

BY-LAWS of  
LOUISIANA BEEKEEPERS ASSOCIATION, INC.

ORGANIZATIONAL STATEMENT

The Louisiana Beekeepers Association has been formed and organized exclusively for educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Louisiana Beekeepers Association shall work to educate the public on the importance of the honeybee as an environmental and agricultural resource. The Louisiana Beekeepers Association shall work with the scientific community to further research on the health of and sustainability of the honeybee as a pollinator and producer of honey and other products of the hive.

LBA MISSION STATEMENT

The Louisiana beekeepers Association is committed to the preservation and sustainability of the honey bee as a pollinator and producer of agricultural, industrial, medicinal and consumer friendly products, through education and scientific research.

ARTICLE 1  
OFFICERS

SECTION 1 The officers of this corporation shall be a President, Vice President, Recording Secretary and Treasurer. The persons serving as officers shall become members of the Board of Directors following their election as officers. Two officers may be contained in one person.

The Louisiana Beekeepers Association has been formed and organized exclusively for educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or any future federal tax code.

The duties of the several officers shall be as follows:

President: The President shall be the chief executive officer of the corporation; shall preside at all meetings of the members and directors; shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute bonds, mortgages and other contracts; and shall have the authority to sign all checks, as provided for herein, drafts and notes on behalf of the corporation. The President shall have general powers and duties of supervision and management usually vested in the office of president of a corporation.

The President shall have the sole authority in the hiring and firing of employees, in the granting or accepting of leases, in the buying of all equipment and fixtures of the corporation and generally in all matters having to do with the day-to-day operation of the business as set forth in the Articles of Incorporation, reserving to the other officers and to the Board of Directors those powers delegated to them by law and those reserved to them herein.

Vice President: The Vice President shall assist the President in the performance of the President's duties and shall have whatever authority the Board of Directors may from time to time delegate to the Vice President. The Vice President shall have the authority to sign checks as provided for herein.

Recording Secretary: The Recording Secretary shall give notice of all meetings of the corporation and of the Board of Directors. The Recording Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book kept for that purpose. The Recording Secretary shall keep in safe custody any seals of the corporation and, when authorized by the board, affix the same to any instrument requiring it, and when so affixed it shall be attested by the Secretary's signature. The Recording Secretary will work with the Corresponding Secretary and the Annual Convention Committee to provide assistance where needed in putting on the annual convention. The Recording Secretary shall perform such other duties as may be prescribed by the Board under whose supervision the Recording Secretary shall be. The Recording Secretary shall have the authority to

sign checks as provided for herein. The Recording Secretary shall be a member of the Executive Committee

Corresponding Secretary: The Corresponding Secretary will handle all necessary press releases including but not limited to thank-you notes for vendors and speakers at the LBA annual convention. The Corresponding Secretary will work with the Recording Secretary and the Annual Convention Committee to provide assistance where needed in putting on the annual convention. The Corresponding Secretary shall perform such other duties as may be prescribed by the Board under whose supervision the Secretary shall be. The Corresponding Secretary may be a member of the Board but shall not be a member of the Executive Committee.

Treasurer: The Treasurer shall have charge of all funds of the corporation and of their disbursement under the direction of the Board of Directors. The Treasurer shall keep a record of all monies received and paid out and make a report of the same to the Board of Directors at each regular meeting thereof and whenever requested to do so. The Treasurer shall have authority to sign checks as provided for herein.

SECTION 2 The Board of Directors shall fix the compensation of all members.

SECTION 3 The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

SECTION 4 The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed at any time with or without cause by the affirmative vote or approval in writing of a majority of the entire Board of Directors. If the office of any officer or board member becomes vacant for any reason, the vacancy shall be filled by the affirmative vote or approval in writing of a majority of the Board of Directors.

SECTION 5 In the case of the absence of any officer of the corporation other than the President or for any other reason the Board may deem sufficient as to any officer other than the President, the Board may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer or to any director, provided a majority of the entire Board concurs therein.

ARTICLE II  
BOARD OF DIRECTORS

SECTION 1 The Board of Directors shall be composed of not less than eight (8), nor more than sixteen (16) Directors, elected by the members of the corporation by an affirmative vote of a majority of those present at the annual business meeting of the members or any meeting called for that purpose.

SECTION 2 The Board of Directors shall be charged with the management of all of the affairs of the corporation, subject to and to the extent permitted by the provisions of its Articles of Incorporation, bylaws and the Louisiana Nonprofit Corporation Law.

SECTION 3 For the purpose of transacting the business of this corporation during the intervals between the meetings of the Board of Directors, the President, Vice President, Recording Secretary and Treasurer shall constitute the Executive Committee with full authority to act.

SECTION 4 Regular meetings of the Board of Directors shall be held at such time and place, as the Directors shall determine. A special meetings of the Board may be called by the President on ten (10) days' notice to each Director, either personally or by mail or by telegram; special meetings shall be called by the President or Secretary in like manner pursuant to receiving a written request for such from at least twenty-five (25%) per cent of the Directors. Immediately following the adjournment of the annual meeting of the members of the corporation, the out-going and newly elected Directors and officers shall hold a meeting for the purpose of transition, organization and the transaction of any other business.

SECTION 5 Majority of the Directors shall constitute a quorum of the Board.

SECTION 6 The Directors shall serve until their successors are elected and dully qualified at each annual meeting of the members, provided, however, that a Director may be re-elected for as many terms as the membership may choose to re-elect the Director.

SECTION 7 The Corporation shall indemnify and hold harmless each director and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which the Director may be or become subject by reason of the Director now or hereafter being or having hereto-been a director or officer of the corporation and/or by reason of the Director's alleged acts or omissions as such director or officer, whether or not he continues to be such director or officer at the time when any such claim or liability is asserted and shall reimburse each such director and officer for all legal and other expenses reasonably incurred by the Director in connection with defending any and all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of Directors, whether or not the Director continues to be such director or officer at the time such expenses are incurred; provided, however, that no director or officer shall be indemnified against any claim or liability arising out of the Director's own negligence or willful misconduct or shall be indemnified against or reimbursed for any expenses incurred in defending any or all such claims or liability or in settling the same unless in the judgment of the directors or the members of the corporation the director or officer against whom such claim or liability is asserted has not been guilty of negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

### ARTICLE III MEMBERSHIP MEETINGS

SECTION 1 All meetings of the members of the corporation shall be held at the registered office of the corporation or at such other place as may be specified in the notice of the meeting.

SECTION 2 There shall be a meeting of the members of the corporation at least once a year, being the first weekend in December, as stated in the Articles of Incorporation.

SECTION 3 Meetings of the members of the corporation may be called at any time by the President or on the request in writing to the President of a majority of the Board

of Directors, and shall be called by the President or Secretary at the request in writing of twenty-five (25%) per cent of the registered members.

SECTION 4 The members attending any meeting of the membership of the corporation shall constitute a quorum, regardless of the percentage of the total membership represented thereby, with full authority to transact business on behalf of the corporation or to authorize the transaction of such business, provided, however, that with the exception of the annual meeting of the members, business transacted at all meetings shall be confined to the objects stated in the call.

#### ARTICLE IV MEMBERSHIP

SECTION 1 Any person may become a member of the corporation by evidencing the desire to become a member and by payment of dues as set by the members at the last membership meeting at which the amount of yearly dues is taken up as an item of business.

SECTION 2 An associate membership is offered to anyone desiring to be affiliated with the organization and such associate membership has no voting power. Examples of this type membership include charter members, vendors, clubs, etc. who support the state associations activities.

SECTION 3 A voting membership is defined as follows:

1. Small Scale – A beekeeper owning from 1 to 25 colonies.
2. Sideliner – A beekeeper owning from 26 to 250 colonies.
3. Commercial – A beekeeper owning 251 colonies or more.

SECTION 4 A local association charter membership is hereby defined as a local area beekeeping club or association in Louisiana who becomes associated with the Louisiana Beekeepers Association, Inc., by purchasing a yearly membership for an annual fee as set by the members at the last membership meeting at which the amount of yearly dues is taken up as an item of business.

SECTION 5 The Treasurer of the corporation shall keep an accurate and current record or role of the active membership of the corporation.

ARTICLE V  
CHECKS

All checks, drafts or notes of the corporation shall be signed by any two (2) officers of the corporation or by other persons as the Board of Directors may from time to time delegate.

ARTICLE VI  
AMEMDMENTS

These by-laws may be altered or amended or repealed by the affirmative vote of a majority of the members present at any meeting of the members of the corporation called for that purpose, or by the affirmative vote of a majority of the Board of Directors at any meeting of the Board called for that purpose, or by the written consent of a majority of either the members or of the Board.

ARTICLE VII  
ELECTION OF OFFICERS AND DIRECTORS

SECTION I. Prior to the annual meeting of the membership, the President shall appoint a nominating committee, who shall, at the annual meeting, nominate one qualified member, whom it has determined to be willing and able to serve, for each office and seat on the Board. Additional nominations from the floor may be made, if accepted by the nominee and duly seconded. All nominees must be a member in good standing of the corporation. Election of officers and Directors by the membership shall immediately follow closure of nominations. The term of office for Directors and Officers shall be one year, beginning January 1st. after the annual meeting.

SECTION II. If an elected member is unable to fulfill their term as an officer or Director; the vacancy shall be filled by the affirmative vote of a majority of the Board of Directors.

## ARTICLE VIII DISSOLUTION OF THE CORPORATION

SECTION I. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

SECTION II. Upon dissolution of the corporation, the then current Board of Directors shall decide which government entity or public purpose shall receive the assets of the corporation. The decision of the Board of Directors shall also be agreed upon by a majority vote of the attending membership of the corporation at a meeting called specifically to decide the distribution of the assets of the corporation.

SECTION III. The current Board of Directors will determine the time and place of the meeting called for dissolution of the corporation and distribution of assets. The members of the corporation shall receive notification of said called meeting at least thirty days prior to the meeting. The notification shall be in the form of mailed written notification, notification in the associations newsletter and/or electronically (email, electronic newsletter, etc.).



CERTIFICATION

I certify that the foregoing bylaws were unanimously adopted by the Board of Directors of the corporation at a special meeting held by it on the \_\_\_\_\_ 2015.

Tam Corbett, Recording Secretary

---

Joe Sanroma, President

---