

**BY-LAWS  
OF  
SOUTH DAKOTA CANOE AND KAYAK ASSOCIATION, INC.**

**ARTICLE I. NAME AND LOCATION**

- Section 1. The name of this corporation shall be "South Dakota Canoe and Kayak Association, Inc."
- Section 2. Its principal office shall be located in Sioux Falls, South Dakota.
- Section 3. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

**ARTICLE II. MEETINGS OF MEMBERS**

- Section 1. Any or all meetings of the members and of the Board of Directors, of this corporation may be held within or without the State of South Dakota as the Board of Directors may designate. If no designation is made, the place of meeting shall be determined by the president.
- Section 2. An annual business meeting of members entitled to vote shall be held each year on the third Saturday in January, one of the purposes of which shall be the election of Directors and Officers.
- Section 3. At least twenty (20) days prior to the date fixed by section 2 of this article for the holding of the annual business meeting of members written notice of the time, place and purposes of such business meeting shall be mailed, as in hereinafter provided, to each member entitled to vote at such business meeting.
- Section 4. If weather or other reasons forces the postponement of the annual business meeting of members, it shall be rescheduled on a later Saturday. The notice of such a rescheduled meeting shall not be less than five (5) days. The announcement of the postponement through such means as the media and the phone should include the rescheduled date. What shall apply to a forced postponement shall apply to further forced postponement(s).
- Section 5. The order of business at the business meeting of members shall be as follows:
- (a) Reading minutes of last preceding business meeting of members.
  - (b) A written report of the Treasurer given to all members attending.
  - (c) Reports by Directors.
  - (d) Transaction or other business mentioned in notice and
  - (e) Election of Directors

**ARTICLE III. MEETINGS OF BOARD OF DIRECTORS**

Section 1. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall from time to time determine. No notice of regular meetings of the Board shall be required.

Section 2. Special meetings of the Board of Directors may be called by the President at any time by means of a six (6) day written notice of the time, date, place, and purposes. No business not mentioned in the notice shall be transacted at such meeting.

#### **ARTICLE IV. NOTICE OF MEETINGS**

Section 1. Every notice shall be deemed duly served when the same has been delivered personally or deposited in the United States mail, with postage paid, addressed to the sendee at his, her or its last address appearing on the records of this corporation.

#### **ARTICLE V. QUORUM**

Section 1. Presence in person of members representing five percent (5%) of the voting rights of this corporation shall constitute a quorum at the annual meeting of the members.

Section 2. One-third (1/3) of the Directors shall constitute a quorum at any meeting of the Board of Directors of this Corporation.

#### **ARTICLE VI. VOTING AND ELECTIONS**

Section 1. Except as hereinafter provided for voting by family memberships, each voting member in good standing of this Corporation shall, in any election or at any business meeting of the members, be entitled to one vote. A family membership shall be entitled to cast two votes at any election or at any business meeting of the members at which two or more members of the family maintaining the family membership are personally present and have been designated by agreement among the family members as the persons authorized to cast the votes for the family. All voting shall be in person, and no proxy voting shall be permitted.

Section 2. Nominations for Directors and Officers shall be submitted to the Board of Directors by the 10<sup>th</sup> day of December. If any such nomination is submitted on a petition signed by ten (10) or more voting members in good standing, the Board of Directors shall submit such nomination to a vote of the members. The Board of Directors may, by majority vote, make any additional nominations for directors and officers.

Section 3. Whenever any person entitled to vote at a meeting of the members shall request the appointment of inspectors, a majority of the members present at such meeting and entitled to vote thereat shall appoint not more than three inspectors, who need not be members. If the right of any person to vote at such meeting shall be challenged, the inspectors shall determine such right. The inspectors shall receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certificate of any vote shall be conclusive and prima facie evidence thereof.

Section 4. A majority of the votes entitled to be cast on matter to be voted upon by the members present at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by SDCL chapters 47-22 to 47-28, inclusive, concerning non-profit corporations, the Articles of Incorporation or the By-Laws.

Section 5. The Board of Directors as constituted after the annual business meeting of members shall take office on the Saturday following the Saturday of the annual business meeting of members. The period between the two mentioned Saturdays serves as a period of transition.

#### **ARTICLE VII. BOARD OF DIRECTORS AND OFFICERS**

Section 1. The business, property and affairs of this corporation shall be managed by a Board of Directors composed of thirteen (13) persons plus persons representing approved and recognized chapters as hereafter provided, who shall be voting members in good who have attained the age of majority. The minimum number of directors shall be nine (9) and the maximum number of directors shall be twenty-four (24). If more than eleven (11) chapters request chapter representatives on the Board of Directors, the eleven (11) largest chapters in term of corporation members shall be awarded chapter representatives and others shall be denied.

Section 2. The following directors and officers shall be elected by the members of the corporation and shall hold the offices and serve for the tenures indicated:

- a. One member as PRESIDENT AND DIRECTOR elected each year for a one (1) year term. S/he shall serve as a member of the Board of Directors and also shall be the Chief Executive Officer of the corporation. S/he shall preside over all of the meetings of the Board of Directors and of members. S/he shall have a general and active management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect. S/he shall be ex officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation. S/he shall take the lead in addressing the problems common to a loose knit, volunteer, statewide organization.
- b. One member as VICE PRESIDENT AND DIRECTOR elected each year for a one (1) year term. S/he shall serve as a member of the Board of Directors and shall perform the duties and exercise the powers of the President during the absence or disability of the President, and s/he shall assist the President as designated from time to time.
- c. One member as SECRETARY AND DIRECTOR elected each year for a one (1) year term. S/he shall serve as a member of the Board of Directors and shall also keep and preserve in the books of the corporation true minutes of all the meetings of members and the Board of Directors. S/he shall give all notices required by statute, by-laws or resolution. S/he shall at all times keep an accurate roll of members in good standing. S/he shall handle all

- correspondence of the corporation not assigned to other officers, directors, special officers, committees, or agents of the corporation. S/he shall compile and submit the reports of the corporation to governmental agencies and other bodies required statute, by-laws or resolution. S/he shall keep, preserve, and maintain a historic file of newsletters and other notices of the corporation. S/he shall perform such other duties as may be delegated to her or him by the Board of Directors. S/he shall perform the duties and exercise the powers of the President during the absence of the President and Vice President.
- d. One member as TREASURER AND DIRECTOR elected each year for a ten (10) year term. S/he shall serve as a member of the Board of Directors and s/he shall also have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements. S/he shall deposit all moneys, securities, and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors. S/he shall disburse the funds of the corporation as may be ordered by the Board, and to the President and Board whenever requested by them, an account of all his transactions as treasurer and of the financial condition of the corporation. S/he shall perform further duties as s/he may be directed to do by the Board of Directors from time to time.
  - e. One member as PUBLICATIONS CHAIRPERSON AND DIRECTOR elected each year for a one (1) year term. S/he shall be responsible for the Newsletter of the Corporation. S/he shall see that copy is aggressively sought, the Newsletter is edited and published and see that all members in good standing are mailed a copy of the Newsletter. S/he shall see that the Secretary receives a copy for the corporation's files and that other distribution of the Newsletter, ordered or resolved by an accurate roll of members in good standing. S/he shall see that the Newsletter complies with all orders and resolutions of the Board. The Publications Committee works under the supervision of the Publication Chairperson and serves as the Newsletter staff.
  - f. One member as MEMBERSHIP CHAIRPERSON AND DIRECTOR elected each year for a one (1) year term. S/he shall serve as a member of the Board of Directors and shall serve as Chairperson of the Membership Committee. S/he with the aid of the Membership Committee shall promote new memberships and sustain present memberships. S/he shall receive applications for membership, keep membership records and roll of members in good standing and shall provide copies of this roll to the President, the Secretary, the Publications Chairperson, and other corporation members as the Board of Directors or the President may request. S/he shall perform further duties as s/he may be directed to do by the Board of Directors from time to time.
  - g. One member as PUBLIC RELATIONS CHAIRPERSON AND DIRECTOR elected each year for a one (1) year term. S/he shall serve as a member of the Board of Directors and shall see that the Association and its goals are publicly promoted. S/he shall handle news releases to the

- media. S/he shall be Chairperson of a Public Relations Committee. S/he shall perform further duties as s/he may be directed to do by the Board of Directors from time to time.
- h. One member as BUILDING CHAIRPERSON AND DIRECTOR elected each year for a one (1) year term. S/he shall serve as a member of the Board of Directors. S/he shall be Chairperson of a Building Committee and shall perform further duties as s/he may be directed to do by the Board of Directors from time to time.
  - i. One member as CONSERVATION CHAIRPERSON AND DIRECTOR elected each year for a one (1) year term. S/he shall serve as a member of the Board of Directors. S/he shall be Chairperson of a Conservation Committee and shall perform further duties as s/he may be directed to do by the Board of Directors from time to time.
  - j. One member as CRUISING CHAIRPERSON AND DIRECTOR elected each year for a one (1) year term. S/he shall serve as a member of the Board of Directors. S/he shall serve as a Chairperson of the Cruising Committee and shall perform further duties as s/he may be directed to do by the Board of Directors from time to time. The Cruising Committee shall recruit and advise cruise leaders.
  - k. One member as EDUCATION AND SAFETY CHAIRPERSON AND DIRECTOR elected each year for a one (1) year term. S/he shall serve as a member of the Board of Directors. S/he shall be Chairperson of an Education and Safety Committee and shall perform further duties as s/he may be directed to do by the Board of Directors from time to time. Education and Safety shall include those programs that are not Cruising, Conservation, or Buildings.
  - l. Two members as DIRECTORS AT LARGE elected each year for a one (1) year term. They shall serve as members of the Board of Directors. They shall perform duties as they may be directed to by the Board of Directors from time to time.

Section 3. Each approved and recognized chapter, (as hereinafter provided), may elect one member to serve as a Director; elected each year for a one (1) year term by the Chapter s/he represents. This one (1) year term begins on the Saturday following the Saturday of the annual meeting of members of this corporation. A CHAPTER REPRESENTATIVE AND DIRECTOR shall serve as a member of the Board of Directors and perform further duties as s/he may be directed to do by the Board of Directors from time to time. Chapter Representative vacancies may be filled by the respective chapters.

Section 4. Vacancies in the Board of Directors, other than Chapter Representatives, shall be filled by appointment made by the remaining directors. Each person so elected to fill a vacancy shall remain a director until his or her successor has been elected by the members at their next annual meeting.

Section 5. If and when a majority of the directors shall consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 6. The Board of Directors shall have power to appoint such agents as the board may deem necessary for the transaction of the business of the corporation.

Section 7. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 8. The Board of Directors shall have the power to appoint by resolution an executive committee composed of three or more directors who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the corporation between meetings of the Board.

Section 9. The board of Directors shall have the power to authorize such meetings and other activities, including the publication of a Newsletter, as it finds to be consistent with the purposes of the corporation. The Board may approve and recognize such chapters or local clubs and authorize meetings and other activities for its members and for non-members as it finds will further the corporate purposes. A Chapter or local club shall not be approved or recognized by the Board of Directors unless it has over five (5) members. Any such meeting or other such activity sanctioned by the Board shall be carried on in the name of the corporation and consistent with the purposes of the corporation; provided, however, that, if approved by the Board of Directors, any local club or chapter may use a name other than the name of the corporation if the affiliation of such local club or chapter to the corporation is clearly shown or indicated in all references.

Section 10. The Board of Directors shall have the power to appoint such committees or special officers as it may find desirable to carry out any purposes of the corporation. Any such committee or officer shall report to the President unless the board, by resolution, specifies otherwise.

Section 11. The Board of Directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of his/her duties.

Section 12. The directors or officers of the corporation shall serve without compensation for their regular duties; provided, however, that the Board may authorize reimbursement of officers and directors for expenses incurred in the performance of their duties and, provided further, that nothing contained herein shall preclude the Board from authorizing the compensation of an officer or director for services other than the duties of his/her office.

#### **ARTICLE VIII. MEMBERSHIP**

Section 1. Classes of membership and the rights and privileges of same shall be as follows:

- a. Honorary Membership may be conferred from time to time by the Board of Directors. There shall be no dues for Honorary Members and such members do not have the right to vote. Honorary members may not participate in meetings or activities of the corporation except as may be agreed upon from time to time by the Board of Directors. This membership is not transferrable.
- b. Regular Membership may be conferred upon any person who has attained the age of 14 years by application to and acceptance by the Board of Directors and payment in advance of annual dues of seven dollars (\$7). A regular member shall have the right to vote and participate in all activities of the corporation as long as his dues are paid in advance. This membership is not transferrable.
- c. Family Membership may be conferred upon any family for the two adult members and all children of the family who have attained the age of fourteen (14) to eighteen (18), by application to and acceptance by the Board of Directors and payment in advance of annual dues of ten dollars (\$10). This membership shall have the right to participate in all activities of the corporation as long as the dues are paid in advance. This membership is not transferrable. Notice as herein designated, newsletter and all other mailings shall be sent to the household of the family membership and shall be deemed sent as if to each individual of the family membership.
- d. Sustaining Membership may be conferred from time to time by the Board of Directors. The dues shall be as designated from time to time by the Board of Directors. Sustaining members shall not have the right to vote. This membership is not transferrable.

Section 2. Annual dues shall be payable in advance of the first day following the anniversary month of the last payment and shall expire on the last day of the anniversary month of the following year.

#### **ARTICLE IX. EXECUTION OF INSTRUMENTS**

Section 1. All checks, drafts and orders for payment of money shall be signed in the name of the corporation by such officer (s) or agent(s) as the Board of Directors shall from time to time designate for that purpose.

Section 2. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the President, or the Vice President, or the Secretary may execute the same in the name of and on behalf of this corporation. The Board of Directors shall have the power to designate the officers and agents who shall have authority to execute any instrument in behalf of this corporation.

Section 3. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **ARTICLE X. BOOKS AND RECORDS**

Section 1. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of

the authority of the Board of Directors. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

#### **ARTICLE XI. AMENDMENT OF BY-LAWS**

Section 1. On petition of any ten (10) voting members in good standing, a vote may be taken at the next annual business meeting whether these by-laws should be amended, altered, changed, added to, or repealed. Any such petition, if presented to the Board of Directors before December 10<sup>th</sup> shall be put to a vote of the members entitled to vote at the next annual meeting. The Board of Directors by majority vote may make any proposal to amend, alter, change, add to or repeal the By-Laws at the annual meeting of members.

Section 2. All proposals for change in the By-Laws shall be included (in full) in the notice of the annual meeting of members.

Section 3. Any such proposed amendment, alteration, change, addition, or repeal of these By-Laws shall carry if it receives an affirmative vote of the majority of members voting at the meeting.

South Dakota Canoe and Kayak Association By-Laws  
7 December 2011  
Cory Diedrich  
Secretary