

1 CONSTITUTION AND BY-LAWS

2 ASSOCIATION OF SOUTH DAKOTA COUNTY WEED AND PEST BOARDS

3  
4 PREAMBLE

5 This association is established to bring closer together, for mutual helpfulness, the County Weed and Pest Boards  
6 membership. The purpose of the Association is to exchange ideas, experiences, opinions and information and  
7 discuss and plan, means of securing more adequate and effective Weed and Pest Programs through research,  
8 education, organization, enforcement and coordinated effort. This association is organized exclusively for  
9 charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal  
10 Revenue Code.

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12 The original Constitution and By-laws of this association were adopted at the annual meeting of the association  
13 held March 22, 1955 at Mobridge, South Dakota. The Constitution and By-laws were revised and adopted at the  
14 annual meetings held in Aberdeen, South Dakota, March 13, 1975; Mitchell, South Dakota, March 8, 1983;  
15 Brookings, South Dakota, February 22, 1993; Mitchell, South Dakota, February 23, 1994; Rapid City, South Dakota,  
16 February 2009; Aberdeen, South Dakota, February 2010 and Rapid City, South Dakota, February 20, 2015.  
17 The Association Executive Secretary is instructed to have the Constitution and By-laws printed and made available  
18 to all members. The Association requests a copy be included in future printings of the Noxious Weed and Declared  
19 Pest Control Handbook. The Association of South Dakota County Weed and Pest Boards recognize all people  
20 without regard to race, color, religion, national origin or sex and is an Equal Opportunity Employer.

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22 MISSION STATEMENT

23 To promote awareness and encourage control of noxious weeds and pests in South Dakota by distributing  
24 educational resources to tribes, government agencies, landowners and the general public.

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26 ARTICLE I- NAME

27 The name of this organization shall be the Association of South Dakota County Weed and Pest Boards.

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29 ARTICLE II- MEMBERSHIP

30 Section 1 - FULL MEMBERS

31 Full Membership shall be open to all governmental bodies, groups, organizations, agencies, companies, and  
32 individuals concerned with weed & pest management in the state of South Dakota who have paid their dues in  
33 full.

34  
35 Section 2 - ASSOCIATE MEMBERS

36 Associate members shall be any governmental bodies, groups, organizations, agencies, companies, and  
37 individuals who wishes to join the association and pays associate membership dues. Associate members cannot  
38 vote and are not eligible to serve on the board of directors. Associate members may serve on committees and  
39 have the floor at any meeting of the association. County Weed & Pest Programs are not eligible to be associate  
40 members.

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42 ARTICLE III- OFFICERS AND DUTIES

43 Section 1 - Officers

44 The officers of this association shall be president, 1<sup>st</sup> vice-president, and 2<sup>nd</sup> vice-president. The outgoing president

45 shall receive the title of Past President (non-voting). Officers can only be members that represent county weed  
46 and pest programs.

47  
48 Section 2 - Duties

49 (a) The President shall preside at all meetings and shall appoint such committees as they determine necessary to  
50 carry on the activities of the association.

51 (b) In the absence of the president the order of assumption of duties of the President shall be 1<sup>st</sup> Vice-President,  
52 2<sup>nd</sup> Vice-President.

53 (c) The Executive Secretary shall keep minutes of all meetings, correspondence of the association and shall keep a  
54 record of all assets and liabilities of the association. This office shall be responsible to collect dues and other  
55 monies and give a proper accounting report at the annual meeting or as directed by the executive board.

56 (d) The Past President shall serve as an active advisor to the Board of Directors and Executive Committee. They  
57 shall enjoy all the rights and privileges of other board and committee members, except voting.

58  
59 Section 3 - Terms of Office

60 Officers of the Association of South Dakota County Weed & Pest Boards shall be elected at the annual meeting for  
61 a term of one year beginning with the annual meeting at which they are elected. Officers shall assume the duties of  
62 their office at the close of the Weed and Pest Conference at which they were elected or are scheduled to succeed  
63 to the next highest office. If a vacancy exists during the year, the position may be filled by appointment by the  
64 President for the balance of the term.

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66 Section 4 - Succession of Office of President

67 The election of officers at the 1984 annual meeting shall be for all offices. In subsequent elections only 2<sup>nd</sup>  
68 Vice President shall be elected annually. The offices of President and 1<sup>st</sup> Vice President shall be filled by the  
69 outgoing 1<sup>st</sup> Vice President and the 2<sup>nd</sup> Vice President respectively. The second Vice President must be a current  
70 member in a district that is not represented by the incoming President and 1<sup>st</sup> Vice President.

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72 Section 5 - EXECUTIVE SECRETARY

73 (a) The Executive Secretary shall be employed by the Association upon approval of Executive Board and Board of  
74 Directors. The Executive Secretary shall be dismissed by the Executive Board, upon approval by the Board of  
75 Directors. Compensation to the Executive Secretary shall be established annually by the Executive Board and Board  
76 of Directors. The Executive Secretary shall attend all meetings of the membership, Board of Directors, and attend all  
77 District Meetings. Full and complete records of the minutes of such meetings shall be kept and distributed in a  
78 timely manner. They shall perform such other duties as defined in the position statement.

79 (b) The Executive Secretary shall receive and care for all the funds of the Association, shall keep an accurate account  
80 of the funds received and disbursed, and shall be required by the Executive Board and Board of Directors to give  
81 bond in such amount as the Executive Board and Board of Directors may determine. The Executive Secretary shall  
82 prepare reports regarding the funds and property of the Association, whenever required to do so by the Executive  
83 Committee or the President, making available all records necessary for an Association audit.

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85 ARTICLE IV - VOTING

86 Section 1 - Number of Votes

87 Each full membership or designee shall have one vote, if present at the vote.

88 (a) The method of voting will be decided upon by the president at the meeting for all matters except election of  
89 officers with shall be by ballot.

90 (b) A person must be present and may only cast one vote.

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92 ARTICLE V – ELECTIONS

93 Section 1 - Officers

94 Elections of executive officers of this association shall be held at the annual meeting by the membership present.

95  
96 Section 2 - Board of Directors

97 Election of District Representative and their alternate to serve on the Board of Directors shall be held at the  
98 district meeting by the membership present. District Representatives must be from a county weed & pest program.  
99 Alternates that move into the District Representative will fulfill the remaining of the current term. Election of (1)  
100 Industry Representative and (1) Governmental Representative on the Board of Directors will be held at the annual  
101 meeting by the membership present. Initial terms the Board of Directors elected in 2015 will be staggered as  
102 follows: District 1 Representative (2 year), District 2 Representative (1 year), District 3 Representative (2 year),  
103 District 4 Representative (1 year), Industrial Representative (2 year), Governmental Representative (1 year).

104 A call for nominations from the floor and upon close of nominations; a ballot vote election shall follow. The  
105 candidate receiving a plurality number of votes shall be declared elected. In case of a tie vote, a second ballot shall  
106 be given and if still a tie vote, the winner shall be decided by a flip of a coin. Members or others designated by the  
107 chairman shall be the official election canvas or tellers. Results of the election are to be recorded in the official  
108 meeting minutes. All nominees shall be current members of the association, with the exception of the  
109 Governmental Representative.

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111 Section 3 - State Weed & Pest Control Commission

112 Members present at the district meeting shall submit names for State Weed & Pest Control Commission  
113 appointment consideration. If three nominees have not been submitted for each vacancy, the board of directors  
114 shall select as many additional eligible nominees as required to comply with SDLC 38-22-3.

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116 ARTICLE VI – EXECUTIVE BOARD AND BOARD OF DIRECTORS

117 Section 1 - Executive Board

118 The officers of this association shall be the executive board. It shall be the duty of the executive board to represent  
119 the association in all matters occurring during the interim between annual or special meetings.

120  
121 Section 2 - Board of Directors

122 To assist the executive board in carrying out the business of the association there shall be a board of six members.  
123 Industry Representative, Governmental Representative, and four county weed & pest program members  
124 representing the four districts of the state as follows: One representative from District 1 shall reside within the  
125 counties of Beadle, Brookings, Brown, Clark, Codington, Day, Deuel, Edmunds, Faulk, Grant, Hamlin, Hand, Hyde,  
126 Kingsbury, Marshall, McPherson, Roberts or Spink counties; one representative from District 2 shall reside within  
127 the counties of Aurora, Bon Homme, Brule, Buffalo, Charles Mix, Clay, Davison, Douglas, Hanson, Hutchinson,  
128 Jerauld, Lake, Lincoln, McCook, Miner, Minnehaha, Moody, Sanborn, Turner, Union or Yankton ; one representative  
129 from District 3 shall reside within the counties of Bennett, Campbell, Corson, Dewey, Gregory, Haakon, Hughes,  
130 Jackson, Jones, Lyman, Mellette, Potter, Stanley, Sully, Todd, Tripp, Walworth or Ziebach; one representative from  
131 District 4 shall reside within the counties of Butte, Custer, Fall River, Harding, Lawrence, Meade, Pennington,  
132 Perkins, or Shannon.

133 The district representatives and alternate of the board of directors shall be elected at the annual district meetings.  
134 The Industry and Government Representative of the board of directors shall be elected at the annual meeting.  
135 Representatives of the board of directors shall be eligible to serve three two year terms if elected and must be off  
136 two years to be eligible for election to the board of directors or serve as an area alternate again.

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Section 3 - District Meetings

Each Weed & Pest District shall hold an annual meeting. The place for the district meeting is to be the decision of the elected District officers, unless decided in the district business meeting by the majority vote. The Executive Secretary shall send a copy of the District meeting minutes to the association membership. Districts responsible for nominees for appointment or reappointment of a State Weed & Pest Control member shall select names to be considered for appointment by the Governor. These names shall be submitted to the State Association before the annual meeting to be considered along with nominations from the floor to compile a list of eligible nominees of at least three names for each appointment. The executive secretary shall present the approved list to Secretary of Agriculture of South Dakota for presentation to the Governor of South Dakota for his/her consideration as per SDCL 38-22-3.

Section 4 - Voting

Full members may only vote for district representative in their home district, but may ~~only~~ vote for officers, Industry and Government Representative, commission nominees at the annual meeting.

ARTICLE VII – MEETINGS

Section 1 - Annual Meetings

The annual meeting of the association shall be held during the annual State Weed & Pest Conference.

Section 2 - Special Meetings

Special meetings (which may be conference calls or other electronic means) may be held at the call of the President, who shall give a minimum of 3 day notice of the meeting.

ARTICLE VIII – AMENDMENTS

This constitution may be amended or new articles and sections added by the voting members at any annual meeting of the association by a two-thirds (2/3) vote of the members voting or at a special meeting called for the purpose of changing the Constitution and where all members received a 7 day notice giving time and place of the special meeting and stating the purpose.

ARTICLE IX – BY-LAWS

Section 1 - Transaction of Business

All business of this association shall be transacted at the annual meeting or at duly called special meetings.

Section 2 - Quorum

Members present at any duly called meeting shall constitute a quorum to transact business for the association.

Section 3 - Order of Business

The order of business shall be that advocated in “Roberts Rules of Order”.

Section 4 - Per Diem and Expenses

Members of this association shall serve without salary. The Executive Committee and Executive Board may be approved for compensation for lodging, salaries and meals for duly called annual or special meetings and legislative duties along with necessary traveling expenses. Compensation rates will be identical to South Dakota authorized travel allowances, out of association treasury funds when approved. Expenses for attending the annual meeting shall be county expense except for the Executive Board meeting prior to annual meeting. Travel to other meetings

183 by the Executive Committee will be compensated for out of association treasury funds when approved. Other  
184 charges such as telephone and supplies will be paid by the association when submitted for approval. Travel by  
185 district chairmen and Vice presidents to other meetings must be pre-approved by association president prior to  
186 travel. Request for payment shall be submitted in accordance with other provisions of this section and approve by  
187 the President. Executive Secretary shall be allowed necessary office expenses and also be compensated an annual  
188 fee.

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190 Section 5 - Records

191 All records of this association shall be retained for a period of seven years in suitable storage facilities. Records  
192 older than this shall be screened by the executive board and pertinent records shall be retained for posterity.  
193 Official original copies of minutes shall be retained in a minute book provided by the association. One copy of each  
194 meeting's minutes shall be published in the next Association newsletter. The annual treasurers report shall be  
195 presented at the annual meeting of the association and upon approval by the auditing committee and the  
196 membership be made a part of the official meeting minutes. This association shall make a summarization of  
197 meetings and an official treasurer's report to the State Weed & Pest Commission at their annual meeting.

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199 Section 6 - Dues

200 Dues of this association shall be set at the annual meeting for the current year. If there is no corrections the  
201 amount of dues, they shall remain the same as the past year and be assessed toward each full and associate  
202 member. Dues are to be paid to the association executive secretary.

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204 Section 8 - Money Depositories

205 The executive board shall approve the institutions in which the association monies are to be deposited and  
206 authorize the proper check forms for the disbursements of funds or payment of approved expenditures.

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208 Section 9 - Other Activities & Events

209 Events and activities may be scheduled when deemed necessary to advantageously carry out the duties as outlined  
210 in the preamble and mission statement of this constitution.

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212 Section 10 - Status & Dissolution

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214 The Association is a non-profit organization without capital stock, dedicated to the furtherance of weed &  
215 pest control and not for monetary profit or gain to its members.

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217 Amendments to the Bylaws shall be declared in Effect upon receiving a majority of votes cast by the  
218 stakeholders present and voting at the Annual Meeting.

219  
220 Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes,  
221 including, for such purposes, the making of distributions to organizations that qualify as exempt  
222 organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any  
223 future federal tax code.

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225 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes  
226 within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any  
227 future federal tax code, or shall be distributed to the federal government, or to a state or local  
228 government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of  
229 Competent Jurisdiction of the county in which the principal office of the corporation is then located,  
230 exclusively for such purposes or to such organization or organizations, as said Court shall determine,  
231 which are organized and operated exclusively for such purposes. In witness whereof, we have hereunto  
232 subscribed our names this day.

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234 Roberts Rules of Order shall be followed at all meetings of the Association.

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President, Association

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Date

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Executive Secretary, Association

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Date

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