

***SOUTH DAKOTA
ASSOCIATION OF
TOWNS AND TOWNSHIPS***

BY LAWS

*as last adopted by the member delegates at the
Annual Meeting in Huron, South Dakota.*

December 7, 2011

ARTICLE I

NAME AND LOCATION

The name of this organization shall be the South Dakota Association of Towns and Townships, a non-profit corporation incorporated in the State of South Dakota. The location of its office shall be determined by the Board of Directors.

ARTICLE II

OBJECT AND PURPOSES

The objectives and purposes of this Association shall be as follows:

- 1. To serve as a spokesman for towns and township government and town and township officers in the State of South Dakota.**
- 2. To conduct research and educational programs designed to foster the delivery of efficient, effective and economic public town and township governmental services.**
- 3. To act as a liaison between towns and townships and town and township officials and with persons associated with other levels of government, and to encourage sustained intergovernmental cooperation in matters of mutual interest.**
- 4. To promote a public understanding of the heritage and future of town and township government and its role in the state of South Dakota and the federal system.**
- 5. To resist any efforts aimed at future centralization of government by opposing**

any measures that would deprive the town and township and town and township officials of any rights, duties, responsibilities and privileges they now possess.

The Association shall accomplish these objectives and purposes by adopting and implementing policies and programs with respect to towns and townships and town and township officials, sharing information, experience and methods and furnishing assistance to towns and townships and town and township officials.

ARTICLE III

MEMBERSHIP

Section 1. Membership All town and township officers of a town and/or township admitted to membership in the Association shall be considered members of the South Dakota Association of Towns and Townships. Members shall be entitled to one (1) vote at any meeting of the Association.

Section 2. Associate Membership The Board of Directors may, by vote, at any regular or special meeting, accept and confer upon any individual, corporation, or association, the title of associate member, such designation by the Board shall be made to such individuals, corporations, or associations, for their significant contribution to objectives of the Association, such designation shall allow the associate member to all the rights and privileges of a member

of the Association, with the exception of the right to vote for the election of officers, or on business matters of the Association. The Board shall from time to time set the dues for associate members. The office shall keep a list of all associate members.

Section 3. Honorary Membership Honorary membership may be conferred upon any individual whose activities are recognized as having contributed to the significant improvement of town or township government in the State of South Dakota. Nominees for honorary membership shall be submitted to the membership by the Board of Directors at any annual meeting of the Association, and election to the position of honorary members shall be by majority vote of the membership.

ARTICLE IV

DUES

Section 1. Establishment of Dues Membership dues and any assessment shall be established by a majority vote of the members at the annual meeting of the membership.

Section 2. Delinquency and Cancellation Any town or township delinquent in payment of dues for a period of sixty days after receipt of a statement for dues shall be notified of such delinquency and suspended from further participation in the affairs of the Association. Such suspension at the request of the member may be waived by an affirmative vote of the Board of Directors.

Section 3. Refunds That it shall be the policy of the Association not to refund dues for any member, either in full or portion thereof.

ARTICLE V

MEETING OF MEMBERS

Section 1. Annual Meeting The annual meeting of the South Dakota Association of Towns and Townships shall be held at such place and on such dates as may be determined by the Board of Directors.

Section 2. Special Meetings Special meetings of the Association may be called by a majority of the Board of Directors at any time. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that meeting.

Section 3. Notice of Meeting Written notice of any meeting of the Association shall be mailed to the last known address of the chairman and clerk of each member town and township not less than twenty (20) days before the date of the meeting.

Section 4. Rules of Order The meetings and proceedings of the Association shall be regulated and controlled according to Roberts Rules of Order (revised) for parliamentary procedure, except as may be otherwise provided by these By-Laws.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Authority and Responsibility The governing body of the Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively pursue its objectives and supervise the receipt and disbursement of funds. The Board may adopt such rules and regulations for the conduct of business as shall be deemed advisable and establish such committees and sub-committees, including selecting the members thereof as it deems advisable. The Board may employ such persons as an executive secretary, legal counsel, and other persons to carry out the objectives and purposes of the Association. The Board of Directors shall determine the compensation and terms of employment of such persons employed. The Board shall also determine the compensation for the officers of the Association, including the members of the Board of Directors.

Section 2. Election of Officers The president shall appoint a nomination committee each year at the reorganizational meeting. The nominating committee shall present a slate of officers to the board of directors at the following reorganizational meeting. All nominees must be contacted prior to the meeting at which the elections will take place and give their consent before their name can be submitted as a potential nominee.

Section 3. Qualifications for Office Any duly elected or appointed township supervisor, clerk or treasurer, or officer of a municipality, who is a member of the South Dakota Association of Towns and Townships shall be eligible for election to the Board of Directors of the Association.

Anyone so qualified at the time of his election or appointment shall remain eligible and qualify to continue to hold office until the next regular election.

Section 4. Executive Board The Executive Board shall consist of the officers and up to three (3) members elected from and by the full Board, the immediate past president for one year, and any ex-officio officers that the President may deem necessary. The Executive Board shall have the authority to conduct regular and routine business of the Association between the regular or special meetings of the full board.

Section 4. Directors The affairs of this Association shall be governed by a board of one (1) representative from each county association or multi-county association. Each director shall be elected by the county association or multi-county association to serve a term of three (3) years. In addition to the directors elected from the county association or multi-county associations, there shall be no more than two (2) at large directors for towns and one (1) at large director for townships. The at large director for townships must be from a township that is not part of a county association. There shall not be more than one person from any one county serving on the South Dakota Association Board of Directors.

Section 5. Election of Directors

A. The towns and township officials of the various districts may caucus and elect at the annual meeting of the Association their director or directors of the Association, and their term of office shall commence immediately following adjournment of the annual meeting of the Association.

B. If a majority of the county units of town and township officers within a district

desire to elect its directors at a time and place other than at the annual meeting of the Association, they may do so. A director or directors shall be elected and their term of office shall commence immediately following adjournment of the annual meeting of the County/District Association.

C. The at large director for towns and the at large director for townships shall be elected at a caucus at the annual meeting, one (1) caucus of the towns to elect the at large director for towns, and one (1) caucus for townships to elect the at large director for townships.

Section 6. Term of Office All members of the Board of Directors shall be elected for a 3-year term. The Association hereby adopts and confirms the heretofore established system of rotation of the election of directors from the various districts and the director at large. A director shall be limited to four (4) consecutive 3-year terms with the provision, a director may continue to serve after the completion of his 4th consecutive term if the county association or multi-county association or towns or townships provide(s) a written certification to the Secretary of the State Association that all efforts have been exhausted to find a replacement and that the county, counties, towns or townships unit continues to endorse the member whose term has expired to continue to serve and that, thereafter, with the majority vote approval of the full State Board, the director may continue to serve one (1) and only one (1) more consecutive 3-year term.

Section 7. Quorum At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business.

Section 8. Meetings of the Board A regular meeting of the Board of Directors shall be held at

least four (4) times a year at such time and place as the Board may prescribe. Notice of all such meetings shall be given to the directors not less than ten (10) days before the meeting is held. Special meetings of the Board may be called by the president or at the request of four (4) directors, and at least ten (10) days mailed notice shall be given before the meeting is held.

Section 9. Vacancies The Board of Directors may appoint any duly elected or appointed town or township officer to fill any vacancy on its Board of Directors until the next annual meeting of the Association. A director shall be elected for the balance of the unexpired term at such annual meeting of county/district election and may be eligible for the full four (4) terms allotted a director.

Section 10. Removal of a Director from the Board of Directors Three (3) consecutive absences of a board member from the Board of Directors meetings without excuse or justification shall constitute grounds for removal of said director upon a vote of eight (8) of the other directors.

ARTICLE VII

OFFICERS

Section 1. Elected Officers The Board of Directors shall annually elect from their number a president, vice president, secretary, and treasurer. The offices of secretary and treasurer may be combined into one position. The term of office of president, vice president, secretary, treasurer or secretary/treasurer shall not be restricted other than by being a duly qualified member of the Board of Directors.

Section 2. President The president shall serve as chairman of the Board of Directors. The president shall also serve as a member ex-officio, with the right to vote, on all committees and shall make all required appointments of standing and special committees with the approval of the Board of Directors. At the annual meeting and at such other times as may be necessary, the president shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Association. The president shall perform such other duties as are necessary to the office or as may be prescribed by the Board of Directors.

Section 3. Vice President The vice president shall work in close cooperation with the president and shall perform such duties as the Board of Directors may assign to such person, or in the absence or incapacity of the president, shall be vested with all powers and perform all duties of the office of president. In addition thereto, the vice president shall, in the case there is a resignation, death or removal of the president, become president of the Association for the unexpired term and shall serve in that capacity until his successor is duly elected.

Section 4. Secretary The secretary shall be responsible for the proper recording of proceedings of meetings of the Association and of its Board of Directors.

Section 5. Treasurer The treasurer shall establish proper accounting procedures for the handling of funds and shall be in consultation with the Executive Director be responsible for the keeping of funds in such banks or investments as are approved by the Board of Directors. The treasurer shall report on the financial condition of the Association at all meetings of the Board of Directors, the membership at the annual meetings of the Association and at other times when requested by the president and the Board of Directors. At the end of each fiscal

year, the treasurer shall prepare an annual report which will properly reflect the income and disbursements of all funds received and disbursed during the fiscal year. At the expiration of the term of office, the treasurer shall deliver to the successor all books, money and other property in the treasurer's charge. In the absence of a successor, such properties shall be delivered to the president.

Section 6. President and Vice President Ineligible for Other Office The office of president and vice president may not be held by the same person; however, the office of secretary and treasurer may be held by the same person.

Section 7. NATaT Director The President in consultation with the Executive Board may appoint someone to act as the representative of the South Dakota Association of Towns and Townships to the National Association of Towns and Townships Board of Directors, providing the South Dakota Association of Towns and Townships Board of Directors has approved being a member of NATAT. This person may be a staff member, or a town/township official, providing the town/township they represent is a member of the South Dakota Association of Towns and Townships.

Section 8. Annual Audit The Board of directors may employ the services of a certified or public accountant to audit the financial records of the Association at least once each year.

Section 9. Annual Year The annual year of the Association shall be from the 1st day of March to the last day of February of each year.

ARTICLE VIII

AMENDMENT OF BY-LAWS

These By-Laws may be amended or repealed by a two-thirds (2/3) vote of the members of the Association present and voting at any annual or special meeting of the Association called for the purpose.

CERTIFICATION

The undersigned does hereby certify that I am the Secretary of the South Dakota Association of Towns and Townships and do hereby state that the above and foregoing By-Laws are a true and correct copy of the By-Laws now in full force and effect of the South Dakota Association of Towns and Townships.

Dated in Huron, South Dakota, on this 20th day of December, 2011

Pam Klebsch, Secretary