



WNY HONEY PRODUCERS, INC. CONSTITUTION AND BYLAWS

Approved by the Board of Directors

**WESTERN NEW YORK HONEY PRODUCERS INC.
CONSTITUTION HISTORY**

<u>DATE CONSTITUTION AMENDED</u>	<u>REASON AMENDED</u>
March 2008	
February 2009	
April 2011	
March 2013	
April 13, 2019	Added XI: Nominations and Elections
May 13, 2023	501(c)(7) filing related changes, minor typo corrections

Constitution and Bylaws of the Western New York Honey Producers, Inc.

Article I: Name

The name of this organization shall be Western New York Honey Producers, Inc.

Article II: Purpose

The purpose of this organization, as set forth in the Certificate of Incorporation of the organization, as amended, shall be to promote the hobbies of the care and propagation of honey bees and the production of varied types of honey and honey related products ; to provide information and assistance to persons engaged or interested in such hobbies; to keep its members apprised of advances and up-to date information regarding bees and honey; to advertise, publish, and distribute pamphlets, newsletters and other outlets of information for current and prospective members; to promote and encourage the general interest and enjoyment in the hobbies of bee-keeping and honey production; to promote among its members knowledge and appreciation of the scientific benefits of bees, bee-keeping and honey producing, including promotion and encouragement of means and methods of those functions for the good of the hobby producers of honeys and keepers of bees.

Article III: Membership

Section 1: Membership in this organization shall be limited to persons who agree with the aims and purposes of the association and are currently dues paying members of the organization.

Section 2:

Part 1: Classification: Membership in this organization shall be defined as (1) regular, (2) junior, and (3) honorary.

Part 2: Voting: Only those classified as "regular members" shall be entitled to one vote in the general matters of the organization.

Part 3: Qualification:

- (1) **Regular** - Any person interested in apiculture and wishing to further the activities of this organization may become a member upon payment of annual dues.

(2) **Junior** - Any person age 14 or younger who is interested in apiculture and wishing to further the activities of this organization may become a junior member. Junior members will not be required to pay dues or pay admission to any club functions, meetings, etc.

(3) **Honorary**-Persons who have done outstanding work in the bee industry may be made honorary members by a vote of the general membership.

Regular membership is obtained by paying the annual dues. Any member more than 90 days in arrears will be considered no longer a member.

Section 4: All activities of the membership that are to be conducted as an activity of the Western New York Honey Producers Inc., whether they are educational or entertainment, must be approved by the Board before such activity can commence.

Article IV: Officers and Directors

Section 1: The officers and directors of this organization shall be elected at the second general meeting of the calendar year. The officers of this association (Executive Committee) shall consist of a President, Vice- President, Corresponding Secretary, Recording Secretary, and Treasurer. Officers shall be elected to a one-year term. Two directors shall be elected each year for three-year terms to maintain a total of six directors. The immediate past president will automatically become an additional director until the next presidential change. In addition, two alternate directors shall be elected for one year.

Section 2: Duties of the officers:

Part 1: The officers (Executive Committee) along with the directors, shall constitute the Board. The Board shall meet to discuss and resolve and matters that may arise in the association and direct the affairs of the association consistent with its purpose. A report of the board's business and deliberations will be presented at the next regular meeting. Any member of the board missing a majority of the meetings or not actively participating for the good of the club, without just cause, will be replaced by an appointment of the president.

Part 2: The President shall preside over all meetings of the club, including the Board; shall enforce all laws and regulations, and exercise a general supervision over all activities. The President shall also appoint committee chairmen and shall be a member of all committees.

Part 3: The Vice-President, in the absence or disability of the President, has the power to perform all duties of the President.

Part 4: The Corresponding Secretary shall have charge of all correspondences received and sent. The Corresponding Secretary will also be responsible for maintaining a current membership list and sending any correspondences to all members as needed.

Part 5: The Recording Secretary shall keep the minutes of the general meetings of the club and Board meetings. The Recording Secretary shall be the custodian of club property and records. In the absence of the President and Vice President, the Recording Secretary shall appoint a temporary chairman.

Part 6: The Treasurer shall have custody of all funds and shall deposit same in such bank as the Board may advise. The Treasurer shall make out an annual balance sheet and income statement to be submitted to the membership. The Treasurer shall also be responsible for collection of dues, payment of authorized expenses, and will oversee timely preparation and filing of all required government forms.

Part 7: The Board shall act as the judicial body to settle disputes, should they arise.

Section 3: All officers are to be members of the organization and are to hold their offices until their successors are elected.

Section 4: The officers and directors shall collectively form the Board to conduct that business of the organization which may arise between regular meetings.

Section 5: The members will elect an Audit Committee for a two-year term at the second general meeting. The Audit Committee will consist of two members in good standing who are not currently Board members. The duties of these committee members will be to audit the financial records of the organization and to report to the membership at the next general meeting.

Section 6: Members of the Board are required to attend at least fifty percent (50%) of the board meetings. If they cannot meet that commitment, they will be required to step aside as a Board member. It is hoped that they will continue to support the organization. Any dues paying member is allowed, and encouraged, to attend the board meetings.

Article V: Meetings

Section 1: The organization shall hold at least four general meetings each year. The first general meeting of each year shall be held on a Saturday in February. Other meetings shall be held in March, August, and November. A simple majority vote of the membership in attendance, or a quorum of the Board, may temporarily change any of these dates.

Section 2: Special meetings may be called by the President or the Secretary of the organization.

Section 3: Five (5) members shall constitute a quorum for the Board meeting.

Article VI: Appropriations

Section 1: Any appropriation of \$50.00 or more must be approved by two officers. Any appropriation of \$100.00 or more must be approved by a majority vote of the Board, and such appropriation must be recorded in the minutes of the board meeting.

Section 2: All checks drawn on the organization funds must be signed by the Treasurer, President, or Vice President.

Article VII: Research and Development

Section 1: A research and development fund has been established by the organization. It is named the Floyd Wigler Research and Development Fund, in memory of the time and dedication which our late president gave to our organization and the beekeeping industry.

Section 2: The purpose of the Floyd Wigler Fund is to establish a charitable fund separate from the organization working fund, in which the organization can sponsor and support the much-needed scientific research into apiculture. This fund has been and shall continue to be kept in a separate fund segregated from all other funds of this organization and exclusively used for scientific research in apiculture, it being the intent of the organization (a) to respect and continue to follow the purpose of this fund to further scientific research in the field of apiculture, which is a charitable purpose within the meaning of Section 170(c) (4) of the Internal Revenue Code of 1986, (b) to treat this fund as a charitable fund set aside, within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, for charitable purposes, and (c) to exclusively use this fund for charitable purposes. The principal from this fund will not be used, but the interest/dividends generated by the fund will be distributed to scientific research projects in apiculture. The organization requires that a condition of funding for such research is that the results of such research be made available to the general public, whether by this organization or the organizations conducting such research. Upon any dissolution of this organization or this fund, this fund shall be distributed for charitable purposes.

Section 3: The Board will be empowered to invest the principal and distribute interest/dividends from the fund as provided in Section 2 above. A two-third's majority vote of the full Board shall carry decisions on investments and disbursements.

Article VIII: Dissolution

Section 1: No profit shall ever accrue to the benefit of any individuals from the assets, holdings, or other transactions in which this organization may become involved.

Section 2: In the event of dissolution of this organization, all of its debts shall be fully satisfied. None of its assets or holdings shall be divided among the members or other individuals, but shall be irrevocably designated, by majority vote of its members in good standing prior to dissolution, to such other organizations that are in agreement with the

letter and spirit of the Articles of this Constitution and Bylaws, and in conformity with the requirements of the United States Internal Revenue Service Code of 1986 (Section 501(c)(7))

Article IX: Amendments

Section 1: Any section of this Constitution and Bylaws, except Article VIII, may be amended at any general meeting by a two-third (2/3) vote of the members present.

Section 2: Any amendment to this Constitution and Bylaws must be read in its final form at two consecutive general meetings and shall be presented for vote immediately after its second reading.

Article X: Parliamentary Procedure

Parliamentary procedure for this organization not covered in this Constitution and Bylaws will be that set forth in Robert's Rules of Order, Revised.

Article XI: Nominations and Elections

Section 1: Nominations:

Part 1: A Nomination Committee consisting of 3 members will be appointed by the president in the month of October with the purpose of recruiting new board members from the general membership.

Part 2: The committee will call for nominations and shall present a slate of candidates at the February general meeting.

Part 3: The slate of candidates will consist of the President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, two Directors, at least 2 Alternate Directors, and on alternate years, two Audit Committee members.

Section 2: Elections:

Part 1: At the March meeting a slate of candidates will be presented consisting of Officers, Directors and Alternate Directors. Candidates for the Audit Committee will also be provided in alternate years.

Part 2: All Candidates will be subject to a majority vote by the membership at the March general meeting.

Amended March 2008, February 2009, April 2011, March 2013, April 13*, 2019, May 13, 2023