

**Bylaws
of
Central Iowa Beekeepers Association, Inc.**

ARTICLE 1. CORPORATION.

Section 1.01 Corporate Entity.

These bylaws are adopted to govern the affairs of the Central Iowa Beekeepers Association, Inc., hereafter referred to as CIBA or “the Association,” a corporation organized under the Revised Iowa Nonprofit Corporation Act, Chapter 504, Code of Iowa, and having a perpetual existence, which commenced upon the issuance of its certificate of incorporation by the Secretary of State of Iowa. The Association is a federal educational 501(c)(3) nonprofit organization.

Section 1.02 Purposes.

Subject to the limitations set out hereinafter, the purpose for which the Association is organized is:

- To advance the art and science of Beekeeping, Honey Production and related interests.
- To assist Association members in staying abreast of changes in Federal, State and Local statutes.
- To encourage and promote beekeeping for those interested in and starting beekeeping.
- To promote close coordination, cooperation and fellowship among Association members.
- To promote the products of the industry, including the conduct of trade promotion, advertising, public relation activities and of educational programs.
- To study and recommend the enactment of legislation in the interests of the industry and to encourage Association members to lend their support through contact with public officials.

Section 1.03 Powers.

Except as otherwise limited by the provisions of its Articles of Incorporation or these bylaws, the corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful activities for which corporations may be organized under the Iowa Nonprofit Corporation Act.

Section 1.04 Proceedings.

The proceedings of the Association shall be guided in accordance with Roberts’ Manual of Parliamentary Procedure.

Section 1.05 Amendments.

These by-laws may be amended or altered by a two-thirds vote at any regular or special meeting., provided notice of the proposed change shall have been made by an elected official and mailed or transmitted to the electronic address of record to each member not less than 10 days prior to such meeting.

Section 1.06 Members.

Section 1.06.01 Number of Members.

The Association has no limit to the number of members. Membership in CIBA is open to those who subscribe to the stated objectives in Section 1.02.

Section 1.06.02 Membership Dues.

Membership dues are valid January 1 to December 31 of the calendar year. Association members whose dues have not been received prior to the open of the annual business meeting will be declared delinquent and shall be dropped from the membership roll and mailing list. The amount of the dues shall be determined by vote of the membership and adjusted as needed. Family membership, for those living at the same address, shall be 1 ½ (150%) of the individual membership dues. Dues for new members joining after July 1 shall be half (50%) of the yearly dues. Family membership will receive one mailed copy of the CIBA BEELINE newsletter and any notices. Electronic distribution is not subject to this limitation.

Section 1.06.03 Membership for Beekeeping Course Enrollees.

Those enrolling in beginning beekeeping courses conducted in the Central Iowa area and who were not previously Association members and wish to join the Association will receive one year's membership with electronic delivery of information, without cost. The President will select qualifying beekeeping courses.

Section 1.06.04 Voting Privileges

Voting privileges shall be extend to one (1) vote per single membership and two (2) votes per family membership regardless of family numbers.

Section 1.07 Association Meetings.

General member meetings. Regular meetings are to be held on the 3rd Saturday on alternating month of the year starting in January (January, March, May, July, September and November). The Board of Directors will have the authority to call extra meetings at their discretion and to change meeting dates for extenuating situations. Times and places of meetings shall be announced at least ten days in advance if possible. The annual Association business meeting will be set by the Board of Directors to be at either the January or March membership meeting.

Section 1.08 Seal.

The Association shall have no seal.

Section 1.09 Execution of Contracts.

All contracts to which the Association is a party and all deeds, mortgages, leases, mortgage releases, judgment satisfactions and all other instruments affecting real estate shall be executed by the President or Vice President and by the Secretary or Treasurer subject to monetary authority set forth in Section 6.02.02.

Section 1.10 Personal Liability.

The Association Directors and Officers of the corporation shall not, as such, be liable on the debts or obligations of the Association executed in compliance with the bylaws.

Section 1.11 Bylaws.

The power to suggest alterations, amendments, propose repealing bylaws or propose adoption of new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or the articles of incorporation.

Section 1.12 Principal Office.

The location of the principal office of the Association in the State of Iowa will be identified in the Association's biennial report filed with the Iowa Secretary of State.

Section 1.13 Registered Office and Registered Agent.

The initial registered agent and office of the Association are set forth in the Articles of Incorporation. The registered agent or registered office, or both, may be changed by resolution of the Board of Directors.

ARTICLE 2. LIMITATIONS FOR TAX-EXEMPT STATUS.**Section 2.01 Limitation as to Purpose.**

The Association is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

Section 2.02 Limitation on Uses of Earnings.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable, educational, or scientific purposes permitted herein.

Section 2.03 Limitation on Legislative or Political Activities.

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporations shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2.04 Limitation to Activities Permitted by Federal Tax Law.

Notwithstanding any other provision of these articles, the Association shall not carry on any other 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, or the corresponding section of any future federal tax code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.05 Limitations Upon Dissolution.

Upon the dissolution of the Association, assets shall be distributed for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to the Iowa Honey Producers Association (IHPA) if at the time of the Associations dissolution the IHPA is a 501(c)(3) organization. If the IHPA is not a 501(c)(3) organization the proceeds will be distributed to another 501(c)(3) beekeeping organization selected by the Board of Directors. The Association may be dissolved by a two-thirds vote at any regular or special meeting, provided notice of the proposed dissolution shall have been made by an elected official and mailed or transmitted to the electronic address of record to each member not less than 30 days prior to such meeting. At least 50% of the current membership shall be present.

ARTICLE 3. BOARD OF DIRECTORS.**Section 3.01 General Powers.**

The affairs of the Association shall be managed by its Board of Directors.

Section 3.02 Board of Directors.

The Board of Directors will consist of eight to twelve (8-12) members. There will be three to seven (3-7) elected Association Directors. The number of Directors shall be proposed by the Board of

Directors and approved by majority affirmative vote of the eligible Associations members. The Past President shall serve as an Association Director. If the Past President is not available to serve, then the membership shall elect a Director to serve at their convenience until the Past President Director post is filled. The remaining four (4) Board of Directors positions consist of the Officers of the Association (the President, Vice President, Secretary and Treasurer). All Board Members will be voting members, except the President will vote only in the case of a tie.

Section 3.03 Tenure.

Each Association Director shall be elected for a period of three (3) years, with the 3 to 7 elected Association Directors equally staggered such that no more than 3 regularly expiring Association Directors are elected per year., In initially establishing new Association Director positions those Directors may be elected for less than 3 years. Association Directors shall be elected at the annual Association business meeting by the affirmative majority vote of eligible Association members. The Director's term commence upon election and terminates on the date that a subsequent Association Director is elected. Each officer, (President, Vice President, Secretary and Treasurer) will serve one (1) year terms. Officers shall be elected at the annual Association business meeting by the affirmative majority vote of eligible Association members. The one (1) year term commence upon election and terminates on the date that a subsequent officer is elected.

Section 3.04 Elections.

At each annual Association business meeting the membership shall elect from among Association Director and Officer candidates nominated by the Board of Directors or from nominations from Association members at that meeting to fill the terms then expiring.

Section 3.05 Resignation.

Any Association Director or Officer may resign at any time by giving written notice of such resignation to the Association President or Vice President.

Section 3.06 Removal.

Any one or more Association Directors or Officers may be removed, either with or without cause, at any time by the affirmative vote of two-thirds of the Board of Directors.

Section 3.07 Vacancies.

Any vacancy in the Association Directors or Officers, occurring by reason other than the normal expiration of a term, may be filled for the unexpired portion of the term at the next regularly scheduled Association membership meeting by the affirmative majority vote of eligible Association members. Any Association Director or Officer so elected shall hold office only for the unexpired term for which elected.

Section 3.08 Regular Board Meetings.

Regular meetings of the Board of Directors shall be held on such date as the Board of Directors shall by agreement specify, but no less frequent then quarterly. The Board of Directors may provide by resolution the time and place, either within or outside of the state of Iowa, for the holding of additional regular meetings of the board. The Board of Directors will provide notice of regular meetings to Association members via publication in the Association newsletter and/or electronic communication at least 10 days prior to a meeting. Association members are allowed and encouraged to attend Board meetings.

Section 3.09 Special Board Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Association Directors or Officers. The persons authorized to call special meetings of the board may fix any place, either within or outside of the state of Iowa, as the place for holding any

special meeting of the board called by them. The Board of Directors will provide notice of the meeting to the Association's membership as early as possible by appropriate means.

Section 3.10 Notice of Board of Director Meetings.

Notice of any special meeting of the Board of Directors shall be given to each Association Director and Officer so as to arrive at least two days prior to the meeting. Notice shall be provided by written notice delivered personally or sent by mail, fax or other electronic means to each Board Member at the Board Member's address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid but mailed so as to arrive two days prior to the meeting date. If notice is given by fax or other electronic means, it shall be deemed to be delivered when successfully transmitted to the recipient. Any Board Member may waive notice of any meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 3.11 Place of Board of Director Meetings, etc.

The Board of Directors may hold its meetings at such place or places within or without the State of Iowa or by electronic or video conferencing, as the board may from time to time determine. A Board Member may participate in any meeting by any means of communication, including, but not limited to telephone conference call, electronic or video conferencing, by which all Board Members participating may simultaneously hear each other during the meeting. A Board Member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.12 Quorum.

At all meetings of the Board of Directors a simple majority of Board Members then serving shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Board Members at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, the Articles of Incorporation or these Bylaws

Section 3.13 Manner of Acting.

The act of a majority of the Association Directors and Officers present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 3.14 Chairperson.

At all meetings of the Board of Directors the President of the Association shall serve as Chair of the Board and will vote only in the case of a tie.

Section 3.15 Authority To Act.

In no event shall any person or other entity dealing with the Association Directors or Officers be obligated to inquire into the authority of the Association Directors and Officers to enter into and consummate any contract, transaction or other action.

Section 3.16 Powers.

All the Association powers, except such as are otherwise provided for in these Bylaws, the Articles of Incorporation and in the laws of the State of Iowa, shall be and are hereby vested in and shall

be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to committees of their own number, or to Association members, such power as they may see fit.

Section 3.17 Informal Action.

Any action required by law to be taken at a meeting of Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the Board of Directors. The Association Director's or Officer's consent may be transmitted electronically. A Board of Director's consent may be withdrawn by a revocation signed by the Association Director or Officer and delivered to the Association prior to the delivery to Association of unrevoked written consents signed by all of the Association Directors and Officers. A consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

Section 3.18 Compensation.

Association Directors and Officers shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing contained here shall be construed to preclude any Association Director or Officer from serving the corporation in any other capacity and receiving compensation for such services. Any such compensation shall be proposed by the Board of Directors and approved by Association membership at a regular Association meeting upon a majority affirmative vote of eligible Association members.

ARTICLE 4. OFFICERS.

Section 4.01 Number.

The Officers of the corporation shall be the President, Vice President, Secretary, Treasurer and such other Officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. New offices may be created and filled at any subsequent regular Association meeting upon a majority affirmative vote of eligible Association members.

Section 4.02 Election, Term of Office & Qualifications.

All officers shall be elected at the regular annual Association business meeting by the majority affirmative vote of eligible Association members.

Section 4.03 President.

The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the corporation. The President shall (1) preside at all member meetings and meetings of the Board of Directors. Additionally the President shall perform those duties which are incident to that office, and (2) advise such action as may be deemed by the President to increase the usefulness of the Association. The President may sign, with the Secretary or any other proper Officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other Officer or agent of the Association; and in general the President shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors. The President will file any required by-annual updates with the Iowa Secretary of State to keep the Association's nonprofit corporation status current.

Section 4.04 Vice President.

At the request of the President, or in the event of the President's absence, disability or refusal to act, the Vice President shall perform the duties and possess and exercise the powers of the President. To the extent authorized by law the Vice President shall have such other powers as the Board of Directors may determine and shall perform such other duties as may be assigned to the Vice President by the Board of Directors. The Vice-President shall chair the Program Committee and the Nominating Committee for the annual election of Officers and Directors.

Section 4.05 Secretary.

The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors if the Board so directs. The Secretary shall keep a record or see that a record is kept, containing the names and mailing addresses of all persons who are Association Directors, Officers, and members of the Association. The Secretary may sign with the President or Vice President, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors. The Secretary shall, in general perform all the duties customarily incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to the Secretary by the Board of Directors.

Section 4.06 Treasurer.

The Treasurer shall have the custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of the Treasurer's duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper the Treasurer may endorse on behalf of the corporation for collection checks, notes, and other obligations and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the corporation. The Treasurer shall enter regularly on the books of the corporation to be kept by the Treasurer for that purpose, a full and accurate account of all moneys and obligations received and paid or incurred for or on account of the Association and shall exhibit such books at all reasonable times to any director of corporation. The Treasurer shall, in general, perform all the duties customarily incident to the Office of the Treasurer, subject to the control of the Board of Directors. The Treasurer shall file any required federal forms on a yearly basis and in a timely manner to maintain the Association's 501(c)(3) status. Checks shall be issued in the name of the corporation only in payment of invoices previously approved as prescribed in section 6.02. The Treasurer will provide a summary report at regular meetings and a yearly report to the Audit Committee. The summary report will include separate listings for special project funding.

Section 4.07 Combined Secretary and Treasurer

The position of Secretary and the positions of Treasurer will be separate, but if the membership desires to use one person to fill the positions of Secretary and Treasurer they may do so by a simple majority affirmative vote of eligible Association members at the annual Association business meeting. However their duties must remain as separate and distinct duties and actions in each role.

Section 4.08 Assistant Treasurers & Assistant Secretaries.

If the Board of Directors deems it necessary to establish either additional role, The Assistant Treasurers and Assistant secretaries in general, shall perform the duties assigned to them by the Treasurer the Secretary, the President or by the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE 5. COMMITTEES.**Section 5.01 Board Committees**

The Board of Directors, by resolution adopted by a majority of the Association Directors and Officers, may designate and appoint one or more committees, each of which shall consist of two or more Board Members and shall have and exercise the authority of the Board of Directors to the extent provided in the resolution in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to authorized distributions; approve or recommend to members dissolution, merger, or sale, pledge, or transfer of all or substantially all of the corporation's assets; elect, appoint, or remove directors or fill vacancies on the board or any of its committees; or adopt, amend, or repeal the articles or bylaws. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law.

Section 5.02 Other Committees.

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by the Board of Directors. Membership in such committees will be sought from active Association members and committee membership shared at Association meetings.

Section 5.03 Program Committee.

The Program committee will be appointed by the Vice President and consist of at least 2 additional Association members. The President may serve as an ex-officio non-voting member. The Program committee will arrange for meeting locations, speakers at regular meetings, and special seminars as approved by the Board of Directors.

Section 5.04 Finance Committee.

The Finance Committee shall consist of the Treasurer and at least 2 Association members appointed by the Board of Directors. The Finance Committee shall be responsible for preparing a proposed annual budget for the corporation covering all aspects of receipts and expenditures. The Finance Committee shall, at least once each year, audit the Treasurer's financial records of the corporation and file a written report thereof with the Board of Directors that will be provided at the annual Association business meeting.

Section 5.05 Nomination Committee.

The Nomination Committee shall consist of the Vice President and at least 2 Association members appointed by the Board of Directors. The Nomination Committee shall, at least 20 days before each annual meeting of the members, file with the Secretary a written report nominating at least one candidate to fill each vacancy of Association Directors and Officers that will exist at the time of the annual Association business meeting by virtue of the expiration of a regular term of office.

Section 5.06 Removal of Committee Members.

Any committee member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

Section 5.07 Committee Members Term of Office.

Each member of a committee shall continue as a member until the next annual Association business meeting and the member's successor is appointed, unless the committee shall be terminated sooner, unless the member be removed from the committee or unless the member shall cease to qualify as a member of the committee.

ARTICLE 6. CONTRACTS, ACCOUNTS & GIFTS.**Section 6.01 Contracts.**

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.02 Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, or other evidence of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the Board of Directors.

Section 6.02.01

The appropriations of money or property of the Association shall not be made for any purpose other than to defray legitimate expenses, except by the vote of the Association membership present at any meeting. All disbursements shall be made by check signed by the Treasurer or if the Treasurer is unavailable, by the President or by electronic means from accounts or financial systems established with the approval of the Board of Directors.

Section 6.02.02

The Treasurer is authorized to pay standard business expenses, authorized expenses, and voted and approved items. Payments up to \$250 may be made without additional approval. Payments from \$250 to \$500 require the President's approval. Payments exceeding \$500 require Board of Director approval and a vote of the Association membership. The Treasurer is authorized to pay Association Annual Auction costs and consigner proceeds outside of the previous approval guidelines, provided an accounting of the auction is given to the President and the Board of Directors within a month following the auction. The Auction accounting will be shared with the membership as part of the next regularly scheduled Association meeting.

Section 6.02.03

Within 2 weeks of the end of the fiscal year the Treasurer will provide the Association financial records for review by 2 Board Members selected by the President. A report of the audit will be made at the annual Association business meeting.

Section 6.03 Deposits.

All funds of the Association shall be deposited to the credit of the Association in the banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE 7. BOOKS AND RECORDS.**Section 7.01 Books & Records.**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors as well as other documents required to be maintained pursuant to the Revised Iowa Nonprofit Corporation Act.

Section 7.02 Director's Access to Records.

A Director or Officer is entitled to inspect and copy the books, records, and documents of the Association at any reasonable time to the extent reasonably related to the performance of the Director's or Officer's duties as a Board Member, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the corporation.

ARTICLE 8. FINANCES.

Section 8.01 Accounting Year.

The accounting year of the Association shall be the calendar year, commencing January 1 and ending December 31.

Section 8.02 Annual Budget.

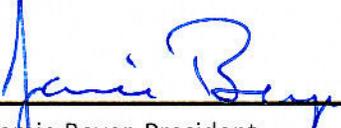
An annual budget, covering all aspects of receipts and expenditures, shall be adopted by the Board of Directors each year not less than thirty days before the next succeeding calendar year.

Section 8.03 Treasurer's Financial Report.

Not less than ninety days after the close of the accounting year, the Treasurer shall prepare and file with the Board of Directors a detailed statement showing all cash receipts and disbursements of the Association for the preceding calendar year and the general financial condition of the corporation.

ARTICLE 9. SIGNATURES.

By Unanimous Consent of all members of the Board of Directors of the Central Iowa Beekeeping Association, Inc., and approval of two thirds vote of Association members as evidenced by their signatures below,



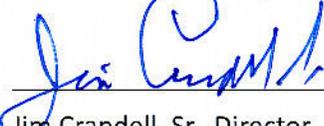
Jamie Beyer, President



Don Sievers, Vice President



Linn Wilbur, Secretary/Treasurer



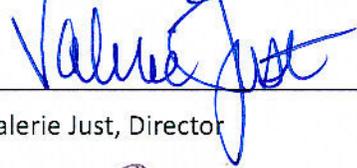
Jim Crandell, Sr., Director



Mark Moberly, Director



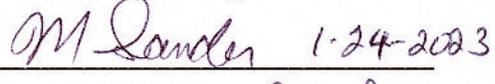
Raymond Knapp, Jr., Director



Valerie Just, Director



Tony Christensen, Director



Mike Sander, Director *Past President*

the foregoing Bylaws are hereby adopted on,

21 January 2023

Date