

SOUTH DAKOTA LAKES AND STREAMS ASSOCIATION
BYLAWS
AS AMENDED 8/14/08, 9/10/09

ARTICLE I **GENERAL**

- Section 1. NAME. This Non-Profit Corporation is named South Dakota Lakes and Streams Association, Inc.
- Section 2. DEFINITIONS. The following definitions shall pertain to these Bylaws.
- A. “Board” means the Board of Directors of the Corporation.
- B. “Director” means a member of the Board of Directors who is entitled to vote on all questions before the Board.
- C. “Member” as used herein means a person or entity listed as a member.
- Section 3. PURPOSE. Through stewardship, education, and networking, SDL&SA shall protect and enhance South Dakota Lakes and Waterways.
- Section 4. STATEMENT OF NONDISCRIMINATION. The Corporation, its Members, Board of Directors, officers and officials shall not discriminate on the basis of race, gender, or religion, or any other basis proscribed by law, with respect to affiliation, membership, elections, appointments, employment, contracting, meetings, or any other activity.

ARTICLE II **MEMBERSHIP**

- Section 1. CLASSES AND QUALIFICATIONS OF MEMBERS.
- A. The Corporation shall have four classes of membership - individuals, organizational, corporations, and student.
1. Individuals: Citizens who subscribe to the purposes of the Corporation, and pay dues in effect for Individual Members.
2. Organizational: Governmental organizations without limitations, including sanitary districts, development districts, conservation districts, water project districts. Non-profit Corporations or Associations whose functions are substantially focused on management, protection, or improvement of one or more lakes, waterways, or watersheds, or on the enhancement of boating, fishing or other forms of surface water recreation. Dues payments will be based upon financial resources.
3. Corporate: For-profit organizations that subscribe to the purposes of the Corporation. Dues shall be paid in effect for Corporate Members.

4. Student: Classroom and college students who subscribe to the purposes of the Corporation. Dues shall be paid in effect for Student Members.

B. The Board shall have the power to further define and adopt categories.

Section 2. APPLICATIONS FOR MEMBERSHIP

A. Application for membership and dues payments will be submitted to the Office of the President. The application will be submitted to the Board of Directors for acceptance. Should the application be rejected, it shall be returned to the applicant, along with any dues and fees tendered with a written explanation of the reason(s) for rejection.

Section 3: LAPSED MEMBERSHIP

A. A member that has not paid membership dues is considered a lapsed member, and shall lose voting and other general membership rights.

B. A lapsed member may regain membership rights without question by paying current and arrears dues, provided membership has not been in lapsed status for more than one year.

Section 4. RIGHTS OF MEMBERSHIP

A. To vote in elections and on any matter considered by a meeting of the members.

B. To vote in elections, Individuals will have one vote; Corporations will have one vote; Students will have one vote; Organizations will have 1-4 votes, depending on the size of the organization.

Section 5: MEMBERSHIP DUES

A. Dues shall be set annually by the Board of Directors.

ARTICLE III MEETINGS OF THE MEMBERSHIP

Section 1. ANNUAL MEETINGS of the membership will be conducted in the spring of each year or such time and place as may be determined by the Board of Directors upon such notice to the members.

Section 2. SPECIAL MEETINGS of the membership may be called by the President, or by the Vice-President, or by not less than two members of the Board of Directors, or by petition showing signatures of at least ten percent (10%)

of the members, whichever is greater. The place of such special meeting shall be held at such place as may be designated in the call thereof.

Section 3. Notice of the time and place of all annual and special membership meetings of the Office of the Association at least ten days before the date thereof.

Section 4. At every such meeting, only qualified memberships will be entitled to cast one vote. Proxy votes shall be in writing and be filed with the Office of the Association before the meeting. New members must have paid dues at least thirty days prior to such meeting to be eligible.

Section 5. QUORUM. The members present and voting at any membership meeting, regular or special, shall constitute a quorum.

ARTICLE IV **NOMINATION AND SELECTION PROCESS OF BOARD OF DIRECTORS**

Section 1. The President shall appoint the Nominating Committee of 3 members.

Section 2. The Nominating Committee shall present a slate of candidates for each expiring position on the Board of Directors to the President, no later than the last Board of Directors meeting before the annual meeting.

Section 3. An attempt will be made to replace organizational representatives with representatives from organizations which have not served on the Board of Directors. Each candidate shall be an active member in good standing and shall agree to accept the responsibility of Board of Director leadership.

Section 4. The Nominating Committee representative will present nominee's names for expiring positions on the Board of Directors to the membership for a vote at the annual meeting. Eligible members may be nominated from the floor by members at the annual meeting.

ARTICLE V **BOARD OF DIRECTORS**

Section 1. Composition. The Board of Directors shall be composed of four (4) elected officers, and a maximum of six (6) additional elected members. All classes of membership may be represented on the Board of Directors.

Section 2. Conflicts of Interest. Notwithstanding any other laws to the contrary, it shall not constitute a conflict of interest for any member who may have a monetary interest in any issues involving the SDL&SA, provided such person shall abstain from deliberation, action, and voting in each instance where the business affiliation of any such person is involved.

- Section 3. Term Length. The term of the ten (10) elected members of the Board of Directors shall be three years, staggered.
- Section 4. Management. The business and property of the association shall be managed by members of its Board of Directors. If a member is unable to fulfill the obligations of the position, the member organization shall be asked to designate a successor.
- Section 5. Meetings:
- A. Meetings of the Board of Directors are open to the membership, and shall be held at such time and place as may be fixed by resolution or motion adopted by a majority of the Board of Directors.
 - B. Special meetings may be called by the President, or in his absence by the Vice-President, or upon written request by any two Board of Directors members. Notice of all meetings may be given either by mail or orally to the members of the Board of Directors at least five days prior to such meeting. In an Executive Session, the Officers and Directors present at the meeting will constitute eligible members in attendance.
- Section 6. Quorum:
- A. At all meetings of the Board of Directors, four (4) of the Board members shall constitute a quorum for the transaction of business.
 - B. The President shall cast a vote in case of a tie.
- Section 7. Loan Commitments. After Board action, the signature of the President and one additional signature of an officer will hold the authority to borrow money.

ARTICLE VI **OFFICERS**

- Section 1. Officers:
- A. The President, Vice-President, Treasurer, and the Secretary, shall constitute the officers of SDL&SA. Their function will be to implement existing policies, and to monitor the day-to-day affairs of the SDL&SA.
 - B. They shall be recruited by the elected directors of the Board of Directors and shall serve a one year term, beginning immediately after the annual meeting. They shall continue to serve in the elected capacity as long as they continue to be elected and are willing to serve. Actions of the Officers are directed by the elected members of the Board of Directors.

- Section 2. Officer Election. The elected members of the Board of Directors shall elect the officers of SDL&SA. Any officer may be removed at any time by a majority vote of the full Board of Directors.
- Section 3. Vacancies. In case of officer resignation or death, a replacement selected by the Board of Directors will hold office for the unexpired term.
- Section 4. President. The President shall preside at all SDL&SA meetings, and shall have general supervision over the affairs of the SDL&SA. The President shall name Committee Chairpersons as necessary to carry out the purpose of the SDL&SA.
- Section 5. Vice-President. In the absence of the President, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. In the absence of both the President and Vice-President, a designee shall serve as presider.
- Section 6. Secretary. The Secretary shall be the recorder of all meeting proceedings and perform all such other duties as are incident to the office.
- Section 7. Treasurer. The Treasurer shall have responsibility for the safekeeping of all the money, securities, and the Corporate Seal of SDL&SA; shall insure that regular books of account are kept, and shall insure they are submitted, together with all vouchers, receipts, records and other papers to the Directors for their examination and approval as often as they may require; and shall perform such other duties as are incident to the office.

ARTICLE VII WAIVER OF NOTICE

Whenever any notice is required to be given by these By-Laws, or by the Articles of Incorporation of this Association, or by any laws of the State of South Dakota, a waiver thereof in writing, signed by the member, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VIII COMPENSATION

- Section 1. Members of the Board of Directors may be reimbursed for the reasonable expenses incurred in attending regular or special meetings, upon a majority vote of the Board of Directors.
- Section 2. The Board of Directors reserves the sole discretion to hire and determine compensation for any contractor or employee of the association, as may be from time to time determined.

ARTICLE IX AMENDMENTS TO BY-LAWS

By-Laws shall be altered, amended, or repealed by a simple majority of the Board of Directors.

ARTICLE X INDEMNIFICATION

SDL&SA shall reimburse any person for amounts incurred for being made party to any action, by reason of serving at the request of SDL&SA, if acting in good faith and in the best interests of SDL&SA, and had no reasonable cause to believe such conduct was unlawful. SDL&SA shall indemnify any person pursuant to the provisions of SDCL 47-22-65.1 and 47-23-27, as amended.

ARTICLE XI RULES OF ORDER

All meetings within the SDL&SA shall be conducted in accordance with the latest edition of "Roberts Rules of Order," except where such conflicts with these By-Laws.

ADOPTED this 10th day of September, 2009, by the Board of Directors of the South Dakota Lakes and Streams Association.

President

ATTEST:

Secretary

SOUTH DAKOTA LAKES AND STREAMS ASSOCIATION BYLAWS
SECTION B: John M. Corothers Clean Water Foundation

AS ADOPTED 8/10/07

ARTICLE I - PURPOSE

- a. Establishment of the John M. Corothers Clean Water Foundation as a division of SDL&SA, for the purpose of funding worthwhile water-related educational projects in South Dakota. It will include educational endeavors under SDL&SA program sponsorship that will alert the public to the importance of water.

ARTICLE II - ADMINISTRATIVE MANAGEMENT

- a. Executive Director
 - I. The Executive Director assume the role of the administrative leader of the Board of Directors. He/she is a non-elected member of the Board and votes only in a case of a tie.
- b. The Board of Directors will be composed of 3 members, two named from the SDL&SA Executive Committee, one from the General Membership, and John M. Corothers as an honorary member.
 - I. The term of office will be three years for the members of the Executive Committee, one year for the member at large.

ARTICLE III - FISCAL MANAGEMENT

- a. Fiscal responsibility will be separate from SDL&SA.
 - I. The Executive Director will be responsible for the bank account, with the second signature on expenditures being a member of the Foundation Board.
 - ii. Reports will be sent to the financial manager of SDL&SA for accounting of the Foundation.
 - iii. The Executive Director will be responsible for paying Board approved bills directed to the Foundation.
 - iv. An annual audit will be carried out at the discretion of the SDL&SA committee.

ARTICLE IV - MEETINGS

- a. Meetings will be called at the request of any member of the Foundation's Board, or by the Executive Director.

ARTICLE V - OFFICERS

- a. The Executive Director, Treasurer, and Secretary will comprise the officers of the Foundation.