

Bylaws

South Dakota World Affairs Council Bylaws

Article I

Organization Name

The name of the organization shall be the South Dakota World Affairs Council, A South Dakota Nonprofit Corporation, (hereinafter the "Council").

Article II

Purposes

The Council is formed as a South Dakota Nonprofit Corporation exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and specifically for the purpose of providing information on world affairs to the citizens of South Dakota. It seeks to stimulate interest in and promote discussion of international relations and U.S. foreign policy, and takes no stand on current issues. Its objective is to help individual citizens make up their own minds on issues of foreign policy, and in this manner, to help support and strengthen our country and our form of government. The Council shall promote study and public education on world affairs and culture, particularly through the encouragement of informed and intelligent discussion, and shall facilitate cooperation among organizations or groups having similar aims. World affairs shall be taken to include all aspects of the relations among people of the world.

Article III

Policies

Section 1.

The Council shall encourage fair and free discussion of any issue or problem pertinent to its purposes. It shall take no stand on any public issue, nor shall it recommend any policy, party, or candidate, and it shall make every effort to prevent any representation that it has done so. The educational program of the council shall be planned and conducted so as to encourage presentation of diverse points of view by competent speakers and to maintain an overall balance in factual presentation which would be regarded as fair by reasonable people.

Section 2.

The Council may issue reports of roundtables, study groups and similar meetings which shall contain fair and accurate statements of areas of agreement and disagreement, but

no summary of an area of agreement shall be presented in a way which would appear to commit the Council or its members.

Section 3.

There shall be no implication by reason of association with the Council that the Council endorses or shares the attitudes on public issues of any other cooperating organization or individual. The sole basis of association is agreement on the desirability of promoting the educational purposes of this Council and encouraging to this end the presentation of unbiased information and diverse points of view. The programs of organizations associating themselves with this Council are not thereby subjected to its control nor does the Council assume any responsibility for the interpretations or action of cooperating organizations or individuals.

Article IV

Offices

The principal office of the Council shall be located in Brookings, South Dakota, and the Council may have such other offices within the State of South Dakota as the Board of Directors (hereinafter the "Board") may from time to time establish.

Article V

Membership

Section 1

The members of the Council shall be those persons, corporations, partnerships, organizations, or firms which may be admitted to memberships under such terms as the Board shall determine. The Board shall determine categories of membership (there may or may not be more than one), the privileges and rights of the members, and the dues to be paid by members, provided, however, that contributions to the Council may be made by any person or association of persons, whether members or not. Privileges and rights to be reviewed annually by the Board shall be stated on the membership application. A list of current members and their categories shall be maintained in the office of the Executive Director.

Section 2.

Dues structure will be established by the Board. Membership dues will be collected on an annual basis. The Executive Director will mail a dues renewal reminder to current members before January 1 and keep track of membership designating the month joined. New members may join upon paying the designated membership dues for a calendar year. Upon expiration of any membership, rights of membership will lapse. Membership may be reinstated at anytime by payment of the membership dues.

Section 3.

Members shall have voting rights and items to be considered shall be presented at the annual meeting of the membership.

Article VI

Meetings of Members

The annual meeting of the members of the Council shall be held during the spring of each year at a time and place determined by the Board. Special meetings of the members for any purpose may be called at any time by the Chairperson of the Board, a majority of the Board, or upon petition submitted to the Executive Director from eight or more members. Special meetings shall be held at such time and place as designated by the Board. Notice of any annual or special meeting shall be in writing, and sent (postmarked or emailed) by the Executive Director to members at their respective addresses appearing on the records of the Council, seven (7) days prior to such meeting. At any annual or special meeting, eight (8) voting members shall constitute a quorum to transact any and all business.

Article VII

Board of Directors

Section 1.

The Board shall be composed of not less than fifteen (15) nor more than twenty-five (25) persons, with the exact number of Directors to serve to be set by a resolution adopted by the Board. Board members must be members in good standing of the Council.

Section 2.

It shall be the duty of the Board to conduct the affairs of the Council. The Board shall have the power to do all things necessary or convenient, and not otherwise prohibited by the laws of the State of South Dakota, to implement the purposes of the Council. In furtherance of the purposes of the Council, the Board shall have the exclusive power to determine areas of activity and study to be addressed by the Council.

Section 3.

The Board may elect persons to serve as Advisory Directors, who will not have the duties of the regular Board members.

Article VIII

Meetings of the Board of Directors

Section 1.

Regular meetings of the Board may be held at such time and place as shall be determined by the Chairperson or the Executive Committee. One meeting known as the Annual Board Meeting shall be held during the spring of each year prior to the annual

meeting of Council membership. Failure to hold the Annual Board Meeting during that time shall not work dissolution of the Council. Written notice of the time and place of the regular meetings and the Annual Board Meeting shall be sent by the Executive Director to each Director at least seven (7) days prior to the day named for the meeting.

Section 2.

Special meetings of the Board may be called by the Board Chairperson upon three (3) days written notice to each Director, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board shall be called in like manner upon like notice upon written request of three (3) Directors.

Section 3.

A quorum at all meetings of the Board shall consist of one third (1/3) of the number of Directors then in office. The acts of a majority of the Directors present at a meeting of the Board at which a quorum is present shall be the acts of the Board.

Article IX

Election of Directors

Section 1.

A nominations subcommittee of the Board shall identify a slate of nominees to replace Board members at the expiration of terms. These nominations shall be forwarded to the membership with the notice of the annual meeting. Additional nominations may be brought to the floor by any member at the annual meeting. The membership will vote on and elect the Board. New Board members will assume office at the next regularly scheduled Board meeting.

Section 2.

The term of office for members of the Board shall be three (3) years. The Directors may be re-elected to three additional terms of three (3) years each. Any vacancy occurring among the Board members through death, resignation, or other cause shall be filled for the unexpired portion of the term by the majority vote of the remaining Board members present at a regular meeting of the Board at which a quorum is present. Any Board member may be removed at any time with or without cause by the majority vote of the Directors then in office and present at a meeting of the Board at which a quorum is present.

Article X

Executive Director

The Executive Director shall be appointed by the Board to serve at the pleasure of the Board and is responsible for the management and staffing of the Council. The Executive Director shall see that all orders and resolutions of the Board are carried into effect,

shall execute all contracts and agreements authorized by the Board, and shall report to the Executive Committee of the Council all matters within her/his knowledge, that in the interest of the Council, should be brought to its attention. The Executive Director shall be salaried and shall be directly responsible to the Board. The Executive Director's performance shall be reviewed by the Executive Committee.

The Executive Director shall be an Ex Officio member of the Board and all standing committees and shall perform all duties, as may from time to time, be assigned to him or her by the Board.

Article XI

Board Officers

Section 1.

The officers of the Board shall be a Chairperson, Past Chairperson, Vice Chairperson, a Secretary, and a Treasurer. These officers comprise the Executive Committee. The Executive Director is an ad hoc member of the Executive Committee. The officers shall be elected by the Board at the next regularly scheduled meeting following the membership annual meeting. Notification of newly elected Board officers will be sent to all members by the Executive Director.

Section 2.

Officers shall hold office for two (2) years or until his/her successor has been elected and duly qualifies, provided however that any other officer may be removed without cause by the affirmative vote of a majority of the entire Board.

Section 3.

Any vacancy among the officers through death, resignation, or other cause shall be filled by majority vote of the Board present at a meeting of the Board at which a quorum is present. The Chairperson may designate an interim successor to serve until the Board chooses a successor. Any officer may be removed at any time by a majority vote of the Board present at a meeting of the Board at which a quorum is present whenever in their judgment the best interest of the Council would be served thereby.

Section 4.

The Chairperson of the Board shall preside at all meetings of the members of the Board, and shall exercise general supervision and direction over the more significant matters of policy affecting affairs of the Council including particularly its financial and fiscal affairs. The Chairperson may call a meeting for the Board whenever he or she deems it advisable. The Chairperson shall perform all duties incident to the office, and such other duties as may, from time to time, be prescribed by the Board.

Section 5.

The Vice Chairperson shall perform such duties as prescribed by the Board. In the event of the absence or disability of the Chairperson, the Vice Chairperson shall succeed to his or her powers and duties in a manner to be determined by the Executive Committee.

Section 6.

The Secretary or designee shall record minutes of all Board meetings and the annual meeting of the members and shall arrange for the distribution of copies of minutes.

Section 7.

The Treasurer shall have oversight responsibility for funds collected as membership fees and contributions to the Council that come from individuals and organizations. He or she shall see that accurate books of the account are kept to reflect all monetary transactions from these funds.

Section 8.

The Board may appoint such other officers, agents and employees as the Board may deem advisable. Each officer, agent or employee so appointed shall hold office at the pleasure of the Board and shall perform such duties as may be assigned to him or her by the Board, the Board Chairperson or the Executive Director.

Section 9

All Board members will elect or be assigned to serve on at least one standing committee with responsibilities defined in a working document based on the SDWAC strategic and operations plan, viewed and approved by the Board each year. Each committee will be chaired by a Board member.

Section 10

The following are considered Board committees. Only Board members may serve on these committees. Chairs of these committees report to the Board Chairperson. The committee chair reports to the SDWAC Chairperson.

- Finance
- Fund Development
- Nominating

Section 11

The following are considered Operating Committees. These committees must be chaired by a member of the Board. SDWAC members who are not elected members of the Board may be invited to serve on these committees temporarily for a specific event or permanently for a fiscal year. The committee chair reports to the Executive Director.

- Promotions/Marketing
- Program
- Membership

Section 12

The Executive Director is an ad hoc member of both Board and Operating Committees and should be apprised of all actions regarding their assigned responsibilities, but is not expected to attend all committee meetings.

Section 13

Ad Hoc committees can be established by the Board Chairperson as needed for a specific purpose.

Article XII

Amendments

The members of the South Dakota World Affairs Council reserves the right to amend, alter, or repeal any provisions contained in these By-laws by a majority vote of the Directors taken at any meeting of the Board at which a quorum is present except that no such amendment shall contain any provision that would be contrary to the objects and purposes of the Council as set forth in Articles II and III of these By-laws.

Article XIII

Salaries

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.