

The SD Stockgrowers Association Board of Directors would like to notice the Membership the following Bylaw changes at the Annual Meeting July 22, 2026. (Refer to Sept 12, 2025, April 9, 2026 and June 3, 2026 Board minutes) Attorney Elliot Bloom assisted in advice and writing of the changes as per policy of the Association:

The By-Laws of this Corporation may be repealed, altered, or amended, or new By-Laws may be adopted by a two-thirds vote of the members of the Board of Directors, at a regular or special meeting thereof. Thirty (30) days notice shall be required of any meeting where By-Laws plan to be repealed, altered, amended, or adopted.

How to identify changes below: Blue Bold is the Title of By-Law

Changes/additions are Bold in Black

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 4, Procedural Rules

The Robert's Rules of Order shall control the procedures of all meetings conducted by the Association. **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 **and, remains a member in good standing and abides by the rules and regulations of the corporation.**

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.**

Article 5 Membership, Section 2, Associate Membership & Affiliations, (title changed)

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.

In consideration of Affiliating with a National organization(s), the membership may vote for the Affiliation that holds similar policy as SDSGA at the Annual Meeting & the Board will confirm the memberships directives with 2/3 majority vote at the Board Meeting immediately following the Membership Meeting.

Article 5 Membership, 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 reprimanded or 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, unfavorable conduct, non-payment of dues, or for good cause shown. Upon the Board of Directors' decision of the circumstances of the violation, they have authority to grant a warning and reprimand to the member or terminate the member, to which the President shall give notice 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

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 8 Regional Districts & Officers, Nominating Committee

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 membership meeting **and nominations of a member in good standing will be accepted from the floor of the annual membership meeting by the President or the Nominating Committee chair.**

When a candidate is not available for selection, the Board of Directors may appoint nominate a candidate from the Board to interview with the Nominating Committee for the position. Any member in good standing with their membership current and is in good standing with the organization may nominate qualified candidates for the position of President and/or Vice President in writing a minimum of 30 days prior to the annual membership meeting for consideration by the Nominating Committee through the interview process.

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 membership meeting. A current or former Vice President may serve additional terms if one year has lapsed since holding the office.

The voting members, at the Annual Meeting of members set to be held in the month of July, shall elect a President and Vice President, and they shall serve one (1) term from annual meeting to annual meeting, but may not serve no more than two (2) consecutive terms, or until their successors are duly elected and qualified.

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

(Article Remains the Same except update of the dates)

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 2026**, 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.

Article 10- Officers

(Change is first paragraph only)

The voting members, at the Annual Meeting of members set to be held in the month of July, shall elect a President and Vice President, and they shall serve one (1) term from annual meeting to annual meeting, but may not serve no more than two (2) 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.

Article 12 Committees

(Change in the Executive Committee only)

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.

Dates of Amendments

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 2026, EFFECTIVE IMMEDIATELY (Major revisions)