

CONSTITUTION & BY-LAWS of Northern Queen Initiative

ARTICLE I - TITLE AND OBJECTIVES

Section 1. This Initiative shall be known as Northern Queen Initiative, Inc. (NQI or Initiative). It shall be a nonprofit organization incorporated under the laws of the State of Michigan.

Section 2. The Initiative is organized exclusively for scientific, education and charitable purposes and shall exist to:

- a. Encourage, support, and educate Michigan beekeepers on the value of locally raised bees
- b. Increase the quality and production of queens, queen cells, and nucleus hives (Nucs) with locally adapted stock.
- c. Further the survivability and propagation of honey bee stocks in Michigan and other Northern States
- d. Promote and market Michigan and Northern produced queens and Nucs
- e. Define guidelines, standards, and best operating procedures for Queen Breeders and Queen Rearers

ARTICLE II - MEMBERSHIP

Section 1. The Executive Board of Directors (Executive Board) shall determine and set forth by resolution the qualifications, dues, terms, and other conditions of each class of member. There shall be the following classes of members:

- a. Queen Breeders
- b. Queen Rearers
- c. Technical Advisors

Section 2. Only Queen Breeders in good standing shall have the right to vote on the election of the Executive Board at the annual member meeting as well as to vote on such other issues as the Executive Board may choose to bring before the members. Other classes of members may attend meetings but may not vote.

Section 3. Technical Advisors are individuals that the Executive Board invites to be an advisor. Technical Advisors are individuals who possess specialized insight into queen rearing, the bee breeding industry or ability to meaningfully contribute to the mission of the Initiative. Technical Advisors can serve on the Executive Board of the Initiative. Employees of the Michigan Department of Natural Resources may not serve on the Executive Board of the Initiative.

Section 4. Anyone found not to be of good moral character and meeting the criteria as defined may be denied membership by a unanimous vote of the Executive Board present at any meeting with a quorum.

ARTICLE III — BOARD OF DIRECTORS

Section 1. The Board shall have up to 9, but not fewer than 4 members. Each director shall be a member in good standing of the Initiative. The Board receives no compensation other than reasonable expenses.

Section 2. All Board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Section 3. The Board is responsible for providing guidance to the Executive Board.

Section 4. The Board in its entirety must convene at least yearly (Annual Meeting). This meeting can take place over the phone via a conference call; however, a meeting in person is required at least every other year. An official Board meeting requires that each board member be given written notice at least two weeks (14 days) in advance.

Section 5. The President shall appoint members to any open Board position with a majority of not less than two-thirds (2/3) of the votes by the Executive Board at any officially called meeting of the Executive Board with a quorum.

Section 6. The Executive Board is voted upon as described in Article V.

Section 7. No person shall be elected to the Board without his/her consent and agreement to serve to the best of their ability.

ARTICLE IV - EXECUTIVE BOARD & OFFICERS

Section 1. There shall be four officers of the Board, consisting of a President, Vice President, Secretary and Treasurer. These officers shall constitute the Executive Board.

Section 2. The Executive Board is responsible for overall policy and direction of the Initiative, and may delegate responsibility of day-to-day operations to committees. The Executive Board has full authority to act in managing the affairs of the Initiative.

Section 3. Any Board member is eligible to be on the Executive Board except employees of the Michigan Department of Natural Resources.

Section 4. Three (3) members of the Executive Board shall constitute a quorum.

Section 5. The Executive Board in its entirety must convene at least quarterly at an agreed upon time and place. This meeting can take place over the phone via a conference call; however, meetings in person are required at least yearly. An official Executive Board meeting requires that each Executive Board member be given written notice at least two weeks (14 days) in advance unless a special Executive Board meeting is agreed to by two-thirds (2/3) of the Executive Board, which allows a meeting to be called with twenty-four (24) hour notice.

ARTICLE V - ELECTION OF EXECUTIVE BOARD

Section 1. All Executive Board members shall serve two-year terms but are eligible for re-election for up to two consecutive terms.

Section 2. The election of President and Secretary will be in years ending with even numbers and the Vice President and Treasurer will be in years ending in odd numbers.

Section 3. The Executive Board is elected by a majority vote (greater than 50%) of the Queen Breeders present at the annual meeting of the membership.

Section 4. An Executive Board appointed Executive Board Nomination Committee shall be responsible for

nominating a slate of prospective Executive Board members.

Section 5. No person shall be elected to the Executive Board without his/her consent and agreement to serve to the best of their ability.

Section 6. Executive Board members take office on January 1 of the next calendar year following the election and shall hold said office until their successors have been duly elected or as otherwise provided by this constitution and by-laws.

Section 7. When a vacancy on the Executive Board exists mid-term, the Secretary must receive nominations for new members from present Board members two weeks (14 days) in advance of an Executive Board meeting.

The nominations shall be sent to Executive Board members with the meeting announcement notification for a properly called Executive Board meeting and accepted by a two-thirds (2/3) vote of the Executive Board at that Executive Board meeting. These vacancies will be filled only to the end of the particular vacated Executive Board member's term.

Section 8. Resignation from the Executive Board must be in writing and received by the Secretary. Executive Board members shall be terminated from the Executive Board due to excess absences (more than two unexcused absences from properly noticed and called regular meetings in a year). An Executive Board member may be removed for other reasons by a two-thirds (2/3) vote of the remaining Executive Board members.

ARTICLE VI - DUTIES OF OFFICERS

Section 1. The President shall attend and preside at all meetings of the Initiative, the Board and the Executive Board and enforce order and all provisions of this constitution and by-laws. He/she shall exercise general supervision over all offices of the Initiative. He/she shall appoint committees and fill vacancies, with concurrence of the Executive Board, unless otherwise provided for. He/she shall make an annual report of the activities of the Initiative at the Annual Meeting.

Section 2. The Vice President shall attend all meetings and assist the President, and in case of the absence of the President, or other emergency, shall assume the office of the President until the expiration of such contingency.

Section 3. The Secretary shall attend all meetings of the Initiative and keep correct record of all transactions thereof, publish calls for meetings of the Initiative, the Board, and the Executive Board. They shall keep on file a copy of this constitution and by-laws together with all amendments and repeals with date of action of the Initiative thereon. They shall make available to any and all members a copy of this constitution and by-laws upon their request. They shall at the end of their term of office deliver over to their successor, all books, papers and other property of the Initiative which may be in his/her possession.

Section 4. The Treasurer shall attend all meetings of the Initiative. They shall receive and make change and keep an accurate record of all funds of this Initiative and shall place them in a suitable bank or depository. They shall maintain a membership roster when members' dues are paid. They shall keep a record where each member's name shall be recorded in such a manner as to show when they were admitted, and a monthly statement of all monies received and disbursed and shall submit their records for examination to an auditing committee upon order of the President, Executive Board, or by three-fourths (3/4) vote of the Board. They shall make a complete financial report at the end of their term of office, deliver to their successor, all books, papers, website rights, passwords and other property of the Initiative which may be in their possession.

Section 5. Any officer of the Initiative, in addition to the powers conferred upon him or her by this constitution and by-laws, will have such additional powers and perform such additional duties as may be prescribed from time to time by said Executive Board.

ARTICLE VII - MEETINGS

Section 1. The specific date, time and location of the Annual Meeting will be designated by the President. At the Annual Meeting the voting members in good standing shall elect the Executive Board and receive reports on the activities of the Initiative.

Section 2. Special Executive Board meetings may be called by the President or by request of three (3) of the four (4) Executive Board members. A petition signed by seventy five percent (75%) of voting members (Queen Breeders) in good standing may also call a special meeting. Special meetings shall be restricted to the business for which the meeting was called.

ARTICLE VII - VOTING

Section 1. Each voting member (Queen Breeders) in good standing shall be entitled to one (1) vote at any regular or special meetings of the membership.

Section 2. Votes may be submitted on absentee ballots as long as the ballot is received by the Secretary prior to the meeting and all provisions of this constitution and by-laws are met. Votes must be submitted on the Michigan Queen Breeders Initiative; Inc. official ballot and vote must be verified. Any vote that cannot be verified shall be declared invalid.

ARTICLE IX - COMMITTEES

Section 1. The Chairperson of each Standing Committee shall be appointed by the President.

Section 2. Committee members shall be appointed for a one (1) year term by the President after consulting with the Chairperson of the respective committee.

Section 3. The Chairperson of each committee shall make a report to the Executive Board when requested.

ARTICLE X - AMENDMENTS

Section 1. These constitution and by-laws may be amended when necessary, by two-thirds (2/3) majority of the Executive Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Executive Board meeting notifications.

ARTICLE XI - DISSOLUTION

Section 1. If for any reason The Northern Queen Initiative, Inc. should dissolve, all assets shall be transferred to the The Sustainable Beekeepers Guild of Michigan (SBGMI) specifically to support youth-oriented education and research programs, and if the SBGMI is not in existence, all assets of The Northern Queen Initiative, Inc. shall be transferred to a charitable organization for support of youth-oriented beekeeping education and research programs.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds (2/3) majority vote on:

Secretary Date