

The South Dakota Stockgrowers Association

By-Laws

These By-Laws shall govern the operation, business, and conduct of the South Dakota Stockgrowers Association (hereinafter referred to as this “Corporation” or the “Association or SDSGA”).

Article 1 PLACE OF BUSINESS

The principal place of business and office of this Corporation shall be at Rapid City, Pennington County, South Dakota.

Article 2 REGISTERED OFFICE

The registered office of this Corporation shall be at Rapid City, Pennington County, South Dakota.
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Article 3 REGISTERED AGENT

The registered agent of this corporation shall be the Executive Director of the Corporation whose business office address is 426 St. Joseph Street, Rapid City, Pennington County, South Dakota.

Article 4 PROCEDURAL RULES

The rules contained in the current edition and future revised edition(s) of Roberts Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the SDSGA bylaws and any special rules of order the Association may adopt.

Article 5 MEMBERSHIP

Section 1. Individual Membership

With a minimum of 30 days prior to the annual meeting, any person, firm, corporation or association interested in the livestock business shall be admitted to membership herein upon the payment of dues and the approval of the Board of directors at any Board meeting by the majority of the board, and therefore shall be entitled to all of its privileges, and benefits, subject to the rules and regulations of the Corporation, so long as his, her or it's annual dues are currently paid and he, she or it otherwise abides and supports the by-laws and policy of the SDSGA in word and deed and remains a member in good standing. Dues will be determined annually by two-thirds of the Board of Directors present at the meeting immediately following the annual membership meeting. Any firm, corporation or association who becomes a member as such, and

which consists of more than one person, shall have only one vote. Any change to membership dues will become effective immediately upon renewal date of the member.

Section 2. Associate/Affiliate Membership

The membership of the Association shall consist of active and associate members without regard to race, color, religion, sex, or national origin. All associate members of the association, as herein provided, may display its emblem and shall bind themselves to the observance of the By-Laws under penalty of forfeiture of membership.

The annual associate membership fee shall be such amount as determined by two-thirds of the Board of Directors present at the meeting immediately following the annual membership meeting, said fees to be payable at the time of election to membership to the Association or any member of the Board of Directors, and no one shall become an associate member without such payment. Associate members are not entitled to vote.

Section 3. Lifetime Membership

A lifetime membership may be given to any person, firm, corporation, or association upon a vote of the majority vote of the board members present and such membership shall be subject to the same rights, obligations, and privileges of the By-Laws, but shall not be required to pay annual membership dues. The Association's President will be given a lifetime membership after the completion of his or her term. A lifetime membership may be revoked per the process outlined in Section 4 below.

Section 4. Termination of Membership

Upon termination of any membership by death, resignation tendered in writing to the President, or for non-payment of dues, the interests of such member in and to the property of the organization and his, her, or its rights and privileges shall be forfeited. In the event of termination of membership, dues shall not be refundable. Any member may be expelled from membership by a two-thirds vote of the Board of Directors present, to which a quorum exists, for willfully violating any of the By-Laws, rules, or regulations of the Corporation, or for good cause shown. Upon the Board of Directors' decision to terminate, the President shall give notice of termination, in writing, within ten (10) days of the decision. Any person, firm, corporation, or association terminated by the Board of Directors may appeal the termination in writing and be granted an opportunity to appear before the Board of Directors at the next scheduled meeting. The Board of Directors may reinstate a membership by a two-thirds vote at such meeting.

Article 6

MEMBERSHIP MEETINGS

The annual membership meeting of the Corporation shall be held each year at a place to be determined by the members and at a time to be fixed by the Board of Directors. In the event the members do not designate a place for such meeting, the same shall be designated by the Board of Directors. Written notice of such meeting shall be given at least thirty (30) days prior to the date thereof, and such other notice as may be determined by the Board of Directors or required by law.

Whenever any notice is required to be given to any member or Director under the provision of these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Any meeting of the members, either regular, annual, or special, may be adjourned from day to day as the members present in person may see fit if a quorum be present at such meeting, and no notice of such adjournment need be given. If a quorum be not present at the regular annual meeting, the members present in person may adjourn to such further time as shall be agreed upon by them, and notice of such adjournment shall be given by mail to all members at least three (3) days prior to the time set for such adjourned meeting.

Special meetings of the membership shall be called at any time and place by the President, the Board of Directors, or upon the request of twenty-five percent (25%) or more of the membership and upon ten (10) days notice in writing setting forth the time, place, and object of such meeting.

At all meetings of the members, each member present shall be entitled to one (1) vote which shall be cast in person. There shall be no voting by proxy. At all meetings of the members, a quorum shall consist of those members present at a meeting having been duly notified, and a majority vote of those members present shall be required to adopt and transact business. All policies or resolutions of the Association shall be approved by a majority of the members present at the annual membership meeting. Such policies or resolutions may be presented by various committees established by the Board of Directors per Article XII or from the floor of the annual membership meeting. The Board of Directors may establish policies or resolutions in the interim between annual membership meetings, but all such policies or resolutions established by the Board shall be ratified and approved at the next annual membership meeting.

Article 7

MEETING DISTRICTS

The state will be divided into districts as follows:

<u>DISTRICT</u>	<u>COUNTIES</u>				
1	Harding				
2	Butte	Lawrence			
3		Pennington			
4		Custer			
5		Fall River			
6	Corson	Perkins			
7	Dewey	Ziebach			
8		Meade			
9	Haakon				
10	Bennett	Oglala Lakota			
11		Jackson			
12		Mellette	Todd		
13		Jones	Stanley		
14		Gregory	Lyman	Tripp	
15		Campbell	McPherson	Brown	Marshall
		Roberts	Walworth	Edmunds	Day
		Grant			
16	Potter	Faulk	Spink	Clark	
	Codington	Sully	Hyde	Hand	
	Hughes	Beadle			
17	Deuel	Hamlin	Kingsbury	Brookings	

Buffalo	Jerauld	Sanborn	Miner
Lake	Moody	Brule	Aurora
Davison	Hanson	McCook	Minnehaha
Charles Mix	Douglas	Hutchinson	Turner
Lincoln	Bon Homme	Yankton	Clay
Union			

Article 8

REGIONAL DISTRICTS AND OFFICERS

The state will be divided into three (3) geographic areas for Regional Vice President elections along district boundaries as follows:

Region 1: Districts 1, 2, 6, 7, 8, 9

Region 2: Districts 15, 16, 17

Region 3: Districts 3, 4, 5, 10, 11, 12, 13, 14

Each Region will have one Vice President who will be elected by the membership of that Region at the annual convention. The most recent Past President in attendance from each Region will preside over the regional caucus. If no Past President is available, the current President of the Association shall appoint a person from the Region to preside.

A Regional Vice President may serve no more than three (3) consecutive one-year terms and may be eligible to serve a new term one year after the last third consecutive term expired. A Regional Vice President may call a meeting of the members of his region as specified in current By-Laws.

The Nominating Committee will select their nominee(s) from the three Regional Vice Presidents, current Vice President if term has not expired, or any person who has previously served (3) consecutive one- year terms as Regional Vice-President to run for the office of Vice President at the annual convention, and nominations will be accepted from the floor of the annual membership meeting by the President or the Nominating Committee Chair.

The Vice President may serve in that capacity for two (2) one-year terms and may then move up to the office of President, if elected by the members present at the annual convention membership meeting. A current or former Vice President may serve additional terms if one year has lapsed since holding the office.

Reimbursement for the expenses of the President, Vice President, and Regional Vice Presidents for the Corporation may be recommended to the Board of Directors by the Finance and Budget Committee of the South Dakota Stockgrowers Association.

Article 9

BOARD OF DIRECTORS

The corporate powers, business, and property of the Corporation shall be managed by its Board of Directors which have and may exercise all power of the Corporation not otherwise provided and directed by proper authority of law. The Board of Directors shall have the specific power and authority to:

- (a) Appoint such officers, agents and committees as deemed expedient, which appointees shall hold their positions for the terms specified by the Board and may be compensated and have such duties, power, and authority as the Board shall determine.
- (b) To adopt and promulgate rules and regulations for the carrying on the business and affairs of the Corporation; and
- (c) To delegate any power and authority of the Board with respect to the affairs and property of the Corporation to an Executive Committee, officer or officers, or such other committee, officers, agents and employees as such Board shall by its action determine and designate, including the power to authorize such Executive Committee to take any action that the Board of Directors might take, subject to such limitations, if any, as specified by the Board.

The number of Directors shall be not less than three (3) and shall not exceed one hundred (100) elected from the districts herein set out, and one (1) shall be elected from each district into which the State of South Dakota is divided.

In addition to the foregoing, every district shall be entitled to an additional Director or Directors according to the number of members in the district pursuant to the following schedule:

SCHEDULE:

100 -- 200 Members	1 additional Director
201 -- 300 Members	2 additional Directors
301 -- 400 Members	3 additional Directors
401 -- 500 Members	4 additional Directors
501 -- 600 Members	5 additional Directors
601 -- 700 Members	6 additional Directors
701 -- 800 Members	7 additional Directors
801 -- 900 Members	8 additional Directors
901 -- 1000 Members	9 additional Directors
1001 -- 1100 Members	10 additional Directors

The District Director term will be three (3) years. There will be no limit to the amount of terms such person may serve. Commencing in 2019, the following rotation will begin:

2028 Region 1 will have Districts 1, and 7 up for election, Region 2 will have District 15, Region 3 will have Districts 3,10, and 13;

2026 Region 1 will have Districts 2, and 8, Region 2 will have District 16, and Region 3 will have Districts 4, 11, and 14;

2027 Region 1 will have Districts 6, and 9, Region 2 will have District 17, and Region 3 will have 5, and 12.

If a Director comes on in the middle of another Director's term, they will fill the remainder of the term (not be granted a full three-year term). The rotation will start with these years and remain with this rotation every three years thereafter.

All Directors of the Corporation must be members in good standing, and at all times at least one (1) Director shall be a resident of South Dakota.

It is recommended, but not required, the Board of Directors should meet quarterly throughout the year. Members of the Board of Directors who have two consecutive, unexcused absences from quarterly meetings shall be notified in a letter signed by the President and the Executive Director of their absences. Such notice of two consecutive unexcused absences shall not be deemed notice for potential vacancy or be considered to give any Board member a right to such notice. Any member of the Board of Directors, including Past Presidents, who does not attend any three (3) consecutive regularly scheduled meetings of the Board of Directors will be considered to have vacated the office, and notice shall be provided by the President or Executive Director to the Board of Directors and the Board of Directors may fill such vacancy.

In addition to the elected members, the Past Presidents of the Corporation shall be members of the Board of Directors for a period of six (6) years after retirement from office. All current Past Presidents that are on the Board of Directors as of January 1, 2019, will remain to fulfill their respective terms on the Board of Directors, subject to termination by the Board. The President and Vice President during the term of their offices shall likewise be members of the Board of Directors. If a Past President cannot serve on the Board of Directors for reasons which may include, but is not limited to, death, serious illness (mental or otherwise), or simply chooses not to serve, his or her position on the Board will be eliminated and no replacement will be made for his or her position. With the exception of death to the Past President, either he or she, or an immediate family member such as spouse, child, other close relation, or care giver, should notify the President, or the Executive Director, of the Association, and tell them of his or her inability or unwillingness to serve on the Board. Upon notification for removal from the Board of Directors by the Past President, the President of the Association shall notify the Board of Directors at the next quarterly meeting of that person's position on the Board being eliminated. A Past President can get back on the Board, unless voted off by a two-thirds vote of the Board of Directors, by a majority vote of the Board of Directors present at any meeting at which a quorum of the Board of Directors is present. If Past President is voted off by a two-thirds vote of the Board of Directors, he or she is not eligible for a position on the Board of Directors.

Any and all members of the Board of Directors, including, but not limited to, the Association's President, Vice President, Past Presidents, Regional Vice Presidents, and District Directors, can be removed from their position by two-thirds vote of the Board of Directors.

A meeting of the Board of Directors shall be held within 48 hours following the adjournment of each annual membership meeting, and such other regular or special meeting may be held at such time and place as shall be determined by the Board of Directors. One-third of the Directors shall constitute a quorum. The President or twenty-five percent (25%) of the membership of the Board of Directors may call a special meeting of the Board at any time. Notice of a meeting of the Board of Directors shall be given to each member of the Board of Directors in writing or via electronic communications at least ten (10) days before the date of such meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. If a meeting is called without the 10-day notice, notice shall still be given to each Board member in writing or via electronic communication. At such a meeting, the majority of the Board members present must agree to waive the 10-day notice before any business may

be conducted. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting. The Board of Directors may adjourn any of its meetings from day to day without further notice to the Directors.

The Directors of the Corporation shall serve without compensation except that the Board of Directors by appropriate resolution may from time to time, at their election, provide for reimbursement of out-of-pocket Ann

Any vacancy in the membership of the Board of Directors shall be filled through appointment by a majority of the remaining members of the Board, and such appointed member shall serve out the unexpired term of his predecessor in office.

Article 10

OFFICERS

The voting members, at the annual meeting of members, shall elect a President and Vice President, and they shall serve one (1) term from annual convention to annual convention, but may not serve no more than two (2) one-year consecutive terms, or until their successors are duly elected and qualified. No one shall be eligible for either President or Vice President who is not a member of the Corporation in good standing.

The Directors may annually elect a Secretary and a Treasurer, whose nomination may come from the Nominating Committee or the floor at the annual Board meeting. The Secretary-Treasurer must be members of the Board of Directors before nomination. The Secretary and Treasurer may, at the discretion of the Board of Directors, be one and the same person to be designated as Secretary-Treasurer. The Secretary's and Treasurer's term shall begin and end at each annual Board meeting. Any person elected as Secretary and/or Treasurer may serve no more than two (2) consecutive one-year terms.

The duties, powers, authority and compensation of all officers, except as otherwise provided by the members, shall be fixed and determined by the Board of Directors.

The officers of the Corporation shall not borrow money or pledge any of the assets of the Corporation as security for any loans and shall not enter into contracts involving the Corporation in any obligations or commitments without express authorization of the Board of Directors. The officers of the Corporation may incur current ordinary obligations in connection with the ordinary current expenses of their department and offices without specific authorization from the Board of Directors, but all such items of expense and obligations incurred shall be promptly reported by the officer incurring the same to another officer or Executive Director of the Corporation and by him or her to the Board of Directors at such intervals as the Board of Directors shall fix to receive such reports from such person.

The President of the Corporation shall be the Chief Executive Officer of the Corporation and shall be Chairman of the Board of Directors and preside at all meetings of the Directors and members and shall have general charge of the control of the affairs of the Corporation, subject to control of the Board of Directors.

The Vice President shall perform such duties as may be assigned to him by the Board of Directors.

The Secretary of the Corporation shall keep a record of the minutes of the proceedings at all meetings of members and Directors and shall give notice of such meetings as required by these By-Laws. He or she

shall have custody of all books, records, contracts, and papers of the Corporation except such as shall be in charge of some other officer or person authorized to have custody and possession thereof by resolution of the Board of Directors.

The Treasurer shall be the chief accounting officer of the Corporation and responsible for the accounts thereof. He or she shall have custody of all monies and valuables of the Corporation and shall keep accounts of all monies of the Corporation received and disbursed, and shall deposit monies and valuables of the Corporation in the name of and to the credit of the Corporation in such banks and depositories as the Board of Directors may from time to time designate. The Board of Directors may from time to time by resolution, authorize any person or persons specifically designated by said Board to sign checks. All checks for the payment of monies shall be signed by designated individuals, of which the number of signatures and amount required will be designated per the Board's discretion. Any member or person having business with the Association may be bonded, or may be required to be bonded, in the manner and in an amount designated by the Board of Directors.

In case of the death, disability or absence of the President, the Vice President shall perform and be vested with all of the duties and powers of the President. In the event a vacancy should simultaneously occur in the office of President and Vice President, the Board of Directors shall appoint a President and Vice President to serve out the unexpired terms of such offices. If separate vacancies should occur in the office of Vice President, Secretary, or Treasurer, the Board of Directors shall appoint a Vice President, Secretary, or Treasurer, as the case may be, to fill out the unexpired term of any such office.

Any officer or agent elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer or agent shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Article 11

COUNCILS

There are various councils, and other groups, which seeks Stockgrower input, and representation, which may include, but are not limited to, Beef Council, 4H Advisory, etc. All representatives must be approved by a majority of the Board present at a meeting of the Board of Directors. The President of the Association may appoint a representative for these various positions to fill a vacancy when it is difficult to have the Board meet; however, this appointment must be approved by the Board of Directors at the next quarterly meeting of the Board. Anybody representing the Stockgrowers must be a member in good standing. All such councils and representatives appointed to such shall be reviewed by the Board of Directors at the annual meeting.

Article 12

COMMITTEES

The By-Laws of this Corporation shall set the structure of three committees. The committees set up by the By-Laws shall be the Executive Committee, Finance and Budget Committee, and Nominating Committee.

Section 1. Executive Committee

The Executive Committee will handle the business of the organization as instructed by the Board of Directors. A quorum of the Executive Committee will be defined as a majority of the members of the Executive Committee. A majority of the members of the Executive Committee will be required for decisions made by the Executive committee. The members of the Executive Committee will include:

- The immediate three (3) Past Presidents of the Association;
- The Association's President;
- The Association's Vice President;
- The Association's Secretary and/or Treasurer, if such person(s) exist;
- Region 1 Vice President;
- Region 2 Vice President;
- Region 3 Vice President.

The Executive Committee will be chaired by the Association's President. If the President of the Association is unable to chair the committee, the Association's Vice President will chair the committee. If the President and Vice President are unable to chair the committee, then the immediate Past President will chair the committee.

If a Past President cannot serve on this committee for reasons which may include, but is not limited to, death, serious illness (mental or otherwise), or simply chooses not to serve, his/her position on the Executive Committee will be eliminated and no replacement will be made for his or her position. With the exception of death to the Past President, either he or she, or an immediate family member such as spouse, child, other close relation, or care giver, should notify the President, or the Executive Director, of the Association, and tell them of his or her inability or unwillingness to serve on the Executive Committee. Upon notification for removal from the Executive Committee of the Past President, the President of the Association shall notify the Board of Directors at the next quarterly meeting of that person's position on the Executive Committee being eliminated. A Past President can get back on the Executive Committee, unless voted off by a two-thirds vote of the Board of Directors, by a majority vote of the Board of Directors present at any meeting at which a quorum of the Board of Directors is present. If Past President is voted off by a two-thirds vote of the Board of Directors, he or she is not eligible for a position on the Executive Committee.

If any of the persons serving on the Executive Committee as President, Vice President, or Regional Vice Presidents cannot serve on this committee, due to reasons which may include, but are not limited to, death, serious illness (mental or otherwise), and a replacement to their position is not made, their position on the Executive Committee will be eliminated, until a replacement for their position is found.

The Board of Directors of the Association shall have the ability to remove any member of the Executive Committee, for any reason, by a two-thirds vote of the Board of Directors of, at which time their position is eliminated if that person is a Past President. All other positions will remain vacant until a replacement to that position occurs.

Section 2. Finance and Budget Committee

The Finance and Budget Committee will be responsible for making and approving an annual budget for the Association, which is then to be approved by the Board of Directors. The Finance and Budget Committee will have access to all financial documents of the Association. All Finance and Budget Committee members will receive monthly bank records and a list of checks written by the Association. A majority of the members of the Finance and Budget Committee will constitute a quorum. No decision shall come from

the Finance and Budget Committee unless a quorum is present, and majority of members of the committee present shall be required for decisions of the committee. No meeting shall be held by the Finance and Budget Committee without at least ten (10) days notice to all members of the Association. Notice can be made by any means, including electronic. Members of the Finance and Budget Committee must notify either the immediate Past President of the Association, the Association's President, or the Association's Executive Director in order to be excused from a meeting. Three (3) consecutive unexcused absences shall result in removal from the committee and position held by that member. The members of the Finance and Budget Committee will include:

- The immediate and available two (2) Past Presidents of the Association;
- The Association's President;
- The Association's Vice President;
- The Association's Secretary and/or Treasurer, if such person(s) exist;
- Region 1 Vice President;
- Region 2 Vice President;
- Region 3 Vice President.

The Finance and Budget Committee will be chaired by the immediate Past President of the Association. If the immediate Past President is unable to chair the Committee, the next immediate Past President in attendance at the meeting will chair the Finance and Budget Committee. If no Past Presidents are available to chair the Finance and Budget Committee, the Association's President shall chair the Finance and Budget Committee.

If a Past President cannot serve on this Committee for reasons which may include, but are not limited to, death, serious illness (mental or otherwise), or simply chooses not to serve, his or her position on the Finance and Budget Committee will be eliminated and no replacement will be made for his or her position. With the exception of death to the Past President, either he or she, or an immediate family member such as spouse, child, other close relation, or care giver, should notify the President, or the Executive Director, of the Association, and tell them of his or her inability to serve on the Finance Committee. Upon notification of desire for removal from the Finance and Budget Committee, the President of the Association shall notify the Board of Directors at the next quarterly meeting of the Board of Directors of that person's position on the Finance and Budget Committee being eliminated. A Past President can get back on the Finance and Budget committee, unless voted off by a two-thirds vote of the Board of Directors, by a majority vote of the Board of Directors present at any meeting at which a quorum of the Board of Directors is present.

If any of the persons serving on the committee as President, Vice President, or Regional Vice Presidents cannot serve on this committee, due to reasons which may include, but are not limited to, death, serious illness (mental or otherwise), and a replacement to their position is not made, their position on the Finance and Budget Committee will be eliminated, until a replacement for their position is found.

The Board of Directors of the Association shall have the ability to remove any member of the Finance and Budget Committee for any reason by a two-thirds vote of the Board of Directors of the Association, at which time their position is eliminated if that person is a Past President, and no replacements will be made. All other positions will remain vacant until a replacement to that position occurs.

Section 3. Nominating Committee

The Nominating Committee will serve the role of nominating individual members of the Association for officer positions, which include, but may not be limited to, President and Vice President, and which could include, but is not limited to, Secretary, Treasurer, or any other office the Board or membership sees fit.

The Board may, but will not be required to, ask the Nominating Committee to nominate other positions such as representatives to various councils, groups, etc.

The Nominating Committee will consist of:

- The immediate two (2) Past Presidents;
- 1 Representative from each Region to be determined by the Directors from each Region.

The second immediate Past Presidents on the Nominating Committee will chair the committee, and if he or she cannot, then the immediate Past President will chair, and if he or she is unable, the President of the Association shall appoint a chair from the members sitting on the Nominating Committee.

The Regional Representatives to serve on the Nominating Committee will be decided by a majority vote of the Board of Directors present from that Region, every year, and will be announced at the quarterly meeting immediately before the annual meeting, with a caucus of each Region being chaired by the immediate Past President from that Region. The immediate Past President from that Region should run that Region's caucus and will have voting rights the same as other Board members within the Region's caucus. If there is no Past President available to chair the Region's Caucus, the Regional Vice President from that Region shall chair that caucus, and if the Regional Vice President is unavailable, or none exists, the President of the Association shall assign a chair for that regional caucus, preferably making the best attempt to, but will not be required to, choose someone from that Region. Unless the Region's chair is the Region's Vice President, that person, just like anybody else from that Region, will be eligible for nomination to the Nominating Committee from that Region.

If a member of the Nominating Committee comes off of the committee and is representing a Region, it will be the responsibility of that Region, in which the person came off of, to find a replacement, and should do so by having a special Region caucus of their Board members from that Region. Any Region that has to hold a special caucus and election must give at least ten (10) days notice to the members of that Region by any means necessary, including electronic, and the Association's Executive Director will do everything possible, including e-mailing the full membership of that Region, posting the vacancy on the Association's website, as well as mailing members of that Region of the vacancy notifying of the special caucus and election to be held. Caucuses for election can be held in any manner, including, but not limited to, in person, electronic, or phone voting. Any member who is from that respective Region, including Board members and Past Presidents, as long as the Past President is not among the immediate two (2) Past Presidents, can be nominated and elected from their respective Regions to serve on the Nominating Committee. It is encouraged, but not required, that a Region fill any or all of the seats they have on the Nominating Committee. The President, Vice President, and Regional Vice Presidents of the Association cannot serve on the Nominating Committee. It will be allowed, but should be discouraged, to have a person sitting on the Nominating Committee that has served three (3) consecutive terms as a Regional Vice President, as they could be up for nomination from the Nominating Committee to office. Nobody serving on the Nominating Committee can be nominated from the Nominating Committee for any position. Any person serving on the Nominating Committee can remove themselves from the committee at any time by giving notice to the chair of the Nominating Committee, and either the Association's Executive Director or President. It would be recommended that person remove themselves in a timely manner so that Region can find a replacement. If a Past President removes himself or is removed from the Nominating Committee, the immediate Past President available should be asked to serve. If the previous five (5) Past Presidents are asked to serve on the Nominating Committee and none accept, the Board of Directors of the Association shall appoint a person to serve, by majority vote of Board members present at any meeting of the Board of

Directors where there is a quorum of the Board present. All members of Nominating Committee shall be member in good standing.

It is encouraged, but not required, that the Nominating Committee interview, and asks questions of, the Association's Executive Director, officers of the Association, and/or anybody else that the Nominating Committee or member thereof need to help with their decisions, but only people sitting on the Nominating Committee will be allowed in the discussion and vote on the Nominating Committee's decisions.

Any member of the Nominating Committee can be removed from the Nominating Committee at any time with a two-thirds vote of the Board of Directors of the Association.

Section 4. Other Committees

The Board may set up committees to help make various decisions for the Association. Committees may be for any purpose, or name, and may be set up by majority vote of the Board of Directors present at any meeting of the Board in which a quorum is present. Committees shall have a chair and a vice chair that will run that specific committees' meetings. The chair and vice chair shall be appointed by the President of the Association and will be approved by a majority vote of the Board of Directors present at any meeting of the Board in which there is a quorum. The Association's President must name chairs and vice chairs when the President's term begins, or shortly thereafter, and that chair and/or vice chair will remain in that position until the President announces a new one and the Board approves. Committees shall not have a specific number of people, and have no minimum or maximum amount of members, but must have at least two (2) members of the Board of Directors on each committee. Committee members shall be approved by a majority vote of the Board members present at any meeting of the Board of Directors. All committee members must be members of the Association and in good standing. All committees and their members will be reviewed and approved annually. Unless the Board of Directors specifically states otherwise, all committee decisions will have to be approved by the Board of Directors. Changes to any committee which could include, but are not limited to, combining committees or dismantling a committee will require a majority vote of the Board of Directors.

Article 13 RECORDS

The Corporation, the Board of Directors, the Committees, and the Officers shall keep such records as from time to time may be determined by the Board of Directors in accordance with proper and usual business practices.

Article 14 INDEMNIFICATION OF DIRECTORS AND OFFICERS

In case any contract, liability or obligation for the benefit of the Corporation shall be required to be executed or undertaken by or in the name of an individual Director or officer or in any case where a Director or officer, or Directors or officers, execute any contract or assume any obligations or liability for the benefit of the Corporation and such contract, obligation or liability is adopted by, or its benefits enjoyed by, the Corporation, then in that event, any obligation or liability so incurred by such Director or officer, or Directors or officers, shall be deemed to be the obligation of the Corporation and any payments required to be made with respect to such contract, obligation, or undertaking shall be made from the funds of the Corporation.

The Directors, officers, employees, and members of the Corporation shall not, as such, be liable on its obligation.

The Corporation, insofar as permitted by law, may indemnify any and all of its Directors or officers or both, or former Directors or officers, or any person who may have served at its request as a Director or officer of another Corporation in which this Corporation owns shares of capital stock, or of which it is a creditor, against any liabilities arising, and in connection therewith expenses actually and necessarily incurred by them with the defense of any claim, action, suit or proceeding, civil or criminal, which they or any of them are made parties or a party, by reason of being or having been such Director or officer, except in relation to matters as to which any such Director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed to be exclusive of any other rights to which those indemnified may be entitled, under any by-law, agreement, vote of members, or otherwise.

Article 15

AMENDMENTS

The By-Laws of this Corporation may be repealed, altered, or amended, or new By-Laws may be adopted by a two-thirds vote of the members of the Board of Directors, at a regular or special meeting thereof. Thirty (30) days notice shall be required of any meeting where By-Laws plan to be repealed, altered, amended, or adopted.

After any such ratifications, approval or rejection of a By-Law, the membership will be given 30 day notice and will hold a special meeting of approval or rejection of such changes. After any membership meeting of which resolutions or ratifications are made, a meeting within twenty-four hours by two-thirds of the Board of Directors present will adopt or reject.

Article 16

TERMINATION

No part of the income, property, or assets of the Corporation shall ever be distributed to its members, Directors, or officers. In the event the Corporation shall be dissolved, the Board of Directors shall adopt a resolution recommending a plan for the distribution of the corporate income, property, and assets to a worthy non-profit organization, association, or corporation, and distribution shall be made thereafter pursuant to law.

AMENDED SEPTEMBER 2001 (Reorganization of Districts & Regions.)
AMENDED SEPTEMBER 2007 (Increase in membership dues.)
AMENDED SEPTEMBER 2011 (Increase in membership dues)
AMENDED DECEMBER 2018, EFFECTIVE JANUARY 1, 2019 (Major revisions)
AMENDED JULY 22, 2026 (Major revisions)