

AMENDED AND RESTATED BYLAWS OF:
SOUTH CAROLINA BEEKEEPERS ASSOCIATION

Article I: NAME

Section 1. Name. The name of the corporation is 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 education and scientific in nature within the meaning of Section 501(c)(3) of the Internal Revenue Code ("Code").

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 at 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 1. Dues shall not be prorated. Any Member who fails to pay the annual dues by January 31 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 as 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 Directors, or five (5) percent of the Membership.

Section 6. Voting. A Member 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 7. Notice of Meetings. At least fourteen (14) days prior to the Membership meeting, the President or a designee shall give 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 8. Effective Date of Member Notice. Written notice shall be given no later than fourteen (14) days prior to a Membership meeting, either by mail or by electronic mail. 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. 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.

Section 9. Members of Record. Paying annuals dues is sufficient for a Member to be recorded on a Membership List. A list of all members is available through the SCBA Website Membership Portal. The membership list includes contact information for each member. Members may hide their personal contact information from the Portal if they so choose.

Section 10. Quorum. Except as may be otherwise required by the Act, at any meeting of Members the presence, in person or through telecommunications, ten 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, the meeting will be adjourned and no business shall be discussed.

Section 11. 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 12. 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 13. 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 rule 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 shall be given at least forty-eight (48) hours in advance. The Board of Directors may

by resolution provide for the holding of additional regular meetings with at least forty-eight (48) hour notice; 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, time, and a statement of purpose for calling the meeting 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. Written notice shall be required for meetings, either by physical mail or electronic mail transmission, at least fourteen (14) days prior to a Membership meeting. Receipt of Notice is not required.

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. Members may vote electronically.

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.

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 VI: 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 VII: CONFLICT OF INTEREST

Section 1. Policy. 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. A Conflict of Interest policy has been adopted by the Board of Directors and will be reviewed on a yearly basis.

Article VIII: LOCAL ASSOCIATION REPRESENTATIVES

Section 1. Affiliate Clubs. 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 IX: 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, unless the individual engages in criminal or egregious behavior or activities.

Section 2. Insurance. To the extent permitted by South Carolina law, SCBA shall purchase and maintain insurance on behalf of any person who is or was a director or Officer.

Article X: MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year for SCBA is from January 1 to 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 simple 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 without a vote from the Members. The Board of Directors may consult, counsel, and propose changes, but Bylaw changes require a membership vote. 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 Code, to be used for projects related to beekeeping in South Carolina.

Article XI: NON-DISCRIMINATION POLICY

Section 1. Non-Discrimination Policy. The corporation and the Board of Directors does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include but are not limited to hiring and firing of staff, selection of volunteers and vendors, and provisions of series. We are committed to provide and include a welcoming environment for all individuals involved with the corporation and beyond.

Article XII: APPLICABLE LAW

Section 1. South Carolina Law Prevails. Under any and all circumstances, the laws of the State of South Carolina apply and shall be adhered to in the business of SCBA and in any further modifications or revisions of these Bylaws.

Section 2. Choice of Law. These Bylaws shall be interpreted under the laws of the State of South Carolina.

Article XIII: EMERGENCY BYLAWS

Section 1. Emergency Bylaws. In the event of an emergency, as determined by an Officer of the Board, decisive action may be taken via telephone. The officers may take only whatever action is required in the fact of the emergency and may decide these matters amongst themselves on a

majority vote basis. Emergencies include, but are not limited to flood, hurricane, tornado, fire, global pandemic, or other expected or unexpected catastrophic events.

Article XIV: LIMITATIONS

Section 1. Prohibited Activity. 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)(3) of the Code.

Section 2. Inurement. 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.

Article XV: ADOPTION OF BYLAWS

Section 1. Adoption. These bylaws were adopted by SCBA effective the 10th day of April, 2023.

A handwritten signature in black ink, reading "Susan M. Jones", is written over a horizontal line.

Susan M. Jones
President