

# Edmonton and District Beekeepers Association

## Constitution and Bylaws

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# Edmonton and District Beekeepers Association

## Constitution and Bylaws

### **Part A - Constitution**

#### **Article I. Name**

The full, formal name of the Association referenced in this Constitution and the accompanying Bylaws shall be the “Edmonton and District Beekeepers Association”. However the short-form name “EDBA” may be used to refer to the Association in any formal or informal document or proceedings. The Association shall hold its regular meetings in or near the City of Edmonton, in the Province of Alberta.

#### **Article II. Mission and Purposes**

The mission of this Association is to be a support group for beekeepers, particularly hobbyists and beginners, in the greater Edmonton area.

In order to carry out its mission, the Association shall:

- (a) Organize presentations on beekeeping procedures and issues;
- (b) Help members adapt to the changing needs of the industry;
- (c) Educate members on the requirements of beekeeping;
- (d) Lobby for services not met by the general beekeeping community;
- (e) Help organize beekeeping courses, mentor, and advertise items for resale.

#### **Article III. Membership**

The composition of the membership shall be as provided in the Bylaws of this Association. No person shall be excluded from membership because of age, race, colour, creed, sex, national, sexual orientation, physical or mental disability, so long as the individual is able to participate in the program.

#### **Article IV. Meetings**

The Association shall meet regularly eight months a year on the second last Thursday of the month, not in December, June, July, August or as otherwise provided by the Bylaws of the Association. A field day may be held in spring or summer. Special meetings may be called by a majority vote at any regular meeting at which a quorum is present, or by the President.

#### **Article V. Initiation fees and Dues**

Every Member of this Association shall pay fees and dues prescribed in the Bylaws of this Association.

**Article VI. Officers**

The officers of the Club shall be a President, a Vice President, Secretary, Treasurer, Newsletter Editor, Directors. All officers, together with the immediate Past President, shall constitute the Executive Committee of the Club, having general administrative powers. The officers shall be selected as provided in the Bylaws of this Association.

**Article VII. Quorum**

20% of the members who have paid their dues in the last 12 months (hence fitting the definition of active members) shall constitute a quorum for the transaction of all business of this Association.

**Article VIII. Affiliation**

Although the Association is not affiliated with any organization, there is nothing preventing this occurring. Such a Bylaw amendment would require following the procedure listed under Article XI. (Amendments).

**Article IX. Policy**

The articles of incorporation and Bylaws followed by similar non-profit organizations in Alberta shall govern this Association.

**Article X. Charter**

This Association does not have any official links with other organizations requiring it to show a chartered link.

**Article XI. Amendments**

This constitution may be amended to change the name or location of this Association by resolution adopted by a two-thirds vote at a previously advertised meeting no less than 21 days' notice with such amendments proposed in writing by an active member at the meeting immediately preceding the meeting at which the amendment is to be voted on.

**Article XII. Special Resolution**

Refers to

- (a) a resolution passed
  - (i) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
  - (ii) by a vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
- (b) a resolution proposed and passed as a Special Resolution at a General Meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the General Meeting so agree, or

- (c) A resolution consented to in writing by all the members who would have been entitled at a general Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

## **Part B - Bylaws**

### **Article I. Interpretation**

- 1.01 “**Active member**” means a member in good standing (has paid dues in the last 12 months) who regularly attends meetings of the Association and who supports the mission and purposes of the Association and contributes to its programs and activities.
- 1.02 “**Business meeting**” means a special meeting or a portion of a regular meeting dedicated to discussion and resolutions concerning the business and financial affairs of the association;
- 1.03 “**Association**” means the Edmonton and District Beekeepers Association.
- 1.04 “**Constitution**” means the constitution of the Association.
- 1.05 “**Honorary member**” means a person whose activities and public statements are consistent with the Association and who, by a two-thirds vote at any business meeting, receives status as an honorary Association member for a maximum term of one year, subject to renewal at the discretion of the members.
- 1.06 “**Inactive member**” means a member in good standing
- (a) who rarely attends meetings, or
  - (b) who requests a change in status to inactive membership in order to maintain membership in the Association without fulfilling the responsibilities of an active member or
  - (c) who hasn’t paid dues in the last 12 months.
- 1.07 “**Member**” means a member of the Association.
- 1.08 “**Member in good standing**” means a member who has paid the membership dues of the Association in accordance with article III.
- 1.09 “**Quorum**” means 20% of the members who have paid their dues in the last 12 months.
- 1.10 “**Regular meeting**” means a meeting of the Association that is dedicated to business matters and education activities.
- 1.11 “**Resolution**” means a decision adopted by a majority of active members at a regular meeting. A bylaw requires a two-thirds majority of active members. A resolution has the same meaning as a motion in parliamentary procedure.
- 1.12 “**Special meeting**” means a meeting of the Association that is dedicated to socializing between members or such other activities that may vary from the normal agenda and educational program for regular meetings;
- 1.13 “**Standing rules**” means the rules adopted by the Association for the ongoing conduct and administration of its business, financial and general activities.

## **Article II. Membership**

- 2.01 Membership in the Association shall be open to anyone on a non-discriminatory basis in accordance with Article III of the Constitution.
- 2.02 Membership in the Association can be active, inactive, or honorary.
- 2.03 Membership may be terminated if
- (a) A member loses his or her good standing with the Association through non-payment of membership dues more than 12 months since the previous payment.
  - (b) A member has engaged in any conduct or activity or has made any public statements that are considered detrimental to the Association and its active members, and the members decide by a two-thirds vote at a business meeting in which a quorum is present that the membership should be terminated.
- 2.04 A person whose membership in the Association is terminated in accordance with clause 2.03(b) may request reconsideration of that decision, and may only have his or her membership restored by a two-thirds vote at a business meeting immediately following the appeal, provided that a quorum is present at that meeting.
- 2.05 Any member may resign from the Association by written notice filed with the President or the Secretary. A member in good standing who resigns from the Association may restore his or her membership at any given time.
- 2.06 The Secretary shall maintain an updated record of membership classification in the club.
- 2.07 Active members shall be entitled to all rights and privileges of the Association, and only active members are entitled to serve as officers of the Association.

## **Article III. Financial Affairs**

- 3.01 The Association shall conduct its financial affairs as a non-profit organization dedicated to the well-being of its members. The Treasurer shall be responsible for the administration of the Association's financial affairs, subject to the policies established by the Executive Committee and any resolutions approved at a business meeting.
- 3.02 The Finance Committee shall prepare an annual budget for the association, which shall be designed to achieve a balance between Association revenues and expenditures, including the continuation of a suitable reserve fund. The Treasurer shall submit the proposed budget for consideration by the Executive Committee by April 15 of each year.
- 3.03 Upon the approval of the Executive Committee, the Treasurer shall present the proposed budget to the members at the next business meeting at which a quorum is present. The members may, by majority vote, approve the budget as presented or adjust the amount of revenues, the amount of expenditures, and/or the amount of the reserve fund.
- 3.04 The Treasurer shall provide members with a status report on the financial position of the club every second meeting at which a portion of the meeting is for business purposes or as required where in the opinion of the Treasurer or any active member, the financial affairs of the Association merit review by the members.

3.05 The Treasurer shall maintain an accurate accounting of all revenues and expenditures concerning the financial affairs of the Association.

3.06 The Association shall maintain a chequing account at a financial institution approved by Executive Committee, and the Treasurer shall ensure that the signatures of those officers authorized to execute cheques on the Association's behalf are recorded at that financial institution. All cheques issued by the Association shall be signed by two of the three designated signers: Treasurer, Secretary, and President or other members chosen by the Executive.

3.07 Any expenditure over \$500 which has been pre-approved by the Executive, shall be approved in the business portion of any meeting advertised to all the membership, by majority vote at which a quorum is declared.

3.08 The Association and its members shall be responsible for all expenses and financial obligations incurred at its direction in connection with its operations, functions and activities. In the event the Association is dissolved, payment of any surplus in the Association's account after all expenses and other financial obligations have been paid shall be disbursed by either making a per capita refund to members or by making a capital donation to an educational, research or memorial fund, in accordance with a majority vote.

3.09 Membership for a year covers the period September 1<sup>st</sup> to August 31<sup>st</sup>, with fees to be paid by Christmas to remain as an active member.

#### **Article IV. Membership Dues**

4.01 Members shall pay annual membership dues as established from time to time by the members voting at a meeting advertised to all members and by majority vote at a meeting at which a quorum is present.

4.02 A former member in good standing who re-joins the Association shall not be required to pay any special fee for reinstatement as a member, other than the membership fee for the current year.

#### **Article V. Association Meetings**

5.01 All regular or special meetings of the association (except field days or visits to apiaries) shall be held on the second last Thursday of the month in January, February, March, April, May, September, October, November at whatever suitable location the Executive decides.

5.02 Where in-person meetings (including regular meetings, special meetings or Annual General Meeting) are not possible due to unusual circumstances, or members are not able to attend in person, a meeting may be held via video conferencing, teleconference or other electronic communication means. Meetings may also be a hybrid of in-person, video conference or other electronic communication means. Members retain full privileges in these meetings.

5.03 The date of a future meeting can be changed to coincide with a conference being organized in Edmonton by another organization involved with beekeeping by a majority vote in the business portion of a previous meeting advertised to all members and at which a quorum is present.

5.04 An extraordinary meeting of the association to discuss urgent business may be called at any time by the President or by a majority vote in the business portion of any meeting.

5.05 The Annual General Meeting is held after August and before Christmas unless a majority of active executive members decides otherwise in a particular year.

## **Article VI. Resolutions**

6.01 Any Member may request that a resolution be voted on (“Member’s Resolution”) at the next business meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member should also provide information to support and/or justify the resolution (“Member’s Information”). The Executive Committee may in its absolute discretion decide whether or not the Association will vote on the resolution. However, if the Member’s Resolution is supported in writing by at least 10% of eligible members at the time of the request:

- (a) It must be voted on at the next scheduled business meeting; and
- (b) The Secretary must send the Member’s Information to all the membership at least 21 days before the next scheduled business meeting; or
- (c) If the Secretary fails to do this, the Member has the right to raise the resolution at the following business meeting.

If the Member’s resolution is declined by the Executive, the Member may request that his or her email address be published in the newsletter so that they may be contacted directly to get the required 10% support

6.02 The Executive Committee may also put forward resolutions for the Association to vote on (“Executive Resolutions”) at the next business meeting, by giving notice at least 21 days before that meeting.

## **Article VII. Electronic Voting**

7.01 The Executive Committee may at its discretion decide to hold a vote by electronic communication (E-vote) where a meeting quorum cannot otherwise be reached or a wider response from the membership is required. Written notice of the voting issue shall be sent to every member with no less than 21 days’ notice before the vote closing date. This may include, but is not limited to, voting on Resolutions, Special Resolutions, Election of Officers, and Bylaw Amendments each with the applicable passing vote majority. The total number of e-votes received must meet or exceed the quorum quota.

## **Article VIII. Election of Club Officers**

8.01 The Officers of the Association shall be a President, the immediate Past President who serves as Vice President (and if available, as the hobby representative on the Refundable Commission), a Secretary, a Treasurer, a Newsletter Editor and 3-5 Directors. The number of the last mentioned is decided at the Annual General Meeting at which they are nominated and elected.

8.02 Elections for all executive members are held annually.



8.03 A member can hold more than one executive position if no other member can be persuaded to fill a vacancy.

8.04 Notwithstanding clause 8.01, if the club has insufficient willing members to fill all designated Offices or if other just reasons exist, the Executive Committee may invite any member to assume a position until the next Annual General Meeting.

8.05 If the past president is unavailable, the membership shall elect the Hobby Representative to the Refundable Commission when the EDDBA is notified by the Refundable Commission that it is the EDDBA's turn to provide a representative.

## **Article IX. Duties of Officers**

9.01 The President is the Chief Executive Officer of the Association and is responsible for fulfilling the mission of the association and finding guest speakers. The president appoints all Standing and Ad Hoc Committees, presides at all meetings of the Executive Committee, and exercises general supervision over all operations of the association. The President shall be an ex-officio member of all Standing and Ad Hoc Committees.

9.02 The immediate Past President, (if available) takes a turn as the Hobby Representative on the Refundable Commission and fills the president's position when the president is unavailable or the president's position is vacant.

9.03 The Secretary is responsible for club records and correspondence. The Secretary has custody of the Association's Constitution and Bylaws, the Standing Rules, and Special Rules of Order, the Association's minute book and all other official records of the Association. The Secretary prepares and maintains the minutes of all business meetings and Executive Committee meetings, and transmits all records and documents to his or her successor.

9.04 The Treasurer is responsible for the association's financial policies, procedures and controls as set out in Article III. The Treasurer shall chair the Finance Committee.

9.05 The Newsletter Editor is responsible to sending out a newsletter before each meeting, advertising its time and location, providing news of what happened at the last meeting, lists future events, advertises equipment and bees for sale and employment opportunities.

9.06 The Directors assist in a variety of activities such as attending committee meetings to give advice, supervising the lending library, bringing refreshments to meetings, helping out with field days, coordinating bulk ordering of equipment and transportation of supers for irradiation or finding others to do such duties.

## **Article X. Executive Committee**

10.01 The Executive Committee shall consist of all Association Officers;

10.02 The Executive Committee is responsible for the general business affairs of the Association and shall exercise supervision over those affairs. The Executive Committee shall

- (a) Develop goals, objectives and policies that shall support the educational and developmental needs of the members and the ongoing success and welfare of the Association.
- (b) Implement any policies or actions established by the members through resolution, and

- (c) Make decisions through consensus or resolution on any matters within its general supervisory powers or on any matters in which it is authorized by these Bylaws or by resolution of the members to exercise its decision making powers.

10.03 The Executive Committee shall meet at the call of the President.

10.04 A majority of the executive committee members constitutes a quorum required to validate any resolution or any decision made by the Executive Committee pursuant to its authority under these Bylaws.

10.05 Any resolution or decision made by the Executive Committee may be modified by or reversed by a majority vote at any business meeting of the general membership at which a quorum is present.

10.06 The Executive Committee may, by a two-thirds vote of a quorum of officers, remove an Officer from his or her office if the Officer

- (a) Ceases to be an active member,
- (b) Fails to attend three (3) consecutive meetings of the Executive Committee,
- (c) Has been consistently negligent in the fulfilment of his or her responsibilities as an Officer, or
- (d) Has engaged in any conduct or activities, or has made any public statements, that are considered to be detrimental to the Club and its members.

10.07 An Officer removed from the Executive Committee in accordance with clause 10.06 may be reinstated by a two-thirds vote at any business meeting of the general membership at which a quorum is declared.

10.08 An Officer removed from the Executive Committee in accordance with clause 10.06 is not eligible to be nominated and elected again as an officer until three (3) years have elapsed since his or her removal from the Executive Committee.

10.09 Decisions made by Standing and Ad Hoc Committees can be accepted, rejected, or modified by the Executive Committee or the general membership during the business portion of any meeting.

## **Article XI. Parliamentary Authority**

11.01 The procedures used for the conduct of any business meetings of the Association shall be in accordance with the current edition of Robert's Rules of Order newly Revised, except that the Constitution and Bylaws of the association shall take precedence where they are inconsistent with this authority.

11.02 The members may, by a two-thirds vote at any business meeting at which a quorum is declared, adopt or amend Special Rules of Order for the conduct of any business meetings of the Association. The Special Rules of Order so adopted or amended shall take precedence over the authority specified in clause in 11.01, except that the Special Rules of Order shall not be inconsistent with the Constitution or Bylaws of the Association.

11.03 A resolution passed at a business meeting shall not be inconsistent with the Constitution or Bylaws of the Association.

11.04 Only active members may vote on resolutions concerning the financial affairs of the Association.

11.05 Only executive members or members chosen by the Executive Committee can make public statements on behalf of the EDDBA.

**Article XII. Standing Rules**

12.01 The Association may, by majority vote at any business meeting, adopt or amend a resolution on any matter related to the purposes, business, policy, or general administration of the Association, and such a resolution, if it is of a continuing nature, shall become a Standing Rule of the Association.

12.02 The Association may, by majority vote at any business meeting at which a quorum is declared, adopt or amend a resolution concerning the financial affairs of the Association, and such a resolution, if it is of a continuing nature, shall become a standing rule of the Association.

**Article XIII. Amendments to Bylaws**

13.01 These By-laws may be amended by a two-thirds vote at a business meeting at which a quorum is present. Notice of intent to present a motion to amend these Bylaws must be made no less than 21 days prior to the business meeting at which a vote on the amendments is to be taken.

13.02 The Secretary shall file a copy of any amendments to these by-laws with the relevant authority.

**List of Amendments**

Words inserted or added are underlined; Words removed are ~~struck out~~

<b>Amendments approved September 21, 2023</b>	
1. Amendment to <i>Article III Financial Affairs, Section 3.07</i> by inserting “ <u>over \$500 which has been pre-approved by the Executive,</u> ”	3.07 Any expenditure <u>over \$500 which has been pre-approved by the Executive,</u> shall be approved in the business portion of any meeting advertised to all the membership, by majority vote at which a quorum is declared.
2. Amendment to <i>Article V Association Meetings</i> by inserting new section 5.02 after section 5.01 “ <u>...location the executive decides.</u> ” and further renumbering the current Section 5.02 “ <i>The date of a future ...</i> ” as 5.03, as well as renumbering subsequent sections.	5.02 Where <u>in-person meetings (including regular meetings, special meetings or Annual General Meeting) are not possible due to unusual circumstances, or members are not able to attend in person, a meeting may be held via video conferencing, teleconference or other electronic communication means. Meetings may also be a hybrid of in-person, video conference or other electronic communication means. Members retain full privileges in these meetings.</u>

<p>3. Amendment by inserting new <i>Article VI Resolutions; Sections 6.01 and 6.02</i> after current renumbered Section 5.05 “...in a particular year” and further renumbering the current <i>Article VI Election of Club Officers</i> as Article VIII, as well as sequentially renumbering subsequent Articles.</p>	<p><u>Article VI Resolutions</u></p> <p><u>6.01 Any Member may request that a resolution be voted on (“Member’s Resolution”) at the next business meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member should also provide information to support and/or justify the resolution (“Member’s Information”). The Executive Committee may in its absolute discretion decide whether or not the Association will vote on the resolution. However, if the Member’s Resolution is supported in writing by at least 10% of eligible members at the time of the request then:</u></p> <p><u>(a) It must be voted on at the next scheduled business meeting; and</u></p> <p><u>(b) The Secretary must send the Member’s Information to all the membership at least 21 days before the next scheduled business meeting; or</u></p> <p><u>(c) If the Secretary fails to do this, the Member has the right to raise the resolution at the following business meeting. If the Member’s resolution is declined by the Executive, the Member may request that his or her email address be published in the newsletter so that they may be contacted directly to get the required 10% support</u></p> <p><u>6.02 The Executive Committee may also decide to put forward resolutions for the Association to vote on (“Executive Resolutions”) at the next business meeting, by giving notice at least 21 days before that meeting.</u></p>
<p>4. Amendment by inserting new <i>Article VII Electronic Voting; Section 7.01</i> after newly inserted <i>Article VI Resolutions</i> and further renumbering the current <i>Article VI Election of Club Officers</i> as Article VIII, as well as sequentially renumbering subsequent Articles.</p>	<p><u>Article VII. Electronic Voting</u></p> <p><u>7.01 The Executive Committee may at its discretion decide to hold a vote by electronic communication (E-vote) where a meeting quorum cannot otherwise be reached or a wider response from the membership is required. Written notice of the voting issue shall be sent to every member with no less than 21 days’ notice before the vote closing date. This may include, but is not limited to, voting on Resolutions, Special Resolutions, Election of Officers, and Bylaw Amendments with the applicable passing vote majority. The total number of e-votes received must meet or exceed the quorum quota.</u></p>
<p>5. Amendment to renumbered <i>Article X Executive Committee</i> by inserting new section 10.08 after Section 10.07 “...a quorum is declared” and further renumbering the current Section 10.08 “Decisions made ...” as 10.09.</p>	<p><u>10.08 An Officer removed from the Executive Committee in accordance with clause 8.06 is not eligible to be nominated and elected again as an officer until three (3) years have elapsed since his or her removal from the Executive Committee.</u></p>