

Proposed Plan for Consolidation



Date: **August 22, 2015**

To: **IBA Board of Directors**
ISBA Board of Directors

From: **IBA/ISBA Joint Committee**



The Joint Committee is pleased to present this Plan for Consolidation of the ISBA & IBA to both Boards for consideration.

The Committee believes **a new organization to effectively serve all Indiana beekeepers** will strengthen the beekeeping community and **provide better support to bees and beekeepers** across the state.

The Committee has worked diligently this summer with facilitator, Sara Peterson. Through in-depth discussion and spirited debate, the group has attempted to address current issues and problems facing both associations, obstacles to consolidation, and goals for the future. We solicited input from beekeepers across the state and thoughtfully considered each suggestion and comment. Further, we incorporated “Best Practices” of nonprofit organizations as appropriate.

Our overriding objective throughout the process has been the effective service of Indiana beekeepers. This proposal provides both a clear path to a **SINGLE** Indiana beekeeping association and a foundation for a new organization structure that can **better serve ALL Indiana beekeepers** in the future.

The Committee recommends that both Boards adopt The Plan and submit it to their membership for a final vote.

Respectfully submitted,

Ginger Davidson, Co-Chair (IBA)

Matt Evans (IBA)
Ron Myers (IBA)
Debbie Seib (IBA)
Dave Shenefield (IBA)

Mark Partridge, Co-Chair (ISBA)

Tony Gaudin (ISBA)
Dan Heilman (ISBA)
Karen Lancaster (ISBA)
Ike Levy (ISBA)
John Wilson (ISBA)

cc: Sara Peterson, Facilitator
Wilmer Goering, Legal Counsel

Table of Contents

The items that follow constitute the “Plan of Merger” (required by Indiana) by and between Indiana State Beekeepers Association (ISBA) and Indiana Beekeepers Association (IBA) as recommended by the Joint Committee for Merger Planning.

*Everything that follows is a proposal from the Joint Committee to the ISBA and IBA Boards of Directors.
Once approved by both boards, it becomes a proposal from the boards to their membership.
Thus the plan is **conditioned upon its approval by a majority of the members of both ISBA and IBA.***

I.	Overview	page 3
II.	Plan Components	page 5
	<ul style="list-style-type: none">• Programs• Membership• Regions• Financials	
III.	Governing Documents	page 10
	<ul style="list-style-type: none">• Articles of Incorporation• Bylaws	
IV.	Appendices	page 18
	<ul style="list-style-type: none">A. Process Documentation<ul style="list-style-type: none">i. Relevant Board Actionsii. Joint Committee Membership with Attorney Opinioniii. Bee-Come One FAQsB. Perspectives on Consolidating ISBA & IBA<ul style="list-style-type: none">i. Summary of Member Surveysii. Letters of SupportC. Remaining Steps for Implementation<ul style="list-style-type: none">i. Timeline for Approval, Transition & Plan Implementationii. Approval Ballots for IBA and for ISBAiii. Memo from the Joint Committee to the New Association	



I. Overview

RATIONALE FOR CHANGE

Indiana State Beekeepers Association (ISBA) and the Indiana Beekeepers Association (IBA) have the same basic mission. A single beekeeping association in Indiana will reduce confusion, eliminate duplicate expenses, better use volunteer time, improve membership benefits, modernize the organizational infrastructure, and increase opportunity and funding possibilities.

The best part of all – it will provide better support to bees and beekeepers. For additional perspectives on the benefit of consolidation, see [Letters of Support \(page 26 of the appendix\)](#)

Rather than using the concept of “merger” where one organization “survives” over the other, giving the impression of a winner and a loser, the Joint Committee is recommending a “consolidation.” Under this approach, both organizations are legally dissolved after a new entity is formed. This allows all members, programs, assets, liabilities and history to flow equally into the new association.

NAME & CORPORATE FORM

The name of the new association will be **NAME TO BE SELECTED BETWEEN: [Beekeepers of Indiana](#) OR [Hoosier Beekeepers](#)**. In both cases the tag line will be “*The Official Organization for all Indiana Beekeepers.*” Both are clearly distinct from the past and were chosen from among names suggested by Committee members as well as ones suggested by IBA or ISBA members.

It will be incorporated under Indiana law and apply for tax-exempt status per IRS 501(c)(3).

MISSION & PROGRAMS

Its mission will be to:

***Advance the education of beekeepers and
Improve the quality of beekeeping, bee products, and honeybees throughout Indiana***

The new association will provide **all the programs that ISBA and IBA have developed over time**. It will also use the power of consolidation to expand programming in the coming years as described in the [Programs](#) section of the plan ([page 5](#)).

MEMBERSHIP & DUES

Upon incorporation of the new association, **all ISBA and IBA members will automatically become members** of the association for the duration of their currently paid membership (as if purchased consecutively). Going forward, membership will be open to any individual and institution that:

- Supports the mission, purpose and programs of the association,
- Adheres to all association policies, AND
- Pays the currently stipulated membership dues

The dues structure in calendar year 2016 is listed in the [Membership](#) section of the plan ([page 7](#)). The Board of Directors for the association will be responsible for setting future dues.

- All current memberships will be honored as paid, including life memberships
- New life memberships will be available as part of the new association

See the [Membership](#) section of the plan ([page 7](#)) for additional details related to membership.

LOCAL CLUBS & REGIONS

It is important to both organizations and to the Joint Committee that:

- Local clubs flourish on their own terms, with programming support;
- The new association have representation of beekeepers from across the state;
- The new Board of Directors be a size that is practical; and
- The process to elect individuals to the new Board be transparent and accessible to all.

In order to accomplish these goals, the Joint Committee has proposed a governance structure that includes regional representation. In this way the members and clubs in a geographic region elect their Director from a level playing field. See the [Regions](#) section of the plan ([page 8](#)) for details.

FINANCIAL CONSOLIDATION

As proposed, the consolidation should **preserve all assets** of both IBA and ISBA.

- **General Funds** All financial resources of ISBA and IBA will be consolidated as the general funds of the new Association.
- **Restricted Funds** Donor-restricted funds will remain so per generally accepted accounting principles.
- **Assets & Liabilities** The new Association will assume all assets and liabilities of ISBA and IBA, known or later determined.
- **Gifts & Grants** Gifts or grants to ISBA or IBA, before or after consolidation, will inure to the benefit of the new Association.

It should result in **reduced annual expenses** – eliminating duplicate items estimated to include:

- Insurance, website, misc. \$ 700
- Single newsletter printing and mailing \$1,800
- Single Spring and single Fall meeting \$3,700

See the **Financials** section of the plan ([page 9](#)) for details related to both organizations, including their assets, liabilities and recent financial history.

GOVERNANCE

The Joint Committee has drafted **Articles of Incorporation** and **Bylaws** as attached ([page 10](#)). Among other details for a new governance structure, they include the following:

- **Board Composition** The Board of Directors will include **16 voting** Directors as follows:
 - 4 Directors elected as officers
 - 6 Directors elected at-large
 - 6 Directors elected regionally
- **Officers** There will be a President, Vice President, Secretary, and Treasurer
- **Terms** Directors serve staggered terms of 2 years each. A Director who has served 3 consecutive terms may serve additional terms only after a 1-term absence from the Board.

PLANNING

The task of the Joint Committee as assigned by both Boards of Directors was to create a plan for consolidation and present its work to the boards for approval. As such, the Joint Committee had no direct authority to act. All authority remained with the boards themselves. For more about the Committee as well as the board resolutions forming it [see pages 19-21 of the appendix](#).

APPROVAL VOTES

Approval of this plan requires a majority vote of both Boards of Directors followed by a vote of both the IBA and ISBA membership. For more about voting [see pages 29-31 of the appendix](#).

TIMELINE & EFFECTIVE DATE

Below are target dates for the remainder of this process.

- | | |
|--|-------------------|
| • IBA Board of Directors vote | August 30 |
| • ISBA Board of Directors vote | September 13 |
| • ISBA membership vote | October 24 |
| • IBA membership vote | November 7 |
| • Election of new Board of Directors | Mid Nov – Mid Dec |
| • File Articles of Merger | December 1 |
| • File Articles of Incorporation | December 1 |
| • Organizational Board meeting for new association | January 1, 2016 |
| • Transfer assets to new organization | January 1, 2016 |
| • Notify IRS of assets transfer | January 1, 2016 |
| • File Articles of Dissolution | February 15, 2016 |

The **Timeline for Approval, Transition & Plan Implementation** ([page 28 of the appendix](#)) contains a more detailed timeline, including the process to date.

II. Plan Components

On the pages that follow, the Joint Committee has outlined the key elements of a consolidation, the new association and its benefits to all.

Programs

The new association will provide all the programs that ISBA and IBA have developed over time. Nothing will be lost. It will also use the power of consolidation to expand programming in the coming years as described in this section.

Vision for the Future

When the Joint Committee began its planning process, it began by envisioning a future as of five years after consolidation. The vision is one in which the two associations have successfully united as one organization that has, in turn, been successful in meeting its goals. By 2021, the Association will be described as follows:

- **Culture** It is a fast-moving Association that unites backyard, commercial and scientific beekeepers in seamless cooperation.
- **Membership** It has 3,000-4,000 members – a membership that includes state representatives, gardeners, and more. They are active participants in all programs and volunteers who support the organization and its goals.
- **Landscape** Its regional outreach has changed the landscape of Indiana beekeeping so clubs are found in every county.
- **Education** Its educational programs have expanded to include more field work, intermediate and advanced components, common curricula, and mentoring – education available across the state, to youth, new beekeepers, and to the public.
- **Support** As a go-to resource, the Association will encourage programs to provide local bees for Indiana beekeepers, multiple queen cell banks, member discounts, group purchasing, and grant programs to support beekeepers at all levels.
- **Impact** It has elevated beekeeping in Indiana, improved legislation related to bees and beekeeping, expanded the public's awareness of the plight of honeybees, and educated consumers on quality products.
- **Funding** It is financially strong because of its program success and member growth. In addition, it has a strong base of sponsors and philanthropic participation.

It is this positive vision of the future that drove every other conversation that followed.

Current Programming Retained

As planning progressed, the Committee repeatedly committed itself to retaining all the programs of both associations, including:

- **A robust calendar of education**
 - Winter / Spring Conference – Indiana Bee School
 - Summer Conference – Purdue Field Day
 - Fall Conference – Annual Meeting & Elections
- **Grants and awards**
 - 4-H Program at State Fair
 - Indiana Honey Queen
 - New Beekeepers Grant Program
 - Young Beekeepers Award
- **Connections to other beekeepers and the market**
 - Participation in the Indiana State Fair
 - Discussion forums for members (both in person and online)
 - Connections to national projects and events
- **Information and resources**
 - Contacts for technical advisors, nucs, package bees, queen bees, swarm lists, and supply vendors
 - Honey and hive product supply lists
 - Speakers for local groups and events
 - A quarterly newsletter and website full of information and links

Goals for Expanded Programming

The Committee also dedicated itself to expanding the value of membership and impact of a consolidated association. With this in mind, it developed the following plan for expanding programs and services following consolidation:

- **United Voice for Beekeeping**

As one Association we can:

- Pursue concurrent resolutions in support of Indiana bees and beekeeping.
- Gain representation on national boards and panels.

- **Expanded Education**

As one Association we plan to:

- Develop hands on field days in every region in collaboration with local clubs.
- Expand youth education – elementary school presentations – and young beekeeper programs.
- Address the learning needs of all beekeeper levels, whether members or not, and make them more valuable through expanded access to EAS credits.

- **An Active Advocacy Agenda**

As one Association we can be and active voice on a range of issues that are relevant to:

- The health of Indiana bees, such as spraying, conservation property, and pollinator protection plans.
- Beekeeping, such as liability/tort protections, sales tax exemptions and quality standards.

- **Group Purchasing & Member Discounts**

Our collective membership will allow us to:

- Negotiate group purchase agreements for items such as bee supplies and magazines.
- Explore opportunities to provide various kinds of insurance.

- **Expanded Reach**

As one Association we can expand our reach beyond the membership, to serve the entire state, with member and non-member event fees and discounts.

- **Expanded Support for Members & Clubs**

As a statewide Association with regional representation and connections to local clubs we can:

- Create a mentoring network.
- Establish queen cells in each region.
- Create opportunities for club leaders to discuss common concerns
- Provide operating templates that make it easier for local clubs to get started.
- Coordinate travel to out-of-state events, further advancing the education of Indiana beekeepers

Timeline for Implementation

- **2016** If consolidation proceeds as hoped through the first quarter of 2016, the remainder of the year will be busy with activities to solidify the new association, integrate the memberships, maintain the quality of existing programs, and develop expanded programs for the future.
- **2017** In 2017, we would expect to be pursuing an active advocacy agenda, developing group purchasing and discount programs to enhance member value, and beginning to roll out regional training.
- **2018** By the end of 2018, we would expect all program expansions listed above to be in some stage of implementation.
- **2019** By the end of 2019, we would expect the Association to be solidifying its programmatic gains to date, learning from them, and developing plans to improve them for the future.

Membership

Eligibility for Membership

Upon incorporation of the new association, all ISBA and IBA members will automatically become members of the association for the full duration of their currently paid membership. Going forward, membership will be open to any individual and institution that:

- Supports the mission, purpose and programs of the association,
- Adheres to all association policies, AND
- Pays the currently stipulated membership dues

Classes of Membership

There will be two (2) classes of membership for the purpose of association bylaws. (This is different from categories for payment of dues.)

- **Full (voting)** – Full members have all the duties and rights of membership.
- **Affiliate (non-voting)** – Affiliate members have limited rights in that they are not entitled to vote at membership meetings, nor may they serve on the Board of Directors. Affiliate membership will be available to businesses, nonprofits, universities and other institutions that wish to support the Association and whose interests align with those of the Association.

Member Dues

The dues structure in calendar year 2016 is listed here. The Board of Directors for the association will be responsible for setting future dues. (There will be an additional transaction fee for all credit card and online dues payments.)

• Individual (Full Membership)	1 year: \$15	2 year: \$28	3 year: \$40	Life: \$150
• Family Discount (Full Membership)	1 year: \$20	2 year: \$38	3 year: \$55	Life: \$200
• Affiliate (non-voting)	1 year: \$45	2 year: \$85	3 year: \$125	Life: n/a

In the transition from two to one association, it is important to note that:

- On the date of incorporation of the new association all current memberships will be honored as paid:
 - This includes all life memberships, and Clover Blossom Honey will underwrite the cost of replacement life badges
 - Those who have paid for membership in both existing association will receive the full duration of both as if purchased consecutively
- New life memberships will be available as part of the new association
- If you are currently a member of
 - **IBA** – Dues for your membership renewal will remain the same in 2016, AND you will receive the benefits of both.
 - **ISBA** – Dues for your membership renewal will rise slightly in 2016 as we align the two existing dues schedules into one, but you will receive the benefits of both.
 - **Both ISBA and IBA** – You will continue to receive the benefits of both, and the cost of your membership renewal will go down because you will only be paying dues to one association instead of two

Duties & Rights of Members

It is the duty of all members to promote the interests and wellbeing of the Association. Members may exercise the following rights:

- Vote in elections – 1 vote per individual with no more than 2 individuals voting as part of a family discount membership
- Hold elected office within the Association

Expected Growth of Membership

If we look at the membership of ISBA and IBA, we can see that both have been growing in recent years. United as one association, knowing the number of non-member beekeepers in Indiana, and applying a plan for growth, the Committee can easily imagine a membership closer to 2,500 within three years.

	IBA			ISBA			IBA + ISBA YTD 2015	
	2013	2014	YTD 2015	2013	2014	YTD 2015	overlap	without duplicates
Total	1,249	1,326	1,458	297	436	439	148	1,749
Sub-Totals								
• Individual (1-3 year)	412	405	477	161	195	198	80	595
• Individual (Life)	125	137	151	--	--	--	--	151
• Family (1-3 year)	512	552	568	134	238	238	68	738
• Family (Life)	200	232	262	--	--	--	--	262

Regions

As part of our survey, one IBA member asked: ***“Will all areas of the state be represented equally by a combined association?”***

Another, this time a member of both organizations, suggested: *“I feel that state should be divided into 10 or 11 districts and the clubs in that district elect their director to send to represent them.”*

As it turns out, the Joint Committee agreed that a regional/district approach was going to be most successful for the new organization. Our proposed regional map is as presented here (color key below):

- **Northwest** purple
- **Northeast** yellow
- **West Central** pink
- **East Central** blue
- **Southwest** orange
- **Southeast** green

Designation of these regions was based on a comparison of regions used by other organizations in Indiana as well as those used for various governmental purposes.

In addition, the Joint Committee worked to create a map that balanced the:

- Number of counties per region
- Location of current ISBA and IBA members
- Location of existing clubs
- Location of beekeepers regardless of membership, thus the location of potential future members and clubs

By balancing all of these factors, the Committee believes that the new association will be better able to:

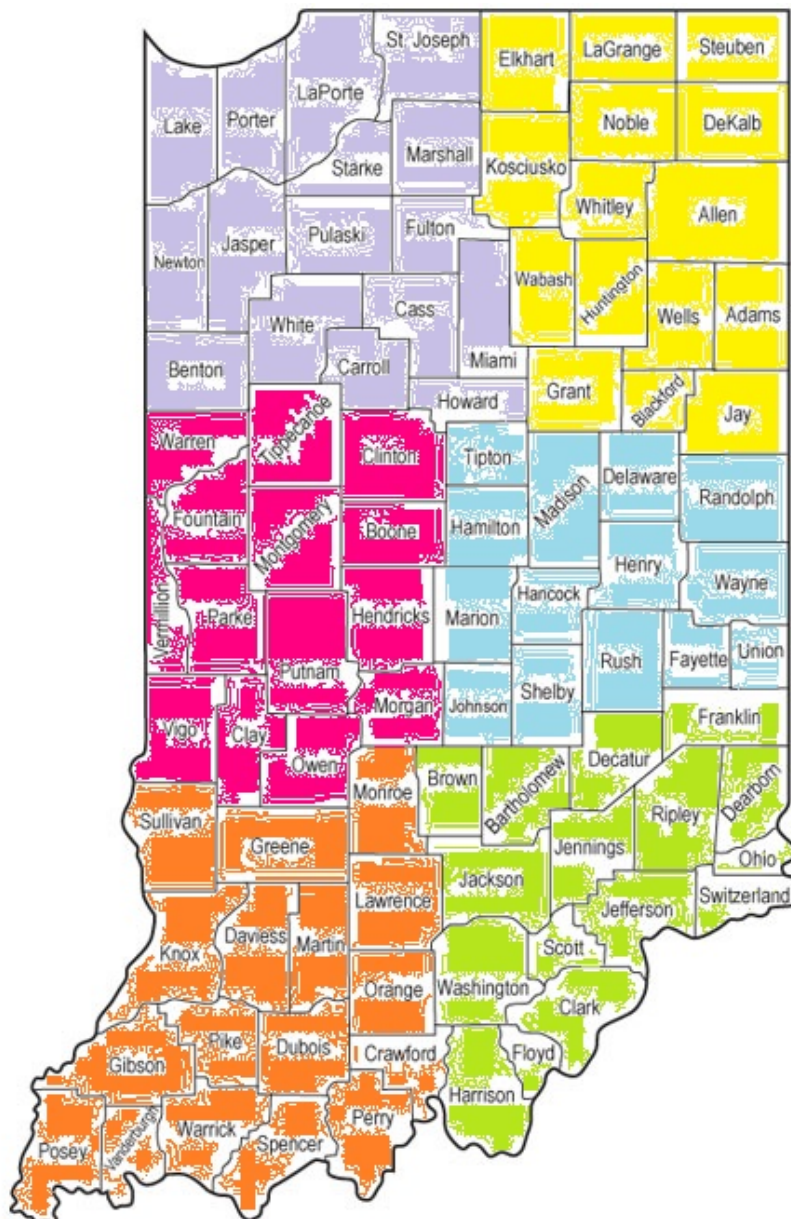
- **Partner with new and existing clubs**
- **Deliver programming in each region**
- **Reduce travel for members**

This regional structure will play a role in how programs are delivered, where events take place, and how Board members are elected. While the suggestion that started this section was that local clubs would elect region or district representatives, the Joint Committee has proposed a model in which individuals in each region elect the representative. This shouldn't change the outcome since we presume that club leaders will be most likely to run for the seats.

It does mean that the election process will be:

- **Simple** – no need to confirm local club membership or trade lists
- **Centralized & Transparent** – every member across the state will see who is running, from where, and with what results
- **Consistent** – with one election process, members will be reassured that it is governed by a single set of rules

At the same time the local clubs can remain independent and operate as they see fit. They will be able to access programming support from the state association but without intervention into their operations.



Financials

As part of the due diligence necessary in a consolidation, the following provides an overview of the financial position of IBA and ISBA, their current joint revenue and expenses. There are still details to confirm in order to fully align similar items between the two organizations and track the remainder of 2015. However, the table below provides a good overview of both, their collective financial strength, and potential to reduce duplicate expenditures. One of the first tasks for the initial Board of Directors for the new Association will be to project three-years of budgets.

	Actual IBA			Actual ISBA			IBA + ISBA (includes duplicate items)		
	2013	2014	YTD 15	2013	2014	YTD 15	2013	2014	YTD 15
Revenue									
Contributions	\$8,407	\$8,865	\$6,359				\$8,407	\$8,865	
<i>Donations</i>	\$1,429	\$1,234	\$1,689				\$1,429	\$1,234	
<i>Raffles</i>	\$3,705	\$3,565	\$2,289				\$3,705	\$3,565	
<i>Auctions</i>	\$3,273	\$4,066	\$2,381				\$3,273	\$4,066	
Grants	\$175	\$720					\$175	\$720	
Membership Dues	\$16,385	\$16,483	\$13,002	\$742	\$3,169		\$17,127	\$19,652	
Programs	\$41,029	\$50,396	\$43,309	\$39,229	\$14,345		\$80,257	\$64,740	
<i>Meetings & Bee Schools</i>	\$11,544	\$21,996	\$18,468	\$9,488	\$2,531		\$21,032	\$24,527	
<i>State Fair</i>	\$29,485	\$28,399	\$24,842	\$29,134	\$11,814		\$58,619	\$40,214	
<i>Young Beekeeper/Youth Prog</i>				\$325			\$325		
<i>Queen Projects</i>				\$282			\$282		
Interest	\$33	\$29	\$22		\$9		\$33	\$39	
Product Sales	\$2,374	\$2,225	\$1,724				\$2,374	\$2,225	
Misc.					\$439			\$439	
Total Revenue	\$68,403	\$78,718	\$64,416	\$39,971	\$17,962		\$108,374	\$96,680	
Expenses									
Programs	\$53,818	\$64,312	\$37,349	\$32,641	\$10,867		\$86,459	\$75,180	
<i>Meetings & Bee Schools</i>	\$5,593	\$16,160	\$15,606	\$9,831	\$5,381		\$15,424	\$21,541	
<i>State Fair</i>	\$27,855	\$27,045	\$7,128	\$19,235	*net above		\$47,090	\$27,045	
<i>Young Beekeeper/Youth Prog</i>	\$5,483	\$5,944	\$1,638				\$5,483	\$5,944	
<i>Honey Queen Program</i>					\$1,897			\$1,897	
<i>Queen Projects</i>				\$3,575			\$3,575		
<i>Newsletters</i>	\$14,887	\$15,164	\$12,977		\$3,589		\$14,887	\$18,753	
Administration	\$4,009	\$8,394	\$3,884	\$3,663	\$1,986		\$7,672	\$10,380	
<i>Office Supplies / Various Exp</i>	\$314	\$850	\$217	\$427	\$145		\$741	\$995	
<i>Printing & Postage</i>	\$1,483	\$1,448	\$1,459	\$1,233	\$1,071		\$2,716	\$2,519	
<i>Promotions / Marketing</i>	\$925	\$4,989	\$981	\$600	\$225		\$1,525	\$5,214	
<i>Member Badges</i>	\$557	\$526	\$445	\$315			\$872	\$526	
<i>Insurance</i>	\$400	\$400	\$400	\$546	\$546		\$946	\$946	
<i>Web & Related</i>	\$131	\$131	\$131	\$292			\$424	\$131	
<i>Dues & Subscriptions</i>	\$200	\$50	\$250	\$250			\$450	\$50	
Cost of Goods Sold	\$1,483	\$1,614	\$1,238				\$1,483	\$1,614	
Misc.		\$596		\$100	\$539		\$100	\$1,135	
Total Expenses	\$59,310	\$74,916	\$42,471	\$36,404	\$13,393		\$95,714	\$88,309	
Net Gain/Loss	\$9,792	\$3,802	\$21,945	\$3,566	\$4,569		\$12,660	\$8,371	
Assets									
Cash & Equivalent	\$39,166	\$42,967		\$21,932	\$26,502		\$61,098	\$69,469	
Other									
Total Assets	\$39,166	\$42,967		\$21,932	\$26,502		\$61,098	\$69,469	
Liabilities									
Accounts Payable									
Deferred Revenue									
Other									
Total Liabilities	\$0	\$0		\$0	\$0				
Fund Balance	\$39,166	\$42,967		\$21,932	\$26,502		\$61,098	\$69,469	

In addition, the Joint Committee catalogued the current and expected contracts and liabilities of both IBA and ISBA (through the end of the consolidation process) as available from the Treasurer.

III. Governing Documents

These documents were reviewed and approved by Wilmer Goering of Goering Law LLC on August 14, 2015.

Articles of Incorporation

ARTICLE I – NAME & PRINCIPAL OFFICE

- NEW ASSOCIATION NAME TBD – ADDRESS TBD

ARTICLE II – REGISTERED OFFICE & AGENT

- Wilmer Goering II – Goering Law LLC, 322 Liberty Street, Vevay IN, 47043-1118

ARTICLE III – INCORPORATORS

- Wilmer Goering II – Goering Law LLC, 322 Liberty Street, Vevay IN, 47043-1118

ARTICLE IV – GENERAL INFORMATION

- **Effective Date:** December 1, 2015
- **Type of Corporation:** Public Benefit Corporation
- **Does the corporation have members?** Yes
- **The purposes/nature of business** To advance the education of beekeepers and improve the quality of beekeeping, bee products and honeybees throughout Indiana
- **Distribution of assets** Upon the liquidation or dissolution of the Association, the Association's assets shall be distributed or transferred to a corporation, person or entity for the sole purpose of furthering one or more of the exempt purposes as provided in [Sections 501\(c\) \(3\) and 170\(b\) \(1\) \(A\) of the Internal Revenue Code of 1986 \(or any corresponding provision of any future United States Internal Revenue Law\)](#), as shall be selected by the Board of Directors of the Association.

Bylaws

ARTICLE I — NAME & OFFICE

Section 1. Name

The name of the organization is **NAME TBD** (hereinafter the “**NAME**” or the “Association”).

Section 2. Office

The principal office of the Association will be located at such place as the Board of Directors may designate. If it is outside Indiana, the Board will meet at least one (1) time per year within the state as required by [Indiana law](#).

ARTICLE II — MISSION & ACTIVITIES

Section 1. Mission

NAME is a nonprofit organization incorporated under the [laws of the State of Indiana](#) exclusively for charitable, scientific and educational purposes that qualify as exempt under [section 501\(c\)\(3\) of the Internal Revenue Code, or the corresponding section of any future federal tax code](#).

NAME formed in late 2015 to consolidate the mission and interests of the Indiana State Beekeepers Association (ISBA) and the Indiana Beekeepers Association (IBA). As such, it exists to advance the education of beekeepers and improve the quality of beekeeping, bee products and honeybees throughout Indiana.

Section 2. Activities

NAME activities include (but are not limited to) the following:

- **Education** in the form of:
 - Training and skills development for beekeepers and those interested in beekeeping
 - Outreach and public information to raise consumer awareness of relevant issues
- **Cooperation** in the form of:

- Networking among Indiana’s beekeepers and beekeeping clubs
- Collaboration with researchers and other bee-related organizations
- **Advocacy** in the form of:
 - Participation in national associations, board and panels
 - Engagement of local, state and national government on issues related to the health and wellbeing of Indiana bees and beekeeping

These activities will be available to members and non-members in pursuit of a larger mission.

ARTICLE III — MEMBERSHIP

Section 1. **Classes, Eligibility & Dues.**

- A. **Initial Membership.** Upon incorporation of the Association, all ISBA and IBA members in good standing will automatically become members of the Association. Initial membership rights will continue until the respective membership with either ISBA or IBA would have terminated had the two not merged or is otherwise terminated. Thereafter, membership shall be in accordance with the provisions of these bylaws.
- B. **Classes.** There are two (2) classes of membership.¹
 - **Full (voting)** – Full members enjoy all the duties and rights of membership. Full membership is limited to individuals who meet the eligibility requirements described here.
 - **Affiliate (non-voting)** – Affiliate members have limited rights in that they are not entitled to vote at membership meetings, nor may they serve on the Board of Directors. Affiliate membership will be available to businesses, nonprofits, universities and other institutions that wish to support the Association and whose interests align with those of **NAME**.
- C. **Eligibility.** Individuals and institutions are eligible for membership provided they:
 - Support the mission, purpose and programs of the Association,
 - Adhere to all Association policies, **AND**
 - Pay the currently stipulated membership dues (*i.e., maintain “good standing”*)
- D. **Dues.** The Board of Directors determines membership dues.

Section 2. **Duties & Rights of Membership.**

- A. **Duties.** It is the duty of all members to promote the interests and wellbeing of the Association.
- B. **Rights.** Members may exercise the following rights:
 - Vote in elections as defined in these bylaws, **AND/OR**
 - Hold elected office within the Association

Section 3. **Term & Termination of Membership.**

- A. **Term.** The term of membership is one (1) year, beginning with payment of dues and renewable at its end.
- B. **Expiration.** Membership and its privileges expire upon the failure to pay annual dues. Expired memberships may be reinstated by payment of dues.
- C. **Resignation.** A member may resign at any time. Dues will not be refunded.
- D. **Removal.** The Board may remove a member for cause as provided under [Indiana Code Title 23, Article 17, Chapter 8 or its successor provisions](#).

Section 4. **Meetings of the Membership.**

- A. **Frequency:** **NAME** membership meets at least annually, usually at the time and place of the Fall Conference.
- B. **Purpose:** The purpose of the annual meeting of the membership is to:
 - Receive an annual report of the status of the Association, and
 - Consider such other business as may properly come before the membership

¹ Classes of membership refer to the duties and rights of membership. This is separate and distinct from the board-approved schedule of dues.

- C. **Chair:** The President chairs all meetings of the membership.
- D. **Attendance.** Meetings of the membership are open to the public. All Board members are expected to attend.
- E. **Notice.**
 - **Window.** NAME will provide notice to members at least fourteen (14) days prior to a meeting.
 - **Content.** Notice will state the place, date, time, and purpose for which the meeting is called.
 - **Waiver.** Whenever notice is required, any member will have waived notice of the meeting upon:
 - **Performed.** Personally attending the meeting, without protesting at its beginning.
 - **Written.** Submitting a signed waiver (whether before or after) that is filed with the meeting records.

Section 5.

Action of the Membership.

- A. **Voting Authority.**
 - **General.** No individual may have more than one (1) vote. When family discounts are offered on full memberships, no more than two (2) individuals may vote per membership.
 - **Proxy.** Voting by proxy is expressly prohibited.
 - **Abstention.** Failure to vote when present counts as an abstention. Abstentions do not affect quorum.
- B. **Quorum & Authorization.** Unless otherwise specified or required, when action is taken by vote:
 - Meeting quorum is defined as participation of **no fewer than five (5) percent** of eligible members.
 - Action is authorized by a **simple majority of the votes cast** by voting members, once quorum is met.
- C. **Agenda Items.** Items may come to the membership upon Board recommendation. Items arising during the course of a membership meeting must go to the Board of Directors for deliberation before final action is taken.
- D. **Action Without Meeting.** Unless otherwise restricted by law, the Articles of Incorporation or these bylaws, members may vote by mail or by electronic transmission without a meeting provided the action is approved by no fewer than the minimum number of eligible member votes that would be necessary at a meeting. The Board of Directors may adopt procedures for conducting votes by mail and/or electronic transmission.

ARTICLE IV — BOARD OF DIRECTORS

Section 1.

Authority

The Board of Directors has the power and authority traditionally assigned to such a body, as set forth in the Articles of Incorporation and bylaws of the Association, and as interpreted through policy statements.

Section 2.

Duties

The Board of Directors is responsible for overall policy and direction of the Association and must perform all duties imposed collectively or individually by law, the Articles of Incorporation, these bylaws, and/or policy documents.

- A. **Individual.** As such, each member of the Board of Directors is individually expected to:
 - Meet all legal obligations of board service including:
 - Diligent attention to board responsibilities – acting as an ordinarily prudent person would in a like position and under similar circumstances;
 - The faithful pursuit of Association interests rather than personal interests or those of another; AND
 - Acting with fidelity, within the bounds of law generally, to the Association mission
 - Attend all meetings of the Board of Directors, of the membership, and of any relevant committees
 - Serve on at least one Association committee (board or program as in [Article VI](#))
- B. **Collective.** Collectively, the Board of Directors is responsible for, but are not limited to:
 - Oversight of Association affairs and wellbeing such as:
 - Determining the organization's mission, yearly and longer-range goals and strategies
 - Developing policy and taking action necessary to preserve NAME's mission, operations and integrity
 - Stewarding organizational assets, including allocating resources and approving the budget
 - Developing and maintaining communication between the organization and its community
 - Performance of all duties set forth in law, Articles of Incorporation, bylaws, and policy such as:
 - Meeting at such times and places as required
 - Determining dues for membership in the Association
 - Establishing and overseeing the operation of the organization and its committees

Section 3.	<p>Board Membership</p> <p>The Board of Directors consists of up to sixteen (16) voting Directors comprised as follows:</p> <ul style="list-style-type: none"> • Four (4) Directors elected as officers • Six (6) Directors elected at-large • Six (6) Directors elected regionally <p>The Board of Directors may, at its discretion, provide non-voting seats to select advisors (e.g., State Apiarist and Purdue Apiary Extension Agent)</p>
Section 4.	<p>Terms & Elections</p> <p>The provisions of Article VII of these bylaws apply to all members of the Board of Directors, including eligibility to run for a seat or office.</p>
Section 5.	<p>Meetings & Notice</p> <p>A. Frequency – The Board of Directors will meet at least four (4) times per year. It may hold special meetings at the call of the President or at least four (4) Directors.</p> <p>B. Location – Meetings may be held at any location at the discretion of the Board of Directors.</p> <p>C. Form – Meetings may be held by conference call or similar communications equipment, as long as all Directors participating in the meeting can hear one another. All such Directors will be “present in person” at the meeting.</p> <p>D. Quorum – Quorum requires a minimum of fifty-one (51) percent of Directors then seated. Decisions require a simple majority of those present at the time when the vote takes place. Proxies are expressly disallowed.</p> <p>E. Notice. The notice provisions of Article III apply to the Board of Directors, with the exception that the notice need only be given to the members of the Board. Further, special meetings may be called with notice of at least three (3) business days.</p> <p>F. Action without Meeting – Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors individually or collectively consent in writing to such action. Such action by written consent will have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents will be filed with the minutes of the proceedings of the Board of Directors.</p>
Section 6.	<p>Compensation</p> <p>Directors serve without compensation. Reimbursement for reasonable, actual expenses incurred when acting in his/her capacity as Director on behalf of the Association may be pre-approved by the Board of Directors as necessary</p>
Section 7.	<p>Conflicts of Interest</p> <p>The Association conflict of interest policy requires that conflicts, potential conflicts, and/or the perception of conflict be disclosed and the affected person be recused from any decision-making with regard to the matter.</p>

ARTICLE V — OFFICERS

Section 1.	<p>Number</p> <p>The Board of Directors will include four (4) Directors who are elected as officers. Those offices are President, Vice President, Secretary, and Treasurer.</p>
Section 2.	<p>Duties</p> <p>All officers will perform all duties incident to the office and as may required by law and/or the Articles of Incorporation, these bylaws, Association policies, or which may be prescribed by the Board of Directors. In addition:</p> <p>A. President – The President has the general powers and duties usually vested in the office of president of a corporation and other powers and duties as the Board of Directors may prescribe. As such the President chairs the Board, the Executive Committee and membership meetings; has general supervision of the activities and affairs of the Association; and she/he (or her/his designee) is the official spokesperson for the Association.</p> <p>B. Vice President – The Vice President chairs the Governance Committee, serves as may be required in the President’s absence, and performs other duties as assigned.</p> <p>C. Secretary – The Secretary chairs the Communications Committee, assures proper records maintenance including Board records (<i>e.g., actions, minutes</i>), provides meeting notices, and distributes information as required.</p>

- D. **Treasurer** – The Treasurer chairs the Finance Committee, assures proper maintenance of adequate and correct books and records of accounts of the properties and transactions of the Association, reports at each board meeting, assists in budget preparation and other planning, and makes information available as required. The Treasurer is also responsible for accurately tracking all Association membership.

Section 3. Terms & Elections

The provisions of [Article VII](#) apply to all officers, including eligibility to run for office.

ARTICLE VI — COMMITTEES

Section 1. General

- A. **Formation** – The Board of Directors may create committees to advise its work or the work of the Association.
- B. **Composition** – Where these bylaws designate a committee chair, that person plus one other officer will collaboratively nominate committee membership for approval by the Executive Committee. Where no such chair is designated, the Executive Committee will appoint a committee chair. The process of seating the committee will otherwise be the same. Unless otherwise specified, committees may include any member of the Association (*i.e., board and non-board*).
- C. **Meetings**. Committees meet as required to fulfill their duties. Committees may meet by conference call or similar communications equipment if all participating can hear each other at the same time.
- D. **Committee Rules**.
- All committee actions are subject to review by the Board of Directors.
 - Unless the Board provides otherwise, a committee may make rules for the conduct of its business.
 - A committee will keep a record of its meetings and report the results of its work to the Association.
 - No committee may amend the Articles of Incorporation or these bylaws.
 - No committee may approve a plan of merger, sale, or other disposition of all, or substantially all, of its property, other than in the usual and regular course of business subject to approval by the Board

Section 2. Committees of the Board

Committees of the Board are charged with tasks necessary for Association governance. All such committees report to and are formed by the Board of Directors.

- A. **Executive** – The Executive Committee consists of the four (4) officers, chaired by the President. The committee:
- Acts as necessary between Board meetings and spends monies per board-approved financial policies
 - Prepares board agendas, keeps minutes of its proceedings, and regularly reports the same to the Board
 - Recommends actions to the board
 - Calls on advisors as needed to fulfill its responsibilities
- B. **Governance** – The Vice President is the chair of the Governance Committee. The committee is responsible for all tasks usually associated with nominations and elections committees. As such it:
- Fosters leadership opportunities and development throughout the Association
 - Provides leadership to the Association in cultivating candidates for election
 - Ensures the integrity of elections throughout the Association in compliance [with Article VII](#) of these bylaws
 - Ensures that the Board regularly evaluates its effectiveness
 - Ensures that the Board receives the education it needs to perform its duties
- C. **Finance** – The Treasurer is the chair of the Finance Committee. The committee:
- Provides the Association with financial oversight
 - Reviews financial reports, policies, and the annual budget
 - Develops and oversees financial planning and policies that safeguard Association assets
 - Ensures filing of all required legal documents
- D. **Membership & Communications** – The Secretary is the chair of the Communications Committee. The committee plans for and oversees:
- Membership recruitment and retention strategies
 - Communication with Association members (e.g., newsletter, website, social media)
 - Outreach to the public, including all marketing and public relations
 - Government relations efforts on behalf of the Association

- E. **Ad Hoc** – The Board of Directors may form, assign members to and convene *ad hoc* committees as needed. These committees have a specified term and activate only when appropriate work requires their attention.

Section 3. Program Committees

Program committees perform tasks related to Association activities (*e.g., fall conference and Bee School*). The Board may convene program committees as appropriate in support of the mission and healthy operation of the Association.

ARTICLE VII — TERMS & ELECTIONS

Section 1. Initial Board & Officers

Upon incorporation of the Association, the then-seated officers of ISBA and of IBA will form a Transition Team. It will be their responsibility to complete all consolidation steps and jointly oversee an election to seat the Association's initial Board of Directors, including all officers. In this election:

- A. All initial members, as defined in [Article III](#) of these bylaws, will be eligible to participate in the election.
- B. In order to stagger Director terms and ensure Board continuity:
- Treasurer and Secretary will be elected to a one- (1) year term.
 - All at-large seats will be elected to a one- (1) year term.
 - All other Officers and Directors will be elected to a two- (2) year term.

Thereafter, all terms will be as described in [Section 6 of this Article](#)

Section 2. Election Frequency

Elections are held annually to select members to serve on the Board of Directors.

Section 3. Election Eligibility

- A. **To Vote.** In order to receive a ballot and vote, an individual must be on record as a member in good standing.
- B. **To Run.**
- No individual may hold more than one (1) elected office at any given time.
 - Candidates must have been full members in good standing for at least one (1) year prior to election.
 - Policy documents may set forth additional requirements for election eligibility.

Section 4. Conduct of Elections

- A. **Responsibility.** The Governance Committee oversees the conduct of all elections.
- B. **Elections Panel.** The Governance Committee is responsible for appointing a three (3) person Elections Panel each year to collect, verify and count all ballots. The Panel:
- Should be announced three (3) to six (6) months prior to the election in order to ensure neutrality
 - May include non-member advisors (*e.g., CPA, attorney, extension officer*)
 - May not include anyone currently holding or campaigning for a seat on the Board of Directors
 - Appointment (as with all committee activities) is subject to Board approval
- C. **Procedures.** Distribution of ballots and casting of votes will follow board-approved policy and procedure.
- D. **Tie.** In the event of a tie vote, the Elections Panel will select the winner by drawing a name from a container.
- E. **Contested Results.** Should the results of a vote be contested, the following rules will apply:
- The objection must be filed within three (3) business days of the meeting in which the election was held.
 - The Elections Panel will convene within seven (7) days after the objection is submitted.
 - The Panel may hear such evidence as presented by the objector and/or counsel with appropriate rebuttal.
 - The Panel will render its decision, by majority vote, within thirty (30) days of the hearing.
 - The Panel's decision may affirm, change or set aside the election results.
 - The Panel decision on all such matters will be final.

Section 5. Directors Elected Regionally

Election of select Board of Directors seats will be tied to a member's residence in order to ensure regional representation across the State of Indiana. The Board of Directors will designate six (6) regions, including all counties and dividing none, for this purpose and make the map available to all members.

Regionally elected Directors on the Board will be expected to serve as a liaison to all members residing in their designated areas in cooperation with the Governance and Membership/Communications committees. As well as local clubs.

Section 6.

Terms

- A. **Term** – With the exception of the initial Board, Directors serve staggered terms of two (2) years each. One half (1/2) of the Board of Directors will be nominated and elected each year as follows:
- Even year elections will seat the President, Vice President and regionally elected Directors.
 - Odd year elections will seat the Treasurer, Secretary and Directors at-large.
- B. **Term Limit** – A Director who has served three (3) consecutive terms may serve additional terms only after a one-(1)-term absence from the Board of Directors.

Section 7.

Resignation, Removal & Replacement

- A. **Resignation** – An individual elected to the Board of Directors may resign in writing at any time. Unless otherwise specified, a resignation is effective upon receipt.
- B. **Removal** – Any Director may be removed from the Board of Directors upon failure to fulfill the duties set forth in [Article III](#), policy statements, or for cause as determined by a two-thirds (2/3) vote of then-seated Directors. Any Director who has missed two (2) board meetings in a given twelve- (12) month period may be subject to removal for cause.
- C. **Ineligibility.** Any individual whose membership has expired or been otherwise terminated will lose candidate eligibility and/or terminate his/her elected position.
- D. **Vacancies** – Whenever a mid-term vacancy occurs, the Executive Committee will appoint a replacement Director to the Board for the remainder of the original Director's term.

ARTICLE VIII — GENERAL PROVISIONS

Section 1.

Fiscal Matters

- A. **Fiscal Year.** The Association's fiscal year begins on January 1 and ends on December 31.
- B. **Deposit of Funds.** All funds will be deposited to the credit of the Association in such banks or other depositories as the Board of Directors may select.
- C. **Contracts.** The President or her/his designee signs all Association contracts.
- D. **Commercial Paper.** The Treasurer, the President in the Treasurer's absence or Board-designated officer signs all Association checks, drafts or other orders for payment of money, notes or other evidences of indebtedness. All such documents exceeding \$500 require board approval via the budget process or separate resolution.
- E. **Gifts.** The Board may accept contributions, bequests, etc. on behalf of the Association but not for personal gain.
- F. **Assets Upon Dissolution.** The properties and assets of the Association are irrevocably dedicated to public and charitable purposes. No part of the net earnings, properties, or assets of this Association, whether upon dissolution or otherwise, shall inure to the benefit of or be distributed to its Officers, Directors, members or any private persons affiliated with the Association, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purposes clause of the Articles of Incorporation.

Upon the liquidation or dissolution of the Association, the Association's assets shall be distributed or transferred to a corporation, person or entity for the sole purpose of furthering one or more of the exempt purposes as provided in [Sections 501\(c\) \(3\) and 170\(b\) \(1\) \(A\) of the Internal Revenue Code of 1986 \(or any corresponding provision of any future United States Internal Revenue Law\)](#), as shall be selected by the Board of Directors of the Association.

Section 2.

Compensation Policies

- A. **General Prohibition & Exception.**
- No member may receive compensation for:
 - Serving on the Board or for performing duties normally associated with that position
 - Engaging in activities normally associated with membership (*e.g., committee service, holding office*).

- Reasonable meeting expenses may be reimbursed when authorized by the Board or stipulated in policy.

B. **Setting Compensation when Allowed.** In establishing appropriate compensation for an individual who is a board member, officer, member of a committee with board-delegated powers, or anyone else exercising substantial influence over the Association, the Board of Directors or relevant disinterested committee will:

- Recuse members who receive directly or indirectly a substantial portion of their income from **NAME**;
- Rely on appropriate comparative data (*e.g., comparable agreements in similar organizations, compensation levels for similar positions in both exempt and taxable organizations, and regional economic data*); **AND**
- Document the information and rationale upon which it makes its compensation determinations.

Section 3. Prohibited Activities

The Association may not engage in or carry on activities prohibited under [Section 501\(c\)\(3\) of the Internal Revenue Code of 1954 or its successor provisions](#).

- A. **Private Benefit.** No part of the Association's net earnings may inure to the benefit of or be distributable to its Directors or officers, except that it may pay reasonable compensation for services rendered to the Association.
- B. **Political Activities.** The Association may not participate or intervene in a political campaign on behalf of or in opposition to candidates for public office.
- C. **Lobbying.** The Association may engage in political and legislative education and advocacy efforts provided such efforts remain within federal limits and do not constitute a **substantial** part of its activities.
- D. **Contracts.** No Association member may be interested, directly or indirectly, in any contract relating to its operations, nor for furnishing services or supplies to it, unless it follows the Conflict of Interest policy.

Section 4. Corporate Records

- A. **Maintenance of Corporate Records.** The Board of Directors or its designees will ensure that corporate records are maintained in accordance [Indiana Code Title 23, Article 17, Chapter 27 or its successor provisions](#).
- B. **Inspection Rights.** Members will have a reasonable right to inspect and copy Association records and to inspect its physical properties as provided in [Indiana Code Title 23, Article 17, Chapter 27 or its successor provisions](#).
- C. **Document Retention.** The Association will retain records as required by law, Articles of Incorporation, bylaws, or policy documents, per board-approved policy

Section 5. Indemnification

The Association will indemnify its Directors, officers, and volunteers to the extent required by [Indiana Code Title 23, Article 17, Chapter 16 or its successor provisions](#).

ARTICLE IX — AMENDMENTS

Section 1. Articles of Incorporation

The Articles of Incorporation may be amended only with prior notice, at a Board meeting, and by two-thirds (2/3) vote of then-seated Directors. Proposed amendments will be made available to members (*e.g., posted online*) thirty (30) days prior to the vote. Amendments adopted by the Board will be published to the members following the vote.

Section 2. Bylaws

These bylaws may be amended following the same procedure as used for amending the Articles of Incorporation.

IV. Appendices

A. Process Documentation page 19

- Relevant Board Actions
- Joint Committee Membership with Attorney Opinion
- Bee-Come One FAQs

B. Perspectives on Consolidating ISBA & IBA page 24

- Summary of Member Surveys
- Letters of Support
 - American Beekeeping Federation – Tim Tucker, President
 - Pollinator Stewardship Council – Michele Colopy, Program Director

C. Remaining Steps for Implementation page 28

- Timeline for Approval, Transition & Plan Implementation
- Voting to Consolidate IBA and for ISBA
- Memo from the Joint Committee to the New Association

A. Process Documentation

Relevant Board Actions

Formation of Merger Committee – IBA

IBA Board of Directors Meeting **November 7, 2014** (**Present at call to order:** Kenny Schneider, Ron Myers, Diana Coleman, Tim Caldwell, Steve Hauser, Matt Evans, Jim Orem, Danny Slabaugh, Todd Thomas, Steve Doty, Joe Kimmel, Andy Lohrman, Mike Schluttenhofer, Tracy Adamson and Robert Kres. **Three new directors are recognized and seated during the meeting:** Tracy Pielemeier of North Central, Brad Truax of Whitewater Valley, and Ginger Davidson of Southeast Hanover)

Matt Evans motions for Committee to be appointed by the incoming President and headed by incoming president to investigate options/possibility of uniting both State organizations. Second by Tracy Pielemeier. Kenny suggest the new President create a committee to restructuring the two state organizations into one. 17 Yays carry. 3 nays.

Acceptance of Statement of Merger Intent – ISBA

ISBA Board of Directors Meeting **April 12, 2015** (**Present:** Jeff Singletary, Jeff Dittimore, Lacy Dooley, Tony Gaudin, John Wilson, Mark Partridge, Karen Lancaster, Debbie Seib, Linda Burkett)

Mark Partridge and Ginger Davidson are the Merger Committee Chairs for the ISBA and the IBA, respectively.

Tony Gaudin commended Mark and Ginger for their work on the committees.

Mark listed the Merger Committee's statement on the whiteboard in the conference room:

- The Board is committed to pursuing a merger of the ISBA and IBA.
- The previously appointed merger committee chairs are directed to function as a joint committee and the committee chairs will co-chair the JOINT committee.
- The JOINT committee chairs may appoint individuals to participate on this committee as needed.
- The JOINT committee is charged with developing a Plan of Merger.
- The Plan of Merger will be completed for review & approval by the respective association Boards within ample time to satisfy any membership notification by-law requirements prior to annual membership meetings.
- The approved Plan of Merger is to be voted upon by the membership of the associations at their respective fall 2015 Annual Meetings.
- The Board empowers the JOINT Committee with the selection of a facilitator and legal counsel as required, with costs not to exceed \$10,000. The amount is expected to be shared equally by the two associations.
- The Board realizes and agrees that both associations are currently 501(c)5 associations and that the JOINT Committee will be looking to create the new organization as a 501(c)3 nonprofit organization.
- The Board agrees to approve costs associated with filing the necessary state and federal paperwork, not to exceed a cost of \$1500, which will be shared equally by the two associations.

Mark gave other information to the Board concerning the merger committee.

- Wil Goering will be the attorney for the merger.
- The Merger Committee will also utilize IU law students studying nonprofits.
- The new organization will be a 501(c)3 emphasizing education to the community.
- In the first year after the merger, it is estimated the clubs will save \$6,000.

To avoid spreading misinformation, only the Merger Committee will send out "official" updates.

Mark Partridge made a motion to accept the Merger Committee (JOINT) committee statement. Debbie Seib seconded. Discussion was held.

Timeline for merger:

- 4/12/15 – ISBA Board votes on statement
- 5/03/15 – IBA Board votes on statement
- June – August – Merger Plan is to be completed
- 8/30/15 – IBA Board will vote to approve plan and bring before membership
- 9/13/15 – ISBA Board will vote to approve plan and bring before membership
- ISBA Newsletter deadline is first week of September
- 10/25/15 – ISBA Fall Conference – membership will vote on bylaw changes and merger
- 11/07/15 – IBA Fall Bee School – membership will vote on merger

Motion was made by Jeff Dittimore to approve merger statement and give committee power to do proposal. Motion carried.

Acceptance of Statement of Merger Intent – IBA

IBA Board of Directors Meeting **May 3, 2015** (Present: Dave Shenefield, Debbie Seib, Barry McNulty, Ron Myers, Curtis McBride, John Miller, Joe Kimmel, Brad Truax, Mike Schluttenhofer, Tony Gaudin, Matt Evans, Tracy Pielemeier, Tracy Adamson, Jeanmarie Kane – Proxy for Sam Dodd)

Ginger Davidson presented a written report to the board. The report discusses steps, time frames, the use of experts to facilitate and a possible budget. Ginger states that the committee has worked very hard and has consulted non-profits, United Way, State Bee organizations, attorneys in their investigation of consolidation. Much discussion occurs concerning several letters and emails that have been received by the committee, officers, and board members. The question of who has been included in the committee meetings was discussed and the lack of several members attendance. President Shenefield stated that his position on serving on the committee was that those chosen to serve should be willing to be positive and productive toward the charge of the committee. If committee members were unwilling to be positive or were not offering productive input, then it was his intention to remove them from the committee. The discussion continued concerning how to give a voice to those who had opinions on the idea of consolidation or the manner in which it was proceeding. Ginger Davidson stated that one idea the committee was discussing was to have a joint meeting with stakeholder and have the opportunity for anyone to give testimony for or against the idea or process.

The consolidation committee requests that the IBA board accept the Statement of Merger Intent. At that point, the IBA and ISBA will form a joint commission to work together towards consolidation. Motion to approve the Statement of Merger Intent: Debbie Seib, 2nd Matt Evans. Unanimously approved.

Draft Board Resolutions to Adopt Proposed Plan for Consolidation of ISBA & IBA

The boards will need to draft appropriate resolutions to adopt this Plan for Consolidation and thus forward to their membership for consideration based on what happens in the meetings scheduled for August 30 and September 13. The Joint Committee recommends the following language as a starting point for that process.

IBA Resolution

IBA Board of Directors Meeting **August 30, 2015** – Motion was made by Dave Shenefield to adopt the Proposed Plan for Consolidation of ISBA & IBA as recommended by the Joint Committee and present it to our membership for vote at its November 7, 2015 meeting (taking all steps necessary between now and then to ensure a valid process).

ISBA Resolution

ISBA Board of Directors Meeting **September 7, 2015** – Motion was made by Jeff Dittmore to adopt the Proposed Plan for Consolidation of ISBA & IBA as recommended by the Joint Committee and present it to our membership for vote at its October 24, 2015 meeting (taking all steps necessary between now and then to ensure a valid process).

Joint Committee Membership with Attorney Opinion

The committee included the following individuals:

IBA	ISBA
<ul style="list-style-type: none">• Ginger Davidson, Co-Chair• Matt Evans• Ron Myers• Debbie Seib• Dave Shenefield	<ul style="list-style-type: none">• Mark Partridge, Co-Chair• Tony Gaudin• Dan Heliman• Karen Lancaster• Ike Levy• John Wilson

The task of the Joint Committee as assigned by both Boards of Directors was to create a plan for consolidation and present its work to the boards for approval. As such, the Joint Committee had no direct authority to act. All authority remained with the boards themselves.

GOERING LAW LLC

*POST OFFICE 163
MADISON, INDIANA 47250*

August 10, 2015

Attention: Ginger Davidson and Mark Partridge

Sent via email only.

Dear Ginger and Mark:

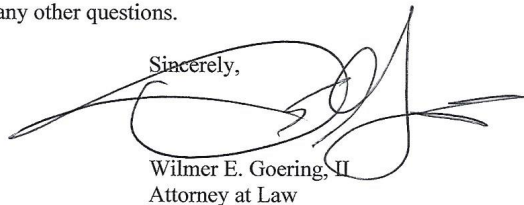
During our recent telephone conference, I was asked to prepare an opinion with respect to conflict of interest.

The issue that was presented to me was whether it is a conflict of interest for the same person to serve on both the board for the Indiana Beekeepers' Association, Inc. and the Indiana State Beekeepers' Association, Inc.

Both are non-profit membership corporations organized and recognized in the State of Indiana. There is nothing in the By-Laws or Articles of Incorporation of either entity to prevent a person from serving as a member of both organizations including the role as an officer or on the board of directors. Both organizations have open membership. Therefore, on the issue of merger of the two organizations, a person who is a member of both organizations, on the board of directors of both organizations, or even an officer of both organizations, would have no conflict of interest in having a position on the merger of the organizations and expressing that opinion when the opportunity arises to vote.

Please let me know if you have any other questions.

Sincerely,



Wilmer E. Goering, II
Attorney at Law

WEG/dh

Principal Office
322 Liberty Street
Vevay, IN 47043
(812) 427-2135

BY APPOINTMENT ONLY AT
102 Miles Ridge Road
Madison, IN 47250
(812) 599-0088

In Partnership with
Allen Chern Law LLC
25 E. Washington Street, Suite 400
Chicago, IL 60602

Bee-Come One FAQs

The FAQs that follow are as were posted on <http://www.beecomeoneclub.com>.

We are still very early in the process of developing the merger proposal, so many issues have yet to be discussed and /or decided upon. Thus, we can't answer every question at this point. The committee is dedicated to addressing the concerns of members and developing a proposal that is in the best interest of all Indiana beekeepers.

If you don't see your question answered here, please feel free to [contact us](#). We'll be sure it is added to the discussion list

Q: Why are the two associations discussing consolidation / merger?

A. Indiana State Beekeepers Association and the Indiana Beekeepers Association have the same basic mission. A single beekeeping association in Indiana will reduce confusion, eliminate duplicate expenses, better utilize volunteer time, improve membership benefits, modernize the organizational infrastructure, increase opportunity and funding possibilities, and move to a non-profit status. And, the best part of all: provide better support to bees and beekeepers.

Q: What is the process?

A. A joint committee has been convened to work through the summer with the help of a consultant. Its task is to develop a "plan" for a unified association of Indiana beekeepers, including its mission, vision, board structure, 5-year goals, and a transition plan for making the merger happen. Once developed, both boards will discuss the plan and propose it to the membership. The membership of both associations will vote on its adoption at their fall meetings. Assuming both associations approve the plan, it will be up to the new organization's Board to implement it.

Q: Who is on the joint committee, and how was it created?

A. The committee consists of the following:

IBA	ISBA
<ul style="list-style-type: none">Ginger Davidson, Co-ChairMatt EvansRon MyersDebbie SeibDave Shenefield	<ul style="list-style-type: none">Mark Partridge, Co-ChairTony GaudinDan HelimanKaren LancasterIke LevyJohn Wilson

Individuals from both organizations volunteered or were invited to participate because they possessed a particular skill set that could be beneficial in the process of creating a plan. Since the objective of the committee is to build a plan for a unified association, rather than debate merger, it was important that all involved be excited about the opportunities a potential benefits of the process.

Q: Why have the boards hired a consultant?

A. Both boards believe that it is important to have an external consultant to facilitate the process in order to:

- Ensure a "neutral" process led by someone who has no vested interest in supporting a specific decision
- Bring nonprofit management expertise to the table

With this in mind, the boards hired Sara Peterson (www.sarapetersonconsulting.com) to guide the committee in coming to its decisions – specifically to explore and create the vision, mission, and plan for the merged ISBA/IBA organizational structure. Sara has been hired by both the ISBA and the IBA. (This cost is to be shared equally between the organizations.)

If you look at Sara's bio, you will see she specializes in helping nonprofits with strategy, governance, and management. While not a practicing attorney, she has a law degree and is sufficiently knowledgeable to help us develop a plan that an attorney can "proof" rather than create. We believe that this locally based consultant has everything needed to help us create a 'fresh' start for our combined organization.

Q: Will uniting the organizations cost beekeepers a lot of money?

A. No it will not.

There will be a financial investment up front to provide experienced legal guidance and facilitation. The Boards of both IBA and ISBA have allocated up to \$10,000 for a facilitator and attorney and up to \$1,500 for paperwork and filing fees. However, in order to save the beekeepers of Indiana money, the committee members will be participating in smaller work groups in-between meetings where they will do a bulk of the work in creating documents, pulling together information, etc. It will be a very intense summer of work for this volunteer committee. Because of this, we estimate that the project will finish under budget.

The return on this investment, however, will eventually save Indiana beekeepers money while providing increased service. A rough calculation of duplicate expenses suggests possible savings of over \$6,000 per year.

- The associations will be able to eliminate duplicate administrative costs
- As a 501(c)3 nonprofit, donations may be deductible as charitable contributions on your income tax return s
- Individuals can get the benefit of two organizations but pay for only one, and not have to choose which one
- All of this should free up funds that can be spent on new programs.

Further, there is no reason why any current assets of either organization should be lost in a merger. There will be a number of legal steps involved in the process (after we have a plan), steps that may include incorporating a new organization and/or dissolving one or both of the current associations. The technicalities are all manageable..

Q: Should I be worried about my membership or renewal?

A. No. Current memberships will transition to the merged organization, and we will communicate the details of how this happens later in the process. In the meantime, we encourage you to keep your memberships current. This will allow you to stay updated on the status of this process and allow you to vote on the plan this fall.

Q: What WILL change?

A. Well, the committee is working on the plan now. But other than combining meetings, the goal is to get rid of nothing. If anything, we hope to add value for your membership dollar.

Q: Is this process “by the books”?

A. Yes.

First, we are taking care to follow the bylaws and policies of both organizations. For example, the resolution to create a joint committee was approved unanimously by both boards with a quorum in attendance. The committee charge is limited to a recommendation for board and member approval. And both Presidents are signing relevant contracts.

Next, we have an attorney on stand by to review the work and help us to navigate the legal technicalities.

Finally, we are paying attention to questions of “conflict of interest.” Again, with 1) a charge to develop a plan for beekeepers in Indiana (rather than one focused on IBA or ISBA), 2) authority limited to a proposal, 3) no personal interest or potential gain for any of the committee members, and 4) a neutral facilitator we feel confident that we have our bases covered.

Q: How can I have a voice in this process?

A. We have created an online questionnaire that allows you to share hopes, ideas, concerns and questions with our consultant and committee. [Click here](https://www.surveymonkey.com/r/indianabeekeepers) to take the survey (<https://www.surveymonkey.com/r/indianabeekeepers>).

B. Perspectives on Consolidating ISBA & IBA

The pages that follow may not be representative of all opinions on this matter. However, they are all the opinions provided in response to the Joint Committee's member survey process and its request for letters in support of consolidation.

Summary of Member Surveys

The membership of both IBA and ISBA were given access to an online survey beginning June 16 so that they could have input into the process. Paper versions of the survey were available at Purdue Field Day as well. The Joint Committee reviewed responses received as part of each meeting. By noon of August 18, 2015, the Joint Committee had received 46 survey responses. Those 46 self-reported as:

Member of ...	Count	Percent of Respondents
• IBA	21	46%
• Both IBA and ISBA	19	41%
• [blank]	4	9%
• ISBA	2	4%

Looking at the responses provided, it would appear that the survey responses further break down as follows:

Member of ...	Support Consolidation	Neutral Unclear	Oppose Consolidation
• IBA	15	1	5
• Both IBA and ISBA	17	1	1
• [blank]	3	1	
• ISBA	2		
Total	37 (80%)	3 (7%)	6 (13%)

Specific questions asked and responses, include the following:²

My hopes and ideas for a united association of beekeepers in Indiana include ____.

- More effective and efficient / present a united front 43
 - Better information and/or education, more events
 - Reduced confusion
 - Enhanced advocacy and/or public education
 - Survival of the honeybee
 - Better use of resources
 - One set of dues
 - Hobby strengthened
 - Having one voice, one vision
 - Focus, work together for beekeepers and/or beekeeping
 - An end to negative internal politics
- Best of both, not slow like the (old) ISBA, using IBA processes 4
- "No union, remain independent, don't force a merger" 4
- "Maintaining voice of local beekeeper" 1
- "Not sure why split years ago" 1

As I think about uniting the missions of IBA and ISBA, I am concerned about ____.

- [blank], "no concerns", "nothing", "make it happen" 8
- Negative attitudes, history or politics getting in the way 7
- Keeping focus on beekeeping and bees (v. politics) 6
- A smooth, open-minded transition, integrating the two groups, in-fighting later 5
- Losing local feel, customs or representation 4
- Losing information or events, undoing past success 3
- The need to represent the whole state, districts, travel distance 2
- A small group "elite" making the decisions 2
- Other concerns 6
 - Conflict of interest on the Joint Committee
 - The possibility of increased dues
 - The people that do not want the groups united may start another organization

² The count for open-ended responses may not align with total survey count because some individuals provided multiple answers to questions.

- That board membership be more open than ISBA rules
- Concerned with changes
- Integrating efforts across beekeepers, farmers, governments, businesses, etc.

I have the following questions about the joint committee planning process ____.

- [blank], "none", "no questions" or "n/a" 25
- Questions / comments about the planning and approval process 9
 - Member participation
 - "Will members get to vote?"
 - "Is the information and process activity open to all IBA and ISBA members?"
 - "Why are you locking out discussion from members?"
 - "There needs to be response to the negative information that is being shared. If that info is true then there is what appears to be an effort to ram the joining through without the input of the members."
 - Committee composition
 - "The Joint Committee does not represent the true historical viewpoints of the IBA because of its makeup."
 - "Why was Steve Doty dropped from the merger committee? Why were meetings held in secret?"
 - Other
 - "What the heck are you doing?"
 - "Doesn't the ISBA have low membership? Why do they even have any clout to dictate consolidation??"
 - "Why do we have to vote so fast? If you represent me wait until February and then inform us of what is being done and why."
- Questions about a new association 8
 - "Will they arrive at a mission that will advance the needs of new and established beekeepers in the State of Indiana?"
 - What will happen to memberships, will memberships carry over?
 - "Will the combined organization have good financial controls?"
 - "What changes will there be?"
 - "Providing equal representation and resources for all beekeepers and breeders"
 - "Are you talking joint for humans or combining the bee population?"
- Various positive / supportive comments 6
 - "I trust the Committee
 - "How soon?" "How are you coming along?" "Get it done"
 - "Why would anyone be against the combination of these groups??"

Please use this space for any additional comments you may have.

- This is long overdue, a great idea, keep moving forward 7
- Comments opposed to a merger or the current process 4
 - "Don't vote at our fall conference on this important mater?"
 - "I believe the larger IBA should continue and the ISBA should be rolled into the more powerful, successful group."
 - "I joined the IBA as a life member and plan to stay that way. The state is large enough for two org. Let them succeed or fail on their own. There is no need for a new organization to be formed. Sometimes a structure can be too large for its own good."
 - "Merger? Only if the IBA By-Laws remain intact and the ISBA voluntarily joins the IBA. Stop the costly process of merger consultants, put your big girl and big boy panties on and join the more productive IBA. Merger yes, but not through such a flawed, conflicted and infiltrated process. Bring it to a vote of all the members of both organizations. This survey should not count as the only input/vote from the rank and file."
- Comments related to mission and programming 3
 - "Quarterly newsletter IBA puts out should be continued. It is awesome."
 - "Education for all is the first goal, and the 2nd is to keep the public aware of Bees and their importance to our food supply."
 - "The program to help support new beekeepers should be re-introduced where they get set up with a hive and equipment etc. This program should also not be just for the young teenagers it should be available to anyone who applies and meets a standard set of requirements and is willing to make the commitment involved to prove their worth."
- Thank you / congratulations for taking on a difficult task 3
- How can I help or I can help once complete 2
- Comments about membership and member dues 2
 - "That membership in one qualifies for membership in the other."
 - "IBA is nice and short and to the point. I am a life member. Don't make this cost me more money!"
- Other comments 4
 - "From a relatively new beekeeper there appears also to be a history of negative feelings. I don't need to know the history but it this needs to be resolved. When you have 2 state groups setting up 2 booths side by side at the ISF it sure is hard to explain. "
 - "The founders of IBA provided an organization that has increased the number of local beekeeper groups and hobby beekeepers. I expect the proposed organization to do the same."
 - "Do you think the cell towers have a lasting effect on the worker bees and their ability to use their sonar to get back to the hive?"
 - "Regional groups have been a great help"

Letters of Support

The pages that follow contain letters that the Joint Committee has received from leaders in beekeeping in support of consolidation.



**American Beekeeping
Federation**

American Beekeeping Federation

3525 Piedmont Road
Building Five, Suite 300
Atlanta, GA 30305-1509
404.760.2875
abfnet.org

August 12, 2015

ISBA/IBA Joint Committee;

We have been informed that there is a committee working to reunite the two beekeeping organizations in the state of Indiana. At the ABF we are very pleased to hear of this effort and it is one we are currently involved with the American Honey Producers as having two national organizations can be confusing and counter productive at any level. The factors that are affected are many and we hope that in the coming years we can maintain a single and strong voice for the beekeeping community. The same would apply for state organizations. There is often times confusion and much duplication of efforts where there are two disparate groups at times giving different direction and guidance to two individual groups which is also not the most efficient way to handle things. With one state organization the selection of your delegates for representation to the ABF is not a problem and I am sure that the voice to your members would be much less confusing at times as to what is reported back from the national level. I would like to encourage you in any way to find common ground and work for the establishment of a single organization as it is beneficial in so many ways.

Good luck with your efforts.

**Tim Tucker
President**



Pollinator Stewardship Council

P.O. Box 304, Perkinston, MS 39573

www.pollinatorstewardship.org

832-727-9492

August 17, 2015

ISBA/IBA Joint Committee

Bee-Come One Club

c/o: Ginger Davidson

planecrazy13@gmail.com

Dear ISBA/IBA Joint Committee:

The Pollinator Stewardship Council encourages the merging of the two state beekeeping associations serving Indiana beekeepers. Becoming one state beekeeping organization will reduce the confusion caused by two state groups with similar names and missions. Merging the two state associations the singular nonprofit entity will minimize expenses, maximize volunteer time, talent, and energy, improve member benefits, modernize the organizational infrastructure, and increase funding opportunities.

As a national nonprofit beekeeping group it will make it easier for us to contact one state beekeeping group for collaborative projects and advocacy. As a national organization working with state beekeeping groups with their state pollinator protection plans; one state beekeeping group is extremely important to express a united beekeeping member association to support and benefit all beekeepers in the state. Working with one state beekeeping association is efficient and effective for developing collaborations, understanding Indiana beekeepers' issues, and for participation in activities within the state.

The Pollinator Stewardship Council encourages Indiana Beekeepers to understand one state association increases your strength with grant funders (private foundations, USDA grants, etc.). Other agricultural stakeholders will know which State Association to contact, and include in plans, programs, and other agricultural activities. Local and State beekeeping leadership will not be stretched between two groups, but can strengthen one association.

We are all beekeepers, no matter the number of hives, no matter if you move your hives around the county, state, or country for honey production or pollination services. As beekeepers we are all concerned about the health of our honey bees, the right to be beekeepers, to provide honey bees to pollinate one third of our food supply, and to make a honey crop. As beekeepers, the Pollinator Stewardship Council encourages Indiana beekeepers to "Bee-Come One Club."

Sincerely,

A handwritten signature in dark ink that reads "Michele Colopy". The signature is fluid and cursive, with the first name being more prominent.

Michele Colopy, Program Director

The Pollinator Stewardship Council's mission is to defend managed and native pollinators vital to a sustainable and affordable food supply from the adverse impact of pesticides.

C. Remaining Steps for Implementation

Timeline for Approval, Transition & Plan Implementation

This timeline was reviewed and approved by Wilmer Goering of Goering Law LLC on August 14, 2015.

Items	Dates <i>Completed or Target</i>
Pre-Planning <ul style="list-style-type: none"> IBA Board of Directors formed the Merger Committee ISBA Board of Directors accepted Statement of Merger Intent IBA Board of Directors accepted Statement of Merger Intent Contract signed (Presidents of both ISBA and IBA) with facilitator 	DONE – November 7, 2014 DONE – April 12, 2015 DONE – May 3 DONE – June 1
Planning <ul style="list-style-type: none"> Survey available to the Boards of both organizations The Joint Committee met to develop its proposal for consolidation of ISBA and IBA Bee-Come One website and Facebook page live for members to access information Member Survey available to the membership of both organizations Information table at Purdue Field Day Content provided for informational insert in IBA Newsletter Tentative association names reserved with the Secretary of State Member input into name selection open to the membership of both organizations Content provided for informational insert in ISBA Newsletter 	DONE – May 14 – June 12 DONE – Jun 3, 14, Jul 5, 26, Aug 9 & 16 DONE – June 16 DONE – June 16 – August 18 DONE – June 20 DONE – July deadline DONE – August 10 DONE – August 11 – 21 DONE – August deadline
Approvals <ul style="list-style-type: none"> Attorney review of plan documents Proposed bylaw changes were provided to ISBA members The Proposed Plan for consolidation was forwarded to both Boards of Directors The IBA Board of Directors will meet and vote on the Plan The ISBA Board of Directors will meet and vote on the Plan The Proposed Plan will be sent to all members (<i>30-day notice dates: 9/24 and 10/7</i>) The ISBA membership will meet and vote on the Plan The IBA membership will meet and vote on the Plan Transition Team including officers of both ISBA and IBA empowered to move forward 	DONE – August 13 – 15 DONE – August newsletter DONE – August 23 August 30 September 13 September 18 October 24 November 7 November 8
Incorporation <ul style="list-style-type: none"> Election of new Board of Directors Articles of Merger to be filed with the Indiana Secretary of State Articles of Incorporation to be filed with the Indiana Secretary of State Obtain federal tax identification number for new association Organizational Board meeting for new association including: <ul style="list-style-type: none"> Approve bylaws, appoint officers, set fiscal year Approve initial transactions, such as the opening of a corporate bank account. Create minutes and set up records binder to hold important documents Form 1023 will be submitted to the IRS for determination of tax-exempt status State forms for exempt status (sales tax) to be filed with Department of Revenue 	Mid November – Mid December December 1 December 1 December 1 January 1, 2016 February 15, 2016 February 15, 2016
Dissolutions <ul style="list-style-type: none"> Transfer assets from existing organization(s) to new organization Notify IRS that assets were transfer to another similar nonprofit organization Articles of Dissolution to be filed with the Indiana Secretary of State (State Form 39080) 	January 1, 2016 January 1, 2016 February 15, 2016
Future to Keep In Mind <ul style="list-style-type: none"> Winter / Spring Conference & Bee School Summer Conference & Purdue Bee Lab Field Day Indiana State Fair Fall Conference, Annual Member Meeting & Elections 	February 27, 2016 June TBD , 2016 August 5-21, 2016 October / November TBD , 2016

Voting to Consolidate IBA & ISBA

The content and format of these ballots were reviewed and approved by Wilmer Goering of Goering Law LLC on August 15, 2016

Absentee Voting

The following is the procedure by which **IBA members** will be able to vote “absentee” on matters related to this plan.

Eligibility to Vote by Absentee Ballot

Eligible members who cannot be present for the vote at the annual fall conference may submit an absentee ballot. Absentee ballots will be given to any eligible member upon request by that member.

Any eligible voting member may cast a vote by absentee ballot for

- Any positions nominated by the Nominations Committee AND
- Any agenda item that is not subject to amendment at the meeting at which the vote is to be taken

If an agenda item is amended at the meeting, that part of the absentee ballot will become void.

How to Obtain a Ballot

An absentee ballot may be obtained by:

- A request from a member of the Nominations Committee listed below:

Todd Thomas, Committee Chair (4717 Pinhook Road, Bedford, IN 47421, 812-276-9375, computerstnt@yahoo.com)

Steve Doty (9815 S State Rd 13, Fortville, IN 46040, 317-485-5593, jsdoty@indy.net)

Mike Seib (7784 N. Sanctuary Lane, Mooresville, IN 46158, 317-432-5342, kycolts1@yahoo.com)

OR

- Printing it from the IBA website - <http://www.indianabeekeeper.com>

How to Cast Your Vote

- Record your vote on the ballot. *To preserve anonymity, do not put your name on the ballot.*
- Fold the ballot and place it in sealed envelope.
- Sign and print your name on the envelope *(the signature for authentication, the printed version to read and verify your name)*
- Place the sealed envelope in an outer envelope.
- Mail to the following address at least 5 days before the deadline to ensure timely receipt by the Committee:

Absentee Ballot Processing
1217 R Street
Bedford, IN 47421

Deadlines (No Exceptions)

Absentee ballots must be requested or printed from the IBA website 7 days before the election AND be received by the Nominations Committee no later than 5:00 p.m., Thursday, November 5, 2015.

WARNING!

The Nominations Committee will not be responsible for late, non-delivered or misdirected absentee ballots.

The **ISBA does not** (nor has it in the past) have a similar process.

Draft Ballots

The following are the ballots IBA and ISBA members will use in order to approve this Plan for Consolidation, vote on related matters, and move forward with implementation.

Indiana Beekeepers Association – Ballot for November 7, 2015 Vote

Circle “Yes” or “No” for each item.

When complete, your ballot should have **3 circles**.*(Gray italicized text is explanatory only.)***Item #1 – Change the IBA Articles of Incorporation**

Yes No

This item is to strike the following provision in the IBA Articles of Incorporation:

In the event of dissolution, all assets will be donated to Dept. of Entomology, Purdue University, West Lafayette, IN 47907

And replace it with the following:

Upon the liquidation or dissolution of the Association, the Association’s assets shall be distributed or transferred to a corporation, person or entity for the sole purpose of furthering one or more of the exempt purposes as provided in Sections 501(c) (3) and 170(b) (1) (A) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue Law), as shall be selected by the Board of Directors of the Association.

Explanation: The current provision creates a problem in that it is too constraining. For instance, IBA might prefer to transfer assets into the merged entity as opposed to donating all assets to Purdue. The proposed provision uses the language preferred by the IRS.

The IBA bylaws do not include a particular voting requirement for changes to its Articles of Incorporation. As a result, and with advice of legal counsel, passage of this change will follow the procedure for amending our bylaws. Thus our Board of Directors has already made this change and now seeks its adoption by the membership as follows:

ARTICLE V. Amendments – Section 5.1. Except as indicated in the Charter, the power to make, alter, amend, or repeal these By-Laws is vested in the Board of Directors, but requires adoption by the membership at the Fall business meeting. It requires a majority vote for adoption. Any proposed amendment by a member, other than a Board member must be submitted in writing with a proper second to the Secretary one month prior to the Fall meeting so that it may be placed on the agenda and Board members be notified of it.

Item #2 – Adopt the Proposed Plan for Consolidation of ISBA & IBA

Yes No

Per recommendation of our Board of Directors, this item is to accept the Proposed Plan for Consolidation of ISBA & IBA as provided to the IBA membership via web posting, email and/or USPS on September 18, 2015 and thus authorize our Board of Directors to continue in negotiating appropriate legal agreements, applying for State approvals, and other actions necessary to implement the plan.

Item #3 – Approve Dissolution

Yes No

Per recommendation of our Board of Directors, this item is to authorize the our Board of Directors to proceed with dissolution of IBA under the following conditions:

- Items 1-2 on this ballot are successfully approved by the IBA membership
- Similar provisions are successfully approved by the ISBA membership
- All necessary and appropriate legal agreements are reached and State approvals received prior to dissolution

Explanation: The IBA bylaws do not include a particular voting requirement for approving a merger or dissolution. As a result, and with advice of legal counsel, passage of this change will follow State law as follows:

IC 23-17-22-2 Sec. 2. (a) A corporation's Board of Directors may propose dissolution for submission to the members.

(b) For a proposal to dissolve to be adopted, the following conditions must be met:

- *The Board of Directors must recommend dissolution to the members unless the Board of Directors determines that because of conflict of interest or other special circumstances the board should not make a recommendation and communicates the basis for the board's determination to the members.*
- *The members entitled to vote must approve the proposal to dissolve as provided under subsection (f).*
- *A person whose approval is required by articles of incorporation authorized under IC 23-17-17-1 for an amendment to the articles of incorporation or bylaws must approve the proposal to dissolve in writing.*

(d) The Board of Directors may condition the board's submission of the proposal for dissolution on any basis.

(e) The corporation must notify each member, whether or not entitled to vote, of the proposed members' meeting under IC 23-17-10-5.

The notice must state that the purpose of the meeting is to consider dissolving the corporation.

(f) Unless articles of incorporation or Board of Directors acting under subsection (d) require a greater vote or a vote by voting groups, the proposal to dissolve to be adopted must be approved by the members by a majority of the votes cast on the proposal.

(g) After a proposal for dissolution is adopted, the corporation must give the notices required

Thus acceptance of this item will follow the same parameters as would apply for a change to our bylaws.

Indiana State Beekeepers Association – Ballot for October 24, 2015 Vote

Circle “Yes” or “No” for each item.

When complete, your ballot should have **4 circles**.*(Gray italicized text is explanatory only.)***Item #1 – Change the ISBA Bylaws****Yes No****This item is to strike the following Section 1 in “Article IV Election of Officers” of the ISBA bylaws:**

The president, vice president, secretary and treasurer shall be elected annually by a majority vote of the members present at the annual meeting of the association and shall assume office on the day of their election and shall hold said office until their successors have been duly elected or as otherwise provided by this constitution and bylaws.

And replace it with the following:

The president, vice president, secretary and treasurer shall be elected bi-annually to a term of two (2) years, with terms staggered so that the president and secretary are elected on even numbered years, and the vice president and treasurer elected on odd-numbered years. Election shall be by a majority vote of the members present at the annual meeting of the association and shall assume office on the day of their election and shall hold said office until their successors have been duly elected or as otherwise provided by this constitution and bylaws.

Explanation: Per Best Practices for Board Governance, officers should be elected to staggered terms, ensuring continuity from year to year. If approved, this year's election will be a special case, where the president and secretary are elected to a 2-year term, but the vice president and treasurer to a 1-year term. Per our bylaws, this change requires acceptance by vote of the membership present at the annual meeting.

Item #2 – Change the ISBA Bylaws**Yes No****This item is to strike the following Section 2 in “Article XIII Merger or Dissolution” of the ISBA bylaws:**

If for any reason The Indiana State Beekeepers Association, Inc. should merge with any other organization and The Indiana State Beekeepers Association, Inc. is not the surviving 501C (5) entity, then all assets of The Indiana State Beekeepers Association, Inc. shall be transferred to the Entomology Department at Purdue University for the purpose of beekeeping education and research.

And replace it with the following:

Upon termination or dissolution of the Indiana State Beekeepers Association, any remaining assets, after payment of debts, shall be distributed to one or more tax-exempt organizations that have been selected by the Board of Directors, which are organized and operated for purposes substantially the same as this organization as set forth in Article 1.

Explanation: The current provision is too constraining. If the ISBA dissolved outside a merger, there is nothing to direct what happens to its assets, which has the potential of creating legal issues. And the Board would like to have the option of transferring the assets into the merged entity. (Note: Article 1 states that the purpose of the ISBA is to “promote ... the beekeeping industry and further the advancement of scientific and practical apiculture” and “to unite beekeepers of the State of Indiana for the improvement and advancement of the industry and as a hobby.”) Per our bylaws, passage of this change requires acceptance by vote of the membership present at the annual meeting.

Item #3 – Adopt the Proposed Plan for Consolidation of ISBA & IBA**Yes No**

Per recommendation of our Board of Directors, this item is to accept the Proposed Plan for Consolidation of ISBA & IBA as provided to the ISBA membership via web posting, email and/or USPS on September 18, 2015 and thus authorize our Board of Directors to continue in negotiating appropriate agreements, applying for State approvals, and other actions necessary to implement the plan.

Item #4 – Approve Dissolution**Yes No**

Per recommendation of our Board of Directors, this item is to authorize the our Board of Directors to proceed with dissolution of ISBA under the following conditions:

- Items 1-3 on this ballot are successfully approved by the ISBA membership
- Similar provisions are successfully approved by the IBA membership
- All necessary and appropriate legal agreements are reached and State approvals received prior to dissolution

Explanation: In accordance with the following bylaw section passage of this change requires:

ARTICLE XIII – Section 1. Any proposed merger of The Indiana State Beekeepers Association, Inc. with another organization that would result in the dissolution of The Indiana State Beekeepers Association, Inc. as a 501C (5) entity must be ratified and approved at the annual meeting and must be voted on by paper ballot and approved by a two-thirds majority vote by all members present.

Memo from the Joint Committee to the New Association

As the Joint committee completed its task, we realized that there were many things that would need to be completed after we were done in an effort to assist the Board of Directors of the new Association; the following is a list of those items.

1. Create a board manual.

Examples of information to include:

Legal Descriptions

- Articles of Incorporation
- IRS letter of determination granting 501(c) status
- State nonprofit sales tax determination

Strategic Plan

- Mission Statements
- Goals and Strategies
- Status Reports toward long range goals

Board Organization/Operations

- By Laws
- Resolutions
- Policies & Procedures:
 - Code of Ethics and Code of Conduct
 - Board Meeting Attendance Policy
 - New Board member orientation procedure
 - Board Conflict-of-Interest Policy
 - Executive board meetings
 - Process to call a meeting (executive or board)

Board Organization & Membership

- Roles and Responsibilities of Board
- Job Descriptions of Officers and other Directors
- Committee responsibilities and rules of operation (standing, program, and ad hoc)
- Board roster, contact information and bios
- Board Calendar (i.e., meeting dates)
- Where to find previous Meeting Agendas and Minutes (Board, member, and committee)
- State Region policy (definition, review, and update)

Programs

- List of descriptions (Bee School, fair, Field Day, etc.)
- Program budgets
- Policies:
 - Event Fees
 - Category (member/non, volunteer)
 - Per person v. membership or family
 - State Fair pricing
 - Bee School

Financial Matters

- Fiscal Policies and Procedures
- Internal Control Policies (bookkeeping controls)
- Collections for Accounts Past Due

- Tracking In-Kind Donations
- Tracking Volunteer Hours
- Travel and other Reimbursements
- Financial Records / Data
- Yearly Budget and Narrative / Program Budgets
- Cash Flow Reports
- Financial Statements and Analysis
- Audit Reports

Fundraising

- Fundraising Plan
- Lists of Sources and Donors
- Fundraising Reports

Communications – Community / Public Relations

- Interview Guidelines
- Policies:
 - Media Relations
 - Social Media
 - Website
 - Public Event Planning
 - Relationships with other organizations
 - Newsletter

Membership

- Current Dues structure and levels
- Membership benefits by levels
- Policies
 - Modifying dues
 - Clarify Life Member (children, divorce, death, family)
 - Waiving Dues (volunteer, honorary)
 - Large Mailing to members
 - Email List mailing
 - Expiring membership and retention
 - New member welcome
 - Addresses and returned newsletters

Operational Policies & Procedures

- Document Retention, destruction, and location
- Purchasing process
- Contract signing process
- Performance Review for any paid positions
- Definition and update of 6 Director regions
- Nominations and elections

2. Further items that were discussed that might want to be considered:

- Initial board to go through formal training. Sara Peterson would provide continuity. Money is available to cover some of this.
- Hire an attorney on retainer. Wilmer Goering would provide continuity. Money is available to cover some of this.
- Investigate moving to an elections process mailing all ballots or using electronic ballots
- Investigate hiring a bookkeeper, a website designer, and a professional newsletter editor service