

Article I

Name: South Dakota Association for Lifelong Learning

Article II

Purpose: The purpose of this organization shall be the improvement and expansion of the adult, continuing and community education philosophy and service as an integral and necessary part of the community development process.

Article III

Membership:

Section 1 Eligibility

Membership is open to all persons, institutions, and organizations involved in serving adult learners.

Section 2 Membership

Active, individual membership status shall be held by those persons who have paid organizational dues in full. All active members are entitled to all privileges of the Association including voting rights, receipts of publications, and the right to hold elected or appointed offices.

Section 4 Membership Year

The membership year shall be from annual meeting to annual meeting. Any member who is in default in the payment of dues for a period of four months shall be deemed delinquent and dropped from membership.

Article IV

Officers:

Section 1 Officers

The officers of the Association shall be President, President-elect, Secretary and Treasurer. The officers shall perform the duties which are usually prescribed for officers of such an association, together with the duties which are defined by the By-Laws.

Section 2 Elections

The President-elect, Secretary and Treasurer shall be nominated and elected by the general membership at the annual meeting according to requirements set forth in the rules governing the annual meeting.

Section 3 Terms of Office

The President, President-elect, Secretary and Treasurer shall be elected for terms of two membership years. At the end of two years , the President-elect, Secretary, and Treasurer will be nominated and elected by the general membership.

Section 4 Powers and Duties of the President

The President shall preside at all meetings of the Association. The President shall perform the duties which are usually proscribed for the chief officer of such an organization and the duties which are determined by these By-Laws. The President shall be a member of the Board of Directors and all committees of the Association and shall serve as Chairperson of the Board of Directors. In the event of a vacancy in the office of President, the President-elect shall become President and shall assume the duties and authority of the office.

Section 5 Powers and Duties of the President-elect

In the absence of the President at a meeting of the Association, the President-elect shall be the presiding officer. In the absence of both the President and President-elect, a chairman pro tempore shall be elected by the Board of Directors. The President-elect shall serve as a member of the Board of Directors. In the event of a vacancy in the office of President, the President-elect shall become President and shall assume the duties and authority of the office.

Section 6 Powers and Duties of the Treasurer

The Treasurer shall receive and be responsible for the safekeeping of an accounting of the general funds of the Association. This person shall make an annual financial report to the Board of Directors, and such other financial reports as may be required by the Board of Directors.

Section 7 Powers and Duties of the Secretary

The Secretary shall perform the other duties required under Article VIII of the By-Laws and shall be responsible for Board minutes and Board correspondence and any legal transactions required of this office.

Section 8 Powers and Duties of the Immediate Past-President

The immediate Past-president shall serve as an ex-official member of the Board and shall be expected to attend all Board meetings. The term of this obligation shall be two (2) membership years.

Article V

Board of Directors:

Section 1 Composition

The Board of Directors shall consist of four (4) members elected from the active membership and all elected officers (4).

- A. A quorum shall consist of a simple majority, five (5) of the Board of Directors.
- B. An affirmative vote of simple majority of those present shall be required to pass a motion
- C. There shall be one representative from each region of the state on the Board of Directors at all times. Regions shall be defined by the Missouri River East-West.
- D. There shall be two at-large representatives on the Board of Directors at all times.

Section 2 Election and Term of Board of Directors

Each member of the Board of Directors, who is not an officer, shall be elected for a term of two years with the exception of the first year of the enacted change. Regional representatives and at-large representatives will be elected in alternating years. Each year, either two regional representatives or two at-large representatives and two officers will be elected. No board member may serve more than two (2) consecutive terms in the same position. The board composition, election changes, and term staggers will begin upon approval of the by-law changes by the general membership.

Section 3 Meetings

The Board of Directors shall meet no less than two times per year subject to the call of the President or two-thirds (2/3) majority of members of the Board of Directors. Due notice of all meetings shall be give at least fifteen (15) days in advance of the meeting dates. The Board shall be empowered to enact rules and procedures governing the conduct of the meetings. Upon establishment of the newly elected officers and Board members, the President shall determine a time and place for a meeting between incoming officers and Board members to discuss policies, procedures and plans of the Association.

Section 4 Powers and Duties

- A. The Board of Directors shall formulate and implement the policies of the Association.
- B. It shall be the responsibility of the Board of Directors to replace officers and other members of the Board when vacancy occurs. The President shall initiate discussion of a possible position vacancy after a Board member has missed two (2) consecutive unexcused meetings. Members appointed as a result of a vacancy shall serve until the end of the relevant term. The Board of Directors shall fill the vacancy within thirty (30) days.
- C. The Treasurer will submit to the Board of Directors annual budget proposal for their approval.
- D. The Board of Directors shall be responsible for the preparation of an annual progress and financial report.

Section 5 Reports and Recommendations

The Board shall establish policies governing the publication of reports and proceedings of the Association. It shall receive, consider and publish the annual reports of the Secretary and Treasurer, the committees and the commissions, and submit the reports with recommendations to the members.

Article VI

Annual Meetings:

Section 1 Time and Place

There shall be an annual meeting of the Association at the time and place to be determined by the Board of Directors, provide, however, that they shall select only those places where it is possible to provide a maximum degree of equality for the housing, feeding, seating at meetings and for the general welfare of all members of the Association. During an emergency, the Board may postpone the annual meeting until such time as the emergency no longer exists. The President-elect shall be chairperson of the program planning committee.

Section 2 Participants

The annual meeting shall be open to the total membership of the Association.

Section 3 Agenda

The agenda shall be prepared under the direction of the President of the Association in accordance with Article IX of this Constitution.

Section 4 Nominations and Elections Committee and Procedures

- A. A nominating committee of at least three (3) members shall be appointed by the President of the Association at least two (2) months prior to the election date set by the Board of Directors. A simple majority of members shall constitute a quorum. In case of tie, the chairman shall have the prerogative of making his vote decisive. The chairman shall be the immediate past President.
- B. The committee shall be responsible for the conduct of the annual election of officers and members of the Board of Directors
 - 1. This committee is charged with the responsibility of considering all active members when selecting the state of nominees.
 - 2. This committee shall nominate at least one (1) candidate for each office to be filled.
 - 3. It shall be the duty of this committee to have ballots prepared with a space for a write-in vote for each office and the Board of Directors and have a list of candidates mailed to the membership no later than two (2) weeks prior to the election.
 - 4. The election will take place at the annual meeting.
 - 5. It shall be the sole decision of the nominating committee to determine the validity of a questionable ballot.
 - 6. This committee shall function as the Committee of Election, reporting the results of the elections.
 - 7. Officers shall assume their post at the close of the annual meeting at which they were elected

C. Restrictions for Committee Members

The members of the Nomination and Elections Committee are ineligible for nomination to the Board of Directors or to the offices of President-elect, Secretary and Treasurer during their tenure with this committee.

Article VII

Committees:

The establishment of committees shall be the responsibility of the President with the approval of the Board of Directors

Section 1 Fiscal Year

The fiscal year of the Association shall be July 1 through June 30.

Section 2 General Fund

The general fund of the Association shall consist of the income from the receipt of dues from members, interest on bank deposits, fees and other funds received by gift, bequest, grant, or transfer. Fiscal policies and procedures not otherwise provided for in this By-Laws may be adopted by the Board of Directors.

Section 3 Receipts and Disbursements –General Fund

All monies paid to the general fund of the Association shall hold said monies in safekeeping. Monies shall be dispersed only by checks and other written orders or depositories signed by the treasurer. Appropriate receipts and other back-up documents shall be kept by the Treasurer for each expenditure.

Section 4 Annual Budget

The annual budget of the Association shall be prepared by the officers. The Board of Directors, after view and approval thereof, shall direct the printing of the proposed budget for presentation to the membership.

Section 5 Auditing Committee

No later than thirty (30) days before the end of the fiscal year, the President shall appoint an auditing committee, consisting of three (3) active members of the Association, no one of whom shall be the Treasurer of the Association

Section 6 Financial Reports

An annual report of the Association's financial status, including income and expenditures for the fiscal year, shall be prepared under the direction of the Treasurer. An annual audit of the funds of the Association shall be made by the auditing committee, whose findings shall be transmitted to the Board of Directors for review and approval. The report shall be printed in the annual financial report to the membership.

Article VIII

Dues:

Section 1 Payment

Dues are payable at the annual meeting of each year. They shall be sent to the treasurer who shall hold the said monies in safekeeping.

Section 2 Membership Fees

The fees for membership are as follows:
Active membership dues \$40.00/year. The membership year runs from Annual Meeting to Annual Meeting.

Article IX

Parliamentary Procedure:

Section 1 Parliamentary Procedure

Robert's Rules of Order. Revised, shall be the authority governing all matters of procedure not otherwise provided in these By-laws.

Section 2 Standing Rules

The Board of Directors may adopt other such rules as are necessary for the conduct of Association business, which rules are not in conflict with Robert's Rules of Order. Revised, or these By-Laws.

Article X

Amendments:

Section 1

These By-Laws may be amended at the annual meeting by a two thirds vote of the attending members voting at the annual meeting, provided that the proposed amendment has been published and distributed by the Board of Directors to the membership at least thirty (30) days prior to the annual meeting.

Section 2

Amendment of these By-Laws may be considered at the annual meeting without previous publication providing there is consent of the simple majority of members present at the annual meeting. Amendment must then receive the approval of two-thirds vote of the members voting at the business meeting.

Section 3

These By-Laws may be amended by a majority vote of those members voting on a mailed ballot. The amendment(s) shall be published and distributed by the Board of Directors to the membership at least sixty (60) days prior to the final date for balloting. Individual ballots shall be distributed to the membership not less than fourteen (14) days prior to the date of final balloting.

Section 4

Such By-Laws revision (section I and Section 3 of this Article XI) may be initiated by the Board of Directors or by the petition of one-sixth (1/6) of the membership as recorded at the time of the previous annual meeting.

Article XI

Hovland Scholarship Fund

Section 1

The Hovland Scholarship Fund is created to make small grants available to SDALL members for activities that will increase the knowledge or effectiveness of adult education in South Dakota

Section 2

The Board of Directors will establish guidelines for operation of the Hovland Scholarship Fund. Maximum grant amount will be determined annually by the SDALL Board of Directors.

Section 3

Deadline for applications will be two weeks prior to the annual conference.

Section 4

Only current SDALL members will be eligible for consideration

Section 5

The grant proposal will be selected by the Hovland Scholarship Fund Committee. The grant recipient will be announced at the annual conference of SDALL. The project should be completed between the announcement and the following annual conference.

Section 6

Upon completion of the project, the recipient must submit in writing a final report and evaluation to the President of SDALL. The recipient must also present at the SDALL conference and submit a news article to *Everlearning*.