

AMENDED AND RESTATED BYLAWS OF SOUTH CAROLINA BEEKEEPERS ASSOCIATION

Article I: NAME

The name of the corporation is the South Carolina Beekeepers Association ("SCBA").

Article II: PURPOSES, OFFICES AND AGENT

Section 1. Purpose. The purpose of SCBA shall be to provide apiculture education and advocacy, ensuring South Carolina beekeepers have the information and tools they need to meet the challenges of modern beekeeping, and to do all things necessary or convenient, and not inconsistent with the law, to further these goals. The purpose is exclusively for the promotion of social welfare pursuant to Section 501(c)(4) of the Internal Revenue Code of 1986, as amended ("the Code"), and is educational and scientific in nature within the meaning of Section 501(c)(3) of the Code. SCBA shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(4) or 501(c)(3) of the Code. No part of the net earnings of SCBA shall inure to the benefit of, or be distributed to its Directors, Officers, or other private persons, except that SCBA is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of SCBA shall be the carrying on of propaganda, and SCBA shall not otherwise attempt to influence legislation. SCBA shall not participate in, or intervene in, political campaigns on behalf of any candidate for public office.

Section 2. Principal Office. SCBA shall maintain its principal office in the State of South Carolina or such other place as designated by the Board of Directors.

Section 3. Registered Office. SCBA shall designate a registered office in the state of South Carolina as designated by the Board of Directors. In the absence of a contrary designation by the Board of Directors, the Registered Office shall be located at its Principal Office.

Section 4. Registered Agent. SCBA shall maintain a Registered Agent as required by the Act who shall have a business office at the Registered Office. The Registered Agent shall be designated by the Board of Directors from time to time to serve as its pleasure. In the absence of such designation, the Registered Agent shall be the Secretary.

Article III: MEMBERS

Section 1. Criteria for Membership. Membership shall be open to anyone interested in apiculture and the beekeeping industry.

Section 2. Consideration. The Board of Directors shall determine the amount of dues to be paid by the Members for the succeeding fiscal year. The annual dues are due on January 1st. Dues shall not be prorated. Any Member who fails to pay the annual dues by January 31st will be suspended from membership along with all rights and privileges.

Section 3. Reinstatement and Resignation of Membership. A Member may be restored to active membership by paying the current year's dues. A Member may resign his or her membership at any time.

Section 4. Annual and Regular Meetings. An annual meeting of the Members shall be held once each July for the purpose of electing Directors, receiving reports on SCBA activities, and for the transaction of any other such business as may properly come before the meeting. The location of the annual meeting shall rotate between the upstate, mid-state and coastal areas of South Carolina as determined by the President or the Board of Directors. SCBA shall also hold at least one regular Membership meeting each year in February.

Section 5. Special Meetings. Special meetings of the Members may be demanded and called for any one or more lawful purposes by the President, a majority of the Directors, or five (5) percent of the Members.

Section 6. Notice of Meetings. At least fourteen (14) days prior to the Membership meeting, the President or a designee shall give oral or written notice to all Members entitled to vote at the meeting. The notice shall include the place, day, and time of the meeting. In the case of a special meeting, the notice must also include the purpose or purposes of the meeting. In addition, the notice must include the purpose if the Members will be asked to approve amending the Articles; amending the Bylaws; merging SCBA with another organization; selling SCBA's assets; or dissolving SCBA.

Section 7. Effective Date of Member Notices. An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner. Written notice, if in comprehensible form, is effective at the earliest of the following: When received; Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed; On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered or certified postage affixed. Written notice is correctly addressed to a Member if addressed to the Member's last physical address or electronic mail address as shown on the SCBA records. A written notice or report delivered as part of a newsletter, magazine or other publication regularly sent to Members, or in the case of Members who are residents of the same household and who have the same address in SCBA records, if addressed or delivered to one of such Members, at the address appearing on the SCBA records. If the notice is given by electronic mail transmission, the notice shall be deemed effective when the notice is transmitted to an electronic mail address designated by the Member, if any, so long as such Member transmits to the sender an acknowledgement of receipt.

Section 8. Members of Record. For the purpose of determining Members entitled to vote at any Membership meeting, or in connection with any other proper purpose requiring a determination of Members, the Board of Directors shall make available to all Members

entitled to vote a list of all Members entitled to vote as of the date notice of the meeting is given, along with each Member's address. Such list of Members shall be available for inspection by any Member for purposes of communication with other Members concerning the meeting, beginning the day after notice is given of the meeting for which the list was prepared.

Section 9. Quorum. Except as may be otherwise required by the Act, at any meeting of Members the presence, in person or by proxy, of the holders of ten (10) percent of the outstanding votes entitled to be cast on the matter shall constitute a quorum on that matter. In the absence of a quorum, a meeting may be adjourned from time to time. At such adjourned meeting a quorum of Members may transact such business as might have been properly transacted at the original meeting.

Section 10. Transaction of Business. Business transacted at an annual meeting of Members shall include all such business as may properly come before the meeting; provided, however business which requires notice of, or waiver of notice by, the Members may only be transacted at an annual meeting of Members if valid notice of such business is given to, or waived, by each Member in accordance with the Act or these Bylaws. Business transacted at a special meeting of Members shall be limited to the purposes stated in the notice of the meeting.

Section 11. Voting. A Member (or such Member's proxy) present at a meeting of Members shall be entitled to one vote on each matter. If a quorum is present, the affirmative vote of the votes represented and voting, which affirmative votes also constitute a majority of the required quorum, is the act of the Members.

Section 12. Proxies. A proxy must be in writing executed by the Member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the SCBA before or at the time of the meeting. A proxy is valid for eleven (11) months unless a different period is expressly provided on the appointment form; however, no proxy is valid for more than three years.

Section 13. Member Resolutions. Any Member may submit a proposed Resolution to the Board of Directors at least thirty (30) days prior to a Membership meeting. Upon a majority vote of the Board of Directors, the Resolution shall be placed on the agenda of the Membership meeting.

Section 14. Conduct of Meetings. The President shall preside at each meeting of the Members. In the absence of the President, a presiding officer shall be chosen. Meetings shall not be required to be held in accordance with rules of parliamentary procedure.

ARTICLE IV: DIRECTORS

Section 1. Authority. The Board of Directors shall have ultimate authority over the conduct and management of the business and affairs of SCBA, including all programs.

Section 2. Number and Composition. The Board shall be composed of a minimum of seven (7) Directors and a maximum of eleven (11) Directors. All Directors must reside in South Carolina and be a member of the SCBA. The Board shall adequately represent all three major geographic areas of South Carolina.

Section 3. Election of Directors. Directors shall be elected by the Members at the annual meeting for a term of three years. A Director may serve two successive terms; thereafter, he or she must rotate off of the Board and shall be ineligible for re-nomination to the Board of Directors for a period of twelve (12) months.

Section 4. Resignation of Directors. A Director may resign at any time by delivering written notice to the Board of Directors, its presiding Officer, the President, or the Secretary. A resignation is effective when the notice is effective unless the notice specifies a later date. If the resignation is made effective at a later date, the Members may fill the pending vacancy before the effective date so long as the successor does not take office until the effective date. Any Director who fails to attend fifty percent (50%) of the meetings in any fiscal year shall be deemed to have automatically resigned at the close of that fiscal year; however, the Board of Directors may waive a Director's automatic removal if the Director shows good cause, or justification, for his or her absences. A serious illness or injury might, for example, constitute good cause.

Section 5. Removal. Any Director elected by the Members may be removed from office, with or without cause, by a majority vote of the Members of SCBA. Removal of a Director may happen only at a meeting of the Members called for the purpose of removing a Director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

Section 6. Vacancies. The Board of Directors may by majority vote of the Directors then in office, regardless of whether such Directors constitute a quorum, elect a new Director to fill a vacancy of a Director elected by the Members; provided, however, that no person may be elected to fill a vacancy created by such person's removal from office.

Section 7. Annual and Regular Meetings. An annual meeting of the Board of Directors shall be called and held for the purpose of annual organization, changes in the established number of Directors, if any, appointment of Officers and committees, and transaction of any other business. The annual meeting of the Board of Directors shall be held promptly after and at the place specified for the annual meeting of the Members, and notice of the annual meeting of the Board of Directors need not be given. The Board of Directors may by resolution provide for the holding of additional regular meetings without notice other than such resolution; provided, however, the resolution fixes the dates, times, and places for these regular meetings.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President or at least twenty percent (20%) of the Directors then in office. All Directors shall be given seventy-two (72) hours' notice of the place, date, and time, but not the

purpose, of said special meetings. Such notice shall be written and sent to all Directors at the last address shown on parish records.

Section 9. Notice of Meetings. An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner. Written notice, if in comprehensible form, is effective at the earliest of the following: When received; Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed; On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Written notice is correctly addressed to a Director if addressed to the Director's last physical address or electronic mail address as shown on SCBA records. If the notice is given by electronic mail transmission, the notice shall be deemed effective when the notice is transmitted to an electronic mail address designated by the Director, if any, so long as such Director transmits to the sender an acknowledgement of receipt.

Section 10. Participation by Telecommunication. Any Director may participate in, and be regarded as present, at any meeting of the Board of Directors by means of conference telephone, online videoconference, or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

Section 11. Conduct of Meetings. Unless the Board of Directors or chairman of the meeting determines otherwise, meetings of the Board of Directors shall not be required to be held in accordance with rules of parliamentary procedure.

Section 12. Quorum. A majority of the Directors then in office immediately before the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum, a meeting may be adjourned from time to time, without notice other than an announcement at the meeting, until a quorum is present. At such adjourned meeting a quorum of Directors may transact such business as might have been properly transacted at the original meeting. No Director may vote by proxy.

Section 13. Action. The Board of Directors shall take action pursuant to resolutions adopted by the affirmative vote of a majority of the Directors participating in a meeting at which a quorum is present, or the affirmative vote of a greater number of Directors where required by these Bylaws, the Act, or otherwise by law.

Section 14. Action Without a Meeting. To the fullest extent permitted by the Act, the Board of Directors may take action without a meeting by written consent as to such matters and in accordance with such requirement and procedures authorized by the Act. The resolution and written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 15. Committees. The Board of Directors may delegate authority to one or more committees as it deems necessary. A committee may be designated as a standing committee appointed annually or as a special “ad hoc” committee for specific circumstances or transactions with a limited duration. Each committee shall include at least two Directors. All members of committees serve at the pleasure of the Board of Directors. Any committee members who are not Directors serve only in a non-voting capacity. The Chairman of any committee shall be appointed by the President and serves at his or her pleasure. SCBA may have but is not required to have the following Standing Committees:

- Nominating Committee: The Nominating Committee shall select and nominate a slate of Directors and Officers as candidates to present to the Members at the Annual Membership Meeting. The slate shall represent various geographic regions of South Carolina. In addition to the slate, nominations shall be taken from the membership at the annual meeting. No two of the officers should come from the same regional association.
- Executive Committee: The Executive Committee shall be comprised of the President, Vice-President, Secretary, and Treasurer. The Executive Committee is empowered to interpret and implement existing Board policies while handling all business required to be conducted in the interim between meetings of the Board, provided that all action taken by the Executive Committee is submitted for ratification to the Board of Directors at its next meeting.
- Grant Committee: The Grant Committee is responsible for soliciting and reviewing all grant requests and making recommendations to the Board of Directors.
- Education Committee: The Education Committee is responsible for all internal and external educational and informational programs. This committee facilitates the programming at all SCBA Membership meetings as well as internal and external educational, training and certification programs.

No committee may authorize distributions or approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of SCBA’s assets.

Section 16. Compensation. Directors shall not receive compensation for serving as a Director. The Board of Directors may by resolution authorize the payment or reimbursement of all expenses of each Director related to the Director’s attendance at meetings or other service to SCBA.

ARTICLE V: OFFICERS

Section 1. In General. The Board of Directors at its annual meeting shall elect from among the Directors elected by the Members, the following officers: President, Vice-President, Secretary and Treasurer. The term of all officers shall be two (2) years. No two offices shall be held by one person. Each Officer shall exercise the authority and perform the duties as may be set forth in these Bylaws and any additional authority and duties as the Board of Directors may determine. All Officers serve at the pleasure of the Board of

Directors and may be removed at any time by the Board of Directors, with or without cause.

Section 2. Removal and Vacancies. Officers serve at the pleasure of the Board of Directors. Except as may otherwise be provided by the Act, any officer may be removed at any time, with or without cause. A vacancy, however occurring, may be filled by the Board of Directors for the unexpired term. Officers may serve successive terms if approved by the Board of Directors.

Section 3. President. The President shall be the Chief Executive Officer of SCBA and, subject to the authority of the Board of Directors, shall manage the business and affairs of SCBA. The President shall, whenever possible, preside at all meetings of the Members and all meetings of the Board of Directors. Except as otherwise provided herein and as may be specifically limited by the Members or the Board of Directors or an authorized committee thereof, the President shall have full authority to execute on SCBA's behalf any and all contracts, agreements, notes, bonds, deeds, mortgages, certificates, instruments, and other documents. Upon the completion of the two-year term as President, the President shall serve in an advisory role as Past President for an additional two (2) years.

Section 4. Vice-President. The Vice-President shall serve under the direction of the President. The Vice-President shall preside over meetings of the Members and the Board of Directors in the absence of the President and may perform such duties and exercise such powers as are incident to the office and are assigned by the Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the President. In the absence, incapacity, or inability or refusal of the President to act, the Vice-President shall assume the authority and perform the duties of the President. After completion of the two-year term, the Vice-President shall be eligible to ascend to the role of President with approval of the Board of Directors.

Section 5. Secretary. The Secretary shall serve under the direction of the President. The Secretary shall record or cause to be recorded minutes of all meetings of the Members and meetings of the Board of Directors and any other actions taken by the Board of Directors in a book or books to be kept for such purpose. The Secretary shall make approved minutes of meetings available to the Members and Board of Directors in a timely fashion.

Section 6. Treasurer. The Treasurer shall serve under the direction of the President. The Treasurer shall keep safe custody of SCBA's funds and maintain full and accurate records and accounts of receipts and disbursements and books belonging to SCBA and shall have authority to deposit all monies and other valuable effects in the name of and to the credit of SCBA in such depositories as may be designated by the Board of Directors, or cause the same to be done under the Treasurer's supervision. Upon request, but at least on an annual basis, the Treasurer shall provide a statement of the financial condition of SCBA to the Board of Directors and the Members. The Treasurer shall communicate with

the Accountant chosen by the Board of Directors and facilitate filing of the Form 990 on an annual basis and report to the Board of Directors on its filing.

ARTICLE VII: TRANSACTIONS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of SCBA, in addition to the officer so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of SCBA. Such authority shall be in writing and may be general or confined to specific instances.

Section 2. Checks, Drafts, Notes. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of SCBA shall be signed by such officer or officers, agent or agents, of SCBA and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or Treasurer. Checks in excess of \$2,000.00 (two thousand dollars) will require the signatures of two officers approved to sign checks by the Board of Directors.

Section 3. Deposits. All funds of SCBA shall be deposited in a timely manner to the credit of SCBA with such banks, trust companies, investment managers, or other depositories as the Board of Directors may select.

ARTICLE VIII: CONFLICT OF INTEREST

Effective governance depends on deliberate, thoughtful, and objective decision-making. Decisions must be made in the best interests of SCBA and not be influenced by the financial or personal interests of individual Directors, Officers, volunteers, or employees. This applies to all levels of decision-making, including decisions involving matters of organizational policy, contracting for goods and services, grant-making, investment of SCBA funds, and other transactions.

ARTICLE IX: LOCAL ASSOCIATION REPRESENTATIVES

SCBA encourages and invites all Local Beekeeper Associations or clubs to become affiliate clubs of SCBA by completing an application and any other requirements as set by the Board of Directors. Any affiliated Local Beekeeper Association shall have the privilege of naming one of its members as a Local Association Representative to serve on the Advisory Council to the Board of Directors. The Advisory Council is not a committee of the Board of Directors but a separate body that provides valuable knowledge and insight to the Board of Directors to help it more effectively guide SCBA.

ARTICLE X: INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. SCBA shall indemnify, defend and hold harmless its Officers and Directors to the fullest extent permitted by, and in accordance with, the Act. This plan

of indemnification shall constitute a binding agreement of SCBA for the benefit of the Officers and Directors as consideration for their services to SCBA, and may be modified or terminated by the Board of Directors only prospectively. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of Members, insurance, provision of law, or otherwise, as well as their rights under other Articles of these Bylaws.

Section 2. Indemnification Plan. The Board of Directors may adopt an Indemnification Plan implementing the rights granted in Section 1 of this Article. This Indemnification Plan shall set forth in detail the mechanics of how the indemnification rights granted shall be exercised.

Section 3. Indemnification of Officers, Agents, Employees and Volunteers who are not Directors. The Board of Directors may indemnify and advance expenses to any officer, employee, volunteer, or agent of SCBA, who is not a Director of the Corporation, to any extent, consistent with public policy, as determined by the general or specific action of the Board of Directors.

Section 4. Insurance. To the extent permitted by South Carolina law, SCBA may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, volunteer or agent of SCBA, or is or was serving at the request of SCBA as a Director or Officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not SCBA would have the power to indemnify such person.

ARTICLE XI: MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year for SCBA is to end on December 31, and the corporate books shall be maintained upon the basis of such fiscal year.

Section 2. Amendments to Bylaws. These Bylaws may be altered, amended, or replaced or new Bylaws adopted, only by the affirmative vote of a majority of the Members present and voting at a duly noticed and constituted meeting of the Members. The Board of Directors may not amend these Bylaws. Any notice of a meeting of Members at which Bylaws are to be adopted, amended, or repealed shall state that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment, or repeal of Bylaws and contain or be accompanied by a copy or summary of the proposal.

Section 3. Dissolution. Dissolution of SCBA shall be authorized only if it is approved: (1) by the Board of Directors; and (2) by the Members by two-thirds of the votes cast. If the Board seeks to have dissolution approved by the Members at a membership meeting, SCBA shall give notice to its Members of the proposed membership meeting and the notice must state the purpose, or one of the purposes, of the meeting is to consider

dissolving SCBA and be accompanied with a summary of the plan of dissolution. Upon dissolution of SCBA for any cause, its assets shall be distributed to an organization that is tax exempt under Section 501 (c)(3) of the Internal Revenue Code, to be used for projects related to beekeeping in South Carolina.

The foregoing are certified to be true and complete Bylaws of SCBA as adopted by the Members as of July 24, 2021.

Secretary: Bryan Owens