

## **Real Texas Honey**

### **Bylaws**

#### **Article I - General**

*Section 1: Name.* This organization is incorporated as a nonprofit corporation under the laws of the State of Texas as of 4/5/2017 and shall be known as Real Texas Honey.

*Section 2: Purpose.* Real Texas Honey is organized to promote honey produced by honey bees in Texas, and to enhance the general welfare of beekeepers in Texas.

*Section 3: Limitations.* Real Texas Honey shall observe all local, state and federal laws which apply to a nonprofit organization as defined in the Texas Business Organizations Code.

#### **Article II - Membership**

*Section 1: Eligibility.* Any person, corporation, or partnership having an interest in the objectives of this organization, and complying with the rules of the Real Texas Honey program, as set by the Real Texas Honey Board of Directors, shall be eligible as a Member Participant.

*Section 2: Admission.* Applications for Member Participants shall be on forms provided for that purpose. Any applicant shall become a Member Participant upon payment of the regularly scheduled dues.

*Section 3: Dues.* Member Participant dues shall be at such a rate or rates, schedule or formula as may from time to time be prescribed by the Board of Directors, payable in advance.

*Section 4: Representation.* Any corporation, or partnership, upon becoming a Member Participant, may then designate an individual of said corporation or partnership to represent the corporation or partnership in all matters concerning the Real Texas Honey program.

*Section 5: Termination of Membership.* (a) Any Member Participant shall be terminated for non-payment of dues after 90 days from the due date, unless

otherwise extended for good cause; (b) Any Member Participant may be terminated by a majority vote of the Board, at a regular or special meeting, for conduct unbecoming a participant or prejudicial to the aims or repute of Real Texas Honey, or violation of the rules of the Real Texas Honey program. If the Board by majority vote determines that termination is warranted, the Member Participant to be terminated shall be given 15 days' notice of the intended termination by first class mail, postage prepaid, addressed to the Member Participant at his/her last address shown on the records of Real Texas Honey. The notice shall state the reason for termination and also state that the Member Participant has an opportunity to submit a written statement why the termination should not take place, which statement must be received by the Real Texas Honey Chairman not less than five (5) days before effective date of termination. The Board shall consider the Member Participant's statement, if any, in its determination, and shall notify the Member Participant of its decision by mail.

### **Article III - Board of Directors**

*Section 1: Authority.* The affairs of Real Texas Honey shall be managed and conducted by its Board of Directors ("Board"), which shall be composed of the Chairman, the Vice Chairman, and not less than three (3) nor more than five (5) additional Directors.

The president and vice president of the Texas Beekeepers Association ("TBA") shall serve as members of the Board during their term of office with TBA.

Directors shall be appointed by the TBA Executive Committee (the "Committee").

The Treasurer and the Secretary shall be appointed annually by the Chairman with approval of the Board. Board members may serve as Secretary and Treasurer, except that the Board Chairman and Secretary shall not be held by the same person. Non-board members may be appointed Secretary and Treasurer and shall serve as ex-officio, non-voting members of the Board.

At its discretion, the Board may designate additional persons to serve as Directors Emeritus to recognize their service and the respect given to them in the beekeeping community and Real Texas Honey. Directors Emeritus shall act as an advisory committee to the Board and shall enjoy all the rights of other Directors except the powers to vote and hold office.

*Section 2: Term of Office.* Initial Directors shall be appointed by the Committee to serve a term of one (1) or two (2) years as determined by the Committee in order to establish staggered terms for directors. Subsequent Directors shall serve a term of two (2) years.

*Section 3: Selection and Election of Officers.* The Chairperson and Vice Chairperson shall be elected annually by the Board at the annual meeting of Real Texas Honey.

*Section 4: Re-election.* (a) A Director may succeed himself/herself for only two (2) consecutive terms. After serving three (3) consecutive terms, a Director must vacate his/her Director position for at least one year before serving another term. (b) A Director may be elected Chairman for the coming year, even though he/she is a previously elected and retiring Director.

*Section 5: Seating.* Directors take office upon the appointment by the Committee. Directors serve at the pleasure of the Committee. Directors may be removed by the Committee by giving written notice to the Director. Any such removal is effective immediately upon the notice being sent to the Director by any means including electronic delivery.

*Section 6: Absences.* A member of the Board who shall be absent from three (3) regular meetings of the Board during a calendar year shall automatically be dropped from membership on the Board, unless confined by illness or other absence approved by a majority vote of the Board.

*Section 7: Meeting Place and Procedures.* Meetings of the Board shall be held at any place that is designated from time to time by the Chairman. Any meeting, regular or special, may be held without the physical presence of some or all Board members, by conference telephone or similar communications equipment, as long as all members participating in the meeting can hear one another.

*Section 8: Meetings.* Regular meetings or special meetings of the Board for any purpose or purposes may be called at any time by the Chairman, or any two Board members. Notice of the time and place of any special meetings of the Board shall be given to each Board member by four days' notice by electronic means or any other reasonably effective method. The notice need not specify the

purpose of the meeting. An annual meeting shall be held at the place of, and during the course of, the Texas Beekeepers Association annual meeting.

*Section 9: Quorum.* A majority of voting Board members is a quorum for the transaction of business.

*Section 10: Action Without Meeting.* Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to that action, or by conference telephone or similar communications equipment, as long as all committee members participating in the meeting can hear one another or can communicate concurrently with each other participant. Such consents shall be filed with the minutes of the secretary.

*Section 11: Vacancies.* Persons to fill vacancies among the officers, shall be nominated by the Chairman and confirmed by a majority vote of the Board and shall complete the balance of the term to which elected. Vacancies in the position of Director by reason of death or resignation may be filled by the Board until the next meeting of the Committee. Vacancy resulting from removal of a Director shall be filled by an appointment by the Committee after consultation with the Board. A Director may resign by giving written notice to the Real Texas Honey Chairperson. Resignation is effective immediately upon receipt of notice by the Real Texas Honey Chairperson.

*Section 12: Fees and Compensation.* Board members and members of committees shall serve without compensation for their services. Board members can receive reimbursement for budgeted expenses incurred during the execution of duties related to conducting business of Real Texas Honey. Proper documentation shall be presented to the Treasurer for reimbursement.

#### **Article IV – Officers**

*Section 1: Determination of Officers.* The officers of the corporation shall be the Chairman of the Board, and the Vice Chairman, Secretary, and Treasurer.

*Section 2: Duties of Officers.*

(a) Chairman. The Chairman shall serve as the chief elected officer of Real Texas Honey and shall preside at all Board meetings. The Chairman shall, with the

advice and counsel of the Vice Chairman, determine all standing or special committees as are deemed necessary to carry out the goals and policies of the corporation and select all committee chairpersons, subject to the approval of the Board. The Chairman shall ex-officio be a member of such committees.

The Chairman shall be responsible for the preparation of an operating budget, in conjunction with the Treasurer, covering all activities of the corporation. He/she shall submit it to the Board for its approval at its annual meeting.

(b) Vice Chairmen. In the absence of the Chairman, the Vice Chairman shall perform the duties of that office.

(c) Secretary. The Secretary shall keep accurate minutes of all meetings of the membership and the Board; and shall perform such other duties as designated by the Board. In the absence of the Secretary at any meeting, an assistant Secretary or Secretary pro tempore shall be appointed to perform the duties thereat. The Secretary shall have care and custody of the valuable papers and documents of the corporation; and shall have and exercise, all powers and duties commonly incident to his or her office.

(d) Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Real Texas Honey and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board. The Treasurer is responsible for assisting in preparing the budget for the year with the Chairman and the Board. The Treasurer shall be authorized to sign drafts and checks of the corporation in the discharge of day-to-day budgeted business accounts. Levels of signature authority requiring prior approval of the Chairman will be set by the Board. He or she may accept the drafts on behalf of the corporation and endorse drafts for deposit. He or she shall keep accurate records of all corporation transactions and will provide a complete financial report at annual Board meetings. The books shall be the property of the corporation and together with all its property in his or her possession, shall be subject at all times to the inspection and control of the Board. If required by the Board, the Treasurer shall give bond in such form and with such sureties as shall be required by them.

## **Article V - Committees**

*Section 1: Appointment and Authority.* The Chairman, with the approval of the Board, shall appoint all committees and committee chairpersons as are deemed necessary to carry out the programs of Real Texas Honey. It shall be the function of committees to conduct studies, hold meetings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board.

*Section 2: Limitation of Authority.* No action by any committee, Director or Officer shall be binding upon, or constitute an expression of the policy of, Real Texas Honey until it shall have been approved or ratified by the Board. Committees shall be discharged by the Chairman when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committees.

*Section 3. Committee Funds.* Money raising or self-funding events planned during the year by committees must have prior approval of the Board. All funds collected and expended for such events must be deposited and paid by Real Texas Honey.

## **Article VI - Finances**

*Section 1: Funds.* All money paid to Real Texas Honey shall be placed in a general operating fund except that money subscribed or contributed for a special purpose shall be placed in a separate account for such purpose.

*Section 2: Disbursements.* Upon approval of the budget, the Chairman is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Recommendations for expenditures outside the budget shall be submitted to the Board for approval. Disbursements shall be by check that shall be signed by the Treasurer for payments in the amount of \$500 or less. All other checks shall be signed by the Treasurer and countersigned by an officer who has been authorized by the Board.

*Section 3: Contracts.* The Board may authorize any officer or officers to enter into any contract on behalf of Real Texas Honey. Such authority must be in writing.

*Section 4: Fiscal Year.* The fiscal year of Real Texas Honey shall begin January 1 and end December 31.



*Section 5: Annual Audit.* The Audit Committee appointed by the Committee to conduct the TBA annual audit will conduct a financial and operations/procedures audit of Real Texas Honey at the end of each fiscal year. The completed audit will be presented to the Board for review and corrective action as needed. The Chairperson will report to the Committee during the TBA Annual Meeting the recommendations of the auditors and such corrective actions that were taken or any plan to implement such uncompleted corrective actions. Any disputed findings and/or recommended corrective actions will be taken under advisement by the Committee for resolution.

*Section 6: Budget.* The Board shall adopt and approve a budget for the coming fiscal year at the annual meeting.

*Section 7: Indemnification.* The Directors shall be indemnified by Real Texas Honey against liabilities imposed upon them and expenses reasonably incurred by them in connection with any claim against them, or any action, suit or proceeding to which they may be a party by reason of their being a Director. No Director is indemnified (a) with respect to matters for which they shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Board shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy.

*Section 8: Maintenance and Inspection of Articles, Bylaws and Other Real Texas Honey Records.* A copy of Real Texas Honey's Articles of Incorporation and Bylaws, as amended to date, shall be maintained by the Secretary.

Real Texas Honey's books and records of accounts and minutes of the proceedings of its members, Board and standing or special committees shall be maintained by the Secretary. The minutes shall be kept in written form and the books and records of accounts shall be available upon written demand.

## **Article VII - Dissolution**

Real Texas Honey shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members or officers of Real Texas Honey. On dissolution of

Real Texas Honey, any funds remaining shall be distributed to one or more regularly organized or qualified organizations to be selected by the Board as defined in Section 501 (c) of the Internal Revenue Code.

**Article VIII - Parliamentary Authority**

The current edition of Robert's Rules of Order shall be final authority for all questions of parliamentary procedure when such rules are not inconsistent with the Bylaws of Real Texas Honey.

**Article IX - Amendments**

These Bylaws may be amended or altered by two-thirds (2/3) vote of the Board at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments or alterations and they shall be submitted to the Board in writing or electronic form at least ten (10) days in advance of the meeting at which they are to be acted upon.

**CERTIFICATE**

I hereby certify that the foregoing is a true, complete and correct copy of the bylaws of Real Texas Honey, a Texas nonprofit corporation, in effect on the date hereof.

Dated this 13<sup>TH</sup> day of NOVEMBER, 2017.

, Chris Moore - Initial Director

, Leesa Hyder - Initial Director

, Harrison Rogers - Initial Director