

**AMENDED AND RESTATED
BYLAWS**

OF

THE KENTUCKY STATE BEEKEEPERS ASSOCIATION, INCORPORATED

_____, 2020

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_____, 2020

The Articles herein shall be the Amended and Restated Bylaws of The Kentucky State Beekeepers Association, Incorporated (the “KSBA”), duly adopted by its Board of Directors. These Bylaws supersede and replace the Constitution and Bylaws of KSBA in effect prior to the date written above.

**ARTICLE I
OFFICES**

The registered office of KSBA shall be determined by the Board of Directors.

**ARTICLE II
BOARD OF DIRECTORS**

2.01 General Powers. The affairs of KSBA shall be managed by its Board of Directors. The Board of Directors may from time to time delegate (to an Executive Committee and other committees) such authority pursuant to the provisions of these Bylaws. The Board of Directors may elect a Chairman.

2.02 Number, Election and Tenure.

(a) The Board of Directors shall consist of a minimum of three (3) Directors, but not more than seven (7), exclusive of *ex officio* members, if any, who shall be elected by the members. Two (2) Directors shall be elected from nominees from the local associations provided in Article VII of these Bylaws and shall act as representatives of those associations. Directors shall be elected at each annual meeting of the members by the affirmative vote of a majority of those members in attendance at such annual meeting. The terms shall be two (2) year terms in length staggered with the terms of four (4) directors ending in one year, and the terms of the remaining three (3) Directors ending in the next year thereafter. The initial staggering (after adoption of these Amended and Restated Bylaws) shall be accomplished by the terms of the three (3) Directors receiving the lowest number of votes being one (1) year in length.

(b) A Director may resign upon written notice to the Board. Any Director may be removed from office for conduct detrimental to the interest of KSBA, but the Director subject to a removal shall not vote. In the event a vacancy on the Board occurs prior to an annual meeting of the Board, a person may be elected as a Director. Any Director elected

between annual meetings of the Board shall serve in such capacity until the next annual meeting of the Board.

2.03 Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held each year prior to the annual meeting of the members, at such time and location as may be specified by the Board of Directors. In addition to the election of Directors, the Board may transact such other business as may come before it at its annual meeting. The Board shall hold regular meetings at such dates, times and places as may be determined by the President.

2.04 Special Meetings. Special meetings of the Board of Directors may be called at the request of the President or of Directors comprising at least one-half of the Board.

2.05 Notice. Notice of any meeting of the Board of Directors shall be given at least five days prior thereto orally, if reasonable under the circumstances, or in written or electronic form. Any Director may waive notice of any meeting, and the attendance of a Director at any meeting shall constitute a waiver of such notice.

2.06 Quorum. A majority of the Directors then holding office shall constitute a quorum for the transaction of business at any meeting of the Board. The Directors present at a duly organized meeting of the Board at which a quorum is determined to be present may continue to transact business until adjournment notwithstanding the withdrawal of Directors leaving less than a quorum present. The Board shall be authorized to hold meetings by telephone or electronic transmission.

2.07 Voting. The act of a majority of the Directors present at a duly organized meeting of the Board of Directors at which a quorum is present shall be the act of the entire Board.

2.08 Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board or committee may be taken without a meeting if, prior to such action, a consent in writing or electronic form setting forth the action to be taken is signed by all of the members of the Board or committee.

ARTICLE III MEMBERS

3.01 Members. KSBA shall be a membership organization. A term of membership shall be the calendar year, and such membership shall be renewed on an annual (one year) basis. New memberships may be started at any time during the year and shall provide membership for the remainder of that calendar year. Memberships may be renewed for periods greater than one (1) year. Immediate families residing at the same address shall be members if one family member paid membership dues. Members must attain age 18 to vote.

3.02 Membership on Standing Committees. Members shall be eligible to participate in the affairs of KSBA through membership on one or more of the Standing Committees referred to herein. A member shall be eligible to serve on more than one Standing Committee. Members

shall be elected to Standing Committees by action of the Board of Directors.

3.03 Open Membership. KSBA shall have a membership which shall be open to all individuals, groups, organizations and associations who share an interest in KSBA's stated purposes. Lifetime membership may be granted by majority vote of the members at any regular meeting for outstanding service to KSBA.

3.04 Regular Meetings. Three regular meetings of KSBA shall be held annually as close to the seasons of Spring, Summer and Fall as feasible at such a place and time designated by the Board of Directors and published in such a way as the Board of Directors may select. Regular meetings will be conducted in a manner to ensure that ample time is left to discuss beekeeping.

3.05 Special Meetings. Special meetings of the membership shall be held upon call of the President or Directors comprising at least on-half of the Board at such times and places as the President shall determine, after notice in writing is sent to all members not fewer than ten (10) days prior to said meeting with notice of the purposes and agenda of said special meeting. Only business for which the meeting is called shall be acted on.

3.06 Dues. Annual dues shall be set by majority vote of the members present at a member meeting. A member will receive free membership after reaching his/her 80th birthday.

3.07 Parliamentary Procedure. To ensure efficient transaction of business and resolution of any "points of order" that is in question, Roberts Rules of Order shall be utilized. A Parliamentarian may be appointed by the President to resolve or clarify all parliamentary issues. The Parliamentarian shall have final resolution authority.

3.08 Voting. Voting will be by secret ballot when there is more than one person nominated for office or at the request of the President. The President shall select three tellers to tabulate ballots.

3.09 Quorum. Attendance by 5% of current dues paid members shall constitute a quorum. Upon verification of a quorum, business of KSBA may be transacted.

ARTICLE IV OFFICERS

4.01 Designation of Officers.

(a) KSBA shall have the following officers elected by the Board of Directors, each of whom shall be elected for a term expiring (except as noted) at the first annual meeting of the Board of Directors following their appointment: (i) President, (ii) President-elect, (iii) Vice-President, (iv) Recording Secretary, (v) Treasurer and Assistant Treasurer, (vi) Sergeant-at-Arms, and (vii) Historian. The Immediate Past-President shall be ex officio. Such officers may or may not be members of the Board of Directors. The officers shall have the duties,

responsibilities and authority set forth in these Bylaws and as may be otherwise delegated by resolution of the Board.

(b) The Kentucky State Apiarist shall be active ex-officio (non-voting) member of the Board of Directors. The State Apiarist may discuss and provide recommendations on any appropriate matters.

(c) The offices of President-elect, President and Immediate Past-President shall be filled progressively. The current Vice-President becomes President-elect; the President-elect becomes President; and the President becomes Immediate Past-President. The Vice-President shall be elected annually. Officers shall be elected and installed at the Fall meeting to serve for one year. Should the office of President-elect or President become vacant, officers in the progression will move forward. The current President shall then appoint a member to fill the office of the Vice-President until the next election of officers.

4.02 President. The President shall attend and preside at all meetings of KSBA; enforce order and compliance to the Bylaws. He or she shall exercise general supervision over all KSBA officers and cause to be published such matters as will serve the interest of the KSBA. He or she may fill vacancies unless otherwise provided for by these Bylaws and perform from time to time such duties as the Board of Directors may direct. The office of President is a progressive office. He or she shall be the Immediate Past-President at the end of his term as President.

4.03 President-elect. The President-elect shall attend all meetings, and assist the President, and in the case of the President's absence or other emergency, assume the role of President until the expiration of such contingency. The office of President-elect is a progressive office. He or she shall be the President at the end of his term as President-elect.

4.04 Vice-President. The Vice-President shall attend all meetings, and assist the President and President-elect, and in the case of the President-elect's absence or other emergency assume that office until the expiration of such contingency. The office of Vice-President is the first of the progressive offices. He or she shall be the President-elect at the end of his term as Vice-President.

4.05 Recording Secretary. The Recording Secretary shall attend all meetings of KSBA, keep the minutes of meeting, publish calls for all meetings, coordinate with the Treasurer to maintain a list of KSBA membership, and furnish the chairman of each committee (before adjournment) a list of the members on the committee. He or she shall keep on file a copy of the Bylaws and in a book provided for the purpose, keep a permanent record of all amendments thereto. At the next meeting, the Recording Secretary shall present the amended official copy of the Bylaws. The Recording Secretary when unable to perform any or all duties shall immediately notify the President of the fact, who will then appoint a temporary Recording Secretary. The Recording Secretary at the end of his or her term shall deliver to his or her successor all books, papers and other property of KSBA which may be in his or her possession. He or she shall transact such other business as KSBA may direct.

4.06 Treasurer. The Treasurer shall attend all meetings of KSBA and present a financial statement at each regular meeting. The Treasurer or designee shall receive and maintain a record of all dues paid by members. The Treasurer shall maintain a checking account at a bank convenient for KSBA's exclusive use. The President shall maintain a signature card at the KSBA bank and is authorized to sign checks in an emergency or until the office of Treasurer is filled. The Treasurer shall pay all budgeted items. Expenses that will exceed the budgeted amounts must be authorized as directed in ARTICLE VI. The Treasurer when unable to perform any or all duties shall immediately notify the President of the fact, who will then appoint a temporary Treasurer. The Treasurer at the end of his or her term shall deliver to his or her successor all books and records including all bank statements, financial statements, legal documents, papers, passwords, and other property of KSBA which may be in his or her possession for the benefit of KSBA. The Assistant Treasurer shall assume such duties as the Board of Directors shall assign to the Assistant Treasurer.

4.07 Sergeant-at-Arms. The Sergeant-at-Arms shall attend all meetings and maintain order and decorum as directed by the presiding officer. A logbook shall be kept for the purpose of registering members and guests in attendance at each meeting. The Recording Secretary shall keep the attendance logbook with the other KSBA records.

4.08 Historian. The Historian shall take possession of and protect all past and future records of KSBA. All officers, committee chairmen or others developing or using records pertaining to KSBA, and not delivering to their successor, shall deliver same to the Historian at the conclusion of their term of office.

4.09 Other Officers. KSBA shall have such other officers as shall be established by the Board of Directors from time to time.

4.10 Removal and Resignation. An elected officer may be removed for infraction of the Bylaws. He or she can be removed from office by 2/3 of the voting members present at a special meeting called for that purpose under ARTICLE III. An elected officer may resign at any time by presenting a written resignation to the President and delivering all KSBA records or property to the President, or a person the President designates to receive such records and property.

4.11 Vacancies. In the case of vacancies in an elective office, not otherwise covered by the Bylaws, the President shall state to the Board of Directors that the office was made vacant and declare an election to be held at the next regular meeting of KSBA. An elective officer who is unavoidably hindered from attending Board of Director meetings may, prior to the meeting, request from the President permission to be absent. The office held by an elective officer who fails to attend two (2) Board of Director meetings without permission to be absent may be declared vacant.

ARTICLE V
COMMITTEES

5.01 Standing Committees.

(a) All committees shall be appointed by the Board of Directors. Standing Committees are defined as those that are appointed to provide a necessary service for KSBA and are expected to continue through the terms of several presidents. At the beginning of his or her term of office, the incoming president shall accept or reject each Standing Committee, reappoint the committee members or appoint replacements.

(b) Membership on the Standing Committees shall be open to any member of KSBA who meets the qualifications or falls into the classifications set forth below. A Nominating Committee shall be appointed at the Spring meeting by the President to present a slate of officers at the Fall meeting. Nominations for elective officers shall not be accepted from the floor at the Fall meeting.

5.02 Advisory Committees. In addition to the Standing Committees, the Board of Directors shall have the authority to establish and appoint members to serve on advisory committees which shall advise and assist the Executive Committee. Any such advisory committee shall have no authority to bind KSBA or act on its behalf except as expressly authorized by the Executive Committee.

ARTICLE VI
EXPENDITURE AUTHORITY; BUDGETS

The authority to expend funds of KSBA shall be as follows:

Budgets. The Treasurer of KSBA shall submit an annual budget for the operation of KSBA to the members. The budget shall be approved by the members. Expenses which exceed a budgeted expenditure shall be authorized by a majority of members.

ARTICLE VII
CHARTER AND REGULATIONS FOR LOCAL ASSOCIATIONS

7.01 Petition. In an area within the state of Kentucky, wherein five (5) or more beekeepers collectively petition, the KSBA shall recognize, upon proper filing of an application and payment of such members' dues, such beekeepers as a local association in affiliation with but not authorized or controlled by KSBA with regard to the management and activities of the local association.

7.02 The Local Association. The local association, to qualify for association, shall abide by the following requirements:

(a) The local association shall be solely responsible for its activities and

functions and for all financial management and reporting of any funds it receives or disburses.

(b) The local association shall submit to KSBA a written annual report of its activities, prior to the Fall meeting.

7.03 KSBA Services to Local Associations.

(a) Assistance in organizing at the initial meeting including election of officers.

(b) Present to the governing officers a one-hundred dollar (\$100.00) start-up fund for the new chartered local association.

(c) Preparation of minutes of meetings.

(d) Assistance with exhibits and demonstrations for the education of members of local associations.

(e) These services shall not include any financial management or reporting for any funds the local association receives (or disburses) from whatever source.

7.04 Board of Directors. Each local association shall nominate one of their elected officers to stand for election as one (1) of the two (2) members of the Board of Directors representing local associations.

ARTICLE VIII
AGENTS, EMPLOYEES,
CONSULTANTS, PROFESSIONAL SERVICES

KSBA may from time to time engage or employ persons or entities to assist KSBA in implementing its programs and purposes. Any such engagement or employment, and the terms thereof, must be authorized and approved by the Board of Directors.

ARTICLE IX
FISCAL YEAR

The fiscal year of KSBA shall end on December 31 in each year.

ARTICLE X
WAIVER OF NOTICE

Whenever any notice is required to be given to any Director, any member or any other person under the provisions of these Bylaws, a waiver thereof in writing or electronic form, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI
ELECTRONIC SIGNATURES/TRANSMISSIONS

11.01 Facsimile and Electronic Signatures. Facsimile and electronic signatures of any officer, director, or committee member may be used whenever and as authorized by the Board of Directors or a committee thereof. An “electronic signature” is any electronic symbol or process attached to or logically associated with a document sent by electronic transmission and executed or adopted by a person with the intent to sign such document. “Electronic signature” includes (i) a unique password or unique identification assigned to a person; (ii) a person’s typed name attached to or part of an electronic transmission sent by or from a source authorized by such person such as an e-mail address provided by such person as that person’s e-mail address; (iii) a person’s facsimile signature; and (iv) any other form of electronic signature approved by the Board of Directors.

11.02 Electronic Transmission. “Electronic transmission” or “electronically transmitted” means, for purposes of these Bylaws, any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice with respect to communications from directors or officers. Notices and written consents may be given by electronic transmission by directors and officers and as otherwise provided in these Bylaws. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

ARTICLE XII
KENTUCKY STATE FAIR HONEY SALES BOOTH

A chair shall be appointed by the Board of Directors, with complete authority to run the booth. Reasonable expenses of the sales booth shall be paid by KSBA. Only current KSBA members may sell honey they have produced at the sales booth. All members that work assigned days at the sales booth must be members in good standing of the KSBA. All honey sold must comply with U.S. Food and Drug Administration (FDA) rules including labeling. The Vice-President will arbitrate any disputes between KSBA members regarding the operation of the sales booth.

ARTICLE XIII
BEEKEEPER OF THE YEAR AWARD

Local associations shall submit a letter of recommendation to the Beekeeper of the Year Committee by at least September 1 of that year whereby the Committee has sufficient time to review letters and make its selection of Beekeeper of the Year. The Beekeeper of the Year Committee is composed of previous Beekeeper of the Year award recipients. The Beekeeper of the Year Committee shall select from the state membership a Beekeeper of the Year if there are no letters of recommendation presented to the Committee. The Beekeeper of the Year Committee will present the award at the Fall meeting.

ARTICLE XIV
CERTIFIED KENTUCKY HONEY PRODUCERS

14.01 The Program. A program, titled Certified Kentucky Honey Producers, shall be established and managed by KSBA. The Certified Kentucky Honey Producers Program shall be an official marketing program of KSBA. The goals of the program are to promote the sale of local honey that is produced by the beekeepers within Kentucky, to provide for truth-in-labeling, and to connect the local beekeepers with consumers who are looking to purchase local honey. The program will be managed in accordance with the Program document developed and approved by the Board of Directors.

14.02 Label. The Certified Honey Label/Logo will bear a registered trademark symbol by KSBA which provides it sole authority to determine the guidelines and procedures under which the labels may be used. All other federal and Commonwealth of Kentucky labeling guidelines for honey are applicable.

INSERT PICTURE OF LABEL

14.03 Changes and/or Modifications to the Program. Program documents shall include the guidelines, fees and dues and procedures for application, and they may be changed and/or modified by and with the KSBA Board of Directors' approval.

14.04 Management and Oversight of the Program. The KSBA Board of Directors shall provide management and oversight of the Program. The Board of Directors will also provide for all dispute resolution and/or address grievances related to the Program.

The President will have the authority to enter into contractual agreements for the contract position and handle any related management issues to include termination of such agreements within the terms of the agreements.

Program management will provide for the management of the website requirements to handle the incorporation of this program and the various aspects of the program, development of the social media promotional program; other promotional programs and assist with various other promotional efforts; to coordinate the receipt and processing of all applications; development of an extensive database; prepare required reports; and develop and coordinate a speaker's roster and schedule for the promotion of the program.

14.05 Reports. There will be the following required reports from the Program Manager/Director to the KSBA Board of Directors:

- (a) Monthly, quarterly and annual grant funds expenditures report.
- (b) Quarterly and annual KSBA and Certified Kentucky Honey Producers membership report.

(c) Quarterly and annual Promotional Program accomplishment report.

ARTICLE XV
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the members at any meeting of the members upon thirty (30) days written notice to the members.

WITNESS the signature of the duly authorized officer of KSBA upon approval of the members as noted on Page 1 of these Bylaws.

_____, Secretary

DRAFT