

Articles of Incorporation of Maryland State Beekeepers Association, Inc.

Approved and received for record by the State Department of Assessment and Taxation of Maryland, _____,
2002 at _____ as in conformity with law and ordered recorded.

Maryland State Beekeepers Association, Inc. Articles of Incorporation

FIRST: The Undersigned, Michael J. Kelly, whose post office address is 500 W. Baltimore Street, Baltimore, Maryland 21201, being at least eighteen years of age, acting as incorporator, does hereby form a non-stock corporation under and by virtue of the General laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation"):

Maryland State Beekeepers Association, Inc.

THIRD: (1) The Corporation is organized exclusively for charitable and educational purposes, including the following specific purposes:

(a) to promote the values and pleasure of beekeeping among the public;

(b) to inform the public and those in the Association of matters of importance in beekeeping;

(c) to encourage scientific and practical beekeeping, and the improvement of bee culture;

(d) to educate beekeepers and those interested in bee culture by presenting and discussing new ideas; and exchanging information, goods, and services;

(e) to support research on bee culture;

(f) to protect bees and sources of nectar and pollen;

(g) to serve as liaison with other organizations concerned with bee culture;

(h) to advance, in general, the interests of its members.

(2) In furtherance of and without limiting the objects specified in Section (1) above, the Corporation shall have the following specific powers:

(a) To purchase or otherwise acquire, either absolutely or in trust for any of its purposes, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of any property, real or personal, of every kind and description.

(b) To receive donations, devises, bequests, legacies, gifts and other contributions in money or in property, without limitation as to amount or value except such limitations, if any, as may be specifically imposed by law, and to employ the same for the furtherance and development of such one or more of the aforesaid purposes of the Corporation as the Trustees shall, in their absolute discretion, from time to time determine and under such conditions as they may determine.

(c) To invest and reinvest any funds of the Corporation in bonds, stocks, securities, mortgages, real estate, or any interest or estate therein, and any other medium of investment, without limitation, and to deal with and expend funds of the Corporation and the income therefrom in such manner as in the absolute judgment of the Trustees will best promote the objects of the Corporation.

(d) To borrow money, and to give as security therefore any asset or assets of the Corporation, and to guarantee any obligations of any other person or corporation, provided that all of such acts and activities shall be for any of the above described purposes of the Corporation.

(e) To carry on any of the corporate purposes for itself or for account of others or through others for its own account.

(f) to do and perform all lawful acts and things necessary and proper in the judgment of the Trustees to promote the objects of the Corporation.

(g) To amend the corporate charter with the consent of such number of the members as may be permitted by law and the By-Laws of the Corporation; provided, however, that no such amendment shall allow or permit any portion of the assets or any part of the net earnings of the Corporation at any time or in any manner to inure to the benefit of any member, Trustee or private individual; nor shall any such amendment permit the Corporation to engage in any activity not permitted for an organization exempt from Federal income tax under the provisions of sections 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under the provisions of sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

FOURTH: The present post office address of the principal office of the Corporation in this State is c/o State Apiary Inspector, Maryland Department of Agriculture, 50 Harry S Truman Parkway, Annapolis, Maryland 21401. Correspondence can be addressed to the Treasurer of the Corporation, who is the resident agent, at the above address.

FIFTH: The Corporation is not authorized to issue capital stock.

SIXTH: The governing body of the Corporation shall consist at all times of the members of the Board of Directors and their successors in office. The officers and membership of the corporation shall be as set forth in the corporation's Constitution and Bylaws

SEVENTH: The number of directors of the Corporation shall be determined by the By-Laws of the Corporation, which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be greater than fifteen (15) nor less than three (3).

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen are:

Ann Harman
Richard Hammond
Gordon Davis

EIGHTH: The following provisions are hereby adopted for defining, adopting, limiting and regulating the powers of the Corporation and of the Directors and the members.

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporations shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

(2) Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United State Internal Revenue Law) contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Baltimore City or such other court sitting in equity in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes of to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(3) The Corporation shall indemnify its directors and officers to the full extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of related expenses, upon a determination by the Board of Directors or independent legal counsel (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards; and, upon authorization by the Board of Directors, may indemnify other employees or agents to the same extent; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

(4) The enumeration and definition of particular powers of the Board of Directors included in these Articles shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General laws of the State of Maryland now or hereafter in force, except to the extent that the General Laws of the State of Maryland permit activities which are not permitted under Federal Law for any organization which is exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2) and 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions under any future United States Internal Revenue Law).

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation, acknowledging the same to be my act, on
September 15, 1986

WITNESS:

(signed) _____(signed) _____

CONSTITUTION
of the
Maryland State Beekeepers Association, Inc.,
Incorporated October 26, 1987,
Founded, 1908

Article I: Name and Object

Section 1

This Association shall be known as the "Maryland State Beekeepers Association."

Section 2

The purpose of this Association shall be to promote scientific and practical bee culture, promote the use of honey and other bee products, and to secure such legislation as is necessary to protect and further the beekeeping industry and to advance the interests of its members.

Article II: Officers

Section 1

The officers shall consist of a President, First Vice-President, Second Vice-Presidents from each region in the state and neighboring areas, a Secretary, a Treasurer, three Directors and one representative to serve on the Board of Directors of the Eastern Apicultural Society, Inc., who shall be elected by ballot at each annual meeting.

Section 2

There shall be an Executive Board consisting of all the above officers. The two immediate past Presidents shall be members. The Maryland Extension Apiarist and Maryland State Apiary Inspector shall be invited to all its meetings.

Section 3

The terms of officers shall begin on the first day of January following their election and run until a successor is elected. A term may be a year or a multiple thereof. The President and Directors, however, may not serve more than two successive one-year terms.

Section 4

Any vacancy in office shall be filled by majority vote of the Executive Board. The person selected shall serve until his/her successor is elected and takes office.

Article III: Membership

Section 1

Any person or association interested in beekeeping may become a member upon application and payment of dues. Membership shall be on a calendar year basis.

Section 2

Only paid-up members may serve as officers or as delegate, chairman, or member of a select committee.

Section 3

A member whose membership has not been renewed by December 31 shall be dropped from the rolls.

Section 4

A member shall also be dropped upon complaint stating fair cause if considered justified by the Executive Board.

Article IV: Meetings

Section 1

There shall be an annual scheduled meeting at which time the following will be accomplished:

- (a) a slate of officers shall be presented by the nominating committee for vote by members present;
- (b) there shall be an annual address by the President that shall be submitted for publication; and
- (c) there shall be a Treasurer's report, including submission of a proposed budget for vote by the membership.

Section 2

Each meeting of the association shall be held at a time and place designated by the Executive Board.

Section 3

Each meeting shall be conducted according to Robert's Rules of Order.

Article V: Amendments

When a quorum is present at any scheduled meeting of the association, this constitution may be amended by a two-thirds vote of the members present. A written notice of the proposed amendment must be sent to each member by way of such publication as is available prior to the scheduled meeting or by a reading of said proposed amendment at a prior meeting of the association.

Bylaws
of the
Maryland State Beekeepers Association, Inc.,
Incorporated October 26, 1987,
Founded, 1908

Article I: Executive Board and Its Duties

Section 1

The President's duties shall be:

- a. To preside at all meetings
- b. To see that an annual report of Association activities is made at the annual meeting, which report may be a collection of reports, and to make same available for publication.
- c. To call meetings of the Executive Board and with its concurrence have control of association affairs in the interim between scheduled meetings.
- d. To appoint all select committees unless the Association shall direct otherwise.

Section 2

In the absence of the President, the First Vice-President shall preside; in the absence of both, Executive Board members shall select or request the Association to elect a temporary presiding officer. The First Vice-President shall also perform the duties of the President during his/her absence. He/she shall be program chairman if none has been appointed and the Executive Board shall serve as program advisers.

Section 3

It shall be the duty of the Second Vice-Presidents for the various regions to encourage and promote apiculture in every way possible, especially by encouraging membership in this association. In addition they shall obtain accurate information as to the status of the industry in their respective regions and present reports at meetings of the association. A President of a local beekeepers' group may be a Second Vice-President. The Second Vice-Presidents may be nominated by local beekeeping associations in advance of the annual meeting.

Section 4

The Secretary shall record the Association proceedings, file and preserve all its documents, prepare or edit all reports for publication, attend to all correspondence, and perform such other duties as naturally pertain to the office. The secretary shall distribute an agenda for such meetings at least one week in advance. In particular, the agenda should include a detailed description of any issues scheduled for vote, as well as appropriate Proxy instructions.

Section 5

The Treasurer shall receive all moneys payable to the Association and keep an accurate account of the same, disbursing such funds only upon order of the Executive Board. He/she shall submit at each annual meeting a proposed budget in consultation with the Executive Board and a written report of all receipts and disbursements, the latter to be supported by sufficient vouchers that, with his/her report, shall be referred to an auditor or auditing committee, that shall report at a subsequent association meeting.

He/she shall pay all funds and deliver all property to his/her successor in office as soon as the latter shall have qualified.

He/she shall also keep a role of membership. He/she may deposit funds in an interest-bearing account. He/she should send out a dues notice prior to the annual meeting and remind those in arrears after 90 days.

Section 6

The directors shall be responsible for the following:

- (1) monitoring the affairs of the association to ensure continuity
- (2) providing suggestions regarding topics to be included in forthcoming meetings of the association, in particular those that enhance the scientific aspects of bee culture
- (3) providing articles for publication in the association's newsletter,
- (4) initiating appropriate legislative and political actions that protect and further the beekeeping industry, and
- (5) ensuring that the Association complies with the Articles of Incorporation.

Section 7

The Maryland EAS Director on the Board of Directors of the Eastern Apicultural Society, Inc., (EAS) shall be responsible for representing and conveying the interests of MSBA to the Board of Directors of EAS by correspondence and attendance at their meetings.

Section 8

The Executive Board shall have the power to transact all business during the interval between meetings and appoint or request the President to appoint delegates and committee members who shall serve as non-voting members of the Executive Board. An Editor shall be appointed and shall serve on the Executive Board as a non-voting member. The Maryland Extension Apiculturist and the Maryland State Apiary Inspector may serve as non-voting advisers to it.

The Executive Board may deliberate on any motion from whatever source and present a report thereon at the next meeting of the Association, with notice to the membership by such publication as is available.

Robert's Rules of Order shall be used in conducting its meetings

Eight of its members shall constitute a quorum that must be present to make a binding decision. A voting member of the Executive Board may name a proxy to vote on his/her behalf by notifying the President prior to any scheduled meeting.

Article II: Dues

Section 1

Annual dues shall be payable on or before the first meeting of the calendar year.

Section 2

The schedule of dues shall be set by the Executive Board and submitted for approval by the membership at the annual meeting.

Article III: Meetings and Membership

Section 1

Notice of the time and place of any scheduled meeting of the association shall be sent to all members and published in such ways as the Executive Board may select.

Section 2

Special Association meetings may be called by the Executive Board provided notice of such shall be given by the Secretary to each member. Notice may be by such publication as is available or by an announcement at a prior scheduled meeting.

Section 3

Ten percent (10%) of the membership or 30 members, whichever is less, shall constitute a quorum for any Association meeting.¹

Section 4

Association membership is not required for attendance at meetings.

Article IV: Amendments

With a quorum present (10% of the membership or 30 members), these bylaws may be amended by a two-thirds vote at any scheduled meeting of the association, provided that a written notice of the proposed amendment has been sent to each member by such publication as is available, prior to the scheduled meeting or by a reading of said proposed amendment at a prior meeting.

Article V: Relationship The Association's Constitution and Bylaws are subject to, and governed by, the Articles of Incorporation.

Previous revisions: October 14, 1978, February 3, 1979 and November 1, 1987. This Revision accepted at the annual meeting held November 2, 2002.

¹Article III, Section 3 of the Bylaws revised - November 1, 1987