

## HSGA BYLAWS

draft revision 10 December 2025

### ARTICLE I: NAME

The name of the organization shall be Hawai'i Sheep and Goat Association (HSGA); a non-profit (501c3) corporation.

### 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.

Youth: Any minor active in FFA or 4-H may become a youth member.

### 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 via Venmo. Dues may not be prorated nor are dues transferrable. Membership dues may be adjusted from time to time by majority vote of the Board.

The current schedule of annual membership dues is:

Regular:	\$25
Associate:	\$25
Corporate:	\$50
Youth:	\$5

#### 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 per nominee for the Board of Directors. Corporate members are entitled to one vote by one person designated by the corporation regardless of the number of persons in said corporation. Associate members and youth 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 and amendment(s) to the Bylaws 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 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 members in good standing. A quorum of directors is a majority of directors then serving.

## ARTICLE XI: ELECTIONS

A nominating committee shall solicit candidates for the Board. Elections shall be conducted during the annual meeting of the membership. Votes may be cast in person or via Zoom. If there are more candidates than vacant Board seats, then the candidates receiving the most votes will be seated on the Board. See Article VII for voting privileges Proxy voting shall not be allowed.

## 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 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.

## 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 his/her 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

Boardmembers, 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 XVI: VACANCIES

Vacancy of a Director's position may be filled by calling a special meeting of the membership which will vote to fill the vacancy. 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.

#### 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: AMENDMENT OF BYLAWS

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

#### ARTICLE XXIII: DISSOLUTION

A two-thirds vote of the 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 501c3 corporation(s) in the state of Hawai'i in accordance with applicable IRS and State of Hawai'i regulations.