



BYLAWS OF SOUTH CAROLINA BEEKEEPERS ASSOCIATION A Nonprofit Corporation

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Article I: NAME

The name of the Organization shall be the "South Carolina Beekeepers Association" and shall be referred to as the SCBA throughout the remainder of this document.

Article II: OFFICES

The principal office of the SCBA shall be in South Carolina. The Organization shall designate a registered office in accordance with law and shall maintain it continuously. The Board of Directors may from time to time change the registered office.

Article III: OBJECTIVE

SCBA is a private non-profit organization dedicated to education and advocacy ensuring that South Carolina beekeepers have the information & tools they need to meet the challenges of modern beekeeping. The objective of the SCBA shall be to encourage better methods among beekeepers of the state and nation, to reach a common understanding regarding beekeeper issues and the solutions, to maintain friendly and helpful relations with those forces which are working to better the beekeeping industry, to develop markets for beekeeping products, to foster closer cooperation among members of the Associations, and to do such things as will tend to improve conditions for its members and the general public relating to honey bees and the beekeeping industry.

Article IV: MEMBERS

Section 1. Qualification of Membership. Membership is open to anyone interested in apiculture and the beekeeping industry.

Section 2. Membership Type. There shall be five types of membership.

- (a) **Regular Members:** The SCBA shall have Regular Members, who, upon payment of the regular annual dues, shall have all the rights and privileges of membership, including but not limited to the right to vote and the right to hold office.
- (b) **Junior Members:** The SCBA shall have Junior Members, who must be under twelve years of age. Junior Members are exempt from annual dues, may not vote or hold office, but shall have all other rights and privileges of membership.
- (c) **Life Membership:** The SCBA shall have Life Members. Such membership will be conferred, by a majority vote of the members present at any regular business meeting, upon a member who has contributed in some outstanding way to the SCBA's aims and ideals or for meritorious service to the SCBA. Life Members are exempt for annual dues, but shall have all the rights and privileges of membership, including but not limited to the right to vote and the right to hold office.
- (d) **Honorary Membership.** The SCBA shall have Honorary Members. Such membership will be conferred upon a person who has given distinguished service to the SCBA or beekeeping industry in the state or nation. Honorary membership may be granted by a majority vote of the members present at any regular business meeting or by a majority vote of the Executive Committee. An Honorary Member has no rights or privileges in the SCBA, cannot vote nor hold office, and is not liable for annual dues.
- (e) **Business Membership.** The SCBA shall have a membership for businesses who support the activities of the SCBA. A Business member has no rights or privileges in the SCBA and cannot vote or hold office.

Article V: MEMBERSHIP MEETINGS

Section 1. Regular Meetings. There shall be no less than two regular business meetings of

the membership each year. The time and place for each meeting shall be decided by a majority vote of the Executive Committee; however, the Executive Committee may delegate this decision to the Program Chairman. Based on meeting facility availability, the three (3) day summer meeting shall rotate between upstate, mid-state and coastal areas of South Carolina.

Section 2. Notice of Meetings. Written notice of a membership meeting shall be sent by the SCBA President (or their designee) to each Member or otherwise adequately advertised at least two weeks before the meeting. Notice will include the place, day, time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Section 3. Meeting for Elections. The election of Directors and Officers of the SCBA shall be at the summer meeting.

Section 4. Quorum. 10% of Regular Members shall constitute a quorum for the transaction of business at any membership meeting. A majority vote of Regular voting Members shall constitute pass/fail on SCBA proposals.

Section 5. Member's Resolutions. Any Member may submit a proposed resolution to the Executive Committee at least thirty days prior to a membership meeting. The Executive Committee shall consider the resolution and, upon an affirmative majority vote of the Executive Committee, the resolution will be placed on the agenda of the membership meeting.

Article VI: DUES

Section 1. Annual Dues. The amount of the annual dues for all Regular Members and Business Members shall be recommended by the Executive Committee and approved by a two-thirds majority of members present at a regular meeting. Dues shall be due on January 1 of each year.

Section 2. Nonpayment of Dues. Any Regular Member who has not paid the annual dues by January 31 will be dropped from the membership rolls April 1 and all rights and privilege of membership in the SCBA are suspended.

Section 3. Reinstatement of Membership. A Regular Member who has been dropped from the membership rolls may be restored to active membership by paying the current year's dues.

Article VII: OFFICERS

Section 1. Officers. SCBA Officers shall be a President, First Vice President, Second Vice President, Treasurer, and Secretary, with each position filled through election by the Regular Members in accordance with Article V. A failure to elect a President or Secretary shall not affect the existence of the SCBA. Each Officer, except for the President, shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner provided for in Section 2. The

President shall serve a term of two (2) years.

Section 2. Removal of Officers. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of two-thirds of the membership of the Executive Committee, whenever, in its judgment, the best interest of the SCBA will be served by the action.

Section 3. Qualifications of all Officers and Directors. All officers shall physically reside in South Carolina and be members of SCBA in good standing.

Section 4. Duties of the President.

The President shall preside at all membership meetings of the SCBA using regular parliamentary procedure and Roberts Rules of Order. This Officer may preside over the Executive Committee meetings, and perform such other duties as the Board of Directors may direct.

The President shall nominate, and the Executive Committee shall approve, the members of the Nominating Committee, Program Committee, Research Grant Committee, Master Beekeeper Program Committee and Ad-Hoc Committees.

The President shall review and approve invoices for payment and issue approval documentation to the Treasurer for other funding requests approved by the Executive Committee.

The President shall draft and provide a quarterly electronic update to all SCBA members.

Section 5. Duties of the First Vice President.

The First Vice President shall perform the duties of the President in his or her absence or upon the request of the President, coordinate with an approved agency if necessary and make arrangements with locations for all membership and Executive Committee meetings as needed and coordinate with the President, Second Vice President, Treasurer and Regional Directors as necessary. Shall serve as chairperson of the Program Committee for annual membership meetings. Attend all annual membership meetings and Executive Committee meetings.

Section 6. Duties of the Second Vice President.

The Second Vice President shall perform the duties of the President in his or her absence, if the First Vice President is unable to serve, or upon the request of the President. Shall coordinate the Beekeeper of the Year, Junior Beekeeper of the Year and Clemson Extension Agent of the Year awards presented at the annual membership with the Local Association Representatives using the approved SCBA Award guidelines. Attend all annual membership meetings and Executive Committee meetings.

Section 7. Duties and qualifications of the Secretary. The Secretary shall:

- (a) Keep, or cause to be kept, in a book provided for the purpose, a true and complete record of the proceedings of all meetings of the membership and the Executive Committee. A copy of the minutes of said meetings shall be emailed to all members of the Executive Committee as soon after a meeting as the Secretary, or his/her designate, can make these minutes available. Approved minutes shall be posted on the

SCBA web site for all members to read.

- (b) Be custodian of the records and the seal of the SCBA, to see that the seal is affixed to all documents and the execution of said documents, which on behalf of the SCBA under its seal, is duly authorized.
- (c) Write letters as directed by the President and/or the Executive Committee.
- (d) Attend to the giving of all notices required by law, these By-Laws, the President, and/or the Executive Committee.
- (e) Deliver all records of the SCBA to his/her successor in office, or by request of the Executive Committee, to the Executive Committee.
- (f) Provide assistance to the Treasurer as necessary at all meetings of the SCBA including posting SCBA financial statements on the web site.
- (g) Draft monthly membership newsletters for posting on the SCBA web site.

Qualifications: The Nominating Committee shall consider and evaluate candidates for nomination by the following criteria:

- 1. Possess the ability to record and keep the minutes of the Executive Committee meetings and the annual meetings.
- 2. Be computer literate to accomplish the duties listed above.

Section 8. Duties and Qualifications of the Treasurer: The Treasurer shall:

- (a) Keep full and accurate records of all SCBA financial transactions, showing the financial condition of the SCBA. These records shall be available for review by the President or his/her designate at all times.
- (b) Shall work with the President and Vice Presidents to prepare an annual budget to be approved by the executive committee and assess performance to the budget at the end of the year.
- (c) Be the legal custodian of all SCBA funds that come into the possession of the SCBA. He/she shall immediately deposit all funds of the SCBA in a reliable bank to be designated by the Executive Committee, and shall keep this bank account in the name of the SCBA.
- (d) Furnish at meetings of the Executive Committee, or whenever requested, a statement of the financial condition of the SCBA.
- (e) Keep a complete list of current members and addresses of members. This list will be made available to the Executive Committee and to the Editor of the SCBA newsletter. A membership list shall be made available to any member of the SCBA, on request. The list shall exclude the name, and all other information, of any member that has indicated this information not be released.
- (f) Maintain a complete record of all physical property and equipment owned by the

SCBA, the physical location of said property and/or equipment, and the member responsible for the said property and/or equipment.

- (g) Be responsible for registration at all membership meetings of the SCBA.
- (h) Deliver all records of the SCBA to his/her successor in office, or by request of the Executive Committee, to the Executive Committee.
- (i) Perform such other duties as the By-Laws may prescribe and/or the Executive Committee may direct.
- (j) This officer shall close the Association's books as of December 31 of each year, file the necessary information returns with the Internal Revenue Service and the South Carolina Department of Revenue, and provide on a timely basis all books and records to the Auditing Committee for examination.
- (k) The Treasurer position be funded by a stipend as voted on and approved by the Executive Committee.

Qualifications: The Nominating Committee shall consider and evaluate candidates for nomination by the following criteria:

1. The individual shall have documented skill and experience in finance and accounting consistent with the duties outlined above.

Article VIII: BOARD OF DIRECTORS

Section 1. Number and Election of Board of Directors.

The SCBA shall have three Directors, (hereby referred to as the Board of Directors), each Director from a pre-defined region of the state, who shall each serve a three-year term. One Director shall be elected each year, by a majority vote of the members present at the summer meeting of each year. A Director may serve two successive terms and then be re-elected after a one-term absence from the position.

Section 2. Duties of the Board of Directors.

Subject to the limitations of the Articles of Incorporation, these Bylaws, and the nonprofit SCBA statutes of the State of South Carolina concerning corporate action that must be authorized by and under the Members of the Association, all corporate powers shall be exercised by and under the authority of the Board of Directors. The Board of Directors shall also designate a Member to perform the duties of an office on an interim basis should a duly elected Officer be unable to perform his or her duties. The Board of Directors shall perform all the duties of the Auditing Committee on an annual basis and provide direction for the SCBA President as needed.

Article IX: LOCAL ASSOCIATION REPRESENTATIVES

The SCBA encourages and invites all Local Beekeeper Associations or clubs to associate with the SCBA. Any Local Association or club with twenty-five or more members, of whom a majority are members of the SCBA, shall have the privilege of naming one of its members as a Local Association Representative, who shall serve on the Executive Committee. The number of Local Association Representatives shall be limited to one per Local Association.

Article X: EXECUTIVE COMMITTEE

Section 1. Creation of Executive Committee.

The SCBA shall have an Executive Committee, which shall consist of all duly elected Officers, Directors, past President and Local Association Representatives. The Executive Committee shall be responsible for managing the affairs of the SCBA.

Section 2. Quorum.

At all meetings of the Executive Committee, a quorum shall consist of at least 51% of members published on the current Executive Committee roster. Members who are unable to attend may be represented by a proxy carried by another committee member or their designee. Proxy statements shall be in conveyed in writing and held in possession of the member designee. A member shall carry no more than one proxy at a meeting. A majority vote shall constitute pass/fail on proposals.

Section 3. Meeting Notice

Executive Committee members shall be provided at least 7 days advance notification of time and location for an Executive Committee meeting to be used to conduct SCBA business. A meeting agenda shall be provided at least 48 hours in advance of the meeting.

Section 4. Creation of Ad Hoc Committees.

The Executive Committee may, by a resolution passed by a majority of the Executive Committee, create other committees to carry out the activities or purposes of the SCBA. The Executive Committee shall set the objective of such ad hoc committee, designate the number of committee members, allocate funding to the committee, and dissolve the committee when its work is accomplished. The President shall nominate and the Executive Committee shall approve the members who will serve on an ad hoc Committee.

Section 5. Conflict of Interest

The Executive Committee Members shall be required to exempt themselves from voting on SCBA issues that may result in monetary gain to themselves or their business. A recusal shall have no effect on quorum.

Section 6. Funding Authority

The Executive Committee shall have the authority to fund all administrate operations of SCBA and purchase necessary equipment and software. These operations shall include the Master Beekeeper Program, the Program Committee, the Research Grant Committee, and Youth Beekeeping programs sponsored by SCBA and or Local Associations. The Executive Committee shall also have the authority to fund requests of support for National Beekeeping Associations such as Eastern Apicultural Society and others.

Article XI: STANDING COMMITTEES

Section 1. Creation of Standing Committees. The SCBA shall have a Nominating Committee, Program Committee, Auditing Committee, Master Beekeeper Program Committee, and a Research Grant Committee.

Section 2. Nominating Committee.

The President shall nominate and the Executive Committee shall approve three members who will serve as the Nominating Committee. This committee shall select and nominate a slate of officers and directors as candidates for office to stand for election in accordance with Article V, Section 3. When nominating the slate of Officers and Directors, the Nominating Committee shall strive to provide candidates, which represent the various regions of the state. In addition to this slate of officers, nominations shall be taken from the membership at-large at the membership meeting for the election of Officers and Directors. No two of the five officers should come from the same Regional Association.

Section 3. Program Committee.

The President shall nominate and the Executive Committee shall approve, at a minimum, three members to serve on the Program Committee. The First Vice President shall serve, as chairperson and the Clemson State Apiculture Specialist shall be a consulting member of the Program Committee. This committee shall have complete responsibility for the educational/informational programs at the regular meetings of the membership.

Section 4. Auditing Committee.

The Auditing Committee shall consist of the three Directors of the SCBA referred to as the Board of Directors. This committee shall have responsibility to perform the annual examination of the books and records of the SCBA, which shall be completed prior to the first regular meeting of the following year.

Section 5. Master Beekeeper Program Committee.

The President shall nominate and the Executive Committee shall approve up to five members to serve on the Master Beekeeper Program Committee. This Committee shall develop guidelines that define the certification process steps and roles & responsibilities for all participants in the Master Beekeeper Program. The Executive Committee shall approve these guidelines and provide access to them for all SCBA members. This Committee shall

be responsible for educational program implementation and curriculum development that corresponds to the four levels of certification in the Master Beekeeper Program.

Documentation of all testing and completion of community service requirements shall be maintained by this Committee and individual members shall be notified of test results. The Clemson State Apiculture Specialist shall provide feedback and guidance on project proposals by participants of the Master Beekeeper Program Craftsman Level.

Section 6. Research Grant Committee.

The President shall nominate and the Executive Committee shall approve up to five members to serve on the Research Grant Committee. Only one shall be from the Executive Committee. This committee is responsible for promoting the SCBA Research Grant initiative and collecting grant requests. Grants awarded by the SCBA will be restricted to research related projects. The committee will review grant requests and may seek input from Clemson Apiculture Specialist when finalizing the grant awards. The committee shall develop and follow evaluation and selection guidelines approved by the Executive Committee.

Article XII: INDEMNIFICATION

The SCBA may indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of South Carolina. The SCBA shall have the power to indemnify any Director or Officer or former Director or Officer of the association against reasonable expenses, costs and attorneys' fees actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a Director or Officer. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director or Officer shall not be indemnified if he shall be adjudged to be liable on the basis that he/her has breached or failed to perform the duties of his/her office and the breach or failure to perform constitutes willful misconduct or recklessness. Advance indemnification may be allowed of a Director or Officer for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding, provided that the Director or Officer shall reimburse the association if it is subsequently determined that the director or officer was not entitled to indemnification. The SCBA may make any other indemnification as authorized by the articles of incorporation or bylaws or by a resolution adopted after notice by the members entitled to vote. As used in this section, "Director" means any person who is or was a Director of the SCBA and any person who, while a Director of the SCBA, is or was serving at the request of the SCBA as a Director or Officer.

Article XIII: NONPROFIT OPERATION

The SCBA will not have nor issue shares of stock. No dividends shall be paid. No part of the income or assets of the SCBA will be distributed to its Members, Officers, or Directors without full consideration. No Member of the SCBA has any vested right, interest or privilege in or to the assets, property, functions, or activities of the SCBA. The SCBA may contract in due course with its Members, Officers,

or Directors without violating this provision.

Article XIV: AMENDMENTS

These Bylaws may be altered, amended, or replaced or new Bylaws adopted, only upon a two-thirds majority vote of the members of the SCBA. Before being brought to the membership for a vote, the proposed changes must have been presented to the Executive Committee for its recommendation and have been presented in writing to the entire membership at least thirty days before the meeting.

Article XV: DISSOLUTION

- A. Dissolution of the South Carolina Beekeepers Association will only occur when moved, seconded, and carried by a two-thirds majority of the general membership. Should the SCBA be dissolved, then the Association's assets, less any liens and outstanding debts will be distributed to the SCBA sanctioned Local Associations on a current year per member basis value with the stipulation that all funds are to be used exclusively for projects related to beekeeping in South Carolina.