

BYLAWS OF SOUTH CAROLINA 4-H/FFA MEAT GOAT PROJECT

The name of the organization is South Carolina 4-H/FFA Meat Goat Project. The organization is organized in accordance with the South Carolina Nonprofit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

PURPOSE

The purpose of this committee is to organize, facilitate, and support the SC 4-H/FFA Youth Meat Goat Project. The committee strives to make a positive impact in the lives of young people and their families utilizing the meat goat as a tool to reach the child. We strive to provide the highest quality animals to our youth participants. We also stress the importance of this to our producers, so they may produce and provide the highest quality animals for our young members. We perform our duties in a responsible, loyal, and ethical manner. We strive to create an environment of trust and honesty inside and outside our organization by treating everyone with respect and dignity. We work in a flexible team environment with fairness, diversity, and open communication. By doing this we are investing in our young people through development, recognition, and opportunities, which strengthen us. We strive to provide the safest environment possible for our young members and their animals. In return, we expect participants and their families to be accountable for their actions. We strive to maintain a college/technical school scholarship. We protect and carefully manage the resources entrusted to us. We actively support our children, producers and communities throughout South Carolina. We strive to be environmentally responsible for our actions. We pledge to practice these values each day because they are vital to the success of the SC Youth 4-H/FFA Meat Goat Project.

ARTICLE I: MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year, on the day of the January awards banquet, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the same location of the banquet and at an agreed time designated by the Advisory Committee to coordinate with the banquet time.

Section 2. Special Meetings. Special meetings may be requested by the President or the Advisory Committee.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be communicated electronically to all committee members at the address shown on the corporate books, at least 10 days prior to the meeting.

Section 4. Place of Meeting. Meetings shall be held at a location determined by a majority of the Advisory Committee.

Section 5. Quorum. A majority of the committee members shall constitute at quorum at a meeting. In the absence of a quorum, the presiding officer may adjourn the meeting to another time without further notice. The committee members present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some committee members results in representation of less than a quorum.

ARTICLE II: DIRECTORS

Section 1. Number of Members. The project shall be managed by an Advisory Committee consisting of no more than 9 members, in addition to 4 executive officers (for a total of 13 members), and a non-voting Clemson Extension liaison. The Clemson Extension liaison shall be appointed by the Clemson University 4-H Youth Development office.

Section 2. Election and Term of Office. The members shall be elected at the annual meeting in January. Each committee member shall serve a term of 1 year.

Section 3. Quorum. A majority of committee members shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the members, or in voting, the disclosed adverse interest of a member shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting. The Advisory Committee shall meet on the second Friday of each month from February to November. Scheduling conflicts with shows and holidays can be negotiated with the Advisory Committee and decided upon with the majority.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice President, Secretary, or any two members by providing five days' notice by electronic communication. Minutes of the meeting shall be sent to the Advisory Committee within one week after the

meeting.

Section 7. Procedures. The vote of a majority of the members present at a properly called meeting at which a quorum is present shall be the act of the Advisory Committee, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A member of the organization who is present at a meeting of the Advisory Committee at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The secretary shall keep written minutes of its proceedings in its permanent records.

Section 8. Removal / Vacancies. A committee member shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Advisory Committee, whether by death, resignation, removal or any other cause, may be filled by the remaining members. A member elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 9. Committees. To the extent permitted by law, the Advisory Committee may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

Section 10. Eligibility of Committee Members. In order to serve as a committee member, a member must meet the eligibility of being 21 years of age and either being a project alumni, parent of an alumni, or a parent of a current participant that has been in the project for at least one year. Also, one producer, one FFA advisor, and one 4-H agent may be eligible to serve as a committee member if they have been a part of the SC Meat Goat Project at least one year prior to serving. In the event of open committee seats, volunteers to fill the position at non-electoral meetings must attend three consecutive meetings in order to be considered as an eligible candidate for nomination. This addition will be elected by a majority of the committee.

ARTICLE III : OFFICERS

Section 1. Number of Officers. The officers of the Advisory Committee shall be a President, a Vice-President, a Treasurer, and a Secretary. Two or more offices may not be held by one person.

a. **President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Advisory Committee and its Executive Committee, if such a committee is created by the committee. The president will be allowed to vote with the committee on actions being decided upon by vote

b. **Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

c. **Secretary.** The Secretary shall keep an accurate list of the members, and shall have the authority to certify any records, or copies of records, as the official records of the committee. The Secretary shall maintain the minutes of the Advisory Committee's meetings and all sub-committee meetings.

d. **Treasurer/CFO.** The Treasurer shall be responsible for conducting the financial

affairs of the committee as directed and authorized by the Advisory Committee and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Section 2. Election and Term of Office. The officers shall be elected annually by the project participants of the previous year at the first meeting of the Advisory Committee. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Advisory Committee shall have the power to remove an officer or agent of the committee. Any vacancy that occurs for any reason may be filled by the Advisory Committee.

Section 4. Eligibility of Officers. In order to serve as a committee officer, an officer must meet the eligibility of serving on the committee for at least one full calendar year and attend threefourths (3/4) of the meetings of the previous year.

ARTICLE IV: AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Advisory Committee by a two-thirds majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all committee members at least ten (10) days before the meeting.

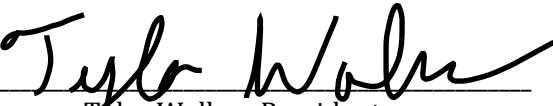
ARTICLE V: DISSOLUTION

The organization may be dissolved only with authorization of its Advisory Committee given at a special meeting called for that purpose, and with the subsequent approval by no less than twothirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

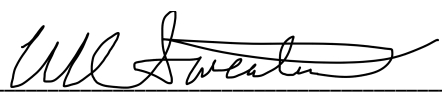
All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to Clemson University Cooperative Extension Service.

Certification

Tyler Walker, President of South Carolina 4-H/FFA Meat Goat Project, and Chris Sweatman, Secretary of South Carolina Meat Goat Project certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Advisory Committee on March 9, 2018.



Tyler Walker, President



Chris Sweatman, Secretary