Bylaws of the
Paseo del Norte Beekeepers Association, Inc.

Article I – Name

The name of the organization shall be the Paseo del Norte Beekeepers Association, Inc., hereafter known as Association.

Article II – Purpose

The Association is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including promoting the art and science of beekeeping, to educate beekeepers and the general public relating to the field of Apiculture, to provide for and promote scientific research in the field of Apiculture, to disseminate such research to the public, and to provide a greater appreciation for beekeeping as a hobby and as an important industry.

The Association shall promote leadership development from the members in good standing.

Article III – Membership

The Association is a non-profit organization of private beekeepers, commercial beekeepers, or persons interested in promoting the importance of the honey bee in the environment, and businesses related to the honey industry. Representing all regions of Southern New Mexico and El Paso County, Texas, membership in the Association is open to all interested persons upon payment of annual dues, regardless of race, religion, or national origin. The annual dues shall be determined by the Association or the Board of Directors.

Honorary and Life memberships may be awarded to a member of the Association for having given significant service to the organization.

ARTICLE IV – LIMITATIONS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the Association shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

No substantial part of the activities of the Association shall be the carrying on of propaganda, attempt to influence legislation and the Association shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V – Association Meetings

Annual Meeting. The Annual meeting of the association shall be during the month of November or December each year during which members of the Board of Directors shall be elected, a financial statement of the Association received, budget for the upcoming year approved, and reports of officers and appointed committees provided to the members. The meeting may include a program/s of general interest to members. A quorum of the annual meeting shall be 20% of the general membership. No business may be conducted without a quorum.

Regularly Scheduled Meeting. A scheduled meeting for the purpose of a program/s of general interest to members will be each month at a time and location to be determined by the Board of Directors.

A called meeting of the Association shall be held upon the request of five members made to the Board of Directors. A quorum of a called meeting shall be 20% of the membership. No business may be conducted without a quorum.

An agenda of all Association meetings shall be available to the general membership at least ten days prior to the date of the noted meeting.

Any meeting may be conducted electronically and voting may be conducted electronically. Any electronic vote shall be confirmed at the next Board of Directors meeting.

Article VI – Board of Directors

The Board of Directors shall plan programs, recommend the establishment of working committees and development of the Association in accord with its statement of purpose, and consider the general health of the organization.

The Board of Directors shall include: President, Vice-President, Secretary, Treasurer, Immediate Past President, Members-at-Large, and Chairs of Standing Committees. The offices of Secretary and Treasurer may be combined into one position. At least one member-at-Large shall represent Dona Ana County, New Mexico and one Member-at-Large shall represent El Paso County, Texas.

Meetings: Regular meetings of the Board of Directors shall be held monthly at a time to be determined by the Board of Directors.

A simple majority shall constitute a quorum.

i. A quorum is the minimum number of voting members who must be present at a properly called meeting in order to conduct business in the name of the Association.

ii. In the absence of a quorum, no official business shall be conducted.

iii. If it becomes apparent that it's not possible to establish a quorum, the president shall ask for a motion to adjourn the meeting and reschedule it for another date.

iv. In the event that no quorum is present, the secretary should reflect in the minutes how many members were present, that a quorum was not achieved, and the date and time of the rescheduled meeting. The minutes shall include a statement that non-binding discussions were held.

Article VII – Duties of Officers

President. The President shall preside at all meetings of the Association and at all meetings of the Board of Directors. The President and the Secretary shall develop the agendas for all meetings with inputs from the Board.

Vice-President. The Vice-President shall assume the duties of the President upon request or in the absence of the President. The Vice President shall be the chair of the Program Committee.

Secretary. The Secretary shall keep minutes of all meetings of the Association and the Board of Directors, have charge and maintain records of all minutes, prepare documents of the Association, and perform such other duties as may be required pertaining to correspondence and records of the Association. The Secretary shall be responsible for the statutory responsibility to the state and federal government.

Treasurer. The Treasurer shall collect the annual dues from members of the Association and other income, pay out such funds approved by the Association or its Board of Directors, and keep complete and accurate record of all monies received and expended. It shall present a financial

report consisting of a balance sheet and profit and loss report at least quarterly and at the Association's annual meeting. The Budget, prepared by the Finance Committee, shall be presented and approved at the annual Business meeting. The Treasurer shall be the chairperson of the Finance Committee.

Immediate Past President. Should the Immediate Past President hold another board position or chose not to serve, the position shall not count towards the quorum.

Members-at-Large. A member-at-large serves as a liaison between the board of directors and the general membership to get input, provide feedback, and become a spokesperson for the membership.

VIII – Terms of Office

Board members shall be elected to a term of three years.

(i) After a person has served their three-year term, they shall be eligible to run again after one year.

i. Officers, including the president, shall be selected by the Association for one year at a time. They may be reappointed on an annual basis for up to a maximum of two years or until they term out.

ii. There shall be a minimum of seven people on the board. A term year is defined as January 1 through December 31.

iii. A vacancy of a board position, created for any reason, may be filled by an association member, in good standing, by a majority vote of the Board of Directors or the Association.

IX– Committees

Committees may be created by action of the Association, President, or Board of Directors. The committee/s work shall be in accordance with the stated purpose of the Association. The duties and life of each committee will be established at the time of its creation.

Standing Committees

Executive Committee. There shall be an Executive Committee chaired by the President, consisting of the President, Secretary, Treasurer, and Immediate Past President; whose duties shall be to conduct Association Business in accordance of the purpose of the Association when the Board of Directors is not available. Any actions taken by the Executive Committee will be confirmed at the next Board of Directors' meeting.

Finance Committee. There shall be a Finance Committee chaired by the Treasurer, whose duty is manage the financial business of the Association. The committee shall not have a vote on the Board of Directors because the chair is an officer.

Audit Committee. There shall be an Auditing Committee, appointed by the President or Board whose duty shall be to audit the financial records of the Association reporting at the annual meeting. The committee shall not have a vote on the Board of Directors.

Nominating Committee. There shall be a Nominating Committee, appointed by the President or Board of Directors, whose duty it shall be to solicit nominations for board vacancies as they occur. Nominees can be obtained by committee requests, member nominations and self-nominations. Nominees shall be vetted by the Nominating Committee. The board shall notify the slate of candidates to general membership 10 days prior to the general meeting. There may be nominations from the floor at the annual business meeting. The committee shall not have a vote on the Board of Directors.

Program Committee. There shall be a Program Committee, chaired by the Vice President, whose duty is to locate speakers and programs consistent with the purpose of the Association. The committee shall not have a vote on the Board of Directors because the chair is an officer.

Outreach Committee. There shall be an Outreach Committee whose responsibility shall be to manage all Association activity with the public, civic, and governmental agencies. The committee shall manage the

activities of the following sub-committees and such sub-committees shall not be voting members of the Board of Directors. The Chair of the Outreach Committee or Board of Directors may establish outreach sub-committees as needed. The sub-committees are:

- Social Media Sub-Committee. There shall be a Social Media Committee, appointed by the Outreach Committee Chair or Board of Directors, whose duty shall be to manage the Association's social media presence for the benefit of the Association.

- Bee Relocation Sub-Committee. There shall be a Bee Relocation Sub-Committee, appointed by the Outreach Committee Chair or Board of Directors, whose duty is to promote and manage bee relocation services provided for the public.

- Website Sub-Committee. There shall be a Website Sub-Committee, appointed by the Outreach Committee Chair or Board of Directors, whose duty shall be to manage the Association's internet website.

Membership & Hospitality Committee. There shall be a Membership & Hospitality Committee whose duty shall be to recruit paid membership, track the attendance of members and guests at all meetings of the organization and to plan and execute social functions and assist with all meetings.

Education/Apiary Committee. There shall be an Education/Apiary Committee whose duty is to track Association assets in the apiary and to manage the day to day needs of the apiary. The committee shall also be charged with responsibility to propose and conduct Beginning Beekeeper training that is integrated with the education programs of the Texas Master Beekeeping Program.

Article X – Fiscal Year

The fiscal year of the Association shall be the calendar year.

Article XI – Parliamentary Authority

All procedural questions not resolved by the Bylaws shall be determined in accordance with the most recent edition of Robert's Rules of Order (Revised).

Article XII – Amendments

Amendments to these Bylaws may be proposed by the Board of Directors, any member of the Association in good standing or by a committee created for the purpose of bylaw review.

The Board may amend the Bylaws by a resolution with a 2/3 majority. These amendments must be approved by the membership at the next Annual Meeting.

Any amendment/s to the Association Bylaws will take effect immediately upon passage by a majority of the members in good standing in attendance at the annual meeting, or a meeting called for the specific purpose of bylaw change unless otherwise provided for in that amendment. A quorum of a meeting to amend the Association Bylaws shall be 20% of the paid membership.

XIII – Dissolution

Dissolution of the Association may be accomplished by a majority vote of members present at the Annual Meeting or a special meeting called for that purpose only after the membership has received appropriate notice of the meeting. A quorum of a meeting for dissolution of the Association shall be 20% of the paid membership.

Upon dissolution of the Association and after paying or making provision for the payment of all liabilities, all remaining assets of the Association shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Such assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable, educational, or scientific purposes and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, preferably to organizations with purposes similar to those of the Association, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Adopted on the 11th day of December, 2025 by a majority vote of all members present.