

BY-LAWS OF THE AMERICAN HONEY JUDGES ASSOCIATION, INC.

Article I. Organization

Section 1 – Name.

The name of the organization shall be THE AMERICAN HONEY JUDGES ASSOCIATION, Incorporated (“HJA”).

Section 2 – Offices. The HJA shall not be required to maintain physical offices within any state. The Board may establish a principal office, branch offices, or subordinate offices at any time. The HJA shall be required to maintain a physical mailing address for legal service and other matters.

Section 3 – Legal Status. The HJA shall be incorporated as a Not- for-Profit Corporation under the laws of the State of Georgia. The HJA shall be organized and operated as a tax-exempt, non-profit, educational organization under section 501(c)(3) of the United States Internal Revenue Code (“Code”).

Section 4 – Fiscal Year. The fiscal year of the HJA shall be January 1 to December 31.

Section 5 – Purpose. The HJA is organized exclusively for charitable, scientific, and educational purposes. More specifically, the mission of the corporation is to:

- Encourage knowledge, understanding, and appreciation of the world’s diverse honey and apicultural produce;
- Promote, recognize, and advance honey and honeybee related products, evaluation, and communication skills;
- Develop standardized tools, methods, and processes for the structured evaluation, ranking and feedback of honey and honeybee related products;
- Develop, review, standardize, and enforce minimum standards and best practices for the training and certification of honey show officials;
- Promote, monitor, and administer programs for the training and certification of honey show officials; and
- Maintain and publish a current roster of certified honey show officials.

The HJA may conduct any activity permitted by law which is not specifically prohibited by these Bylaws and which in the good-faith judgment of the Board is in furtherance or relating to these Purposes, and which is judged to be beneficial to the organization.

Section 6 – Dissolution. The corporation may be dissolved upon a vote of 2/3 of the Board and the membership. Upon dissolution, all of the organization’s assets remaining after paying or making provision for paying all liabilities of the organization shall be distributed exclusively for the purpose or purposes of the organization, in such a manner, or to an organization or organizations organized and operated exclusively for any of the one or more exempt purposes and as shall at the time qualify as an exempt organization or organizations Bylaws of the Honey Judge Certification Program Page 2 of 9 under section 501(c)(3) of the Code (or corresponding provision of any future Code), as the Board shall determine.

Article II. Membership

Section 1 – Eligibility.

- A. Membership in the HJA is contingent upon three criteria:
 - 1. Prospective members must apply for, take, and pass one or more of the HJA certification examinations as prescribed by the Board, *and*
 - 2. Prospective members must submit a signed HJA Code of Conduct form, certifying they have read, they understand, and they agree to abide by the terms of the HJA Code of Conduct; and
 - 3. Prospective members and renewing members must register and pay dues, annually, pursuant to policies and procedures proscribed by the Board.
- B. Membership is not contingent upon a vote of the Board; however, the Board may refuse, or terminate, any individual's membership for good cause upon an affirmative vote of 3/4 of the entire Board.

Section 2 – Dues. The Board shall have the authority to establish annual dues for the membership.

Section 3 – Classes of Membership. HJA members are categorized into the following groups:

A. Members are those individuals who have 1) successfully passed one or more of the HJA certification examinations, 2) are otherwise in compliance with any on-going continuing education or recertification requirements associated with their respective certification(s), and 3) are current on their annual dues and registration.

B. Candidates are individuals who have taken, but not passed, a HJA certified examination per the HJA Exam Policy in effect at the time of the examination, and 3) are current on their annual dues and registration.

C. Inactive Members are Members who have either (1) who have failed to stay in compliance with the on-going continuing education or recertification requirements associated with their respective certification(s), or have failed to remain current on their annual dues and registration.

D. Emeritus Members are previously Active members who (1) have notified the HJA that they wish to retire from active judging; or (2) have failed to make the annual affirmative request to remain on the active membership rolls of the HJA.

Inactive Members and Emeritus Members may regain active Member status at any time by a) submitting to the HJA Secretary a written notification of their request to rejoin the active Member roll, b) presenting satisfactory evidence of compliance with any continuing education or recertification requirements associated with their respective certification(s), and c) paying the current year's dues.

Section 4 – Rights of Members. Active Members are permitted to vote in HJA elections, run for HJA offices, or serve as HJA staff. Other rights may be granted from time to time by the Board.

Section 5 – Member Certifications. The Board may award the following certifications to individual Active Members, pursuant to the policies and requirements set forth by the HJA Standards Committee:

- A. Honey Show Steward / Master Steward

- B. Honey Show Secretary / Master Secretary
- C. Honey Judge
- D. Senior Honey Judge
- E. Master Honey Judge

The Board, pursuant to the policies set forth by the HJA Standards Committee, may consider the specific background, qualifications, experience, expertise, education, knowledge, and/or circumstances of any Active Member or Candidate, and issue any of the above certifications to any individual upon an affirmative majority vote of the entire Board.

Section 6 – Non-Discrimination. No person may be denied membership in the HJA on the basis of race, sex, color, national origin, disability, religion, creed, ancestry, veteran status, marital or parental status, or sexual orientation.

Article III. Board of Directors

Section 1 – Role. The Board of Directors (“Board”) shall be the governing body of the HJA.

Section 2 – Size and Composition. The Board shall be composed of seven members, including three (3) Executive Committee members and four (4) Elected Board members.

Section 3 – Duties of the Board. The Board shall manage the affairs and business of the HJA. Such activities include, but are not limited to, the authorization and payment of expenditures, establishing and implementing policies and procedures for the operation of the organization, allocating resources, creating and filling Staff positions and Committee chairs, and handling the day-to-day operations of the organization.

Section 4 – Duties of Board Members. Each member of the Board shall be charged, first and foremost, with furthering the mission and purpose of the HJA in good faith. Board members shall attend Board meetings, and participate in HJA business and operations to the best of their ability.

Section 5 – Eligibility.

- A. All Board members must be active HJA members in good standing.
- B. Executive Committee members must hold the rank of Senior Honey Judge, or higher

Section 6 - Term of Office.

- A. Executive Committee appointments are permanent.
- B. Elected Board members shall serve for two-year staggered terms, with two directors being elected and taking office each year.

Section 7 – Board Officers. Each year the Board shall elect from its own membership a President and a Vice President. The Board may elect from its own membership a Treasurer and a Secretary. If the Board does not have a member who wishes to serve as Treasurer or Secretary, the Board may appoint any HJA member to serve in such capacity, but such appointees shall not have voting authority on matters decided by the Board.

Section 8 – Duties of Board Officers. Duties of HJA Officers are as follows:

- A. **The President** is the Chairman of the Board, sets the agenda for Board meetings, presides at all meetings, and is an ex officio member of all committees. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization, providing broad leadership and direction of the organization with the advice and consent of the Board. The President performs all duties and powers as may be from time to time assigned by the Board. The President may delegate from time to time to any other Officer or Staff any or all of such duties and authorities.
- B. **The Vice President** performs the duties of the President in the absence of or at the request of the President. If the office of President becomes vacant, the Vice President becomes President and serves for the balance of the term. The Vice President performs such duties as may be delegated by the President or assigned by the Board.
- C. **The Treasurer** shall have the care and custody of all monies belonging to the organization, and shall be solely responsible for keeping regular books of account for the organization. The Treasurer shall be the primary signatory on all checks or drafts of the organization, with the President and Vice-President serving as alternates. The Treasurer shall chair the Finance Committee. The Treasurer shall exercise all other duties incident to the office of Treasurer, or as shall be assigned by the President or the Board.
- D. **The Secretary** shall have the care and custody of all non-financial records belonging to the organization, and shall be solely responsible for keeping regular minutes at all Board meetings. The Secretary shall be responsible for generating, sending, and receiving any correspondence of the organization as directed by the President or the Board.

Section 9 – Conflict of Interest. Any Board member who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, must immediately disclose the same to the Board and voluntarily recuse him/herself from the discussion and vote on the matter in question.

Section 10 – Vacancies. A Board Member may resign from the Board by submitting a written statement to the Board President. When a vacancy on the Board exists, the President shall nominate an Eligible member to serve out the remainder of the vacated term. The appointment must be approved by a majority vote of the Board. The appointed Representative shall serve the remainder of the vacated term.

Section 11 – Suspension or Removal. Board members may only be removed from office by a unanimous vote of the other members of the Board.

Article V. Staff

Section 1 – Role. The Board is assisted by staff members (“Staff”) appointed to fulfill various responsibilities for the day-to-day operation of the HJA. The number and duties of Staff are determined as necessary by the Board.

Section 2 – Responsibilities. Staff members have the authority to create operating procedures within their area of responsibility, but may not set organization policy. Staff members may participate in Board meetings and discussions and may advise and report to the Board, but have no Board vote. Staff members are obligated to follow and implement policies established by the Board.

Section 3 – Appointment. The Board has the authority to create new Staff positions and Directorates, and to appoint Directors, Staff, and key personnel through normal Board votes.

Section 4 – Term. Appointed Staff serve at the pleasure of the Board. There is no set term for Staff appointments, but all staff functions are to be reviewed at least annually by the Board.

Article VI. Committees

Section 1 – Committee Formation. The Board may appoint standing and ad hoc committees as required. The President shall nominate committee chairs, subject to Board approval. The President may designate other committee members. Committee chairs may add additional committee members at their discretion; however, committee chairs and individual committee members may be removed at any time, with or without cause, through a majority vote of the Board.

Section 2 – Charter. The Board may establish a charter for a committee during committee formation. The charter sets the mission, operating boundaries, expectations, constraints and deliverables of the committee.

Section 3 – Term. Committees serve at the pleasure of the Board. There is no set term for Committees unless specified during formation. Committee functions and progress are to be reviewed at least annually by the Board.

Section 4 – Finance Committee. The Officers of the organization constitute the Finance Committee. The Treasurer is the Chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget with the Staff and other Board members. The Board must approve the budget, and any subsequent major change in the budget. Annual reports are required to be submitted to the Board showing income and expenditures. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

Section 5 –Standards Committee. The Board shall establish a committee for the purpose of developing, reviewing, and ensuring the highest standards of rigor and integrity for the HJA training and certification curriculum. This committee shall review, comment on, and have authority to approve or reject any and all elements of the of the training curriculum and materials, as well as the requirements and thresholds set forth for advancement and certification in the various HJA tracks. Eligibility for membership on this committee is limited to 1) University employed or retired PhD holders who research or specialize in apiculture, and/or 2) Active members who have held the certification of Senior Judge for no less than three years.

Article VII. Meetings

Section 1 – Board Meetings. The Board may conduct business in any efficient manner, including via video conference and/or electronic mail. Business does not need to be conducted via in-person, formal meetings.

Section 2 – Rules. The Board may make such rules and regulations covering its meetings as it may in its discretion deem necessary. Individual Board members may make motions and submit agenda items for discussion.

Section 3 – Quorum. Fifty-one percent (51%), or more, of the Board shall constitute a quorum for meeting purposes and to pass motions. No formal action can be taken absent a quorum.

Section 4 – Voting.

- A. Generally: Each Board member shall have one vote on any called issue. An absent Representative may give his proxy vote to another Representative once per term.
- B. Executive Committee: Any two members of the Executive Committee jointly shall have the power and authority to veto any measure otherwise decided by the Board.

Section 5 – Annual Meeting. The organization shall hold an annual meeting at a date, time, and location determined by the Board. Notice of the annual meeting shall be provided to members per Communication Policies adopted by the Board. If circumstances do not permit an Annual Member Meeting, a written report shall be published and submitted to the members per Communication Policies adopted by the Board.

Section 6 – Special Meetings. Special meetings may be called by the President with one-week advance notice. The one week notice requirement of this section may be waived by a unanimous vote of all Board members other than the President.

Article VIII. Elections

Section 1 – Policy. The Board shall develop, adopt, publish, and maintain Election Policies for the orderly conduct of Board member elections, including the procedures for establishing an independent Election Committee to run the elections. The Election Policies must cover the specific Election Schedule, including dates for each milestone; staggered election of Representatives; nomination process and requirements; candidate statements; and voting methods.

Section 2 – Eligibility to Vote in Elections. An Active member may vote in the annual election.

Section 3 – Staggered Elections. Elections shall be conducted in a staggered schedule, with two Board members being elected in even-numbered years, and two in odd-numbered years.

Article IX. Compensation

Section 1 – Board and Officers. The Board and Officers shall serve without compensation, but may be reimbursed for reasonable expenses.

Section 2 – Staff. The Staff shall serve without compensation, but may be reimbursed for reasonable expenses.

Section 3 – Employees and Contractors. The Board shall hire and fix the compensation of any and all employees or contractors which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Section 4 – Members. The Board shall have the authority to adopt policies setting forth recommendations and guidelines for the compensation of Active Members acting in various capacities and circumstances.

Article X. Indemnification

Section 1 – Indemnification. Any Director, Officer, or Staff member who performs services for the Corporation at the request of the Board and who does not receive compensation other than reimbursement of expenses shall not be personally liable to the Corporation or its members for monetary damages for a breach of that person's fiduciary duty. However, this provision shall not eliminate or limit the liability of a Director, Officer, or Staff member for any of the following: a. A breach of the Director, Officer, or Staff member's duty of loyalty to the Corporation or its members, b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, c. A transaction from which the Director, Officer, or Staff member derived an improper personal benefit, d. An act or omission occurring before the effective date of this Article, or e. An act or omission that is grossly negligent.

Section 2 – Responsibilities. Each Director, Officer, or Staff member shall discharge his or her respective duties in compliance with applicable laws, including, without limitation: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner such Director, Officer, or Staff member reasonably believes to be in the best interest of the Corporation, as determined by the HJA.

Section 3 – Assumption of Liability. The HJA assumes all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer Director, Officer, or Staff member occurring on or after the date of adoption of these Bylaws incurred in the good faith performance of the duties of the volunteer Directors, Officers, and Staff members.

Section 4 – Liability Scope. The HJA assumes the liability for all acts or omissions of a volunteer Director, Officer, or Staff member occurring on or after the effective date of this Article if all the following are met:

- a. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority,
- b. The volunteer was acting in good faith,

- c. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct,
- d. The volunteer's conduct was not an intentional tort.

Section 5 – Contingencies. In the event that controlling laws or the Code is amended to further eliminate or limit the personal liability of volunteer Directors, Officers, or Staff members, then the liability of a Director, Officer, or Staff member shall be eliminated or limited to the fullest extent permitted by the controlling law, as so amended.

Any repeal, modification, or adoption of any provision in these Bylaws which is inconsistent with this Article shall not adversely affect any right or protection of a Director, Officer, or Staff member of this Corporation existing at the time of such repeal, modification, or adoption.

Section 6 – Insurance. The HJA shall maintain an "Officers and Directors" liability insurance policy, and a General Liability policy.

Article XI. Amendments

Section 1 – Amendments. These Bylaws may be amended when necessary by an affirmative vote of not less than 2/3 of Board members present at any meeting, provided a quorum is present, and provided a copy of the proposed amendments are distributed to each Board member at least two weeks prior to voting. Proposed amendments must be published or distributed to the membership at least two weeks prior to voting.