### **4.5. Term of Office**

Unless a Director dies, resigns or is removed, he or she shall hold office until the next annual meeting of the members or until his or her successor is elected, whichever is later.

No Director may serve more than three (3) consecutive terms, unless there are no other volunteers to fill his or her position.

#### **4.6. Annual Meeting**

The annual meeting of the Board shall be held without notice within five (5) business days following the annual meeting of members for the purposes of appointing officers and transacting such business as may properly come before the meeting.

#### **4.7. Regular Meetings**

By resolution, the Board may specify the date, time and place for the holding of regular Board meetings without other notice than such resolution.

#### **4.8. Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

#### **4.9. Meetings by Telephone**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### **4.10. Place of Meetings**

All meetings shall be held at such place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

#### **4.11. Notice of Special Meetings**

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the MBBA or given electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notices by electronic transmission must be delivered in accordance with Section 3.15 of these Bylaws.

#### **4.12. Waiver of Notice**

##### **4.12.1 in Writing**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof

in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

##### **4.12.2. By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or

convened.

#### **4.13. Quorum**

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

#### **4.14. Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

#### **4.15. Presumption of Assent**

A Director of the MBBA present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the MBBA immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

#### **4.16. Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

#### **4.17. Resignation**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the MBBA, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **4.18. Removal**

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a quorum is present.



#### **4.19. Vacancies**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

#### **4.20. Board Committees**

##### **4.20.1. Standing or Temporary Committees**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the MBBA, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the MBBA; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the MBBA not in the ordinary course of business; (f) authorize the voluntary dissolution of the MBBA or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the MBBA; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

##### **4.20.2. Quorum; Manner of Acting**

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

##### **4.20.3. Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

##### **4.20.4. Removal of Committee Member**

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

#### **4.21. Compensation**

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures Incurred on behalf of the MBBA.

#### **4.22. Electronic Transmission**

The MBBA may deliver to a Director notices, demands, consents or waivers by electronic transmission, if such Director has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the Director and the address, location or system to which the notices or other document may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

### **ARTICLE 5: OFFICERS**

#### **5.1. Number and Qualifications**

The officers of the MBBA shall be a President, Vice President, a Secretary and a Treasurer, each of whom shall be elected by the membership or appointed by the Board. Other officers and assistant officers may be appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Only active, voting members in good standing are eligible to be an officer.

Officers are required to attend at least fifty percent (50 %) of regular monthly meetings.

#### **5.2. Election and Term of Office**

The officers and directors of the MBBA shall be elected by the membership at the Annual Meeting. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected

No officer shall hold the same position for more than two (2) consecutive years, unless there are no other volunteers to assume the office occupied.

#### **5.3. Resignation**

Any officer may resign at any time by delivering written notice to the President, Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified,

upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **5.4. Removal**

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the MBBA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### **5.5. Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

#### **5.6. President**

The President shall be the chief executive officer of the MBBA, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the MBBA. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the MBBA or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

#### **5.7. Vice President**

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

#### **5.8. Secretary**

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the MBBA; (d) keep records of the post office address, email address and class, if applicable, of each member and Director and of the name, email address and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from

time to time may be assigned to him or her by the President or the Board.

#### **5.9. Treasurer**

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the MBBA; receive and give receipts for moneys due and payable to the MBBA from any source whatsoever, and deposit all such moneys in the name of the MBBA in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

### **ARTICLE 6: ADMINISTRATIVE PROVISIONS**

#### **6.1. Books and Records**

The MBBA shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address, email address and class, if applicable, of each member and Director, and of the name, email address and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the MBBA shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent (5 %) of the membership.

#### **6.2. Accounting Year**

The accounting year of the MBBA shall be the twelve months ending December.

#### **6.3. Policies**

The Board may by resolution adopt or amend policies covering any aspect of corporate governance not specified in the Articles of Incorporation or these Bylaws

#### **6.4. Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

### **ARTICLE 7: PROTECTION OF INTELLECTUAL PROPERTY**

The MBBA is the legal owner of all trademarks, service marks and copyrights established for

the MBBA itself. To protect the MBBA, it will oversee the use of the Mt. Baker Beekeepers Association name, logo, internet domains and all other MBBA trademarks, service marks and copyrighted materials, and will take appropriate action when the MBBA feels that the names, logos or copyrights are wrongfully used. No member may utilize MBBA trademarks, service marks or copyrights, the MBBA logo or internet domains for any purposes without prior approval of the Board of Directors.

#### **ARTICLE 8: AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office.

The foregoing Bylaws were adopted by the Board of Directors on January 12, 2022.

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Secretary