

BYLAWS
SOUTH CAROLINA CORN AND SOYBEAN ASSOCIATION

ARTICLE I – Name

The name of the association shall be the South Carolina Corn and Soybean Association.

ARTICLE II – Not for Profit

This Corporation is organized and exists under and by the virtue of “Title 33, Chapter 31, 1976 Code,” of the State of South Carolina.

ARTICLE III – PURPOSE

The purpose of this organization is to promote the corn and soybean industry in South Carolina.

ARTICLE IV – MEMBERSHIP

Section 1. Active Members

An active member may be any person who produces corn and/or soybeans in South Carolina, any person engaged in associated agribusiness, or any person who has not conflict of interest with the rights of corn and soybean producers. An application for active membership consists of a completed membership application form, provided by the Association, plus membership dues as fixed by the Association.

Section 2. Honorary Life Members

A person who has rendered distinctive service to the Association or to the development of the South Carolina agricultural industry, may, on recommendation of the Association Board of Directors, be elected Honorary Member for Life. Honorary life members shall not be required to pay dues and shall have all privileges of active members.

Section 3. Voting Privileges

An active member is entitled to one vote and may be elected to an Association office at any meeting of the Association, if in good standing as an active member for at least 30 days prior to the meeting.

Section 4. Cancellation of Membership

A. Action of the Board of Directors

The Directors of the Association may, at any time by majority vote, cancel the membership of any member, or refuse membership to any person, when, in their judgment, the welfare of the Association is threatened or in jeopardy, or such action if otherwise justified.

B. Failure to pay dues

Failure to pay dues as fixed and required by the Association shall be just cause for the cancellation of membership.

C. Cancellation by members

Any active member may cancel his or her membership by written notice to the Secretary. Members canceling prior to the expiration will not receive any refund of dues.

ARTICLE V – DIRECTORS

Section I. Classification

Directors of the Association shall be classified as follows:

- A. Producer Directors representing the corn and soybean producers.
- B. Industry Directors representing buyers, crushers, suppliers, and all other agribusiness interests associated with the corn and soybean industry in South Carolina.
- C. Educational Directors representing any governmental agencies, extension service, or any educational entities.

Section 2. Districts

For the purpose of electing producer directors to the Association Board, South Carolina counties shall be divided into the following categories according to the geography and similarity of corn/soybean production systems.

Piedmont

Oconee
Pickens
Greenville
Anderson
Abbeville
Greenwood
McCormick
Saluda
Spartanburg
Cherokee
Lancaster
Union
Laurens
Newberry
York
Chester
Fairfield
Richland
Lexington

Savannah Valley

Edgefield
Aiken
Barnwell
Allendale
Hampton
Bamberg
Orangeburg
Calhoun
Dorchester
Colleton
Jasper
Beaufort
Charleston

Pee Dee

Kershaw
Chesterfield
Sumter
Lee
Clarendon
Darlington
Florence
Marlboro
Dillon
Marion
Horry
Williamsburg
Georgetown
Berkeley

Section 3. Election of Directors

A. Producer Directors

There shall be a total of eight (8) producer directors. Initial attempts will be made to elect three (3) from the Pee Dee district, three (3) from the Savannah Valley district, and two (2) from the Piedmont district. If initial attempts are unsuccessful, producer directors may be elected at-large. The nominating committee of the Association Board will present the slate of nominees for producer directors at the Association Annual Meeting. A Call for any additional nominations from the floor will be made. Election will proceed as deemed by the chair.

B. Industry Directors

There shall be two (2) industry directors, elected at large, representing buyers, crushers, suppliers, and other associated with the corn and soybean industry. Both

representatives cannot come from one company. The nominating procedure shall be the same as outlined above for producer directors.

C. Education Director

There shall be two (2) educational directors elected by the Association Board. The nominating procedure shall be the same as outlined above for producer directors.

Section 4. Term of Directors

Producer industry, and educational directors shall be elected by the membership to serve for a period of three (3) years, or until their successors have been elected. Producer and industry directors may succeed themselves for two (2) consecutive three (3) year terms. After a period of one (1) year, a former director may be eligible for reelection.

In the case a producer director's term expires while serving on the American Soybean Association Board or the National Corn Growers Association, the director will continue to serve on the South Carolina Corn and Soybean Association in an ex officio capacity.

Section 5. Changes in District and Director Elections

The membership of the Association may change the districts or geographic areas, classifications, number, and method of election of directors at any annual or special meeting.

Section 6. Board Meetings

The President shall call regular meetings and other special meetings of the Board to transact business. Written notice will be given to each director at least five (5) days prior to the meeting. A majority of the directors present will constitute a quorum. The Board shall operate under Roberts Rules of Order.

Section 7. Board Meeting Attendance

Board members who are unable to attend a called regular or special board meeting, should supply the Executive Director with an absentee excuse prior to the meeting, or within five (5) days after the meeting. A warning notice will be mailed to the director after the second unexcused absence. Three (3) consecutive unexcused absences will result in removal from the Board.

The Chairman may use his/her discretion to declare a quorum of members present.

Section 8. Vacancies

If vacancies occur on the Board between annual meetings, they may be filled by the Board qualified persons from the respective classifications at a regular or called meeting.

Section 9. Removal From the Board

Board of Directors, at the call of the president may, at any time by majority vote, remove any Board member, when, in their judgment, the welfare of the Association is threatened or in jeopardy, or such action is otherwise justified.

ARTICLE VI - OFFICERS

Section 1. Election

The Membership shall elect a President, Vice-President, Treasurer, and Secretary. The President and Vice-President shall be producer directors. The President, Vice-President, Treasurer, and Secretary will be elected to a two (2) year term of office.

Section 2. Duties of Officers

Each officer shall perform the duties of his office as outlined in the Association Board handbook. The Association also has standing committees. The duties of the officers and the standing committees can be changed by the Board at any regular or called meeting.

The President shall preside over all meetings of Board of Directors and the Association; call special meetings; be an ex-officio member of all committees; chair the executive committee; appoint standing committees of the Association to carry out business; have general supervision of the affairs of the Association; perform all duties that are commonly associated with this office.

The Vice-President shall perform the duties of the President in case of the President's absence, disqualification, disability or at the direction of the President.

The Treasurer will maintain a complete accounting of all financial matters of the Association; insure that checking/savings account(s) are available to transact Association business; prepare timely reports for the Association as determined by the Board of Directors; assist in preparation of an annual budget of operations.

The Secretary will keep or cause to keep a complete record of all the proceedings of meetings of the Association and Board of Directors; to mail or cause to be mailed meetings notices of all the Association and Board meetings; to preserve all historical papers relating to the Association.

The Executive Director shall report to the Board of Directors.

ARTICLE VII – NATIONAL AFFILIATES

The Board of Directors of the South Carolina Soybean Association will consider from time to time an agreement of affiliation with the American Soybean Association and the National Corn Growers Association. If approved, SCCSA shall be affiliated with the American Soybean Association and the National Corn Growers Association, securing all rights and privileges for each local member. The Association Board shall recommend candidates for consideration by the American Soybean Association and the National Corn Growers Association to serve on the national board. These candidates must be producer directors or ex officio producer directors of the SCCSA Board.

ARTICLE VIII – EXECUTIVE COMMITTEE

The executive committee shall be comprised of the immediate past President, President, Vice-President, Treasurer, and Secretary. The Executive Director may be an ex officio member. The Board of Directors shall fix the powers to be delegated to the Executive Committee and may authorize the Executive Committee to do or perform any act that the Board of Directors could do or perform at any regular or special meeting of the whole Board.

ARTICLE IX – FISCAL YEAR, MEMBER MEETINGS, AND AWARDS

Section 1. Fiscal Year

The fiscal year of the Association shall be from the first day of July through the last day of June.

Section 2. Annual Meeting

There should be an annual meeting of the membership during each calendar year at a date and place selected by the Board of Directors.

Section 3. Notice of Annual Meeting

The Secretary shall mail to each member a notice of the time and place of the annual meeting, or any special meeting of the membership, at least ten (10) days prior to the date of the meeting. Each notice shall state the matters to be considered at such meeting.

Section 4. Quorum

Ten percent (10%) of the active members, of which a majority are grower members, shall constitute a quorum at any meeting of the Association. The president can declare a quorum at any regular meeting, or special meeting if needed.

Section 5. Awards

The Board may elect to present one or more awards, previously approved by the Board, at the Association annual meeting:

ARTICLE X - DUES

Section 1. Annual Dues

The annual dues of the members of the Association shall be set by the Board of Directors. A portion of the dues shall be used to pay annual membership dues of said members in the American Soybean Association and the National Corn Growers Association. Honorary life members are not required to pay dues.

Section 2. Use of Funds for Promotional Work

The Association, being a non-profit corporation, shall use its available funds for promotional work to further the objectives set forth in the Articles of Incorporation. The annual dues and moneys derived from other sources, if any, and not use by the Association for current operations, may be available for educational work, research and trade promotion.

ARTICLE XI - LIABILITY

This Association shall not be liable for the acts of individual members, or for the acts of directors who have acted beyond their authority as directors. Directors shall not be liable for the acts of the Association unless they have acted beyond their authority as directors.

ARTICLE XII - DISSOLUTION

Upon dissolution of the affairs of the Association in any manner, the assets of the South Carolina Corn and Soybean Association shall be transferred to Clemson University, to be used, as determined by the Board of Directors of the Association, for conducting corn or soybean research and/or educational programs.

ARTICLE XIII - AMENDMENTS

Section 1. Bylaws Adopted or Amended

The bylaws of the Association may be adapted or amended at any annual meeting of the members, or at a special meeting called for that purpose, by a majority vote of the members present providing at

least thirty (30) days written notice is given of the intention to alter, repeal, or adopt new bylaws at such meeting.

Section 2. Robert's Rules of Order

Robert's Rules of Order Revised shall be the authority on all points not covered by the Articles of Incorporation and Bylaws of the Association.

Revised 5/7/08