

# **BYLAWS**

## **American Beekeeping Federation, Inc.**

**As Amended in Orlando, Florida, Jan. 16, 2010**

### **Article I - Name**

The name of this organization, a non-profit organization, shall be American Beekeeping Federation, Inc.

### **Article II - Purpose**

The purpose of the American Beekeeping Federation, Inc. (ABF) shall be to engage in any lawful activity that will promote the common interests and the general welfare of the diverse segments of the United States beekeeping industry.

### **Article III - Membership**

**Section 1.** Any person, firm or corporation engaged in the beekeeping industry (or related activities) is eligible to become an active member of the ABF upon payment of the required dues.

The annual dues for each category of members of the ABF shall be determined by the membership at the Annual Business Meeting. The Board of Directors shall make its recommendations, as to such dues, to the membership prior to its vote thereon. A dues schedule, once established, shall remain in effect until changed.

**Section 2.** Each member shall be entitled to one vote at any annual or special meeting of the ABF. Proxy voting shall not be permitted.

**Section 3. Suspension and expulsion.** Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of these Bylaws or any lawful rule or practice duly adopted by the ABF, or any other conduct prejudicial to the interests of the ABF. Suspension or expulsion shall be by three-fourths (3/4ths) vote of the Board of Directors, taken at any meeting of the Board, provided that a statement of the charges shall have been mailed by certified or registered mail to the last recorded address of the member at least fifteen (15) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

### **Article IV - Officers**

**Section 1.** The Officers of the ABF shall be a President, a Vice-President, and a non-voting

Executive Director who shall be engaged by the Board of Directors.

**Section 2.** A seven-member Nominations Committee, with the immediate Past President as chairperson, shall be elected. The Board of Directors shall elect two (2) members from their number. The State Delegates Assembly shall elect four (4) members from their number in such a manner as to give geographic representation.

This Committee shall nominate candidates for President and Vice-President from among the members of the ABF who have paid their dues during the year previous and who have served on the Board of Directors. Any member may make nominations for these offices from the floor at the Annual Business Meeting.

**Section 3.** The Officers shall be elected annually at the Annual Meeting of the ABF. Each Officer shall take office immediately following election and shall serve for a term of one year and until their successor is duly elected and qualified. Directors elected by the State Delegates Assembly and the Shared Interest Groups shall take office at the close of the Annual Business Meeting.

**Section 4. Duties of Officers.**

**a. President** - The President shall be the Chief Executive Officer of the ABF and, when present, shall preside at all meetings of the membership, the State Delegates Assembly, the Board of Directors, and the Executive Committee. The President has the power to sign all agreements, contracts, drafts, and checks of the ABF. The President shall appoint such standing or special Committees as are deemed necessary to carry out the aims and policies of the ABF. The President shall confer with the respective Chairpersons in completing the membership of these Committees. The President shall appoint two (2) members of the Board of Directors to serve two-year terms. The President shall perform all the duties commonly incident to the office and such other duties as may be fixed and determined by the Board of Directors and not contrary to these Bylaws. In the event of a vacancy in the office of President, the Vice President shall assume the office of President.

**b. Vice-President** - In the absence of the President at any meeting, the Vice-President shall perform the duties of that office. The Vice-President shall chair the Legislative Committee and the Resolutions Committee. The Vice-President may also perform other duties as directed by the President. In the event of a vacancy in the office of Vice-President, the Board of Directors shall elect a new Vice-President.

**c. Executive Director** - The Executive Director shall keep accurate minutes of all meetings of the membership, Annual Delegates Assembly, Board of Directors, and Executive Committee and shall perform such other duties commonly incident to the office of secretary and as the Board of Directors shall designate. The President may appoint an Assistant Secretary to perform temporary secretarial duties and to aid the performance of secretarial duties by the Executive Director.

The Executive Director shall have the care and custody of the monies, funds, valuable papers, and documents of the ABF and shall have and exercise, under the supervision of the Board of Directors, all powers and duties commonly incident to the office of treasurer. The President may appoint an Assistant Treasurer to aid the performance of financial accounting by the Executive Director.

If required by the Board of Directors, the Executive Director shall give a bond in the amount and such form and with such sureties as shall be required by them. The Executive Director shall deposit all funds of the ABF in such bank or banks, trust company or companies, and other financial instruments as the Board of Directors shall designate. The Executive Director shall keep accurate financial accounting records of the ABF and, together with all ABF property, the records shall be subject at all times to the inspection and control of the Board of Directors.

The Board of Directors may designate a person or persons to assume some of the responsibilities of the office of Executive Director. A person so-designated shall be an Assistant Executive Director. An Assistant Executive Director shall be solely responsible to the Board of Directors for the duties assigned to them. The Executive Director is not responsible for the actions of an Assistant Executive Director.

**Section 5. Removal of Officers.** The Board of Directors of the ABF is hereby empowered to remove from office any Officer who fails to fully support these Bylaws, any Resolution adopted by the membership in attendance at any annual or special meeting, or any directive of the Board of Directors. This action shall be accomplished by majority vote of the Board of Directors, at any called meeting or by written poll, within thirty (30) days after cause for action has been determined by the Executive Committee.

#### **Article V – State Delegates Assembly**

**Section 1.** Any state having at least one (1) ABF member is entitled to one (1) Delegate to the Annual ABF Delegates Assembly. Any state from which the total ABF dues equals or exceeds five (5) times the current commercial dues level or from which the ABF members total fifteen (15) or more, is entitled to two (2) Delegates. Any state from which total ABF dues equals or exceeds thirty-five (35) times the current commercial dues level or from which the ABF members total seventy-five (75) or more is entitled to three Delegates.

**Section 2.** Delegates shall be qualified in writing by the State Beekeepers Association of the state represented. In the absence of official qualification, or when the designated Delegate is not present, an ABF member of that state may be seated as a Delegate from that state by a vote of two-thirds (2/3rds) of the Delegates assembled. Once seated, a Delegate shall serve until a successor is named. For a person to qualify as a Delegate, the ABF membership dues of such person must have been paid for the year preceding such qualification.

**Section 3.** The President, Vice President, immediate Past President, members of the Executive

Committee, and members of the Board of Directors shall be members ex officio of the State Delegates Assembly, with the right to vote.

**Section 4.** It shall be the duty of the Annual State Delegates Assembly to 1) receive from the ABF such information as may benefit the several state associations and to be the representatives of the ABF to such regional, state and local associations as they may be connected; 2) convey information and formal resolutions from the several states to the ABF; 3) elect four (4) members to the Board of Directors of the ABF; and 4) elect four (4) members of the Nominating Committee.

**Section 5. Election Procedures.** Quorum for the State Delegates Assembly shall be 40 ABF members. In the event there is not a quorum, the election may proceed, however, the lack of quorum shall be reported at the annual business meeting prior to certification.

Elections for the ABF Board of Directors by the State Delegates Assembly shall be certified by the membership at the annual business meeting.

The State Delegates Assembly shall elect four (4) members from among its number of State Delegates to serve two-year terms on the ABF Board of Directors. Each year the Assembly shall elect two (2) Directors as follows: Each Delegate present may nominate two candidates. On the first ballot, each Delegate present may vote for two of the nominees. The four (4) candidates receiving the highest number of votes shall be eligible for the second ballot. On the second ballot, each Delegate present may vote for two of the nominees. The two (2) candidates receiving the highest number of votes shall be considered elected. The candidate receiving the next highest number of votes shall be considered the Alternate for the following year for all the Directors elected from the State Delegates Assembly. The number of votes cast for any candidate must be kept secret.

#### **Article VI- Shared Interest Groups (SIGs)**

**Section 1.** The ABF shall establish and maintain Shared Interest Groups (SIGs) that will represent various segments of the diverse beekeeping industry in the United States. Each SIG will meet at the Annual ABF Convention to 1) discuss issues of importance to its respective participants; 2) offer resolutions to be considered at the ABF Annual Business Meeting; 3) conduct other business relevant to its area of special interest but not contravening these Bylaws or objectives and resolutions of the ABF; and 4) if entitled, elect two of its participants to the ABF Board of Directors.

**Section 2.** The ABF Board of Directors shall organize a SIG for any segment of the ABF membership that demonstrates sufficient interest. A SIG that meets on a regular basis and demonstrates significant attendance may be entitled by two-thirds (2/3rds) vote of the ABF Board of Directors to elect members to the ABF Board of Directors. This privilege may be revoked by a two-thirds (2/3rds) vote of the Directors if the SIG does not maintain sufficient participation.

**Section 3. Election Procedures.** SIG elections of ABF Board of Directors shall be certified by the membership of the ABF at the following Annual Business Meeting.

Quorum for SIG elections shall be 10 ABF members in good standing. In the event a quorum is not present, the election may proceed, however the lack of quorum must be reported at the Annual Business Meeting prior to certification of the election by the membership.

Each SIG may elect two (2) members from among its number to serve two-year terms on the ABF Board of Directors. Each year the SIG shall elect one (1) Director as follows: Each SIG participant present may nominate one (1) candidate. On the first ballot, each person may vote for one (1) nominee. The two (2) candidates receiving the highest number of votes shall be eligible for the second ballot. On the second ballot, each person may vote for one (1) nominee. The candidate receiving the highest number of votes shall be considered elected. The candidate receiving the next highest number of votes shall be considered the Alternate for the following year for all the Directors elected from that SIG.

**Section 4.** Any person present at the annual ABF Convention may participate in one (1) or more SIG during the convention; however, only ABF members may participate in SIG elections, and no ABF member may cast votes in more than one (1) SIG at the same convention.

#### **Article VII – Board of Directors**

**Section 1.** The Board of Directors shall be comprised of four (4) members elected from the State Delegates Assembly; two (2) members elected from each entitled Special Interest Group; and two (2) members appointed by the ABF President. No member may serve more than two (2) consecutive two-year terms on the Board of Directors in the same elected or appointed position. To be eligible for election or appointment as a Director, a person must be an ABF member.

**Section 2.** In the event of a vacancy on the Board of Directors, the Alternate selected in the most recent election will fill the remainder of the term. If the Alternate is unable, not qualified, or unwilling to serve, the Board of Directors will elect a replacement Director. If the vacancy is a Director appointed by the President, the President will appoint a replacement Director.

**Section 3.** The President, Vice-President, and immediate Past President shall be members ex officio of the Board of Directors, with the right to vote.

**Section 4.** The Board of Directors shall have supervision, control and direction of the affairs of the ABF, shall determine its policies or changes therein within the limits of these Bylaws and the wishes of the membership of the ABF at the Annual Business Meeting or at a Special Meeting. The Board shall actively pursue the ABF purposes, shall have discretion in the disbursement of ABF funds, and shall oversee a periodic audit of ABF funds and records. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may,

in the execution of the powers granted, appoint such agents and enter into contracts with individuals and organizations as it may consider necessary. The Board may authorize a person or persons to sign agreements, contracts, drafts, checks, and/or other documents of the ABF.

**Section 5.** In addition to regular meetings at the time and place of the Annual Business Meeting, the Board shall meet at such time and place specified by the President or by a majority of the Executive Committee or by demand of a majority of its members. The Board of Directors may conduct its business and vote by mail, telephone conference call, electronic mail, or any other means of communication it deems necessary or effective. Each member of the Board of Directors shall be provided notice of all meetings of the Board as early as practicable.

**Section 6. Quorum.** A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

#### **Article VIII - Executive Committee**

**Section 1.** Following each ABF Annual Business Meeting, the Board of Directors, by written ballot, shall elect from their body four (4) members to serve one-year terms with the President, Vice-President, and immediate Past President as the Executive Committee.

**Section 2. Election Procedures.** Written nominations may be made by each Director for four (4) candidates. The four (4) nominees receiving the highest number of votes shall be considered elected.

**Section 3.** In the event of a vacancy on the Executive Committee, an Alternate selected by the Board of Directors will fill the remainder of the term. If a vacancy occurs in the position of Past President, the Executive Committee will select by secret ballot a replacement from among Past Presidents who have remained active as ABF members.

**Section 4.** The Executive Committee shall have supervision, control and direction of all affairs of the ABF, shall determine its policies, or make changes therein within the limits of these Bylaws, the decisions of the Board of Directors, and the established positions of the membership of the ABF. The Executive Committee shall actively pursue the ABF purposes, shall have discretion in the disbursement of ABF funds, and shall oversee a periodic audit of ABF funds and records. When authorized by the Board of Directors, the Executive Committee may, in the execution of the powers granted, appoint such agents and enter into contracts with individuals or organizations as it may consider necessary, and may authorize a person or persons to sign agreements, contracts, drafts, checks, and/or other documents of the ABF.

No action by the Executive Committee shall be contrary to the positions of the membership as expressed at the annual or special meeting or to those of the Board of Directors.

**Section 5.** The Executive Committee shall meet as deemed necessary. The meetings shall be held at such time and place as specified by the President or by a majority of the Executive Committee.

A majority of the Executive Committee shall constitute a quorum. The Executive Committee may conduct its business and vote by mail, telephone conference call, electronic mail, or any other means of communication it deems necessary or effective. Each member of the Executive Committee shall be provided notice of all meetings of the Executive Committee as early as practicable.

### **Article IX – Committees**

**Section 1. Committee appointments.** The President shall appoint members to such committees as the Board of Directors or the Executive Committee determines are necessary to carry out the goals and policies of the ABF. The Chairperson will be appointed by the President except in the cases of the Legislative Committee and the Resolutions Committee, for which the Vice-President will serve as Chairperson. Committee members shall be appointed by the President after conferring with the respective Chairpersons. Chairpersons and committee members will serve for one (1) year unless they are re-appointed by the President, or in the case of special committees, members will serve for the time required to complete the assigned objectives but no longer than one (1) year unless re-appointed. Committee meetings shall be conducted in accordance with Article X, Section 5.

**Section 2. Expenses.** Executive Committee members, members of the Board of Directors, chairpersons and members of committees may, upon request, be reimbursed for such expenses as are covered by the reimbursement policy established by the Board of Directors.

### **Article X - Meetings**

**Section 1. Annual Business Meeting.** There shall be an Annual Business Meeting of the ABF, for election of Officers, for receiving the annual reports, and for the transaction of other business. Notice of such meeting, signed by the Executive Director (or other person designated by the Board of Directors), shall be mailed to the last recorded address of each member at least thirty (30) days before the time appointed for the meeting. Publication of the meeting date and place in the ABF Newsletter shall constitute adequate notice.

**Section 2. Special Meetings.** Special meetings of the ABF shall be called by the President with approval of the Executive Committee or the Board of Directors or upon the written request of twenty-five percent (25%) of the members of the ABF. Notice of any special meeting shall be mailed to each member at their last recorded address at least thirty (30) days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

**Section 3. Quorum.** A quorum for any meeting of the ABF membership shall be the lesser of 50 members or a number of members equal to one half of the Delegates seated at the previous State Delegates meeting shall constitute a quorum.

**Section 4. Order of Business.** The order of business at meetings shall be as follows. The order of business may be altered or suspended at any meeting by a majority vote of the members present.

1. Call to order.
2. Reading of Rules of Order.
3. Reading of Minutes of previous meeting.
4. Presentation of Financial Report.
5. Receiving communications.
6. Reports of Officers
7. Reports from Shared Interest Groups.
8. Reports of Special Committees.
9. Reports of Standing Committees.
10. Unfinished Business.
11. New Business.
12. Certification of elections from State Delegates Assembly and Shared Interest Groups.
13. Election of President and Vice President.
14. Adjournment.

**Section 5. Parliamentary Authority.** The usual parliamentary rules as laid down in “Robert’s Rules of Order” shall govern all deliberations, when not in conflict with these Bylaws.

**Section 6. Rules of Order.** The following Rules of Order govern the conduct of the Annual Business Meeting of the ABF:

1. Members and non-members shall be separated.
2. No dues will be accepted during the Annual Business Meeting .
3. Each member shall be allowed three (3) minutes for discussion and no one shall be allowed to speak twice until everyone has had the opportunity to speak.
4. In the case of a contested election, two 3-minute nomination speeches and two 3-minute seconding speeches will be allowed for each candidate.
5. In the event one or more of the elections to the Board of Directors by the State Delegates Assembly or the SIGs is not certified, the vacancy may be filled by nominations and elections from the floor of the Annual Business Meeting. The certification shall be withheld only if 1) the elected Director is not an ABF member in good standing or 2) the elected director is deemed not representative of the SIG because there was not a quorum for that SIG election.

#### **Article XI – Fiscal Year**

The fiscal year and the membership year of the ABF shall commence on the 1st day of July and shall end on the 30th day of June.

#### **Article XII – Foundation for the Preservation of Honey Bees, Inc.**

**Section 1. Purpose.** The ABF shall establish and maintain the Foundation for the Preservation of Honey Bees, Inc., a non-profit corporation, for the expressed purpose of the preservation of the practice and the profession of beekeeping through education and research.

**Section 2. Relationship to ABF.** The Foundation for the Preservation of Honey Bees, Inc. shall be administered by a Board of Trustees whose members are selected by the Foundation Board of



Trustees, and confirmed by the ABF Board of Directors. Also, the ABF Board of Directors must confirm any changes to the Foundation's bylaws.

### **Article XIII – Provision for Change of Bylaws**

These Bylaws may be amended, repealed or altered, in whole or in part, by two-thirds of the votes cast at the Annual Business Meeting; Provided, that proposed amendments are published or posted at least 48 hours prior to the meeting during which they are to be considered; and Provided, that the publication requirement shall not preclude further changes to the proposed amendments as they are being considered

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#### **MAJOR REVISIONS TO BYLAWS**

- January 22, 1976- Philadelphia
- January 21, 1987- New Orleans
- January 18, 1990- Las Vegas
- January 21, 1995-Austin
- January 18, 1997 - Norfolk
- January 15, 2000 - Fort Worth - *Combined Constitution and Bylaws; changed Directors to Delegates; formalized SIGs; and established structure of new Board of Directors.*
- January 16, 2003 - *Clarified election of Directors from Delegates Assembly; added requirement for annual audit; clarified length of Directors' service.*
- January 17, 2009 – *Simplified procedures for election of Directors; clarified role of Executive Committee.*
- January 16, 2010 – *Established quorums for State Delegates Assembly and SIGs; Annual Business Meeting to certify election of Directors by Delegates and SIGs.*