

**BY - LAWS**  
**Of the**  
**Empire State Honey Producers Association, Inc.**  
Adopted November 19, 2010  
Amended & Adopted November 16, 2012  
Amended and Adopted November 15, 2013

ARTICLE I - OFFICES

The principal office of the corporation shall be in the Town of Alexandria Bay, County of Jefferson, State of New York. The principal office of the corporation may be moved to other places within or without this state as the board may from time to time determine or the business of the corporation may require. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

ARTICLE II - PURPOSES

The purposes for which this corporation has been organized are as follows:

To promote and protect the interests of New York State beekeepers, and

To form an association for mutual benefit of New York State honey producers; to promote and assist in efforts to preserve and protect the honey bee; to assist New York State honey producers in promoting, marketing and publicizing honey and hive products and educate the public to the value of honey bee pollination; to aid in presenting a uniform point of view on concerns of New York State honey producers to state and federal agencies and the general public.

To procure uniformity and certainty in customs and usages of trade and commerce, and of those having a common trade, business, financial or professional interest; to promote a more enlarged and friendly intercourse among beekeepers.

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers except as permitted under Article 5 of the Not-For-Profit Corporation Law.

ARTICLE III - MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP.

Membership in this not-for-profit corporation is open to anyone interested in beekeeping.

Annual and life membership dues are set by the Board of Directors and approved by the general membership. Only paid-up members are eligible to vote on corporate business.

Spouses of members must take out a separate membership if they wish to vote.

A paid-up membership is entitled to one vote.

The Board may as it sees fit, bestow upon an outstanding member an Honorary Life Membership.

2. MEMBERSHIP MEETINGS.

The Annual Membership Meeting of the corporation shall be held at the fall meeting. The Secretary shall cause a notice of such meeting to be mailed, telephoned, or emailed to all members at their address as they appear in the membership roll book of the corporation a notice stating the time and place of the annual meeting.

All meetings of the Corporation shall be conducted in accordance to Roberts Rules of Order Newly Revised.

Regular meetings of the corporation shall be held twice per year:

A. Summer Picnic Meeting: The Summer Picnic Meeting will be held the last Saturday in July (unless announced otherwise) at a site to be determined at the preceding Fall Meeting. A meeting of the Board of Directors will be held. A business meeting will be held at which nominations for Officers and Directors will be made (to be voted on at the Fall Meeting).

B. Fall Meeting: The Fall Meeting will be held in November or December at a location to be determined by the Board of Directors. A two-day meeting with an extensive array of speakers as well as a banquet is the norm. The Annual Membership Meeting will be held at this time to elect Officers and Directors as well as transact other business of the Association. The Secretary-Treasurer will make a financial report for the previous year available to the membership at this time.

The presence at any membership meeting of not less than twenty percent (20%) of all paid-up members of the corporation shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled by the By-Laws and the Secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

A membership roll showing the list of members as of the record date, certified by the Secretary of the corporation, shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

### 3. SPECIAL MEETINGS.

Special meetings of the corporation may be called by the directors. The Secretary shall cause a notice of such meeting to be mailed, telephoned, or emailed to all members at their addresses as they appear in the membership roll book at least ten days but not more than thirty days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

### 4. FIXING RECORD DATE.

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board

shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than thirty or less than ten days before any such meeting, or more than thirty days prior to any other action.

5. ACTION BY MEMBERS WITHOUT A MEETING.

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

6. PROXIES. (amended November 15, 2013 to remove Proxy Voting)

Proxy voting is not allowed.

7. ORDER OF BUSINESS.

The order of business at all meetings of members shall be as follows:

- a. Roll call
- b. Review and approval of the minutes of the preceding meeting
- c. Reports of committees
- d. Reports of officers
- e. Old and unfinished business
- f. New business
- g. Good and welfare
- h. Adjournments

8. MEMBERSHIP DUES.

Annual and life membership dues amounts and due dates are set by the Board of Directors and approved by the general membership of the corporation and may be amended from time-to-time.

ARTICLE IV - DIRECTORS

1. MANAGEMENT OF THE CORPORATION.

The corporation shall be managed by the Board of Directors which shall consist of not less than three directors. Each director shall be at least nineteen years of age.

2. ELECTION AND TERM OF DIRECTORS.

At each Summer Picnic Meeting, the membership shall nominate officers and directors. At each Fall Annual Meeting of the members, the membership shall elect directors to hold office until the next Fall Annual Meeting. Each director shall hold office until the expiration of the term for which he/she was elected and until his/her successor has been elected and shall have qualified, or until his/her prior resignation or removal.

Directors will be elected to a three year term (limited to two consecutive terms) and seven will represent the different areas of New York State as follows: two from Western New York (west of the Genesee River), two from the Southern Tier (south and west of the New York State Thruway) and two from Northern and Eastern New York (north and east of the Thruway), and one from Long Island. The eighth Director is at-large and is to be appointed by the President. The Newsletter Editor is appointed by the Board of Directors and then becomes a voting member of the Board.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

The number of directors may be increased or decreased by vote of the members or by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the terms of any incumbent director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

5. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the members.

6. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS.

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

8. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

9. PLACE AND TIME OF BOARD MEETINGS.

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

10. REGULAR ANNUAL MEETING.

A regular annual meeting of the board shall be held at the Fall Annual Meeting of members at the place of such Fall Annual Meeting of members.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days' notice to each director either personally or by mail or by telephone or by email; special meetings shall be called by the

president or by the Secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him/her.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

#### 12. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

### ARTICLE V - OFFICERS

#### 1. OFFICES, ELECTION, TERM.

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president; one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine who shall have such duties, powers and functions as hereinafter provided. All officers shall be nominated at the Summer Annual Meeting of the members and elected or appointed to hold office at the Fall Annual Meeting of the members until the next meeting of the board following the Fall Annual Meeting of members. Each officer shall hold office for the term for which he/she is elected or appointed and until his/her successor has been elected or appointed and qualified and until his successor has been elected or appointed. Officers' term of office is 2 years; officers may serve two consecutive terms.

Any two or more offices may be held by the same person, except the offices of president; however an officer may only cast one vote.

#### 2. REMOVAL, RESIGNATION, SALARY.

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. The salaries of all officers, if any, shall be fixed by the board.

#### 3. PRESIDENT.

The president shall be the chief executive officer of the corporation; he/she shall preside at all meetings of the members and of the board; he/she shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

#### 4. VICE-PRESIDENTS.

During the absence or disability of the president, the vice-president, or if there are more than one, the first vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the board shall prescribe.

#### 5. TREASURER.

The Treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he/she shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; he/she shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president; he/she shall at all reasonable times exhibit his/her books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he/she shall have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the members, at which time he/she shall also present an annual report setting forth in full the financial conditions of the corporation.

6. ALTERNATE-TREASURER.

During the absence or disability of the Treasurer, a Vice-President so designated by the board, shall have the powers and functions of the Treasurer.

7. SECRETARY.

The Secretary shall keep the minutes of the board of directors and also the minutes of the members. He/she shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. He/she shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; he/she shall attend to such correspondence as may be assigned to him/her, and perform all the duties incidental to his/her office. He/she shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members.

8. ALTERNATE SECRETARY.

During the absence or disability of the Secretary, a Vice-President so designated by the board, shall have all the powers and functions of the Secretary.

9. SURETIES AND BONDS.

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his/her duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his/her hands.

ARTICLE VI - SEAL

The seal of the corporation shall be as follows:

(The seal is intentionally left blank)

ARTICLE VII - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these By-Laws, the provisions of the certificate of incorporation shall govern.

ARTICLE VIII - AMENDMENTS

The By-Laws may be adopted, amended or repealed by the members at the time they are entitled to vote in the election of directors. By-Laws may be adopted, amended or repealed at the Annual Fall Meeting by a two-thirds ( $\frac{2}{3}$ ) majority vote of members present, provided that any such amendments be made available in writing to all members thirty (30) days prior to the vote.

#### ARTICLE IX - ENDORSEMENTS

Any use of the ESHPA name shall be prohibited unless authorized by a two-thirds ( $\frac{2}{3}$ ) majority vote of the Board of Directors at an official directors meeting or by a majority vote of the entire membership.

#### ARTICLE X - DISSOLUTION

In the unlikely event of dissolution of the Corporation, any remaining assets of the corporation shall be transferred to Heifer International®.