

**BYLAWS
OF THE
MOUNT DIABLO BEEKEEPERS ASSOCIATION**

Article 1
Offices

Section 1. Principal Office. The principal office of the Mount Diablo Beekeepers Association (hereinafter referred to as the Corporation) shall be in the City of Walnut Creek, California, or such other place as designated by resolution of the Board of Directors of the Corporation.

Article 2
Purpose

Section 1. Purpose. The Corporation is organized exclusively for charitable, scientific and educational purposes, more specifically to improve the image and public understanding of honeybees, including their importance as pollinators, and promote the art of beekeeping and honey production. Without limiting any other way of accomplishing such purposes, the Corporation shall present beekeeping demonstrations to schools and other groups upon request, and shall undertake to educate the public at fairs and such other exhibit opportunities through Contra Costa County as may be decided upon from time to time. A primary objective of all Members of the Corporation shall be to encourage fellowship and goodwill among all people engaged in apiculture.

Article 3
Membership and Dues

Section 1. Rights. The Corporation will be controlled by its Members. No Member shall hold more than one membership in the Corporation. Except as otherwise provided in Section 3 of this Article 3, all Members shall have the same rights, privileges, restrictions and conditions. Any individual, family, partnership, corporation, association or other legal entity can be a Member of the Corporation, each entitled to one vote. There is no limitation on the number of Members of the Corporation. Membership interests in the Corporation are not transferable.

Section 2. Membership Dues. Anyone wishing to become a Member of the Corporation may become a Member by paying the annual dues as the same are set by the Members of the Annual Meeting. Each Member shall pay annual dues to the Treasurer on or before January 1st of each year. The amount of dues for the following year shall be determined based upon the estimated financial needs of the Corporation for that year.

Section 3. (a) Honorary Members. Any non-Member who has given extraordinary service to the Corporation or to beekeeping in general may be honored with an Honorary Membership in the Corporation. A majority vote of the Members present and voting at any two consecutive meetings shall be required to confer an Honorary Membership. Honorary Members shall be exempt from the payment of dues for their lifetime and shall have all the rights, privileges, restrictions and conditions of membership in the Corporation as have regular Members, except that they shall not be entitled to hold office or vote on any matter before the membership.

(b) Student Members. The Board of Directors may establish a membership category for students 18 years of age or younger who are members of an organization dedicated to animal husbandry (such as, but not limited to, 4-H and Future Farmers of America) and who express an interest in beekeeping, which category shall be known as Student Members. Student Members shall be exempt from the payment of dues and shall have all the right, privileges, restrictions and conditions of membership in the Corporation as have regular Members, except that they shall not be entitled to hold office or vote on any matter before the membership.

(c) Beekeeper of the Year. At the Annual Meeting the Corporation may name a Member as a Beekeeper of the Year pursuant to procedures adopted from time to time by the Board of Directors. Beekeepers of the Year shall be exempt from the further payment of dues for their lifetime.

(d) Gary Lawrence Volunteer of the Year. At the Annual Meeting the Corporation may name a Member as the Gary Lawrence Volunteer of the Year pursuant to procedures adopted from time to time by the Board of Directors.

Section 4. Membership Book. The Corporation shall maintain a Membership Book listing the name and address of each Member of the Corporation. The Membership Book will be kept by the Membership Vice President of the Corporation. No membership certificates shall be issued by the Corporation, but the Membership Vice President shall maintain a system of issuing and recording all membership interests by electronic or other means not involving any issuance of certificates.

Section 5. Nonliability of Members. No Member for the sole reason of being a Member of the Corporation shall be liable for the debts, liabilities or obligations of the Corporation.

Section 6. Termination of Membership. A Member's membership interest in the Corporation shall terminate on the occurrence of any of the following events:

- (a) Upon receipt by an Officer or Director of a Member's written resignation of membership in the Corporation;
- (b) Upon death of a Member if a natural person or the dissolution of the Member if a corporation, partnership or association;
- (c) Upon the failure of a Member to pay membership dues within ninety (90) days following the due date. Termination of membership for non-payment of dues occurs automatically without notice being given by the Corporation; or
- (d) If, after the Member has been given an opportunity to be heard, the Board of Directors for the Corporation finds that a Member has engaged in conduct that violates the purposes for which the Corporation was formed or in persistent disruptive or otherwise inappropriate behavior which reflects or may reflect badly on the Corporation, or has breached the duty of good faith owed to the Corporation to such a degree that the Member's membership interest in the Corporation should be terminated. A two-thirds vote of the Board of Directors of the Corporation, followed by a majority vote of the Members present and voting at a meeting at which at least two weeks written notice has been given in advance of the proposed expulsion, shall be required to expel a Member.

Article 4 Meetings

Section 1. Regular Meetings. Regular Meetings of the Members of the Corporation shall be held monthly, January through September, on the second Thursday of each month at a place and time designated by the Board of Directors, unless otherwise designated by the Board of Directors upon not less than two weeks written notice thereof to the Members. Notice of Regular Meetings shall not be required with respect to any meeting held at a Regular Meeting location and date. Upon the failure of the officers to conduct two Regular Meetings within a calendar year, 10 percent or more of the Members then in good standing may organize themselves as a committee and call a Special Meeting of the Members to transact the business of the Corporation.

Section 2. Special Meetings. (a) Special Meetings of the Members of the Corporation may be held at any time and location, and for any purpose or purposes, upon the call of the Board of Directors or of a special committee as provided in Section 1 of this Article, or upon the written request of a majority of the Members of the Corporation; provided, that notice of the date, time and location of any Special Meeting shall be mailed to all Members of good standing, signed by the President, First Vice President or Secretary and postmarked at least one week in advance of the meeting date, at their respective addresses shown on the records of the Corporation. Notice of a Special Meeting shall also state the purpose or purposes for which the meeting is called, and identify the person or persons calling the meeting. Upon mailing, service of notice shall be deemed complete. The officer of the Corporation giving notice of the meeting shall file a declaration with the minutes of the Corporation stating that notice of the meeting has been duly given to all Members entitled to vote.

(b) Requests of a majority of members for a Special meeting of Members will be considered served on the Board of Directors of the Corporation if given to any member of the Board of Directors by either personal delivery or certified mail. Upon receipt of a valid request for a Special Meeting, the Board of Directors will schedule a Special Meeting at a date not less than fifteen (15) nor more than thirty (30) days from receipt of the request. The Board of Directors shall give notice of a Special Meeting to all Members then entitled to vote. If the Board of Directors fails to give the notice of the Special Meeting, the Members making the request for the Special Meeting may set the date and time of the Special Meeting and give the

notice themselves. If, after being properly called, a meeting is adjourned for less than thirty (30) days, no new notice need be given to the members. If a meeting is adjourned for more than thirty (30) days, a new notice of the date, time and place for the resumption of the meeting must be given to the Members.

(c) At a Special Meeting of Members, the business transacted shall be limited to that which is stated in the notice of the meeting unless all of the Corporation's Members are present in person or by proxy and all agree to additional business being conducted.

Section 3. Annual Meetings. The Annual Meeting of the Corporation will be held at such place and time as chosen by the Board of Directors. Unless otherwise provided by the Board of Directors, the Annual Meeting will be held on the second Thursday of September at the location established for Regular Meetings of the Corporation, and no notice thereof shall be required if held at such time and place. The purpose of the annual Meeting will be to transact any and all business of the Corporation including but not limited to the election of the Board of directors and the ratification of the acts of the Board of Directors undertaken since the last Annual Meeting of Members.

Section 4. Attendance at Meetings. Membership in the Corporation shall not be a requirement for admittance to any Regular Meeting of the Members of the Corporation, nor shall attendance at meetings of the Corporation be a requirement of membership.

Section 5. Quorum and Voting. The presence at the commencement of a Regular or Special Meeting of the Members of the Corporation of fifteen percent (15%) of the total membership of the Corporation then in good standing shall be necessary and sufficient to constitute a quorum for the transaction of any business. Honorary Members and Student Members (Article 3, Section 3) shall not count for or against the establishment of a quorum. The withdrawal of any Member after the commencement of a meeting shall have no effect on the existence of a quorum after a quorum has been established and announced at such meeting. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, a majority of the Members present and voting at a meeting shall constitute action of the Members. Only those persons or entities who are listed on the Corporation's books as Members in good standing on the day of any meeting of Members shall be entitled to vote. Proxy voting shall not be allowed except at Special Meetings, and any such proxy must be in writing and designate under what terms the person holding the proxy may vote. A proxy shall not be valid for more than thirty (30) days after the date of its execution unless the Member executing it specifies the time for which it will last, but in no event shall it remain in force for more than ninety (90) days from the date of its execution. Once duly created, a proxy shall remain in effect until it expires, is revoked or another proxy is subsequently given to another person.

Section 6. Order of Business. The order of business at meetings of the Corporation shall be determined by the President; provided, however, that the order of business at any particular meeting may be altered by a majority vote of those present and voting.

Section 7. Conduct of Business. When not in conflict with the Articles of Incorporation or these Bylaws, the procedure of all meetings of the Corporation shall be guided and governed by Robert's Rules of Order, a copy of which shall be kept for ready reference by the Secretary or other Parliamentarian appointed by the President.

Section 8. Election of Officers. At the Regular Meeting in August of each year a Nominating Committee shall submit names for all elective officers. Nominations may also be made from the floor. The nominees for office shall be published in the September Newsletter. The election shall be held at the Annual Meeting, at which nominations may also be made from the floor. The election is by secret ballot.

Section 9. Standing Committees. At or before the Regular Meeting in July, the President shall appoint the Nominating committee and the Audit committee. The Audit Committee shall review the financial records of the Treasurer since the last report of the Auditing Committee and present its report to the Members of the Annual Meeting.

Article 5 Officers and Directors

Section 1. Board of Directors: Elected Officers. The Board of directors shall be comprised of the elected officers of the Corporation, each of whom must be a Member in good standing, plus a Director at Large who shall be the Member who is the most immediate past President of the Corporation and who shall serve ex officio. An additional Director at Large may be appointed by the Board at its sole discretion. The number of Directors shall therefore be no more than ten, unless one or more officers is elected to more than one position in which case the number shall be reduced accordingly and without the necessity of further

action by the Members. Each Director shall be of legal age and at least one Director shall be an American citizen. The Directors shall be elected at the Annual Meeting of members except where a vacancy is filled pursuant to Section 14 of this Article. The Board of Directors shall be responsible for the management of the business and legal affairs, property and interest of the Corporation and its overall policy and direction, and may exercise all powers of the Corporation to do such lawful acts except as otherwise provided in the Articles of Incorporation or these Bylaws. The elected officers of the Corporation are: President, First Vice President, Secretary, Treasurer, Vice President of Community Education, Vice President of Member Education, Membership Vice President, and the Newsletter Editor/Vice President. Each officer shall serve without compensation of any kind, other than reimbursement of reasonable expenses.

Section 2. Election of Officers. Directors shall be elected for a term of one year by a majority vote of those present and voting at the Regular Meeting of the Members in September. The election shall be the first order of business at such meeting.

Section 3. Term of Office. The term of each Director shall run from the first day of November until the last day of October of each year; provided, that current Directors are eligible for reelection. Each Director shall serve until his or her successor is elected or appointed, or until his or her prior death, resignation or removal from office.

Section 4. Standard of Care. Each Director shall perform his or her duties in good faith. Each Director shall execute all duties through the use of the standard of what in the Director's opinion is in the best interests of the Corporation. In making all decisions a Director shall utilize such reasonable care and inquiry as a reasonably prudent person in a like situation would employ.

Section 5. President. The President, if present, shall convene and preside at all meetings of the Members and the Board of Directors, and shall direct the conduct of meetings in an orderly manner. He or she shall appoint such committees as are required by these Bylaws or as he or she otherwise deems necessary or expedient. The President has the authority to execute all corporate contracts except where the Board of Directors has expressly delegated such authority to another Officer or agent of the Corporation.

Section 6. First Vice President. The First Vice President shall in the absence or disability of the President perform the duties of the President, and shall perform such other duties as may be assigned by the President or the Board from time to time.

Section 7. Secretary. The Secretary shall serve as the secretary of all Member and Board meetings. He or she shall attend to all correspondence, keep records of all actions of the Board of Directors or the Members, including overseeing the taking of the minutes of all meetings, keep an accurate copy thereof in a Book of Minutes, maintain the Corporation records except as otherwise provided in these Bylaws, is responsible for giving notice, where required, of all member and Director meetings, and shall perform such other duties consistent with a Secretary's function as may be assigned by the President of the Board from time to time. The Secretary shall preside at meetings in the absence of the President and First Vice President.

Section 8. Treasurer. The Treasurer shall be responsible for managing the Corporation's financial books, records and funds, and for keeping accurate financial records which reflect the Corporation's income and disbursements. He or she shall have charge of all funds of the Corporation, shall deposit them in the name of the Corporation in one or more banks or other financial institutions approved by the Board of Directors, and shall make such disbursements or distributions of corporate funds and assets as the Board of Directors shall direct. He or she shall render reports to the Members of the Corporation's finances at each Regular Meeting of Members, and provide an accounting of the Corporation's financial transactions and assets at each Regular Meeting of the Board. He or she shall make the Corporation's financial information available, upon reasonable request, to any Member. He or she shall cooperate with the Secretary to ensure that all invoices and obligations of the Corporation are paid when due, shall chair the Audit Committee, and shall perform such other duties consistent with a Treasurer's function as may be assigned by the President or the Board from time to time.

Section 9. Vice President, Community Education. The Vice President of Community Education shall: maintain contact with schools and community organizations having an interest in beekeeping and/or holding exhibitions which would provide an opportunity for the Corporation to educate the public about bees, beekeeping and honey production; organize, or provide for the organization of Member volunteer activities with regard to such functions; and perform such other duties consistent with outreach education as may be assigned by the President or the Board from time to time.

Section 10. Vice President, Member Education. The Vice President of Member Education shall provide for the educational programs for the Members, including the scheduling of speakers for Regular Meetings of the Members and organizing, or providing for the organization of Member workshops on beekeeping and honey production. He or she shall also perform such other duties consistent with Member education as may be assigned by the President or the Board from time to time.

Section 11. Membership Vice President. The Membership Vice President shall promote membership in the Corporation, maintain the membership records, cooperate with the Treasurer to ensure that all Members of the Corporation are in good standing with respect to the payment of dues, and perform such other duties consistent with a membership function as may be assigned by the President or the Board from time to time. The Membership Vice President shall provide a list of the names, City of Residence, and email addresses of the Members of the Corporation, as shown on the records of the Corporation, to any Member in good standing upon reasonable request.

Section 12. Newsletter Editor/Vice President. The Newsletter Editor/Vice President shall prepare, edit and publish a newsletter for distribution to the Members, put on MDBA website, interested educators and government officials, other beekeeper Corporations in close proximity to Contra Costa County, and others as may be directed from time to time by the President or the Board of Directors. The Newsletter shall be published monthly, January through October.

Section 13. Director at Large. The Director at Large shall be the Member who is the most immediate past President of the Corporation, and he or she shall sit ex officio on the Board of directors and shall have an equal vote with every other member of the Board of Directors. At its discretion, the Board may appoint one additional Director at Large following nomination by the President and approval by two-thirds of the Directors.

Section 14. Vacancies. A vacancy on the Board shall be deemed to exist upon the death, resignation or removal of any Director; an increase in the number of Directors; or a failure of the Members to fill all Board vacancies at any meeting of Members to elect Directors. Any Vacancy on the Board of Directors shall be filled for the unexpired portion of the term by a majority vote of the remaining members of the Board of directors at a Regular Meeting of the Board of Directors or at a Special Meeting called for that purpose. The Members may elect Directors at any time to fill vacancies on the Board which have not been filled by the Directors. Such election shall require the consent of Members representing a majority of the Corporation's membership.

Section 15. Resignation and Absences. Any Board member may resign at any time. Resignation from the Board of Directors must be in writing and received by the Secretary or the Board of Directors. Unless otherwise specified in such written notice, a resignation shall take effect upon receipt thereof and its acceptance shall not be necessary. A Board member shall be automatically removed from the Board for excessive absences if he or she has more than three unexcused absences from Board meetings in a calendar year.

Section 16. Removal from Office. Any officer may be removed from office and the Board for cause for reasons other than those set forth in Section 15 of this Article by a three-fourths majority vote of the remaining Board member, or with or without cause by a two-thirds majority vote of the Members.

Section 17. Regular Meetings of the Board. Unless otherwise determined by vote of the Board of Directors, the Board of Directors shall meet during the Months of January through October, at such time and location as may be approved by the Board of Directors from time to time.

Section 18. Special Meetings of the Board. Special Meetings of the Board may be called by the President at any time, or by the President or Secretary at the request of one-third of the Board; provided, that notice of any Special Meeting must be given to all Directors by mail, fax or email which must be received at least 5 days before the meeting. Such notice may be waived before or after the meeting by any Board member in writing, which waiver shall be set forth in the minutes of the Special Meeting. The actions taken at a Special Meeting of directors which was not properly called and notified will nonetheless be considered valid if:

- (a) All of the Directors are present at the meeting and sign a written consent to the meeting and the actions taken thereunder; or
- (b) As majority of the Directors are present at the meeting and those Directors not present sign a written consent to the meeting and the actions taken thereunder. Such consent may be given

either before or after the meeting has been held.

- (c) If a Director attends a Special Meeting which was not properly called and notified without objecting upon arrival, that Director waives such notice and the actions taken thereunder shall be as valid as if the meeting was properly called.

Section 19. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by poll of the Board by telephone, email or fax but a written consent thereto must be signed, before or after the meeting, by all members of the Board and, notwithstanding Section 20 of this Article, a majority of the entire Board of directors must affirmatively approve any such action. Such written consent shall be filed with the minutes of the proceedings.

Section 20. Quorum. The presence of a majority of the entire Board of directors shall be required to constitute a quorum for the transaction of any business. Withdrawal of one or more members at a meeting of the Board of Directors may result in loss of a quorum. Unless state law, the Articles or these Bylaws specify a higher percentage, the action of a majority of the Board Members present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 21. Indemnification. The Corporation will indemnify and save harmless all officers and agents of the Corporation for any breach of duty to the Corporation undertaken with the consent of the Members or subsequently ratified. There will be no indemnification, however, for any intentional misconduct, any intentional violation of either federal or state law, the receipt of improper personal benefit or a reckless disregard to act in the best interests of the Corporation.

Article 6 Finances

Section 1. Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31.

Section 2. Disbursement of Funds. The Treasurer shall have authority to sign checks for disbursement of Corporation funds. In addition to the Treasurer, the President and the Secretary may sign Corporation checks.

Section 3. Approval. Unless otherwise restricted by action of the Board of Directors or the Members, individual disbursement of \$1000.00 or less may be made without prior approval. All expenditures in excess of \$1000.00, other than payments to Members of moneys received by the Corporation for and belonging to such Members for Member product sales at Corporation exhibits, shall be approved in advance by the Board of Directors or the Members.

Section 4. Execution of Contracts. The Board of Directors may authorize any officer, agent or employee in addition to the President to enter any contract or execute any instrument in the name or on behalf of the Corporation. In the absence of any specific grant of authority from the Board of directors, no officer, agent or employee except the President shall have any power or authority to bind the Corporation in any contract or agreement or to make it liable for any purpose or for the performance of any obligation.

Section 5. Corporation Debt. Neither the Corporation, nor any of its parts, officers or Members are authorized to borrow any money or thing of value, or to go into indebtedness in the name of the Corporation.

Article 7 Notices

Section 1. Notice to Members. Any notice required or permitted by these Bylaws shall be sent to a member at the last known address (including an email address) of the Member as it appears in the Corporation's Membership Book. Notice may be sent in written form (including publication in the Corporation's Newsletter) or electronic form. Unless otherwise required by law, if the Corporation does not have an address of a Member or knows that the address it has is no longer valid, notice need not be given that Member.

Section 2. Waiver of Notice. If a person who is entitled to vote at any meeting, whether a meeting of member or of Directors, is not given a valid notice of the meeting, no action undertaken at such meeting will be valid unless the person gives a valid waiver of notice. A waiver of notice is accomplished by:

- (a) Being present at the meeting and either not objecting to the meeting or entering oral consent to the meeting on record, or
- (b) Executing a written waiver of notice for the meeting and the business to be transacted therein.

Once a Waiver of notice has been validly executed, transactions undertaken at the meeting, if a quorum was present, shall be as valid as if the meeting had been properly called and noticed.

Article 8 Amendment to the Bylaws

Section 1. Amendments. Amendments to these Bylaws may be proposed by the Board or any Member, and shall be submitted at two consecutive Regular Meetings of Member of the Corporation. A proposed amendment is an amendment that has been passed by a majority of those Members present and voting at the first meeting. In order to take effect, a proposed amendment shall be passed by a two-thirds majority of those Members present and voting at the next Regular Meeting. Notice and text of any proposed amendment shall be published in the Newsletter or otherwise mailed to all Members prior to the second meeting. Once the Bylaws have been amended, the amendments shall be placed in the corporate minute book along with these original Bylaws. If a Bylaw is repealed, the Secretary shall note in the minute book the date of the meeting in which the Bylaw was repealed.

Article 9 Annual Reports

Section 1. Due Date. The Board of directors shall prepare and furnish to the Members an annual report of the financial status of the Corporation no later than ninety (90) days following the close of the Corporation's fiscal year. The annual report will be given in the same manner as the Corporation gives notice to Members as defined in these Bylaws. The annual report shall contain a balance sheet for the Corporation covering the financial affairs of the Corporation to the close of the fiscal year. The annual report will be accompanied by any reports of any independent accountants and a certificate of an Officer that the annual report was prepared without an audit of the corporate books and records if there was no audit.

Section 2 Waiver. The Members may agree at any duly called meeting of Members to dispense with the annual report. This section does not preclude the Board of Directors from issuing an annual report if the Board considers it appropriate even if the Members have waived the requirement.