



BYLAWS OF THE WESTERN APICULTURAL SOCIETY OF NORTH AMERICA, INC. Adopted May 2019

ARTICLE I - NAME

Section 1. The name of this organization shall be the WESTERN APICULTURAL SOCIETY OF NORTH AMERICA, INC. This organization shall be incorporated under the not for profit section of the corporate laws of Idaho.

Section 2. This organization shall be known as the WESTERN APICULTURAL SOCIETY or WAS for operational purposes.

Section 3. The WESTERN APICULTURAL SOCIETY shall include the following states, provinces, and territories (“Regions”): Alaska, Alberta, Arizona, British Columbia, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Saskatchewan, Utah, Washington, Wyoming, the Yukon, and any other Regions approved by the Board of Directors.

ARTICLE II - PURPOSE

Section 1. The purpose of the Society shall be to promote the art and science of beekeeping, to educate beekeepers and the general public relating to the field of Apiculture, to provide for and promote scientific research in the field of Apiculture, to disseminate such research to the members, and to provide a greater appreciation for beekeeping as a hobby and as an important industry.

Section 2. The Society shall hold an annual conference to educate its members in the latest technical and scientific methods in the field of Apiculture.

Section 3. The Society may also hold workshops and short courses for beekeepers and the general public relating to the raising and management of honey bees and related subjects, and publish materials on any subjects related to any of the items above, and other specific purposes as stated in the Articles of Incorporation.

Section 4. The Corporation is formed to operate exclusively for educational and scientific purposes.

Section 5. No substantial part of the activities of the Society shall consist of carrying on of propaganda, or attempt to influence legislation, nor shall this Corporation participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for political office.

Section 6. The annual business meeting is the annual meeting of the Corporation held during the annual conference with those members in attendance.

ARTICLE III - MEMBERSHIP

Section 1. Payment of dues, according to the following classes of membership, is necessary for membership and voting privileges. The dues structure is determined annually by the Board of Directors and published in the *WAS Journal* and on the WAS website.

Section 2. The membership of this Society shall be divided into the following classes:

- A. Individual – Any person who wishes to join the Society. Voting privileges are included.
- B. Student – Any full-time student. Voting privileges are excluded.
- C. Senior – Any person the age of sixty-five (65) years or older. Voting privileges are included.
- D. Business – Any business entity associated with beekeeping for profit that contributes a specified amount or more to further the educational programs of the Society. Such membership shall have voting privileges, limited to one person who represents the business.
- E. Benefactor & Patron – Any individual who contributes a specified amount or more to the Society. The Board shall determine the distinction between “Benefactor” and “Patron” from time to time, as a part of the annual dues structure. Voting privileges are included.
- F. Association – Any association, includes clubs and organizations of beekeepers in the United States and Canada, primarily in the western area.

Section 3. Membership in the Society shall not be a requirement for attendance at the annual conferences. Beekeepers, their families, and friends, as well as members of non-member beekeeping clubs and the public, shall be welcome at any annual conference. Everyone who attends shall pay registration and other conference fees, in support of expenses in organizing and conducting the annual conference. Attendees who are not paid members of the Society shall not have voting privileges.

Section 4. Membership shall terminate upon death, dissolution, or voluntary withdrawal, or as otherwise provided in these bylaws. The rights, title, and interest of the member shall cease upon termination of membership.

Section 5. Any membership may be terminated for non-payment of dues, as provided for in ARTICLE IV, Section 2.

Section 6. Any membership may be terminated for violation of these bylaws. Such termination shall be by a two-thirds ($\frac{2}{3}$) majority vote of the Directors, provided that a statement of the charges shall have been mailed by registered letter to the last recorded address of the member at least thirty (30) days before the final action is to be taken thereon. The statement of charges shall contain notification of the time and place of the meeting of the Board of Directors at which the charges shall be considered. The member shall have the right to appear and present any defense to such charges before action is taken thereon. Neither the member nor any Board member is required to appear physically at a specified location. Attendance may be via electronic communications as described in ARTICLE V, Section 3. Any member who has been suspended or expelled may be reinstated to membership by a two-thirds ($\frac{2}{3}$) majority vote of the Directors at an annual Board meeting held in conjunction with the annual business meeting.

ARTICLE IV - DUES

Section 1. All dues and membership fees shall be reviewed and set annually by the Board of Directors for the classes of membership, as heretofore stated in ARTICLE III. Current membership fees will be designated on the membership application form and published on the Society website and in the *WAS Journal*.

Section 2. Annual dues shall be payable in advance of the annual conference and must be received by the Secretary or Treasurer no later than May 31 to maintain the membership. New members paying dues with conference registration will be considered paid in full through the end of the subsequent fiscal year.

Section 3. Reinstatement of memberships terminated for failure to pay dues is automatic upon receipt of dues. Payments after May 31st apply only to the end of the current fiscal year. Board Members who fail to pay dues on time will lose their official appointments. Officers' dues are waived as per ARTICLE VI, Section 3.

Section 4. The fiscal year and membership year shall be the calendar year from January 1 to December 31 of each year.

ARTICLE V - CONDUCT OF BUSINESS

Section 1. The Board shall conduct the business affairs of the Society Directors. Members of the Board shall be named by provisions of ARTICLE VII and shall represent members of the Society insofar as possible.

Section 2. The business affairs of the Society between meetings of the Board of Directors shall be conducted by the Executive Committee consisting of the President, Vice President, Secretary, Treasurer, Past President, and a Member-at-Large who is elected by the Board of Directors at the preceding annual business meeting. The Editor and Conference Chairperson(s) will serve as ex-officio members of the Executive Committee with no voting privileges.

Section 3. Business meetings conducted by the Society will adhere to Robert's Rules of Order. Meetings may be requested by any member of the committee and may be conducted by conference call, video-conferencing, email, or any other commonly used form of electronic communication. The Board of Directors will be informed of the business conducted,, and decisions reached. Minutes of the business conducted and decisions reached will be kept and distributed to the Directors within seven days of the meeting.

Section 4. It is the responsibility of the Executive Committee to adhere to the budgets approved by the Board of Directors. In addition to meeting with the Board of Directors before the annual business meeting, the Executive Committee shall meet with the Board of Directors, at least quarterly, via conference call or video-conferencing.

ARTICLE VI - OFFICERS

Section 1. The Officers of the Society shall be the Executive Committee, consisting of the President, Vice President, Past President, Secretary, Treasurer, and an Executive Member-at-Large elected by the Board of Directors. "Officers" and "Executive Committee" are to be understood as synonymous. Members on the Executive Committee shall retain any designated positions as Regional Directors while serving as Officers.

Section 2. The Member-at-Large represents the interests of the general membership and answers to the Board of Directors.

Section 3. Voting members of the Executive Committee are entitled to a complimentary full membership for the duration of their term.

Section 4. The President shall have general supervision of the affairs of the Society and shall preside at all business meetings of the Society, Board of Directors meetings, and meetings of the Executive Committee at which he or she will vote only in cases of a tie vote. The President shall appoint all committees, excluding the Executive Committee, and shall be an ex-officio member of those committees.

Section 5. The Vice President, in the absence or disability of the President, shall perform the functions of the office of President. He or she will be the liaison on the Conference Program Committee.

Section 6. The Conference Chairperson(s) represents the region expected to host the annual meeting and conference in the succeeding years. (Refer to WAS job description documents.)

Section 7. The Secretary shall attend and maintain a complete and correct record, including membership, the text of motions, any amendments, the names of the movers and seconds, and the result of a requested vote or ballot that is taken of all meetings of the Society, including the Executive Committee meetings, Board of Directors meetings, and annual business meeting. Within 15 days after each meeting, this officer shall send copies of the minutes of meetings to the Officers and members of the Board of Directors. The Secretary shall have the authority to certify any records, or copies of records, as the official records of the Society.

Section 8. The Treasurer shall be the Clerk of the Corporation and shall be a Certified Public Accountant (CPA). Accession to the office of Treasurer requires the elected person to be vetted by the Board. The Treasurer shall approve and pay all bills for the Society, maintain accurate records of the Society's finances, be responsible for conducting the financial affairs of the organization as directed by the Board of Directors, and make reports of the Society finances as required, but no less often than at each meeting of the Board of Directors and at the annual business meeting. The Treasurer shall be notified of and participate in meetings of the Executive Committee, Board of Directors meetings, and annual business meeting, especially any meeting involving financial discussions and decisions.

Section 9. In case of the extended absence or incapacity of the Treasurer, the Board of Directors shall appoint a temporary Treasurer.

Section 10. The term of office shall be two years for the President and Vice President. Ideally, the President would serve a six-year rotation as Vice President, President, and Past President. The President may be elected to an additional one-year term for a total of three years in office. The Vice President and Past President would follow same.

Section 11. Official job descriptions can be found in the WAS job description documents.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. There shall be a Board of Directors consisting of the Officers and Regional Directors representing Regions in ARTICLE I, Section 3.

Section 2. The primary duty of the Board of Directors is to ensure adequate financial resources for the organization to fulfill its purpose, to protect assets, and to provide proper financial oversight by assisting in developing the annual budget and ensuring that proper financial controls are in place.

The Board provides planning and direction to develop, implement, and monitor the Society's objectives. Ultimately, the Board is responsible for adherence to legal standards and ethical norms.

Section 3. Each Region in the Society shall have the privilege of electing one Regional Director from the membership-at-large of the respective Region for a term of three years. One-third of the Directors shall be elected each year. A Director may serve two consecutive terms or until another Director from that Region is elected.

Section 4. In the case of Director vacancies, the President may appoint a successor from the same Region to fill the unexpired term. Vacancies owing to lack of nominations shall be declared "vacant by right" and shall be filled either at the next annual business meeting or following a vote of confirmation by the Executive Committee during a regular Executive Committee meeting.

Section 5. The Board of Directors shall hold at least one meeting each year at the location of the annual business meeting and before the annual business meeting. Also, the Board shall convene at least quarterly with the Executive Committee, using electronic communication.

Section 6. The Board of Directors may appropriate a sum toward the lodging and meal expenses of the President, Secretary, Treasurer and Editor when travel is necessary for Society business, such as the annual business meeting, and conference fees shall be waived.

Section 7. The Board of Directors shall appoint an Editor-Historian or Editor and Historian, to collect and preserve clippings, records, photographs, etc. pertaining to the social, educational, and business activities of the Society. The Editor-Historian or Editor shall issue publications informing the membership of the activities of the Society. Prior to publication, all Society publications intended for distribution to members may be reviewed by the President and any other reviewers the Board of Directors may designate.

Section 8. The Board may provide remuneration for the Treasurer and shall provide remuneration for the Editor. The Secretary and Treasurer shall be provided a stipend of \$300/

year to cover miscellaneous office supplies and postage. No other Officer or Director shall receive compensation, either directly or indirectly.

Section 9. The Board of Directors shall require that the Treasurer be bonded or carry professional liability insurance. The Board shall also ensure that the Society is insured against loss and that all required bonding and insurances, including liability insurance for the annual conference, are in place, paid, and current.

Section 10. The Board of Directors is responsible for keeping the Articles of Incorporation current and in compliance with the general non-profit corporate law of the state of Idaho. Officially named the Western Apicultural Society of North America, Inc., WAS does not contemplate pecuniary gain or profit to members thereof and is organized for non-profit purposes only. The Corporation is irrevocably dedicated to education and scientific purposes.

Section 11. The Board of Directors shall approve potential sites for each annual conference before any vote of the membership as from now on provided. The Board shall also appoint one or more Board members to vet the choice paying attention to affordable (cost-recoverable – ARTICLE 12, Section 3) cost, availability, adequate space for program sessions and exhibitors, ADA¹ compliance, parking, etc. Should the original location prove impractical, another venue nearby will be chosen.

ARTICLE VIII - DELEGATES

Section 1. Each member association, as provided under ARTICLE III, Sections 1 and 2, shall be entitled to send one official Delegate to each annual conference. Each Delegate, as the representative of their association, shall have voting privileges at the annual business meeting.

ARTICLE IX - QUORUM

Section 1. A quorum of the Board of Directors shall be a majority of the Directors, as defined in ARTICLE VII, Section 3, and two (2) Officers, as defined in ARTICLE VI, Section 1. A quorum of Board members includes those attending a meeting in person or by electronic communications.

Section 2. A quorum of the annual business meeting of the Society shall be 20% of the voting members attending the annual conference.

¹ ADA – American Disabilities Act. The site should be accessible to people with various disabilities – buildings should have elevators, rest rooms should accommodate people in wheelchairs, etc.

Section 3. A Director may appoint a proxy from the members in their Region to represent the Regional Director and shall inform the Board of Directors of the designated proxy in writing.

Section 4. The Executive Committee may act on general business as described in ARTICLE V, **Section 2**, between annual business meetings. For business requiring input or approval of the Board of Directors, the Executive Committee shall provide to each of the Board of Directors a short, written description of each issue, with pros and cons. This information shall be provided to the Board of Directors via mail, preferably email, at least ten days before the scheduled meeting with the Board. For urgent business, the briefing materials shall arrive at least 24 hours before the Board meeting. Decisions of the Board of Directors, following Robert's Rules of Order, shall be by vote.

ARTICLE X - COMMITTEES

Section 1. Executive Committee: The duties of the Executive Committee are to oversee the conduct of the routine business of the Society, to develop a budget for approval by the Board of Directors, and to ensure that the Society's annual business meeting, as required by the Idaho Articles of Incorporation, is held at the date and location chosen for the coming year.

Section 2. Financial Review Committee: There shall be a Financial Review Committee of three individuals, appointed by the President, whose duty shall be to review the financial records of the Society and report to the Board of Directors at the Board meeting at the annual conference. Financial review standards shall be based on known and readily available Standards, such as those of the American Institute of Certified Public Accountants (AICPA). The Board of Directors in consultation with the Financial Review Committee shall determine applicable standards.

Section 3. Sites Committee: There shall be a rotating Sites Committee of two individuals, appointed by the Board of Directors, whose duty shall be to obtain a satisfactory annual conference location for at least one year in advance. This committee shall report at the regular Directors meeting held during the annual conference and at the annual business meeting. Committee members will consider the criteria listed in ARTICLE VII, Section 11.

Section 4. Nominating Committee: There shall be a Nominating Committee of three individuals, appointed by the President, whose duty shall be to obtain nominations for Officers/Executive Committee and Directors of the Society. Nominees for Conference Chairperson normally shall be members of the Region in which the conference will be held two years subsequently. The Nominating Committee shall complete the slate of officers by nominating, from the membership-at-large, a Secretary and a Treasurer, who may serve consecutive terms in office. Election of a Treasurer, nominated from the floor, is not acceptable (See ARTICLE VI, Section 9).

Section 5. Resolutions & Bylaws Committee: There shall be a Resolutions & Bylaws Committee consisting of at least three individuals, appointed by the President, responsible for collating any resolutions received from the membership and preparing them for presentation during the Society's annual business meeting. Similarly, the Committee shall have oversight of the bylaws to expedite amendments, which may be proposed by members or the Committee.

Section 6. Awards Committee: There shall be an Awards Committee consisting of the Executive Committee and chaired by the Vice President or Conference Chairperson, who shall select recipients of the various awards that the Society may wish to bestow upon deserving persons. Nominations for awards must be submitted to the Awards Committee no later than three months before the scheduled annual business meeting at the annual conference. The Awards Committee shall notify the award recipients at least two months before the annual conference. The award recipients are expected to attend the annual banquet, at which the Awards Committee shall present the award.

Section 7. Nominations for Directors, one to represent each Region listed in ARTICLE I, Section 3, shall be submitted to the Nominating Committee by the members of the respective Regions. Only one Director may represent any one Region and may serve consecutive terms.

Section 8. The President shall appoint such other ad hoc committees as are necessary for the efficient conduct of the Society's activities.

Section 9. An incoming President shall discuss committee appointments at the first meeting of the new Board of Directors, normally held during or immediately after the annual conference. All Committee Chairs are to be filled within two months following the annual conference.

ARTICLE XI - SEAL

Section 1. The Society's seal (logo) shall appear on the Society's publications.

ARTICLE XII - FINANCES

Section 1. Budget Development, Review, and Approval - In collaboration with the WAS Treasurer, the Board of Directors shall prepare a General and Administrative budget for each coming year. Also, the Vice President and the Conference Chairperson, working with the Treasurer, shall prepare and submit a proposed conference budget for the Board's initial review. This preliminary budget should be presented at the last Board meeting of the fiscal year. It is the responsibility of the Conference Chairperson to plan an economical annual business meeting and

conference, to submit a written budget proposal to the Board of Directors for approval, and to adhere to the Board of Directors' approved budget.

Section 2. In preparing the budget for the forthcoming year, the Board of Directors shall review the financial needs of the organization, taking into consideration the priorities of the Society's purpose, general plans and Society business, and the initial annual business meeting and conference budget proposal submitted by the Executive Committee. To avoid disruption of Society business and activities, the Board of Directors shall convene within 60 days of the close of the annual conference to set the budget for the coming year.

Section 3. All activities and events sponsored by the Society must be planned as cost-recoverable. The Board of Directors shall approve activities that do not comply with this guideline.

Section 4. Budget revisions must be reviewed by the Executive Committee and then forwarded to the Board of Directors, who are responsible for approving or denying the changes.

Section 5. General Reimbursement & Billing Policies - The Society will reimburse only expenses that have been previously approved by the Board of Directors through its annual budget process. Officers and members cannot incur any unapproved program expense, other than petty cash (limited to \$30) without the prior approval of the appropriate person, usually the Treasurer.

Section 6. Reimbursable Expenses: Expenses incurred on approved Society business, including participation as an Executive Committee member or another committee member may be reimbursed upon receipt of the approved voucher. Prior approval of expenses by the Treasurer may provide a quicker turnaround.

Section 7. All vouchers, invoices, and bills must be submitted at the earliest opportunity, but not later than 30 days out from the due date.

Section 8. Officers and members of WAS must ensure that purchases and expenditures are consistent with the budget approved by the Board of Directors and follow appropriate guidelines as set by the Board and by the Treasurer. Failure to follow budget and expense guidelines, repeated issues, or grave compliance issues may result in termination of position and payment to WAS for inappropriate or unauthorized expenditures.

Section 9. No Officer, member of the Board of Directors, committee member, or any other WAS member on behalf of the Society, shall incur any indebtedness, except as authorized in ARTICLE VII, Section 2 and ARTICLE XII, Sections 1-4.

Section 10. The Society's dues and monies in excess of immediate operating expenses shall be placed into an account to accumulate interest.

Section 11. If WAS ceases to exist at some future time, these funds shall be distributed according to the provisions of Articles of Incorporation, with the objective and intent of benefiting the art and science of beekeeping.

Section 12. WAS will, from time to time, carry a financial surplus that shall be designated as "Emergency Funds." The expenditure of these funds, in whole or in part, shall only be authorized following a formal vote by the Executive Committee and a majority of two-thirds ($\frac{2}{3}$) or more in favor.

ARTICLE XIII - ANNUAL CONFERENCE

Section 1. The designated Conference Chairperson for the Annual Conference shall be a resident honey bee specialist, usually associated with a host university and/or a federal, state, or county organization. He or she should have professional training in the science of beekeeping, good rapport with beekeepers, and adequate resources to facilitate communication and organization of the conference. The Conference Program should reflect the Society's purpose to promote the art and science of beekeeping stated in ARTICLE II, Section 1. The art of beekeeping refers to creativity and skilled craft, whereas science reflects the state of knowledge. In all cases, the Conference Program shall promote known best practices and eschew unsubstantiated claims, fads, and self-proclaimed experts.

Section 2. Since possible, the majority of speakers at the annual conference shall be scientists and professionally trained persons, usually associated with the county, state, or federal organizations concerned with research, teaching, regulatory, and extension functions in the general area of beekeeping.

Section 3. The designated Conference Chairperson shall avoid, as much as possible, scheduling activities in which major groups of members meet concurrently, thus diminishing attendance of the primary program. Concurrent workshops that do not occur at the same time as speakers for the main conference program are encouraged.

Section 4. The Conference Chairperson shall assume the responsibility of working closely with the Editor in disseminating publicity on the annual conference in bee journals and other publications such that the final program and registration information is received by beekeepers no later than three months before the beginning of the conference.

Section 5. All meetings held in conjunction with the annual conference shall be arranged with the Vice President or designated Conference Chairperson. Committees and designated individuals tasked with planning, scheduling, promoting, and overseeing the budget and other aspects of the annual conference shall begin their work promptly following the approval at the annual business meeting.

Section 6. The Conference Chairperson shall be responsible for coordinating all matters associated with the conduct of the annual conference, including competitive events, tours (before, during, and after the conference), displays and shows, and local publicity relating to any of these events. The Conference Chairperson shall appoint one or more Society members to help with coordination of the conference, such as contacting and arranging for exhibitors and vendors, organizing tours, and other activities.

Section 7. The Conference Chairperson shall be responsible jointly for arranging the logistics and registration processes for lodging, providing meals or access to meals, and conducting participant sessions to meet the normal needs of lodging and subsistence for anyone who attends the annual conference. Attendees are expected to make their lodging reservations.

Section 8. The annual conference normally is held between September 10 and October 10 but has been held at other times of the year such as July – the date depending on the location, climate, and theme of the meeting.

ARTICLE XIV - ANNUAL BUSINESS MEETING AT CONFERENCE

Section 1. The Society shall hold a Board of Directors meeting before the annual business meeting.

Section 2. The election of Officers and Directors shall be held during the annual business meeting.

Section 3. The incoming Officers shall assume office at the first Board meeting following the annual conference.

Section 4. The site for the annual conference, at least two years in advance, and the date for the next annual conference shall be decided at the annual business meeting based on recommendations of the Sites Committee.

Section 5. Decisions made by the Board of Directors may be overruled by a majority vote of two-thirds ($\frac{2}{3}$) of the members present and voting at the annual business meeting. Voting in the

Society shall be by show of hands and counts tallied if requested by a member or if the vote appears to be close, or by secret ballot if requested by the President or a member.

Section 6. The order of business for the annual business meeting, unless changed by a majority vote of the members present and voting, shall be as follows:

- A. Call to order.
- B. Reading of the Minutes of the last business meeting and any intervening meetings of the Board of Directors.
- C. Reports of Officers (including a financial report by the Treasurer, followed immediately by the Financial Review Committee Report).
- D. Report of the Editor-Historian or Editor and Historian.
- E. Reports of Committees, including sites, resolutions, nominating, and any other committees appointed by the President of the Society.
- F. Unfinished business.
- G. New business (including Sections 2 and 4 of this ARTICLE).
- H. Communications.
- I. Resolutions.
- J. Adjournment.

ARTICLE XV - AWARDS

Section 1. An annual award, known as the "OUTSTANDING SERVICE TO BEEKEEPING AWARD," shall be presented at the annual banquet to a person, normally from the West, who has made outstanding contributions to beekeeping. These contributions may be in such areas as research, teaching, public relations, publishing, service to WAS or other beekeeper organizations, or any other creative activity that contributes to the art and science of beekeeping and the enjoyment of beekeeping as a hobby. Nominations for this award are made according to the provisions set forth in ARTICLE X, Section 6.

Section 2. A second award, known as the "THURBER AWARD FOR INVENTIVENESS," may be presented at the annual banquet to a person, normally from the local area of the annual conference, who has demonstrated exceptional creativity in inventing beekeeping devices or practices. Nominations for this award are made according to the provisions set forth in ARTICLE X, Section 6.

Section 3. The President may award one or more presidential recognitions, ideally in consultation and agreement with the Awards Committee.

ARTICLE XVI - AMENDMENTS

Section 1. Changes in these Bylaws may be made by a two-thirds ($\frac{2}{3}$) majority of members present and voting at the annual business meeting or by a two-thirds ($\frac{2}{3}$) majority of all votes cast via electronic communications or mail ballot. Written notice of the proposed amendment shall have been sent to every member at least one month before the last date for the return of ballots in the case of a mail ballot. Proposed amendments of these Bylaws shall be submitted in writing to the Board of Directors.

Section 2. The Board of Directors is empowered to adopt proposed amendments to the Bylaws, making them legally effective during the time between annual conferences. Such amendments must be submitted through a Resolutions & Bylaws Committee and must pass the Board of Directors by a two-thirds ($\frac{2}{3}$) majority vote. Such amendments remain in force only until the next annual business meeting, when a two-thirds ($\frac{2}{3}$) majority vote of the members present is required to add any permanent amendments to the Bylaws.