

# Bylaws of the Puget Sound Beekeepers Association

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## I Members

- 1.1 **Membership eligibility and admission.** Any individual or entity who is a beekeeper or who is interested in apiculture may become a member of the association upon payment of the initiation fee and annual dues.
- 1.2 **Initiation fee.** The amount of the initiation fee is determined by the board of trustees.
- 1.3 **Dues.** The amount of the annual dues is determined by the board of trustees. Annual dues are payable by each member in advance on or before January 1 of each year. A member whose dues are not paid by April 1 will be automatically dropped from membership.
- 1.4 **Voting rights.** A member may vote to elect officers and trustees-at-large but may not vote on any other matter.
- 1.5 **Disciplinary actions.** Except as provided elsewhere in the bylaws, the association will follow the disciplinary procedures provided in the parliamentary authority, except that (a) the board of trustees will act in place of the members and (b) terminating a membership requires a vote of two-thirds of the entire board of trustees.

## 2 Meetings of the Members

- 2.1 **Annual meeting.** The annual meeting of the members will be held in November. The board of trustees will determine the location, date, and time of the annual meeting. The purposes of the annual meeting are to elect the officers and trustees-at-large, to receive the reports of the officers and board of trustees, and to receive the most recent

annual financial report and a financial report for the current year-to-date.

- 2.2 **Special meetings.** A special meeting of the members may be called by the president or the board of trustees. A special meeting must be called if 10% of the members submit a written demand for the meeting. The demands must state the purposes for the meeting.
- 2.3 **Notice.** Notice of each annual or special meeting of the members must be sent to each member between 10 and 60 days prior to the meeting. The notice must include the date, time, and location of the meeting. The notice for a special meeting must also include the purposes of the meeting.
- 2.4 **Quorum.** Five trustees constitute a quorum at a meeting of the members.
- 2.5 **Conduct of meeting.** The presiding officer, rules for conduct of the meeting, and the order of business or agenda are as provided in the parliamentary authority.
- 2.6 **Proxies prohibited.** No member may vote by proxy.

### 3 Officers

- 3.1 **Officers.** The officers are a president, first vice president, second vice president, secretary, and treasurer. The office of second vice president is optional and need not be filled.
- 3.2 **Duties of the officers.** The officers will perform the duties prescribed in the articles of incorporation, in the bylaws, in the parliamentary authority, and by the board of trustees.
- 3.3 **Duties of the vice presidents.** In addition to § 3.2, the first and second vice presidents may divide the duties of the vice presidents between them as they agree unless the board of trustees specifically assigns duties to one or the other. If the office of second vice president is vacant, the first vice president will perform the duties of both vice presidents.
- 3.4 **Duties of the treasurer.** In addition to § 3.2, the treasurer will:
  - a) maintain records of all funds,
  - b) record memberships,
  - c) collect dues,
  - d) notify members of the due date for dues,
  - e) be the corporate registered agent,
  - f) submit all state and federal government reports, and
  - g) carry out the financial directives of the board of trustees.

- 3.5 **Bond.** The board of trustees may require any officer to give bond to the association with sufficient surety conditioned for their faithful performance of the duties of the office.

## 4 Board of trustees

- 4.1 **Power and authority.** The board of trustees has full power and authority over affairs of the association. Except as otherwise provided in the bylaws, the board of trustees exercises all corporate powers and has the authority given in applicable law.
- 4.2 **Composition.** The board of trustees comprises the officers, the immediate past president, and ten trustees-at-large. Each of these individuals is a trustee.
- 4.3 **Immediate past president.** The immediate past president is the member who most recently held the office of president prior to the current president. If the president leaves office prior to the end of the term, that member is ineligible to serve as immediate past president, and the member currently serving as immediate past president will continue in that position.
- 4.4 **Regular meetings.** A regular meeting of the board of trustees will be held in each of the months of January, April, July, and October. The president will determine the location and time of each regular meeting of the board.
- 4.5 **Special meetings.** A special meeting of the board of trustees may be called by the president or seven trustees. The person calling a special board meeting will determine the date, time, and location of the meeting.
- 4.6 **Notice for meetings.**
- 4.6.1 Notice of each meeting of the board of trustees must be sent to each trustee. The secretary or the person calling the meeting will send the notice.
- 4.6.2 Notice of a regular board meeting must be sent at least ten days prior to the meeting. Unless otherwise required by the bylaws or applicable law, the notice for a regular board meeting does not need to include the purpose of the meeting.
- 4.6.3 Notice of a special board meeting must be sent at least 72 hours prior to the meeting. The notice for a special board meeting must include the purposes for the meeting.
- 4.7 **Quorum.** A majority of the trustees constitutes a quorum at a meeting of the board of trustees.

## 5 Elections and vacancies

- 5.1 **Election.** The officers and five trustees-at-large are elected at the annual meeting. A plurality vote is necessary to elect. For each office, the election must be by ballot if there is more than one nominee for the office. For the trustees-at-large, the election must be by ballot if there are more nominees for trustee-at-large than there are positions to elect.
- 5.2 **Term.** The term of office for an officer is one year or until a successor is elected. The term of office for a trustee-at-large is two years or until a successor is elected. The term of office begins at the close of the annual meeting at which the officer or trustee-at-large is elected.
- 5.3 **Qualifications.** A trustee must be (a) an individual, (b) 18 years of age or older, and (c) a member of the association. The president must have served as a trustee for a minimum of one year prior to election. This minimum service requirement does not apply to a member who fills a vacancy in the office of president.
- 5.4 **Limitations.** The same individual may not simultaneously hold two or more of the offices of president, first vice president, second vice president, or secretary. No individual is eligible to serve a fourth consecutive term in the office of president. No two trustees may be immediate family members.
- 5.5 **Removal by members.** The members may remove any trustee, with or without cause, by a two-thirds vote at an annual or special meeting. The notice for the meeting must include the removal of trustees as one of the purposes of the meeting, and it must include the names of the trustees that are proposed to be removed.
- 5.6 **Removal by board.** Except as provided in § 5.7, the board of trustees may remove any trustee, with or without cause, by a vote of two thirds of the trustees present. The notice for the meeting must include the removal of trustees as one of the purposes of the meeting, and it must include the names of the trustees that are proposed to be removed.
- 5.7 **Removal by board due to absence.** The board of trustees may remove any trustee by a vote of a majority of the trustees who are present if the officer or trustee has been absent from two regular meetings of the board of trustees since the most recent annual meeting. Notice of the removal is not required to be given in advance.

- 5.8 **Removal due to termination of membership.** If a trustee's membership ends for any reason, the trustee is automatically removed from office and the board of trustees.
- 5.9 **Vacancies.**
- 5.9.1 If the office of president is vacant, the first vice president will automatically become president.
- 5.9.2 If the office of first vice president is vacant, the second vice president will automatically become first vice president.
- 5.9.3 If the office of second vice president is vacant, the vacancy will not be filled, even if it is because of an incomplete election.
- 5.9.4 If the position of immediate past president is vacant, the vacancy will not be filled.
- 5.9.5 If any other office or any trustee-at-large position is vacant, the board of trustees will elect a member to fill the vacancy; the notice for the board meeting must include the election as one of the purposes of the meeting.

## 6 Committees

- 6.1 **Committees of the members.** A standing or special committee may be created by the members. Any committee created by the members may not exercise any of the powers of the board of trustees. The creation of the committee, appointment of its chair and members, and designation of its duties are as provided in the parliamentary authority.
- 6.2 **Committees of the board.** The board of trustees may create and appoint a standing or special committee. The committee may be a committee of the board or an advisory committee, as those terms are used in applicable law. The creation of the committee, appointment of its chair and members, and designation of its duties and powers are as provided in applicable law and the parliamentary authority.

## 7 Appointees

- 7.1 **Appointees.** Appointee positions may be created by the board of trustees.
- 7.2 **Duties of appointees.** The duties of each appointee are determined by the president or the board of trustees. An appointee may not exercise any of the powers of the board of trustees.
- 7.3 **Appointment.** Each appointee will be nominated by the president and confirmed by the board of trustees.

7.4 **Term.** Each appointee will be appointed promptly after the annual meeting for a term of one year. Each appointee will continue to serve until a successor has been appointed.

7.5 **Removal.** An appointee may be removed, with or without cause, by the president or the board of trustees.

## 8 Seal

The seal of the association contains the name of the association and the year of its creation. The seal will remain in the possession of the treasurer and will be used as directed by the board of trustees.

## 9 Parliamentary authority

The current edition of *Robert's Rules of Order Newly Revised* is the parliamentary authority. The rules contained in the parliamentary authority will govern the association in all cases to which they are applicable and in which they are not inconsistent with the articles of incorporation, the bylaws, any special rules of order the association may adopt, and any statutes applicable to the association that do not authorize the provisions of the bylaws to take precedence.

## 10 Amendment

The bylaws may be amended at a meeting of the board of trustees only if notice of the amendment has been sent to every trustee at least ten days prior to the meeting. A two-thirds vote is required to adopt any amendment to the bylaws. No amendment of the bylaws requires the approval of any member.

## Certification

These bylaws were properly adopted and are current as of January 1, 2023.



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Kit Hiatt, President



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Maureen Sullivan, Secretary