

**ARTICLE I
MEMBERS**

1. Admission to Membership: Application for membership or for a change in class of membership shall be made in the manner prescribed by the Board of Directors. Membership records shall be kept in the form and format established by the Board of directors.

2. Rescission of Membership: The Board of Directors may, by a two-thirds (2/3) affirmative vote, rescind any membership for any reason deemed by the Board not to be in the best interest of the Association.

3. Membership Dues: Dues for each category of membership shall be determined from time to time by the membership, using the same procedure as for election of Officers and Directors.

**ARTICLE II
MEETING OF MEMBERS**

1. Special Meetings: No business other than that stated in the notice of special meeting shall be conducted there at.

2. Voting: Only Active and Life members in good standing prior to the opening of the meeting or issuance of a ballot shall have the right to vote.

3. Notices: Notice of any meeting of the Association shall be mailed to all members of the Association not less than thirty (30) days prior to the scheduled meeting.

4. Amendments: Amendments to the By-Laws shall require a thirty (30) day notice and the affirmative vote of two-thirds (2/3) of the voting members at a meeting at which such amendment is properly considered.

5. Order of Business:

- A. Call to Order
- B. Presentation of the Agenda by the Chair
- C. Adoption of the Agenda
- D. Discussion and action on agenda items presented
- E. For the good of the Association
- F. Close of Business

6. Proxy Voting: No proxy votes written or otherwise shall be allowed or accepted at any meeting of the Association, Board of Directors or Executive Board, except as provided by the By Laws.

7. Rules of Order: Unless otherwise provided, the Roberts Rules of Order (revised) shall govern all meetings.

**ARTICLE III
DIRECTORS**

1. Powers and Duties: The Board of Directors shall except, as otherwise provided in the By-Laws, Constitution, or as regulated by-law, have general charge of the affairs of the Association and shall set policy for the conduct of the operation of the Association by the Executive Board and Officers and Committees of the Association. All Directors shall be voting members of the Association.

2. The seven (7) Directors shall each be elected by the District Fire School they are a member of. Terms shall be four years. Not more than two (2) Directors shall be elected in one year. District Directors terms expire in the following years are: 1989 - Northeast District, 1990 — Central and Southeast Districts, 1991 — Northwest and Black Hills Districts, 1992—South Central and Badlands Districts. (Every four years thereafter)

3. Officer Directors: The President, Vice-President, and the Immediate Past President shall enjoy all powers and privileges of elected Directors.

4. Ex-officio Members of the Board: The State Fire Marshal, State Director of Fire Service Training and the President of the South Dakota Fire Chiefs Association shall be non-voting ex-officio members of the Board.

5. Vacancies: In the event of a vacancy occurring on the Board of Directors of the Association, the President of the Board, with the approval of the Board, will appoint a voting member to complete the term of office.

6. Meetings: The Board of Directors shall meet at least twice each year at a time and place determined by the President. The President of the Board shall have the right to call special meetings of the Board with written notice at least fifteen (15) days before the meeting, stating the purpose and the agenda of the meeting. The time of notice may be forgiven by a vote of the Board. The President may also hold a conference call as a meeting with same criteria as special meeting. The President may also use the same criteria- for calling an Executive. Board meeting. A simple majority of Board members using the same criteria may call a special meeting. Board members may be excused from a meeting by a two-thirds (2/3) vote of members present for the meeting.

7. Quorum: A two-thirds (2/3) majority of Directors or of the Executive Board shall constitute a quorum for the transaction of business and the affirmative vote of a simple majority of members present shall be required for a vote or resolution to carry at any meetings of the Board or Executive Board.

ARTICLE IV OFFICERS

1. Election and Qualification: The: Officers of the Association shall be elected to a three (3) year term by the members of the Association at the Annual Meeting. The terms to be staggered, so one officer shall be elected each year. The 1990 election will be for a president for a three (3) year term. Election shall be by ballot. A simple majority will constitute election. If more than two candidates but less than four candidates are running, the person with the largest percentage of votes is elected. If there are four or more candidates for an office, and there is no majority of votes for any one candidate, then there will be a runoff of the two highest vote getters.

2. Vacancies: In the event of a vacancy occurring among the officers of the Association, the President, with the approval of the Board shall appoint a voting member to fill out the term of office.

3. President: The President of the Board shall be the chief elected official and be the representative and spokesperson for the Association. The President shall preside at all meetings of the Association, Board of Directors and the Executive Board. The

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President, with the approval of the Board, authorize and appoint such regular and special committees as are necessary or desirable to the affairs of the Association.

4. Vice President: At the request of the President of the Board or in the event of the President's absence or disability the Vice President may perform and have any and all powers of the President, and shall have other powers and perform such other duties as the Board of Directors or the President may from time to time determine, to the extent authorized by the Constitution and By Laws.

5. Immediate Past President: This office will serve as the Chairperson of the Nominating Committee.

6. Secretary and/or Treasurer: The Board of Directors shall have the authority to select the secretary and treasurer and to establish the duties of each, which may include:

- Be responsible for all records of the Association,
- Take the minutes of all Board and Executive Board meetings,
- To furnish all board members with a copy of the minutes of meetings as soon as possible,
- Be responsible for management of all items of inventory and maintenance of them,
- Keep a record of all memberships and collect all dues on an annual basis,
- Keep an accurate record of all transactions, receipts, disbursements and provide an annual report of the finances to the membership,
- Report financial status of the Association to the Board whenever they meet or request such information,
- prepare the annual budget for Board approval and to submit the Annual State Budget through the State Agency responsible for the obtaining of State Funds for the Association,
- To collect the State appropriated funds from the State Agency responsible through the accepted procedures,
- Furnish the State agency with the proper records as required for use of State Funds,
- Keep all funds in a chartered financial institution licensed in the State of South Dakota,
- To have all funds possible in an interest drawing account,
- Have a bond for the President and Secretary or Treasurer in force as the policy of the Board of Directors. The Association to pay for the bond.

7. Multiple Offices: No individual shall hold more than one (1) office in the Association at any one time.

8. Only one officer may be in office from one department at any time.

ARTICLE V NOMINATION AND ELECTION

1. Nomination and Election Committee: The nominating Committee will be made up of the Past President as chairperson, and four (4) members. Two (2) of the members to be Board members not up for re-election and two (2) members appointed from the membership by the President. (Could be elected by the membership for the next year)

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2. Duties and Responsibilities: It shall be the duty of the Nominating and Election Committee to submit a slate of candidates for the vacancies of each election. This slate to be mailed to the membership thirty (30) days prior to an election. Other nominations may be made (by a voting member from the floor for a voting member, who has agreed to serve, prior to the close of nominations at the first session of the annual meeting.)

3. Installation: Officers and Directors shall be installed as the last order of business at the Annual Meeting. All Officers and Directors terms shall commence on the 1st day of July following their installation.

ARTICLE VI FISCAL YEAR

The fiscal year of the Association shall be determined by the Board of Directors.

ARTICLE VII AMENDMENTS

The By Laws of the Association may be amended at any meeting of the Association by the two-thirds (2/3) majority of those voting members at the meeting, provided the notice of the amendment was sent out thirty (30) days prior to the meeting.

ARTICLE VIII COMMITTEES

1. Standing Committees: The Standing Committees of the Association shall be:
 - A. Audit and Finance
 - B. Legislative (President and one appointed Board Member)
 - C. Nomination and Election
 - D. Credential
 - E. Others as the Board establishes and the President appoints
2. Special Committees:
 - A. A special committee may be appointed by the president on recommendation of the Executive Board and approved by the full Board.
 - B. Committees to report to the Board of Directors through the President.
 - C. All committees to annually receive a charge of their duties and responsibilities in writing from the President of the Board, with concurrence of the Board, except where those duties are outlined in the Constitution and/or By-Laws.

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