

# NON-PROFIT CORPORATE BYLAWS of HAWAII SHEEP AND GOAT ASSOCIATION

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## ARTICLE I: NAME

The name of the organization shall be Hawai'i Sheep and Goat Association, hereinafter HSGA, a Hawaii non-profit corporation organized and operated in accordance with Hawaii Revised Statutes Chapter 414D and Section 501(c)(5) of the Internal Revenue Code

## ARTICLE II: MISSION

The mission of HSGA shall be to promote, foster, and encourage the husbandry, breeding, showing, and marketing of sheep/goats and their products. Additionally, the organization shall promote, foster, and encourage the use of ruminants for regenerative agriculture, silvopasture, and land management purposes.

## ARTICLE III: OFFICE

The HSGA office shall be located at the postal address of the current HSGA treasurer.

## ARTICLE IV: MEMBERSHIP

Regular: Any producer of sheep/goats or their products/services may become a regular member.

Associate: Any person, firm, or organization interested in supporting the mission of HSGA may become an associate member.

Corporate: Any family farm, corporate farm, or business may become a corporate member.

Student: Any student may become a student member.

Every member shall keep HSGA informed of a current valid email address which may be used for all communications. HSGA has no obligation to verify email addresses and shall not be responsible if any communication or notice is not delivered due to a lack of a valid email address.

#### ARTICLE V: MEMBERSHIP DUES

Payment of annual dues are due by 15 December for the subsequent calendar year. Dues may be submitted by postal service or other payment methods approved by the Board. Dues may not be prorated nor are dues transferrable. Membership dues may be adjusted from time to time by majority vote of the Board. Directors of the Board are exempt from paying membership dues for the duration of their term.

The current schedule of annual membership dues is:

Regular: \$50

Associate: \$50

Student: \$10

#### ARTICLE VI: MEMBERSHIP PRIVILEGES

All members are entitled to make recommendations and concerns known to the Board. All members are entitled to attend and participate in annual meetings and special meetings either in person or by Zoom; except when personnel matters or litigation is being discussed. Each regular member is entitled to one vote. Associate members and student members are not entitled to participate in voting.

#### ARTICLE VII: LIABILITY:

No member shall be liable for debts of HSGA except for debts lawfully contracted between the member and HSGA.

#### ARTICLE VIII: TERMINATION OF MEMBERSHIP

The Board may terminate any member, for cause, by a two-thirds vote of the full Board then serving. The member being considered for termination shall be given the opportunity to defend themselves during a meeting of the Board. If the member chooses to defend themselves, then after hearing the member's testimony, the Board shall vote a second time. Failure to defend oneself constitutes voluntary termination of

membership with immediate effect. A terminated member is not entitled to reimbursement of dues.

#### ARTICLE IX: MEMBERSHIP MEETINGS

Annual meeting: An annual meeting of HSGA membership shall be held each year at a place and on a date to be determined by the Board. During the meeting, voting for board members to fill vacant positions and such other matters as determined by the Board shall be conducted. Notice for the annual meeting of no less than thirty days shall be given to all members via email. The meeting shall be available via Zoom.

Special meeting: Special meetings of the membership may be called at any time by: the Board President; any two Directors; or, by written petition of not fewer than ten percent of the regular members in good standing. A minimum of seventy-two hours notice shall be given for a special meeting except in circumstances for which relevant action must be taken in less than seventy-two hours.

#### ARTICLE X: QUORUM

A quorum of the membership is a majority of the regular members in good standing. A quorum of directors is a majority of directors then serving.

#### ARTICLE XI: ELECTIONS

The notice of the annual meeting shall specify the number of positions on the Board that will be coming open. Any regular member in good standing may nominate themselves or any other regular member in good standing for election to the Board. Elections shall be conducted during the annual meeting of the membership. Elections shall be conducted during the annual meeting of the membership. Votes may be cast in person, via video conferencing or another online platform. If there are more candidates than vacant Board seats, then the candidates receiving the most votes will be seated on the Board. Proxy voting shall not be allowed.

Cumulative voting shall not be allowed and each member entitled to vote may cast not more than one vote for a single nominee.

#### ARTICLE XII: DIRECTORS

The responsibility and authority for the administration of the affairs of HSGA shall be vested in the Board of Directors. The Board shall be composed of no less than three and no more than nine regular members in good standing who have been elected by

the membership. In the event that a director's position on the Board is vacated, the Board may fill the vacancy by two-thirds vote of the remaining directors. All directors serve until the next annual meeting. Directors may be reinstated by the membership at each annual meeting. To be eligible to serve as a director, the individual must be a natural person whose dues are current and whose membership is in good standing.

The term of office shall begin at the conclusion of the annual meeting of members at which the director is elected and end at the conclusion of the next annual meeting unless the director is elected to serve another term.

The Board of Directors shall meet not less than quarterly to perform the responsibilities of the Board. Meetings may be conducted in person, via video conference or another online platform. Notice of Board meetings shall be provided in advance to members who may attend.

#### ARTICLE XIII: OFFICERS

Immediately following the annual election, the Board members shall decide among themselves who will serve as officers. The officers shall be President, Vice-President, Secretary, Treasurer, and Technology & Marketing Officer (TMO).

#### ARTICLE XIV: DUTIES OF OFFICERS

**President:** The president shall produce the agenda for meetings of the Board and preside over meetings of the Board. In the event of a tie vote, the President shall cast the deciding vote. The president shall be the primary liaison between HSGA and other entities, except when vested in a committee.

**Vice-President:** The Vice-President shall perform the duties of the President in their absence.

**Secretary:** The Secretary shall record minutes of all HSGA meetings and provide copies of the minutes to all directors and extension agents within seventy-two hours of each adjourned meeting. In the secretary's absence, the President shall designate another Board member to perform the duties of the Secretary.

**Treasurer:** The Treasurer shall pay all invoices due with the approval of the Board and report HSGA's current financial position to the Board at each Board meeting. The Treasurer shall report the number of members in good standing and number of members who are in arrears at each Board meeting.

TMO: The Technology & Marketing Officer shall keep the HSGA website and social media accounts up to date in accordance with the direction of the Board.

#### ARTICLE XV: COMMITTEES

The board shall establish committees as needed to conduct the business of HSGA.

#### ARTICLE XVI: REMOVAL FROM BOARD, OFFICE, OR COMMITTEE

Board members, Officers, and Committee members may be removed, for cause, from their position by a two-thirds vote of the full Board then serving. The member being considered for removal shall be given the opportunity to defend themselves at a Board meeting. If the member chooses to defend themselves, then after hearing the member's testimony the Board shall vote a second time for removal. Failure to defend oneself constitutes voluntary resignation with immediate effect.

#### ARTICLE XVII: VACANCIES

Vacancy of a Director's position may be filled by a two-thirds vote of the full Board then serving. Vacancy of Officers and Committee members shall be filled by majority vote of the Board.

#### ARTICLE XVIII: COMPENSATION AND EXPENSES

Directors, Officers, and Committee members shall not receive compensation for their services to HSGA. However, the Board shall have the discretion to compensate Directors, Officers, and Committee members for rendering service to HSGA which goes far beyond the service expected of a Director, Officer, or Committee member. The terms of compensation and the expected performance shall be agreed in writing in advance of specific service(s) performed and confirmed by two-thirds vote of the full Board then serving. HSGA may reimburse actual expenses incurred pursuant to prior authorization by the Board, and make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

#### ARTICLE XIX: ADVISORS

Representatives of the University of Hawai'i CTAHR are invited to participate in an advisory capacity in all meetings of HSGA. As such, they will have no vote on any matter.

#### ARTICLE XX: FISCAL YEAR

HSGA's fiscal year shall be 01 January through 31 December.

#### ARTICLE XXI: FINANCES

The Board shall adopt an operating budget prior to the start of each fiscal year. The Board shall function within said budget, subject to budget amendments by the Board.

#### ARTICLE XXII: CONFLICTS OF INTEREST

If any director has a financial or personal interest greater than that of a disinterested director on any matter before the Board, that director shall not participate in any discussion of the matter unless the director first informs the other Board members of the interest, and that director shall not propose nor vote on any resolution regarding the matter even following notice of the conflict to other Board members.

#### Article XXIII: CONTRACTS, CHECKS, LOANS, AND INDEMNIFICATION

23.01 Contracts and other Writings. Except as otherwise provided by resolution of the board, all contracts and other agreements of HSGA shall be executed on its behalf by the president and one other officer.

23.02 Checks, Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of HSGA, shall be processed by the treasurer or such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

23.03 Loans. No loans shall be contracted on behalf of the HSGA unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

23.04 Indemnification. It is intended that, to the maximum extent permitted by law, no officer nor director shall be personally liable for any debt or obligation of HSGA.

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party due to service as a director or officer of HSGA against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding due to service as a director or officer of HSGA, against liability incurred in the proceeding, if the determination

to indemnify him or her has been made in the manner prescribed by law and payment is authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (i) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (ii) an undertaking to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

#### ARTICLE XXIV: AMENDMENT OF BYLAWS

The Bylaws may be amended by a two-thirds vote of regular members participating in a properly noticed meeting. Proposals for amendment(s) may be made by two-thirds of Board members then serving or by petition of ten percent of the regular membership submitted to the Board. A vote of the proposed amendment(s) will be held at the annual meeting or a special meeting for which no less than thirty days notice has been given to the membership.

#### ARTICLE XXV: DISSOLUTION

A two-thirds vote of the regular members present at a duly called meeting shall be required to dissolve the Corporation. After payment of outstanding debts of the Corporation, remaining assets of the Corporation shall be disbursed to other 501(c)(5) corporation(s) in the state of Hawai'i in accordance with applicable IRS and State of Hawai'i regulations.