

South Dakota Cattlemen's Association

2023 Bylaws

South Dakota



Mission – To advance the interests of South Dakota cattlemen through representation and promotion of the beef industry.

Vision – To be an organization where members can work together to protect their industry; seek solutions to industry problems; provide a unified voice, and to build the good will, esteem, and recognition the industry deserves.

2022 Proposed Amendments

The SDCA Board of Directors met in September to consider a number of bylaw amendments. These amendments consist of amendments to seven articles and a general clean up amendment. A summary of the amendments is provided below. Amendments are highlighted in the text and noted with strikes and underlines.

Article IV- The proposed amendments clarify the producer memberships, associate members, and allied industry/corporate memberships to conform to current practice. The amendment further clarifies language on when members are dropped from the membership roll and how member rates are established.

Article IV, Section 5 & Article V- The Affiliate requirements and responsibilities are moved to the policy and procedure handbook to allow for greater detail and increased flexibility.

Article VI- the Council requirements and responsibilities are moved to the policy and procedure handbook to allow for greater detail and increased flexibility.

Article X- The proposed amendment aligns the nomination and election process for regional directors in line with current practice.

Article XI- The proposed amendment modifies the committee appointment process, in line with current practice.

Article XIV- The proposed amendment modifies the fiscal year starting on July 1 through June 30. The current fiscal year is October 1 through September 30.

General amendments- clean up amendments throughout correct typographical errors, clarify terms, and make the document easier to read.

BYLAWS OF THE SOUTH DAKOTA CATTLEMEN'S ASSOCIATION

ARTICLE I - NAME

Section 1: The name of this Association is the South Dakota Cattlemen's Association, Inc.

Section 2: The duration of this Association is perpetual.

ARTICLE II - MISSION

The mission statement of this Association is "To advance the interests of South Dakota cattlemen through representation and promotion of the beef industry."

ARTICLE III - PURPOSES & OBJECTIVES

- Section 1: The purpose of the Association shall be to provide the beef cattle industry in South Dakota with an organization through which members can work together to protect their industry; to seek solutions to industry problems; to provide a voice; and to build the necessary good will, esteem, and recognition that the industry deserves.
- Section 2: The Association shall provide such services to its members, and therefore to the industry, as are required to benefit their economic wellbeing, and to create and maintain an economic and political climate that will provide individual members the opportunity to attain an optimum return on their investment within the free enterprise system.
- Section 3: The Association shall not participate in party politics.
- Section 4: The objectives of the Association shall be:
- A. To assure that every active member has a voice and is informed of Association policies;
 - B. To develop and maintain the respect of and balance the interest of Association members, the beef cattle industry, the general public, and government entities;
 - C. To provide economic and other information to members that will aid in their management decisions;
 - D. To be the voice of the beef cattle industry in both public and private sectors;
 - E. To influence government policy in the interest of the beef cattle industry;
 - F. To defend and perpetuate the free enterprise system;
 - G. To work with allied industry members and other agricultural organizations when our interests and goals are common;
 - H. To represent all segments of the beef cattle industry;
 - I. To conduct or sponsor research, economic, or other analyses, investigations, studies, and like activities on behalf of members and the industry;
 - J. To solicit and accept funds through grants, awards, gifts, or other arrangements as necessary to carry out the objectives of the Association; and
 - K. To engage in public relations and promotions for the Association and the industry.

ARTICLE IV - ~~MEMBER SERVICES~~ MEMBERSHIPS AND DUES

- Section 1: This Association shall have three classes of members, designated and qualified as follows:
- A. Current producer members shall be individuals, partnerships, companies, corporations, or others who actively participate in the ownership or management of cattle. They are qualified to vote and hold elected office.
 - B. Associate/~~Allied Industry~~ members shall be individuals, partnerships, companies, corporations or others who are not qualified for producer membership, but who support the goals and purposes of the Association and wish to support the Association. They are not qualified to vote or hold elected office. ~~but will receive additional services determined by the Membership and Information Committee. Associate members may receive additional benefits as determined by the Membership Committee.~~
 - C. ~~Allied Industry~~/Corporate members shall be companies, corporations, or others who are not qualified for producer membership, but who support the goals and purposes of the Association at a higher level of support than that of an associate member. ~~by all their agricultural branches.~~ They are not qualified to vote or hold elected office but will receive additional ~~services benefits~~ as determined by the Membership ~~and Information~~ Committee.
- Section 2: Member services shall be obtained by submission of a proper application along with payment of the appropriate dues. All such applications are subject to the approval of the Board of Directors of the Association.
- Section 3: All classes of member services shall pay a ~~basic membership dues service fee;~~ in addition, certain privileges and rights shall be subject to the payment of additional fees. All memberships and voting privileges shall expire 12 months after accepted. ~~Services shall be terminated, and the name dropped from the rolls if the membership has not been renewed within 15 months after accepted.~~

In the event advanced membership dues have been paid, the membership and voting privileges will expire on the anniversary date of the last year. Names will be removed from the membership roll after 90 days of non-payment of dues.

Section 4: The Board of Directors shall review the annual dues rate and recommend make such adjustments as needed subject to membership approval at the annual membership meeting to provide for the revenue needs of the Association. Any adjustment is subject to membership approval at the annual membership meeting

~~Section 5: It shall be the duty and obligation of each affiliate organization to promote the Association and the National Cattlemen's Beef Association by collecting and obtaining membership dues in its local county or region and to forward the names and addresses and dues to the state office of the Association.~~

Section 65: Any member may be expelled by a majority vote of the Board of Directors and shall forfeit all rights and privileges of membership upon notice in writing of such action by the Board of Directors.

ARTICLE V - LOCAL AFFILIATES

Section 1: The state of South Dakota will be divided into geographical areas designated as organized affiliates or at large.

Section 2: Any local organizations seeking affiliation must be formally organized for purposes consistent with those of the Association and have elected officers. All affiliates shall have at least 10 members in good standing of SDCA and encompass at least one county in South Dakota. Organizations seeking affiliation or reinstatement shall submit a written request for affiliation to the Board of Directors, who shall make a decision regarding affiliation at their next regularly scheduled meeting. Affiliation and reinstatement procedures are outlined in the Policies & Procedures Handbook.

Section 3: Local Affiliate Requirements: Local affiliate expectations are outlined in the Policies & Procedures Handbook.

~~A. Organized affiliates shall support the Association in the collection of annual dues. It shall be the duty and obligation of each affiliate to promote the Association and the National Cattlemen's Beef Association by collecting membership dues in its local county or region and forward the names, addresses, and dues to the state office of the Association.~~

~~B. Local presidents will make appropriate committee appointments and inform the state office of such appointments in a timely fashion.~~

~~C. In addition to regular officers, there will be a membership chairman.~~

~~D. Local elections will be reported in a timely fashion to the state office.~~

~~E. If a local spokesman, in a public forum, expresses policy in variance from that of the Association, they must indicate they are speaking on behalf of the local affiliate or on their own behalf.~~

~~F. Each local affiliate will work with the Association to receive information through the state office to pass back to their members and act as a conduit of grassroots information back to the state office.~~

~~G. Each affiliate will meet at least once a year.~~

~~H. Each affiliate member will be a current member of the Association.~~

ARTICLE VI - COUNCILS

Section 1: Current members of the Association may opt to form councils separate from and independent of the affiliate structure. A minimum of ten members of the Association with a common vested interest in a particular segment of the beef industry may form a council within the Association to advance their concerns in that particular segment of the beef industry.

- Section 2: Members intending to form a council will advise the Board of Directors of their intent to do so at a meeting of the Board of Directors. After advising the Board of Directors of their intent, the Board of Directors will consider the request and decide the feasibility and necessity of such a council and render a decision no later than the next meeting of the Board of Directors. ~~The members intending to form a council will then elect a chairman, vice chairman, secretary, and treasurer and develop other internal structure as they deem necessary. One member may hold the offices of secretary and treasurer simultaneously. Each officer may succeed him/herself only once for that position.~~
- Section 3: A maximum of seven councils can be active within the Association at any one given time. Should an eighth council be proposed, the Board of Directors will decide if an existing council should cease to exist, combine two existing councils, broaden the scope of an existing council to facilitate the scope of the newly proposed council, or decline the request for the eighth council.
- Section 4: Funds from the general fund may be transferred to a council by the Board of Directors by a two-thirds majority vote. Each council may raise monies to accomplish its intended purpose and/or programs at its own discretion but should make every effort to avoid conflict with the revenue-raising efforts of the Association. Should a conflict arise, the Board of Directors will have the final decision and the council representatives on the Board of Directors will be allowed to vote regarding the decision at the meeting of the Board of Directors that addresses the conflict.
- ~~Section 5: The councils will meet at the time of the annual membership meeting of the Association Council(s) and report that meeting in writing to the secretary of the Association and may meet more often at their discretion.~~
- Section 6~~5~~: Every current member of the Association is entitled to participate in the activities of the council(s) of their choice upon paying applicable dues to the council(s) of their choice.
- Section 7~~6~~: The councils referred to in Section 1 above shall have the authority to recommend Association policy just as a policy committee does.
- ~~Section 8: With the approval of the Board of Directors, a council may establish a board or executive committee within itself, and the council chairman may establish committees as necessary.~~

ARTICLE VII - BOARD OF DIRECTORS

- Section 1: The Board of Directors of the Association shall be comprised of the following persons, all of whom shall be fully qualified, current members of the Association:
- A. Immediate past president – entitled to one vote.
 - B. The elected officers of the Association: the president, the vice president, and the secretary/treasurer, and vice president of membership– each entitled to one vote.
 - C. Two regional representatives from each of five regions: western, northern, southern, northeastern and southeastern – each entitled to one vote.
 - D. Each properly organized and recognized Council shall have one representative – each entitled to one vote. It is permissible for a council to have substitute directors if necessary.
- Section 2: The Board of Directors shall be the governing body of the Association in the interim between the meetings of the members. The Board of Directors shall carry out the dictates of the membership and may take such action as is necessary to carry out the purposes and objectives of the Association and its bylaws.
- Section 3: The President shall serve as the chairman of the Board of Directors.
- Section 4: The Board of Directors shall meet once a year and thereafter as necessary to conduct the business of the Association, not to exceed four regular meetings per year.
- Section 5: The Board of Directors must have a quorum of its voting members present to transact business, defined as 51 percent of qualified Board members eligible to vote. In the event a quorum doesn't exist, those qualified Board members present may vote on published agenda items. The majority of those present and voting at any meeting shall determine the actions of the Board of Directors.
- Section 6: The Board of Directors may, by a two-thirds vote of those present, declare that a vacancy exists on the Board of Directors if any member of the Board of Directors has three consecutive unexcused absences from properly called meetings of the Board of Directors or if any

member is deemed to have exhibited unexcused conduct inconsistent with or defamatory to the Association.

Section 7: A vacancy on the Board of Directors shall be filled at the next regular meeting of the Board of Directors. A nominee for a vacant Board of Directors seat must be named from the same entity as the director whose departure resulted in the vacancy.

Section 8: Duties of the Board of Directors are stipulated in the Policy & Procedures Handbook.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1: The Executive Committee of the Association shall be comprised of the following persons, all of whom shall be fully qualified, current members of the Association and each entitled to one vote:

- A. Immediate past president.
- B. The elected officers of the Association: the president, the vice president, vice president of membership, and the secretary/treasurer.
- C. The ~~chief executive officer~~ **Executive Director** shall serve as an ex-officio member.

Section 2: The immediate past president shall serve as the chairman of the Executive Committee.

Section 3: The Executive Committee shall be responsible for the general management and financial wellbeing of the Association between the meetings of the Board of Directors. The Executive Committee may also act on behalf of the Board of Directors when such action is warranted by time limitations, provided that such actions shall be reported to the Board of Directors at the next regular Board meeting. All actions taken by the Executive Committee shall be considered interim until approved by the Board of Directors.

ARTICLE IX - OFFICERS

Section 1: The officers of the Association shall consist of a president, a vice president, a vice president of membership, and a secretary/treasurer. All officers except the secretary/treasurer shall be elected for a term of one year at the regular annual meeting of the membership. The secretary/treasurer shall be elected for a term of two years. The officers must be current members of the Association.

Section 2: No member shall be elected to the office of president, vice president, vice president of membership for more than four consecutive terms. No member shall be elected to the office of secretary/treasurer for more than two consecutive terms.

Section 3: The officers may be reimbursed for all reasonable expenses incurred while representing the Association in their official capacity, according to the Policy & Procedures Handbook.

Section 4: Duties of the officers are stipulated in the Policy & Procedures Handbook.

ARTICLE X – REGIONAL REPRESENTATIVES

Section 1: ~~For the purpose of~~ **To elect** ~~electing~~ regional representatives, the state shall be divided into five regions, the boundaries of which are designed to encompass the following counties:

- A. Western Region: Butte, Custer, Fall River, Harding, Lawrence, Meade, Pennington, Perkins, and Shannon.
- B. Northern Region: Campbell, Corson, Dewey, Edmunds, Faulk, Hand, Hyde, McPherson, Potter, Sully, Walworth, and Ziebach.
- C. Southern Region: Bennett, Buffalo, Gregory, Haakon, Hughes, Jackson, Jones, Lyman, Mellette, Stanley, Todd, and Tripp.
- D. Northeastern Region: Beadle, Brookings, Brown, Clark, Codington, Day, Deuel, Grant, Hamlin, Jerauld, Kingsbury, Marshall, Moody, Roberts, Sanborn, and Spink.
- E. Southeastern Region: Aurora, Bon Homme, Brule, Charles Mix, Clay, Davison, Douglas, Hanson, Hutchinson, Lake, Lincoln, McCook, Miner, Minnehaha, Turner, Union, and Yankton.

Section 2: The regional representatives shall be ~~elected~~ **nominated** for a term of two years **at annual regional meetings**. One representative from each ~~region~~ **regional meeting** shall be elected each year on a rotating basis. **To establish this structure, the initial election from each region shall be for one term**

~~of one year and one term of two years.~~ The regional representatives must be qualified, current members of the Association.

~~Section 3: The regional representative receiving the most votes by the members of their respective region, will be announced at the annual membership meeting.~~

~~Section 34:~~ No regional representative shall be elected for more than three consecutive terms. In the event a vacancy occurs prior to the expiration of a regional representatives' term, the Board of Directors may appoint someone from the same region to complete the term on an interim basis until the next annual regional meeting.

~~Section 45:~~ Duties of the regional representatives are stipulated in the Policy & Procedures Handbook.

ARTICLE XI - COMMITTEES

Section 1: The Association shall have standing committees as follows: membership ~~and information~~, leadership recruitment, resolutions, and resource. There may be special, advisory and policy committees as deemed necessary and as determined by the Board of Directors or Executive Committee. Special and advisory committees shall serve for such periods of time as the Board of Directors desires and designates. All committees shall report their actions and decisions to the Executive Committee or Board of Directors of the Association.

Section 2: All committee members must be current members of the Association. Members of advisory committees may be appointed for their special talents and expertise in the area for which the committee is established.

Section 3: The policy committees shall be ~~established by the board of directors, formalized and appointed before the first Board of Directors meeting of the calendar year and serve throughout that calendar year.~~ The President shall appoint a chairman and vice chairman of each standing committee, subject to approval by the Board of Directors. ~~The policy committee members shall be nominated from each local affiliate. In the event local affiliates fail to appoint representatives to fill a policy committee, the committee chairman may appoint members to his/her committee to reach a maximum of 15 committee members, subject to approval by the Board of Directors.~~ The policy committees ~~shall may~~ meet prior to the annual meeting of the members to consider and act upon all policy recommendations. The policy committees may have other meetings throughout the year upon the call of the chairman or at the direction of the president. The policy ~~committees~~ **committee chairs** shall inform the Board of Directors of their activities and actions.

Section 4: The Membership Committee shall develop membership and recruitment programs and services to increase the Association's membership. The Membership **Committee** shall also be responsible for naming member recognition awards to be presented by SDCA. The vice president of membership shall serve as the chairman of the Membership Committee.

Section 5: The Leadership Recruitment Committee shall meet prior to the annual business meeting of the members and be prepared to nominate at the annual business meeting candidates for the following elected offices: president, vice president, secretary/treasurer, and vice president of membership. ~~The Leadership Recruitment Committee shall nominate a candidate(s) for the position of director(s) to serve on the board of the National Cattlemen's Beef Association and a candidate to participate in NCBA's Young Cattlemen's Conference (YCC).~~ The Leadership Recruitment Committee shall consist of one representative from each region appointed by the president and approved by the Board of Directors. Members may not serve on the Leadership Recruitment Committee if they are a candidate for one of the elected offices. The immediate past president shall serve as chair of the Leadership Recruitment Committee and the Executive Director shall serve on the committee as an ex officio member.

Section 6: The Resolutions Committee shall be ~~in the nature of~~ a review committee and not an investigative committee. It shall consider all resolutions approved by policy committees, shall seek to avoid all duplication or resolutions that ~~are in conflict with~~ existing policy or overlap in policy recommendations, and can refuse to recommend to the members any policy recommendations from a committee but only with prudence and after consulting with the chairman or his delegate of

the particular committee involved. The vice president shall chair the Resolutions Committee and will present the report and resolutions to the members at the annual business meeting. The Resolutions Committee shall consist of the chairpersons of each policy committees, or their delegate from the committee.

Section 7: The Resource Committee shall be ~~in the nature of~~ an advisory position to the Board of Directors in the areas of utilizing the Association's resources including but not limited to financial, staff, and volunteer. It shall be the duty of this committee to prepare the budget and to submit it to the Board of Directors for approval prior to the beginning of the fiscal year. The vice president shall chair, and the secretary/treasurer shall vice-chair the Resource Committee. The Resource Committee shall include no more than 5 members in addition to the chair and vice chair representing a cross section of members ~~and affiliated~~ serving at the request of the chair.

ARTICLE XII - POLICY FORMATION

Section 1: ~~Affiliate associations~~ Local Affiliates and councils are encouraged to initiate and formulate policy recommendations bearing on state and national matters and on actions that may be considered by the Association. Current members of the Association may submit policy proposals to the Association for referral to the appropriate committee of the Association. The policy committees must accept and consider all proposed policy on state and national matters coming from an affiliate member association, a council, an individual current member, or the Board of Directors.

Section 2: Policy statements approved by each policy committee must be delivered to the Resolutions Committee by the chairman or his/her delegate who shall be present during deliberations of the Resolutions Committee on said policy statements and be prepared to support the policy committee action.

Section 3: Resolutions approved by the Resolutions Committee shall be presented to the membership at the annual business meeting for consideration and approval by a majority vote of the active members present.

Section 4: Any interim policies determined by the Board of Directors must be submitted to the appropriate policy committee at the next annual meeting of the Association for review and consideration through regular policy formation procedures.

Section 5: If any resolution presented through the committee system shall fail to be reported by the Resolutions Committee, the current members of the Association present and voting at any annual meeting of the members may allow, by a two-thirds vote, its reintroduction, and the resolution may be adopted by a majority vote of such current members present and voting.

Section 6: Any Association policy position shall expire five years after it is declared unless it has been ~~reproved~~ ~~reapproved~~ as provided herein.

Section 7: The Executive Director or the secretary shall receive all proposed policy statements from the affiliate member associations, councils, and individual current members and assure delivery to the chairman of the appropriate policy committee. The Executive Director shall also ~~alert~~ ~~notify~~ the chairman of each policy committee to the policy statements that expire.

Section 8: The Board of Directors shall be empowered to establish interim details and instructions that may be omitted from these bylaws but are found necessary ~~as long as~~ ~~if~~ they are not in conflict with the general and established procedures. Any interim changes to these bylaws must be voted on and approved by the general membership present at the next Association annual membership meeting.

ARTICLE XIII - MEETINGS

Section 1: There shall be one annual meeting of the current members of the Association for the conduct of ~~any and~~ all business matters to come before the members.

Section 2: The Association may hold an annual convention of the Association at a time and location determined by the Board of Directors and may be held simultaneously and in conjunction with the annual business meeting of the current members and at the same location. The annual convention may include informational programs, social affairs, and a trade show as instructed by the Board of

Directors. Other statewide or regional meetings may be held as recommended by the Board of Directors to fulfill the purposes of the Association.

- Section 3: Notice of the annual business meeting of the current members must be in writing and mailed at least ten (10) days prior to the date of the meeting. Notices of the annual business meeting of the current members shall be considered official if printed in any regular publication of the Association that is mailed at least ten (10) days prior to the date of the meeting.
- Section 4: Notices of all meetings of the Board of Directors must be in writing and mailed at least ten (10) days or e-mailed at least five (5) days prior to the date of the meeting.
- Section 5: Special meetings of the current members may be called by the Board of Directors. Special meetings of the active members may be called by ten percent (10%) of the current members in the Association. Special meetings of the Board of Directors may also be called by ten percent (10%) of the Board of Directors.
- Section 6: Notice of a special meeting of the current members or the Board of Directors, duly called by the Board of Directors, shall be considered official if printed in any regular publication of the Association or sent by direct mail at least ten (10) days prior to the meeting. The official notice shall contain or be accompanied by a description or agenda of the items of business to be considered and decided upon.
- Section 7: A meeting of the current members or the Board of Directors may be held by electronic means.

ARTICLE XIV - FISCAL MATTERS

- Section 1: The records of the Association shall be maintained on a fiscal year basis starting ~~October~~ July 1 and ending ~~September~~ June 30.
- Section 2: ~~The membership year shall be a term of one year on a basis extending from October 1 to September 30.~~ The membership dues will be paid on an individual anniversary basis. Fiscal reports of monies received and expended, and membership reports shall be laid before the Board of Directors at the first meeting of that body following the end of a fiscal year. However, both financial and membership reports shall be made available to the Board of Directors for any portion of a fiscal year whenever requested by the Board of Directors or by the Executive Committee. Any contract or instruments to be entered into or executed on behalf of, or in the name of, the Association must be authorized by the Board of Directors.
- Section 3: The Association shall be able to invest funds and to borrow money for the operation of the Association when duly authorized by the Board of Directors.
- Section 4: All funds of the Association shall be deposited to the credit of the Association in such bank, trust companies, or other depositories as may be approved by the Board of Directors.
- Section 5: All checks, drafts, or orders for the payment of Association money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such office or officers that are designated by the Board of Directors.
- Section 6: The Association may accept any gift bequest, contribution, or device for the general use of the Association or for any special purposes of the Association subject to the approval of the Board of Directors or the Executive Committee.

ARTICLE XV - OFFICE AND STAFF

- Section 1: The Board of Directors may establish a principal office of the Association as the headquarters of the organization to conduct the official business of the Association and to facilitate programs and activities. The office shall be located where it will best serve the interest of the members. The Board of Directors shall establish the location of the principal office.
- Section 2: The Board of Directors may employ an Executive Director of the Association.
- Section 3: The Executive Committee shall be responsible for hiring the Executive Director.
- Section 4: The officers of the Association shall set the compensation and conduct the annual review for the Executive Director.

Section 5: The Executive Director may employ staff necessary to fulfill the functions of the Association, subject to approval by the Executive Committee.

ARTICLE XVI - PUBLICATIONS

The Board of Directors may authorize the publishing of such periodicals, newsletters, magazines, web sites, press releases and other methods for member correspondence as is deemed necessary and appropriate.

ARTICLE XVII - AFFILIATION WITH THE NATIONAL CATTLEMEN'S BEEF ASSOCIATION

Section 1: The Board of Directors of this Association shall determine the affiliation status of this Association with the National Cattlemen's Beef Association (NCBA).

Section 2: Representatives of this Association to the National Cattlemen's Beef Association Board of Directors shall be chosen as follows:

- A. The Leadership Recruitment Committee shall place in nomination at the annual business meeting the name of one person for each NCBA board seat.
- B. The membership shall also elect one or more representatives to serve as directors on the board of the National Cattlemen's Beef Association. The number shall be in accordance with the schedule as prescribed by the National Cattlemen's Beef Association. The national directors representing the South Dakota Cattlemen's Association shall be elected to serve for one year according to the term prescribed by the National Cattlemen's Beef Association. National directors may be re-elected without limitation on terms and must be current members of the Association and NCBA.

ARTICLE XVIII - LIABILITY AND INDEMNIFICATION

Section 1: The officers and directors of the Association shall not be personally liable for the debts or actions of the Association. The Association may carry a directors and officers insurance policy on behalf of the officers and directors.

Section 2: The Association shall indemnify any officer, director, committee chairman or vice chairman, employee or agent, or any former officer, director, committee chairman or vice chairman, employee or agent of the Association (hereafter referred to in Article XVIII as "indemnified person"), against expenses actually and reasonably incurred by such indemnified person, including but not limited to judgments, costs, and counsel, in connection with the defense of any action, suit or proceeding, civil or criminal, in which such indemnified person is made a party by reason of being, or having been, an indemnified person of the Association.

Section 3: No indemnified person of the Association shall have any right to reimbursement in relation to matters as to which such indemnified person shall be adjudged in such action, suit, or proceeding to be liable for want of and willful acts or omissions in the performance of duty to the Association.

Section 4: The right to indemnify for expenses shall also apply to expenses of suits which are comprised or settled if the courts having jurisdiction of the action shall approve such settlement. This right of indemnity shall be in addition to, and not inclusive of, all other rights to which indemnified persons of the Association may be entitled.

ARTICLE XIX - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE XX - AMENDMENTS

Section 1: The bylaws may be amended by a majority vote of the current members present and voting at the annual business meeting of the Association provided the amendment(s) are approved by the Board of Directors. Amendments not approved or recommended by the Board of Directors require a two-

thirds (2/3) majority vote to be adopted. Amendments previously considered by the Board of Directors may be further amended by a majority vote of the current members present and voting. Amendments not previously presented to the Board of Directors may not be considered by the members at the annual membership meeting.

Section 2: Amendments may be made to these bylaws by a majority vote of the current members present and voting at any special meeting of the members that is duly and properly called, provided the amendments have been approved by the Board of Directors and further provided that the proposed amendments to be considered have been included in the official notification to the current members that a special meeting is being held. Amendments previously considered by the Board of Directors may be further amended by a majority vote of the current members present and voting.

ARTICLE XXI - DISSOLUTION

Dissolution of this Association shall be pursuant to the statutes and regulations of the state of South Dakota.

December 2, 1999, amended by membership. January 24, 2000, amended BD 00-02. March 27, 2000, corrected BD 00-25. November 30, 2000, amended by membership. December 1, 2005, amended by membership. October 11, 2006, amended BD 06-37 & 06-38. November 30, 2006, amended by membership. November 29, 2007, amended by membership. November 29, 2012, amended by membership. December 1, 2016, amended by membership. November 29, 2017, amended by membership. June 22, 2019, amended BD 14-19. December 4, 2019, amended by membership. December 1, 2021, amended by membership.