

# **NEWFOUNDLAND AND LABRADOR BEEKEEPING ASSOCIATION (NLBKA)**

## **CONSTITUTION AND BY-LAWS**

Adopted on: Draft Adopted in principle at Annual General Meeting Nov 7, 2015. Final adopted at the 2016 AGM.

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### **1.0 NAME**

The Association shall be called Newfoundland and Labrador Beekeeping Association Inc. and may have the alphabetic abbreviation of 'NLBKA', and be referred to as 'NLBKA'.

### **2.0 MISSION AND GOALS**

#### **2.1 Mission**

The NLBKA is dedicated to the protection and preservation of Newfoundland and Labrador's honeybees and the art of beekeeping in the province as well as to promoting effective beekeeping practices through education of its members and the general public.

#### **2.2 Goals**

To accomplish this mission, NLBKA has established the following Goals:

- I. facilitate communication and cooperation among NL beekeepers and other interested persons;
- II. promote the protection and preservation of NL honeybees; in particular their current status as free of pathogens, parasites and insecticides;
- III. promote the protection of honeybee ecosystems in NL including that of native/wild pollinators;
- IV. promote effective beekeeping practices through education of its members and the general public;
- V. promote the expansion of beekeeping in NL;
- VI. provide a voice for NL beekeepers in representations to and communications with governments, the NL Federation of Agriculture, beekeeping associations elsewhere in Canada;
- VII. systematic monitoring of beekeeping productivity, honeybee health, and other information of relevance to bees and beekeeping in NL; and
- VIII. promote scientific research that will support the activities outlined above.

#### **2.3 NLBKA Activity Profile**

NLBKA recognizes, respects, and supports the diverse interests of its members. These interests will be served through:

- the sharing of beekeeping knowledge and skills;
- communication of issues related to beekeeping;
- the fostering of a community of provincial beekeepers; and
- the protection of our distinctive bee populations in NL.

## 2.4 Organizational Development

NLBKA will maintain an organizational structure and capacity reflective of its provincial mandate and commitment to the developmental goals of beekeeping. Emphasis will be placed on inclusion and sustainability that furthers and protects the interests of its members.

### 2.4.1 Communications

NLBKA will develop and maintain communication mediums in order to embrace and inform its membership while also developing understanding and appreciation of beekeeping amongst the public at large.

### 2.4.2 Conservation

NLBKA will include a conservation ethic in all its activities. A pro-active stance will be taken with respect to protecting NL honeybees and native bee species from pathogens, parasites and insecticides.

### 2.4.3 Advocacy

NLBKA will develop a capacity to advocate on behalf of the interests of the organization and its membership.

### 2.4.4 Resources

NLBKA will diversify its financial, human and physical resource base in order to maintain its beekeeping activity program, while also strengthening the organization and pursuing new development goals.

## 3.0 MEMBERSHIP

NLBKA shall have five (5) categories of membership. All references to the terms "member" and "members", in this Constitution, and these By-Laws, shall refer to all categories of membership, unless specifically stated otherwise. Each membership category and the rules governing it are described below.

### 3.1 Categories Of Membership

- **Single Membership** Any person who has paid his or her annual dues is eligible for a Single Membership.
- **Family Membership** Any two or more people working together on the same apiary are eligible for a Family Membership if they have paid the family membership dues for the year. Up to four (4) names and emails will be recorded to the membership list.
- **Associate Members** Any individual, organization or company that has paid associate dues is eligible for Associate Membership.
- **Lifetime Members** Any individual granted lifetime membership status is deemed eligible for Lifetime Membership.

- **Honorary Members** Honorary membership is a one year membership granted to those persons nominated and accepted by majority vote of the NLBKA Board at its next executive meeting after the nomination is received.

### 3.2 Membership Voting Rights

- Only members who have paid their annual dues and lifetime members shall have voting rights.
- In Section 6.3, "voting member" shall mean Single, Lifetime Members and Associate Members who are not in arrears with respect to dues at the Annual General Meeting.
- Associate and Honorary Members do **NOT** have voting rights.
- Single, Family and Lifetime Members shall have voting rights.
- Single and Lifetime Members shall have one (1) vote.
- Family Members shall have two (2) votes per membership.

### 3.3 General Membership Rights

- Membership is terminated upon failure to pay the prescribed fees within 60 days after the beginning of the fiscal year.
- All members may attend and participate in the meetings of the Association's general membership.
- All members may exercise their votes in accordance with the Association's Constitution and By-laws.
- All members may participate in all of the Association's activities, to share in the Association's enterprises and to enjoy all the benefits arising from membership in the Association.

### 3.4 Lifetime Membership Criteria

- The NLBKA may award up to one (1) lifetime membership per year. This award is in recognition of significant contributions by an individual to the Association and is not required to be awarded every year.
- A lifetime membership relieves the recipient from any further annual dues that are assessed by the Association.

#### 3.4.1 Qualifications

The criteria for the nomination of lifetime membership are as follows:

- (b) The person has provided significant, demonstrable time to further the enjoyment and learning of other NLBKA members.
- (c) The member has demonstrated exemplary leadership, desire, and passion for beekeeping within the Province.

### **3.4.2 Nomination Process**

- Any member of the NLBKA may propose an individual for the lifetime membership award.
- Nominations shall be sent to the Executive of the Association and shall include in writing the reasons in support of the nomination.
- This nomination must be received 30 days prior to the AGM meeting to be considered.

### **3.4.3 Granting Process**

- A two-thirds (2/3) majority vote by the NLBKA Board at its next meeting is required to award a lifetime membership.

### **3.4.4 Membership Ethics**

- Each member shall be guided by the highest standards of ethics, personal honor, integrity and conduct. Any member found in breach of ethics may be admonished, allowed to resign, suspended or expelled from the Newfoundland and Labrador Beekeeping Association by the NLBKA Board under By-Law 5.

### **3.4.5 Membership Expulsion, Suspension And Resignation**

- Before a decision is made to expel or suspend any person, the member shall be notified by the NLBKA Board thirty (30) days prior to any review hearing, and shall have the right to appear before the NLBKA Board for a review of his or her case.
- At this review hearing, the member or someone designated by the individual in writing may present an argument on his or her behalf. No member of any class of membership may be disciplined under this By-Law without this right of appearance before the NLBKA Board.
- After satisfying the above requirements, the procedure to expel a member shall be completed by a two-thirds (2/3) majority vote of the entire NLBKA Board.
- Any person suspended or expelled from NLBKA under By-Law 4 shall be notified to that effect by the NLBKA President. Any person expelled from NLBKA may not be reinstated to 'regular membership' or acquire 'regular membership' in NLBKA unless there is:
  - two-thirds (2/3) majority vote of the NLBKA Board,
  - upon payment of all dues owing at his or her suspension, and
  - subject always to such additional terms and conditions as may be stipulated by the NLBKA Board.
- A member may resign from or terminate his or her membership in NLBKA by non-payment of membership dues or by a letter of resignation to the President.

## **4.0 ASSOCIATION OFFICERS AND ELECTIONS**

### **4.1 Board Composition**

The NLBKA Board shall be comprised of the Executive Committee, the Regional Representative and/or Chapter Representatives of NLBKA. The NLBKA Board shall be no more than 9 and no fewer than 5 members:

- A. The five (5) Executive Committee members, namely
  - President
  - Vice-President
  - Past-President
  - Treasurer
  - Secretary;
- B. other Board Members, namely
  - Regional Representatives for Avalon, Central and West Coast/Labrador. These may be the Presidents of any Regional Chapters that may form.
  - A communications Director

### **4.2 Terms of Office**

- Members of the Board may stand for a term of two years. These positions will be staggered so that all Executive Positions and other positions will not come vacant in the same year.
- After serving two consecutive terms a Board Member must stand down for at least one year.
- In order to get the schedule started, at the first Annual General Meeting, five positions will have terms of 1 year, and four positions will have terms of 2 years. These will be as follows:
  - President and Vice President – two years
  - Secretary and Treasurer – one year
  - Avalon and Western Region – two years
  - Central Region and Communications – one year

### **4.3 Election of Officers**

- All NLBKA Board members shall be elected annually from among the Voting Members of NLBKA in accordance with the following rules and procedures:
- The Nominating Committee shall be formed and chaired by the Past-President. The Committee shall be comprised of at least two (2) members of the current NLBKA Board or past NLBKA Board members.
- For the first Annual General Meeting the Nominating Committee shall be chaired by the Vice-President.
- The Nominating Committee shall call for nominations and inform the membership of the closing date for nominations by the most appropriate means at their disposal.

- Nominations received before the Annual General Meeting will be shared with the Membership prior to the Annual General Meeting (AGM).
- Nominations will also be called during the Annual General Meeting. Voting for positions will be held during the Annual General Meeting by means of ballots.
- The Nominating Committee shall present nominations received for one or more candidates for each office, depending on whether the position's term is completed and/or vacant.
- Each nominated individual will be given at least one opportunity to communicate to the general membership, why he or she should be elected to the NLBKA Board. The medium shall be through any means deemed most appropriate by the Board of Directors.
- No ballot shall be furnished to any Member who is not in good standing.
- If a member is not able to attend the Annual General Meeting they may submit a letter to the Secretary of the Association, assigning a proxy vote to a named member of the Executive.
- Membership is terminated based on By-Law 24. However, newly registered members or members paid in full prior to the Annual General Meeting shall be considered members in good standing.
- If there is a tie vote for a position, low counts are dropped and a second ballot is conducted. Further voting shall be in the same manner as the first vote and conducted before the Annual General Meeting. If after this second ballot the vote remains tied, the Past President at the time the vote is cast shall cast another vote to break the tie.
- The result of the election by ballot shall be announced at the Annual General Meeting.
- Successful candidates shall take office immediately upon the termination of the Annual Meeting held following their election.
- The NLBKA Board of Directors shall hold no more than two (2) consecutive terms of office. In extenuating circumstances, the NLBKA Board may approve a one-year (1) extension of term for an Officer of NLBKA with a two-thirds (2/3) majority vote.
- If a casual vacancy, whether temporary or permanent, shall occur in any office of the NLBKA Board, other than that of the office of President, such vacancy shall be filled by majority vote of the NLBKA Board, either for the un-expired term or for such shorter period as the NLBKA Board in its sole discretion may decide. In the case of a tie, the President shall cast the deciding vote. If a casual vacancy shall occur in the office of President, the same shall be filled by either the Vice-President or one of the directors and there shall then be deemed to be a casual vacancy in the office of that director.
- If and when Regional Chapters of the Association are formed, Active Chapter Representatives shall be elected annually at the same time as other officers and directors of the Board. They will take the place of Regional Directors .
- Only those members residing in the active chapter's boundaries as defined by the Board of Directors are eligible to vote for the Active Chapter Representative.

## **5.0 DUTIES OF ELECTED OFFICERS**

### **5.1 President**

The President shall be the presiding officer at all meetings of the NLBKA Board. The President shall:

- appoint such committees as are required for the purposes of NLBKA within the limitations prescribed by these By-Laws;
- delegate members to represent NLBKA as required from time to time, and shall be, ex officio, a member of all committees except the Nominating Committee;
- submit and present to NLBKA a report on the activities of NLBKA from the past year, at the Annual General Meeting and plans formulated by the NLBKA Board for future activities of NLBKA.

The President is the public spokesperson for NLBKA. The Board may designate other spokespersons, depending on the issue, as necessary and as it sees fit.

At the end of the elected term, the President shall continue to serve as immediate Past President on the newly elected NLBKA Board. If the immediate Past President shall for any reason be unable to serve as a member of the NLBKA Board, the President shall fill the vacancy by the appointment of a member of a preceding NLBKA Board.

### **5.2 Past President**

The Past President shall be an ex officio member of the NLBKA Board, with no voting rights on the NLBKA Board. The Past President shall maintain general membership voting rights.

The Past President shall advise the President on the conduct of the business of NLBKA and shall perform such duties as shall from time to time be delegated by the NLBKA Board, and assist the President to ensure continuity from one NLBKA Board to the next.

The Past President shall chair the Nominating committee.

### **5.3 Vice-President**

The Vice-President generally acts as the president in his or her absence; assists the president on the above or other specified duties.

The Vice-President performs Chair responsibilities when the Chair cannot be available.

The Vice-President maintains a list of memberships and their contact information with assistance of the Treasurer and Secretary.

### **5.4 Secretary**

The Secretary shall assist the President in the conduct of the business of NLBKA and shall perform such duties as shall from time to time be delegated by the NLBKA Board.

The Secretary shall ensure that NLBKA keeps Minutes and Notices of all meetings of the Executive and of all general meetings of NLBKA, and keep track of all Association By-Laws.

With the Vice-President and Treasurer, the Secretary shall be part of the Membership Committee, and keep a register of Classes of Membership within NLBKA.

The Secretary shall be responsible for interfacing with the Director responsible for Communication.

The Secretary shall be responsible for updating the incorporation documents with the appropriate government department.

The Secretary shall be responsible for all NLBKA correspondence.

## **5.5 Treasurer**

The Treasurer shall assist the President in the conduct of the business of NLBKA and shall perform such duties as shall from time to time be delegated by the NLBKA Board.

The Treasurer shall have charge of the financial affairs of NLBKA, and be responsible for maintaining the financial health and integrity of NLBKA. The Treasurer shall be responsible for the administration of the Annual Budget and Financial Plan of NLBKA, shall receive all funds of NLBKA, and, under the direction of the NLBKA Board and with strict adherence to the Annual Budget, shall disburse all funds of NLBKA. The Treasurer shall be an ex-officio member of all committees, handling a budget, and shall at all times be fully cognizant of all financial commitments made by NLBKA.

The Treasurer shall provide to the Board, on a monthly basis, complete financial statements reflecting the current financial status of NLBKA.

At fiscal year-end, the Treasurer shall prepare financial statements for the Annual General Meeting and shall present to the membership at the Annual General Meeting a complete set of financial statements, including a Balance Sheet, Income Statement, and an Inventory of the Assets of NLBKA.

## **5.6 Directors**

The Elected Directors shall be members of the NLBKA Board, but not sit on the Executive Committee. These directors are Directors At Large, or Regional Directors, or Regional Chapter Representatives.

The Directors at Large have no specific portfolio, but are responsible for assisting the President in the conduct of the business of NLBKA and shall perform such duties as shall from time to time be delegated by the NLBKA Board. Such duties may include leading or participating in Association committees or special interest projects.

Regional Directors are responsible for encouraging communications between members within the region they represent. These communications should be around advice and mentorship for new beekeepers, and activities that fulfill the mission and goals of the HLBKA.

Regional Directors or Regional Chapter Representatives are responsible for bringing issues identified within their region to the attention of the Board of Directors.

## **5.7 OFFICERS GENERALLY**

### **5.7.1 Removal of Officers**

In addition to the replacement of officers by election as provided for elsewhere in these By-Laws, any officer shall be removed automatically if he or she is expelled, suspended or resigns as a Regular Member.



## **5.8 Protection of Officers**

Except as otherwise provided in the Corporations Act, no officer for the time being of NLBKA shall be liable for the acts, receipts, neglects, or defaults of any other officer or employee or for any loss, damage or expense happening to NLBKA through the insufficiency or deficiency of title to any property acquired by NLBKA or for or on behalf of NLBKA or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to NLBKA shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or damage resulting from any dealings with any moneys, securities or other assets belonging to NLBKA or for any loss, damage or misfortune whatever which may happen in the execution of the duties of the officer's respective office or trust or in relation thereto unless the same shall happen by or through the officer's own willful neglect or default.

## **5.9 Indemnities to Officers and Others**

Every officer of NLBKA or other person who has undertaken any liability on behalf of NLBKA, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of NLBKA, from and against:

- All costs, charges and expenses whatsoever which such officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in any such liability; and
- All other costs, charges or expenses which the officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default. NLBKA shall also indemnify any such person in such other circumstances as the Corporations Act or law permits or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by the Corporations Act or any other laws.

## **5.10 NLBKA BOARD AND COMMITTEES**

### **5.10.1 NLBKA Board**

The NLBKA Board shall consist of:

- NLBKA Executive Committee
- Directors

NLBKA Executive Committee

The NLBKA Executive Committee is responsible for the efficient running of the affairs of NLBKA. The Executive is comprised of the President; the Past President; the Vice-President, the Secretary, and the Treasurer.

### 5.10.2 NLBKA Board Meetings

- The NLBKA Board shall hold regular meetings at least once bi-monthly, with the exception of June, July and August of each year. The time and place of each meeting shall be determined by the Board.
- Special meetings of the NLBKA Board may from time to time be called by the President, or by any three members of the NLBKA Board, by giving notice in writing or electronically addressed to the members of the NLBKA Board specifying the time and place of the meeting and, in a general manner, the business to be discussed. This notice shall be given to the Board at least 14 days prior to the special meeting.
- Notice of each meeting of the NLBKA Board shall be given to all members of the NLBKA Board not less than seven (7) days before the scheduled date of such meeting, and no meeting shall be held to be duly called and constituted unless either this notice shall have been given or a two-thirds (2/3) majority vote of the NLBKA Board agree that it be waived.
- Members of the NLBKA Board may vote by proxy on matters requiring the vote of all NLBKA Board members. For the purposes of NLBKA Board meetings, a quorum shall be established with 50% + 1 members present in person, or by electronic or telecommunication medium. Except where otherwise required or permitted by these By-Laws, decisions of the NLBKA Board shall be made by majority vote of those persons present at a meeting of the NLBKA Board duly called and constituted.

### 5.10.3 NLBKA Board Duties

The NLBKA Board shall have control and management of the affairs and finances of NLBKA and shall be responsible for establishing and implementing policy with respect to all programs, services and communications of NLBKA.

The NLBKA Board shall have full power to make such rules and regulations as it may from time to time consider necessary for the governance and well-being of NLBKA and the conduct generally of its members, provided that such rules and regulations shall not be inconsistent with these By- Laws or the provisions of The Corporations Act.

### 5.10.4 Committees

#### Standing Committees

- NLBKA shall maintain the following Standing Committees:
  - **Executive Committee:** Chaired by the President. Other members are Vice-President, Treasurer, Secretary. Duties covered:
    - Finances,
    - Membership,
    - Liaison with Provincial Government,
    - Issues to bring to regular Board Meetings
  - **Communications Committee:** Co-Chaired by Director of Communications and Secretary. Other members include Editor of Newsletter, Web-master, and other positions as required. Membership volunteers. Duties include:
    - communicating regularly with membership (newsletter and web);
    - communicating with the public, (promoting events, issues);

- **Nominations Committee:** Chaired by Past-President (for first year by Vice-President. Other members can be two other members of the NLBKA Board, or past Board members. Duties include:
  - developing a nominations procedure that conforms with the constitution and by-laws.
  - calling nominations in a timely manner, and
  - conducting the process at the Annual General Meeting.
- **Research Committee:** Chaired by a Director of the Board. Other members include at least one other Board Member, a representative from the province, and volunteers as required. Duties include:
  - developing a terms of reference, objectives and list of topics and issues of importance to beekeeping and the health of native bees in Newfoundland and Labrador;
  - developing priorities for these programs and identifying parameters for the research by working with the province and educational institutes in the province.
- **Education Committee:** Chaired by a Director of the Board. Other members include Regional Directors and volunteers from the membership as required. Duties include:
  - Developing an annual schedule for activities in different parts of the province of relevance to the different types of members. (hobby, new beekeepers, research, professional beekeepers)
  - Developing an annual schedule for activities in different parts of the province for educating the general public about bees, and issues relating to bees and beekeeping

#### 5.10.5 Special Committees

- The NLBKA Board may institute such special committees as are deemed necessary, and may thereafter disband such committees at its discretion.
- Chairs of special committees shall be appointed by the President whenever necessary.

#### 5.10.6 Duties of the Committee Chair

- The Chair of a standing committee or a special committee shall be responsible to the NLBKA Board for carrying out the duties of the committee and for the correct handling of income and expenditure by the committee. The Chair shall keep the NLBKA Board informed of the committee's activities by reporting to a particular member of the NLBKA Board designated by the President. As soon as practicable after being appointed, the Chair shall supply to the Treasurer, for the approval of the NLBKA Board, a budget of proposed expenditures by the Committee. The Chair shall be responsible for documenting the activities and procedures established through the committee's activities.

## 6.0 MEMBERSHIP MEETINGS

### 6.1 Annual General Meeting

- **An Annual General Meeting** shall be held every year as designated and published by the NLBKA Board, at which time directors and officers for the ensuing year shall be elected and introduced. Reports of the President and Treasurer, together with such other reports as may be directed by the NLBKA Board, shall be presented. A minimum of 20% of the voting membership, present in person or by proxy, shall constitute a quorum.

### 6.2 General Meetings

- **General Meetings** shall be arranged as deemed necessary to carry out the purposes of NLBKA.

### 6.3 VOTING

- Section 6.3 defines the term “voting member”.
- At the end of their year of office, the President and Treasurer shall submit their reports to the Annual General Meeting, and those voting members present in person or by proxy shall vote to accept or reject each report by a show of hands. A majority vote of not less than fifty one percent (51%) shall suffice to accept each report, and acceptance of both reports by the meeting shall constitute approval by NLBKA of all the acts of the NLBKA Board described in these reports.
- NLBKA Board shall be elected annually in accordance with the Constitution and By-Laws.
- All ballots shall be conducted in such a way that ballot papers are addressed only to voting members as herein defined and shall be secret. The results of all ballots shall be announced promptly.
- A vote of the membership, other than for an election of officers, shall be valid only if taken by a secret ballot of which notice has been forwarded to all voting members not less than 30 nor more than 60 days prior to the voting day. This notice shall specify the Extraordinary Resolution upon which it is proposed to vote. All ballots shall be properly secured until counting. Promptly after the voting, the NLBKA Board shall arrange for the release and counting of the ballots.
- Motions to make an amendment to the NLBKA Constitution and By-Laws shall require a two-thirds (2/3) majority of the eligible voting membership that have cast their ballots in a vote of the amendment.
- Notwithstanding the foregoing, the NLBKA Board may, at any time upon suitable notice, call a meeting of the membership to discuss any indicated topic but resolutions made by a meeting shall be only for the guidance of the NLBKA Board and shall not be binding on the NLBKA Board, the membership or NLBKA.
- Extraordinary Resolutions to amend the By-Laws may be proposed by either (a) the NLBKA Board, or (b) a petition signed by 25 voting members and addressed

to the NLBKA Board. Extraordinary Resolutions must be passed by a majority of fifty one percent (51%) of voting

## **7.0 DUES AND FINANCE**

### **7.1 Dues**

The annual dues of Individual, Family and Associate Members shall be set annually by the NLBKA Board. Payment of these dues shall include an annual subscription to the Association newsletter and ability to access the members section of the website.

### **7.2 Payment of Dues**

All annual dues are payable within the first 60 days of each fiscal year.

### **7.3 Fiscal Year**

The fiscal year end of NLBKA shall be December 31, each year.

### **7.4 Suspension for Non-payment of Dues**

Membership is terminated upon failure to pay the prescribed fees within 60 days after the beginning of the fiscal year.

### **7.5 Deposit of Monies**

All current monies belonging to NLBKA shall be deposited in its name in one or more Club bank accounts of a Chartered Bank, Credit Union or Trust Company.

### **7.6 Withdrawal of Monies**

Any withdrawal of monies belonging to NLBKA shall be done by cheque and require the signature of any one of the President, Vice-President Treasurer or Secretary.

### **7.7 Review**

The books, accounts and reports of the Treasurer and NLBKA Office shall be reviewed as soon as may be practicable after the close of each fiscal year by the Treasurer and the President, and a report of such a review shall be presented at the Annual General Meeting of NLBKA next following the close of such fiscal year.

### **7.8 Inspection by Members**

The books and records of NLBKA may be inspected by any Member of NLBKA at the Annual General Meeting or at any other time upon giving not less than two weeks' written notice to the NLBKA Board.

### **7.9 Borrowing Power and Remuneration**

- The NLBKA Board shall be authorized to raise or secure the payment of money in such manner as it thinks fit for the purposes of NLBKA. NLBKA shall not borrow money and the NLBKA Board shall have no authority to enter into debt in NLBKA's name.
- No officer or member of NLBKA shall receive any remuneration for his or her services. An officer or member may be reimbursed for reasonable expenses incurred by the officer

or member in the performance of his or her duties with the approval of the Executive Committee. Receipts shall be required for the majority of expenses incurred.

- No individual member shall receive subsidies to attend any event or program, unless they have been asked to present a workshop for the benefit of the NLBKA membership, that incurs expenses
- The NLBKA Board, at its sole discretion, may facilitate and subsidize events it deems beneficial to the successful operation of NLBKA. The Association shall subsidize these events to a maximum of 50%, with the remaining cost to be paid between participating members. Such events shall only be offered to active NLBKA members. Funds from outside sources earmarked for specific events, paid directly to NLBKA for an event, are not considered part of NLBKA's subsidy.

## **8.0 CERTIFICATION OF DOCUMENTS**

Certification of documents shall be made by the signature of any two (2) of the President, Secretary or Treasurer.

## **9.0 INTERPRETATIONS**

- These By-Laws shall be read with the Corporations Act, RSNL 1990, Chapter C-36 and the amendments thereto; the terms used in these By-laws shall be taken as having the same respective meanings as they have been used in the Act and the amendments thereto. Any items in the By-Laws which are contrary to the laws of Canada are void.
- In these By-Laws, and in all rules and regulations enacted by the NLBKA Board, the singular shall include the plural whenever the context shall so permit and the circumstances require.
- For the purposes of registration under the Corporations Act, the number of members of the Club is considered to be unlimited.
- NLBKA has no authorized share capital.

## **10.0 LOCATION**

- The registered office of NLBKA shall be determined by the elected NLBKA Board.

## **11.0 CHAPTERS, DIVISIONS AND ASSOCIATED SOCIETIES**

### **11.1 Chapters**

- Members residing in various geographical areas may, with the consent of the NLBKA Board, organize themselves as chapters of NLBKA, e.g., West Coast/Central, and Avalon.
- If a Chapter is organized, they will formally set up their own officers method of administration, constitution, by-laws, in accordance with the constitution and by-laws of the NLBKA.
- The President of the Chapter or a person appointed by the Chapter will become the Regional Director for the NLBKA. They will act as the liaison between the Chapter and the NLBKA.

## 11.2 Divisions

- Members interested in specific aspects of beekeeping may, with the consent of the NLBKA Board, organize themselves as Divisions of NLBKA, e.g., commercial beekeepers, researchers, or hobbyists.
- These Divisions will bring forward issues of interest to them for inclusion in Board agendas.

## 11.3 Associated Societies

- Societies having similar purposes and standards may be recognized by the NLBKA Board upon application as Associated Societies for the purpose of cooperation or support.
- The membership of an associated organization need not be limited to members of NLBKA.
- The Association will be recognized by the signing of an agreement between the NLBKA and the other society.
- NLBKA and the other society will each join the other organization, paying any annual association dues.
- Associated societies may have representatives attend NLBKA events paying the same rates as full members of the NLBKA, but they will not have voting rights at any meetings.

## 11.4 Termination of Active Chapters

- If at any time a member of the Board has reason to believe a Chapter has become inactive, the President shall request a synopsis of yearly activities, number of NLBKA members in attendance at those activities and any other information deemed necessary from the Chapter in question. The Board shall then make a determination, in good faith, if the Chapter is active. Where it is believed that a Chapter is inactive, the President shall send a notice outlining the concern to the last contact of that Chapter. The organization shall be given one year from the date the notice is sent in which to present documentation to the Board showing it should be considered an active Chapter. If at that time, the NLBKA Board determines, in good faith, that the Chapter continues to be inactive, the President shall call a Meeting of the Board to vote on removal the Chapter from Active Chapter status in NLBKA. NLBKA may, by special resolution at a Board Meeting, expel any Active Chapter for any cause that is deemed sufficient in the interests of NLBKA. This would include but not be limited to the active chapter that
  - has failed to abide by the Constitution or By-Laws;
  - has failed to abide by established safety policies of NLBKA;
  - has been disloyal to NLBKA; or
  - has done or failed to do anything judged to be harmful to the Club.
- The vote referred to above shall require a majority vote of not less than fifty one percent (51%) of the NLBKA Board. The decision of those voting on the motion at the Board Meeting is final. All active NLBKA members in the

Active Chapter's boundaries shall be informed of this meeting in advance and shall be invited to participate as non-voting members.

## **11.5 Termination Of Other Sections, Divisions Or Associated Societies**

- The NLBKA Board may terminate any agreement or regulation made under this By-Law

## **12.0 COMMUNICATIONS**

### **12.1 Newsletter**

- NLBKA may publish an association newsletter, at least one (1) time per year. The newsletter may contain articles and other material pertinent to the objectives and activities of NLBKA.

### **12.2 Editor**

- The NLBKA Board shall appoint the Editor of the newsletter, should it decide to publish one. This appointment shall be for a period of two (2) years, but an editor may be reappointed.
- The Editor shall be in charge of editorial business with respect to the newsletter and shall submit an annual report to the NLBKA Board of such business conducted during his or her term of office. The Editor shall have authority to solicit papers and material for the newsletter and may accept or reject material offered for publication.
- The Editor may appoint associate, regional and special editors to serve for a period of three (3) years, but subject to reappointment at the discretion of the Editor holding office at the conclusion of such period.
- The Editor shall be an *ex officio* member of the NLBKA Board or may be filled by a member of the Board.

## **13.0 OTHER PUBLICATIONS**

- The NLBKA Board may authorize other publications (e.g., pamphlets, stickers) as may be considered appropriate to the needs of NLBKA, to be financed by NLBKA from its general or any special funds.

## **14.0 WEBSITE**

- NLBKA shall maintain a website that contains technical articles and other material pertinent to the objectives and activities of NLBKA.

## **15.0 SERVICE AWARDS**

- NLBKA shall recognize meritorious service to the association. During the Annual General Meeting (AGM), the President shall acknowledge the volunteers of NLBKA.



## **16.0 DISPOSITION OF ASSETS**

In the event of dissolution of NLBKA and where no successor association is specified, then subject to the provisions of the Corporations Act, the assets remaining after payment of all just debts and obligations shall be distributed to one or more non-profit charitable institutions, preferably serving beekeeping interests in Canada.