



**South Dakota Dental Hygienists' Association**

# **Bylaws**

## **ARTICLE I Name-Purpose-Mission-Office**

### **Section 1: Name**

The name of this corporation shall be the South Dakota Dental Hygienists' Association (hereinafter referred to as the "Association"), a South Dakota not-for-profit corporation.

### **Section 2: Purpose**

#### **CORE IDEOLOGY**

Unite, empower and support the dental hygiene profession

#### **VISION STATEMENT**

Dental hygienists are valued and integrated into the broader healthcare delivery system to improve the public's oral and overall health.

### **Section 3: Mission**

To improve the total health of our community and state, the mission of the SDDHA is to advance the art and science of the dental hygiene profession by ensuring access to quality oral health care; increasing awareness of the cost-effective benefits of prevention, promoting the highest standards of dental hygiene education, licensure, and practice and research, and representing and promoting the interests of dental hygienists.

### **Section 4: Offices**

The Association shall maintain a registered office as required by the laws of the State of South Dakota and executive offices as determined by the Association.

## **ARTICLE II MEMBERSHIP**

### **Section 1: Membership Qualifications:**

Membership may be granted to any individual who:

- a.) Meets the criteria set forth for each category of membership in the Association
- b.) Shares interest in and supports the purposes of the Association
- c.) Abides by these Bylaws, the Association's Code of Ethics for Dental Hygienists, and such other policies, rules, and regulations as the Association may adopt
- d.) Meets such additional criteria for each category of membership in the Association as the General Membership may establish.

### **Section 2: Membership Categories:**

The membership of the Association shall be composed of the following categories:

#### **Professional Member:**

Professional membership may be granted to any individual who:

- a) Has either earned a certificate or professional degree in dental hygiene granted pursuant to a dental hygiene program offered

by an accredited college or institution of higher education, or is licensed to practice dental hygiene in the United States under the provision of a "grandfather clause"

- b) is licensed to practice in any state, territory or possession of the United States if such license is required for the practice of dental hygiene
- c) Agrees to maintain membership in a Constituent.

**Retired Membership:**

For those age 62 and older who are fully retired from the profession or working less than 10 hours a week in dental hygiene and have either been an Professional member of the Association for an aggregate total of thirty (30) years, or twenty-five (25) consecutive years may apply for Retired Membership.

**Members with Disabilities:**

For those who are unable to work due to a verified disability.

**Life Member:**

Life membership may be granted by the Association, upon nomination and election, to any active, voting member who has made outstanding contributions to dental hygiene and to the Association; and meets such other criteria as determined by the membership form.

**Non-voting Members:**

**International Member:**

International membership may be granted to any individual who:

- I. Resides outside of the United States
- II. Holds a valid license to practice dental hygiene

**Student Professional Membership:**

Student membership may be granted to any student who:

- I. Currently enrolled in an accredited dental hygiene program
- II. Who has graduated from an accredited dental hygiene program and is currently pursuing a baccalaureate or graduate degree complementary to a career in dental hygiene in an accredited college or institution of higher education.

**Supporting Professional Members:**

Supporting professional membership may be granted to any licensed dental hygienist who hold a current license but are unemployed or are not employed in a dental hygiene related career.

**Honorary Members:**

Honorary membership may be granted by the Association to any individual who:

- I. Is not a dental hygienist
- II. Has made outstanding contributions to dental hygiene or

dental health

III. Has been nominated by the Executive Board (refer to the Operations Manual for definition of Executive Board).

**Allied Professional Members:**

Designed for individuals who are not currently licensed to practice dental hygiene, but who supported the purposes and mission of SDDHA

**Corporate Members:**

Corporate membership may be granted to any corporation, partnership, institution or organization that supports the Association's members.

**Section 3. Rights and Duties of a Professional Member:**

- a) Professional and supporting members must be members of a Constituent (State Association).
- b) All professional members shall be entitled to attend the member meetings and social functions of the Association.
- c) Only professional members may vote for the election of officers and/or hold office in the State Association. Notwithstanding anything set forth to the contrary herein, the professional members' right to vote is specifically limited to elections of officers, and other matters referred to the membership by the Executive Board.
- d) Non-voting members shall have such privileges as the Executive Board shall determine, but shall not have the right to vote or hold office.

**Section 4. Disciplinary Action-Termination of Membership:** The Association may discipline a member for any of the following reasons:

- I. Failure to comply with these Bylaws, the Association's Code of Ethics for Dental Hygienists, or any other rules or regulations of the Association
- II. Conviction of a felony or a crime related to, or arising out of, the practice of dental hygiene or involving moral turpitude;
- III. Suspension, revocation, or forfeiture by any state, province, or country of the member's right to practice as a dental hygienist; or unprofessional and unlawful conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Association.

**Procedures:**

Discipline may include, but not be limited to, censure, suspension, probation, and expulsion. Disciplinary action may be taken provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at

least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Association. Such disciplinary actions shall be conducted in accordance with procedures established by the Executive Board.

**Non-Payment of Dues:**

The Professional membership of any member who is in default of payment of dues or assessments for more than 45 days, ceases to be a member of the Constituent or other organization required for membership in the Association, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Executive Board or their designee(s) shall establish, unless such termination is delayed by the Executive Board.

**Section 5. Reinstatement.** Professional members who have resigned or whose membership has been terminated for non-payment of dues or assessments may be reinstated upon:

- I. Payment of dues and any assessments.
- II. Application to the appropriate Constituent or to the Executive Board.
- III. Meeting such additional terms and conditions as may be established by the Executive Board.

**ARTICLE III  
DUES AND ASSESSMENTS**

The initial and annual dues for all professional members of the Association, and the time for paying such dues and other assessments, if any, shall be determined by the Executive Board. Under special circumstances, the Executive Board, or its designee(s), may waive or reduce the annual dues and/or assessments for any member.

**ARTICLE IV  
MEMBERSHIP MEETINGS**

**Section 1. Annual Meeting.** An annual meeting of the professional members of the Association shall be known as the Annual Session, and shall be held at such time and place as shall be determined by the Vice President.

**Section 2. Special Meetings.** Special meetings of the professional members of the Association may be called at the request of the Executive Board, or at the written request of two-thirds (2/3) of the Association's professional membership. The time and place for holding special meetings shall be determined by the Executive Board.

**Section 3. Notice.** Notice of any annual or special meeting of the professional members shall state the time, date, place and purpose of the meeting and shall be delivered at least thirty (30) days prior to the date of such meeting, unless otherwise required by applicable law.

**Section 4. Presiding Officer at Meeting of the Association.** The President shall preside at all meetings of the Association and the Secretary shall act as Recording Secretary of the meeting.

**Section 5. Quorum.** Ten percent (10%) of the professional membership shall constitute a quorum at any meeting of the Association.

**Section 6. Manner of Acting.** The act of a majority or more of the professional membership present at a duly called meeting at which a quorum is present shall be the act of the membership, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

## **ARTICLE V Executive Board**

### **Section 1. Authority and Responsibility**

**Authority:**

The Executive Board shall be the administrative body of the Association vested with full power to conduct all business of the Association. In addition, the Executive Board shall have the power to enact interim policies between meetings of the Association and when such policies are necessary to the proper conduct of the Association affairs, provided that all such policies are presented to the professional membership of the Association for ratification at the next meeting of the Association following their enactment.

**The duties of the Executive Board shall include:**

- I. responsibly for all property, ~~real~~ and personal, owned or held by the Association
- II. establishment of the fiscal year of the Association
- III. causal of the accounts of the Association to be audited annually. This will be done by the following members of the Executive Committee: Immediate Past President, Vice President, and the Treasurer
- IV. preparation of an itemized budget of funds necessary to properly conduct the Association activities in the year following
- V. submission of annual report to the professional membership at the annual meeting of the Association reviewing activities of the Executive Board and the appointive officers
- VI. review of reports of officers and committees of the Association

VII. performance of other such duties as are prescribed by the mandate of the professional membership of the Association.

**Section 2. Composition.** The Executive Board shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Legislative Chair, Eastern CE Coordinator, Western CE Coordinator, Historian, Membership chair, & IOH Liaison.

**Section 3. Officers.** The officers of the Executive Board are the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Legislative Chair, Eastern CE Coordinator, Western CE Coordinator, Historian, Membership Chair, and IOH Liaison.

**Section 4. Vacancies.** In the absence of the President, the President Elect will serve as Chairman of the Executive Board. In the absence of the President and President elect, the Executive Board shall elect one of its professional members to serve as Chairman pro temp. In the absence of the Secretary of the Association, the chairman shall appoint one of its professional members to serve as Secretary pro tem.

**Section 5. Executive Board Meetings.** There shall be at least three (3) regular meetings of the Executive Board each year. Special meetings may be called by the President or upon the written request of a majority of the professional membership (10%) or an Executive Board Member. Seventy-Two (72) hours notice shall be given by telephonic or electronic means, setting forth the date, time, location and agenda of the special meeting. Business shall be limited to that which is stated in the call. Regular meetings may be set upon not less than thirty (30) days written or electronic notice of its date, time, and location.

**Section 6. Quorum.** A majority(10%) of the professional membership shall constitute a quorum for matters that require professional membership vote. A Quorum of the Executive Board is 10% of the Executive Board Members.

**Section 7. Meeting by Conference Call.** Any action to be taken at a meeting of the Executive Board or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of seventy-two (72) hours prior to the meeting.

**Section 8. Manner of Acting.** The act of a majority of members present at a duly called meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 9. Action by Written Consent.** Any action requiring a vote of the Executive Board may be taken without a meeting if consent in writing,

setting forth the action taken, is signed by all of the members of the Executive Board entitled to vote with respect to the subject matter thereof.

## **ARTICLE VI OFFICER**

**Section 1. Officers.** The officers of the Association shall be a President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Legislative Chair, Historian, Membership Chair, IOH Liaison, and the Eastern & Western CE Coordinators (collectively, "Officers"). No two (2) officers may be held simultaneously by the same person unless there is a vacancy. If there is a vacancy, another board member will need to assume the position as outlined in the Operations Manual. Officers are nominated prior to the SDDHA Annual Session. During the Annual Business Luncheon, the professional membership will cast the final vote and newly induct the elected Officers to the SDDHA Executive Board.

**Section 2. President.** The President shall be the principal elected officer of the Association and shall, in general, supervise all of the business affairs of the Association, subject to the direction and control of the Executive Board, by communicating with the Executive Board as necessary regarding the business of the Association. The President shall have general supervision and direction of all officers of the Association, shall be Chairman of the Executive Board, shall address the opening meeting of the Annual session, shall submit a written annual report to the General Membership, shall appoint, with the approval of the Executive Board, all chairmen and members of councils and standing committees, special committees, shall be member, without vote, of all councils and committees, except the nominating committee, and may serve as the ADHA delegate or alternate. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Executive Board. The President shall succeed to the office of Immediate Past President upon expiration of the President's term of office. Further duties are defined in the Operations Manual.

**Section 3. President-Elect.** The President-Elect shall assist the President and shall substitute for the President when required. The President-Elect shall be a member, without vote, of all councils and committees, except as otherwise provided by these Bylaws. The President- Elect shall, in general, perform all duties customarily incident to the office of President-Elect, may serve as a delegate or alternate delegate to the ADHA Annual Session, and such other duties as may be prescribed by the Board of Trustees or the President. The President-Elect shall succeed to the office of President upon expiration of the President's term of office, and in the event of the death, resignation, removal, or incapacity of the President. Further duties are defined in the Operations Manual.

**Section 4. Vice President.** The Vice President shall have such duties as may be assigned by the President or the Executive Board and defined in the



Operations Manual.

**Section 5. Treasurer.** The Treasurer shall be the principal financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for the Association; shall have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof; shall file and pay all taxes for the Association; shall deposit all funds and securities of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Treasurer shall have other such powers and duties as may be determined by the Executive Board, the President, or outlined in the Operations Manual.

**Section 6. Immediate Past President.** The Immediate Past President shall offer guidance and support to the President. The Immediate Past President shall have powers and duties as may be assigned by the President, the Executive Board, or outlined in the Operations Manual.

**Section 7. Secretary.** The Secretary shall keep a written report on the activities of the office at each regular meeting of the Association, and shall have other such powers and duties as may be determined by the Executive Board, the President, or in the Operations Manual.

**Section 8. Delegates & Alternate Delegates.** The Delegates and Alternate Delegates shall represent the Constituent at all sessions of the ADHA Annual Session and shall keep the Association informed of the ADHA activities. Delegates and Alternate Delegates are positions that are held by the Executive Board. However, if all the Delegate and Alternate Delegate positions are not filled with Officers from the board, the Executive Board may nominate and vote on any Professional Member of SDDHA to fill the position(s). The Delegates and Alternate Delegates shall have other powers and duties as may be determined by the Executive Board or the President and as defined in the Operations Manual. The Delegate and Alternate Delegate are non-voting members of the Executive Board. They are also not considered part of the Executive Board unless they also hold an officer's position on the Executive Board.

**Section 9. Legislative Chair.** The Legislative Chair shall represent the Constituent in all legislative matters. The Legislative Chair will act as a liaison between the South Dakota State Government Officials and the SDDHA. The Legislative Chair shall have other powers and duties as may be determined by the Executive Board or the President and as defined in the Operations Manual.

**Section 10. Continuing Education (CE) Coordinators.** There are two coordinators; the Western CE Coordinator and the Eastern CE Coordinator. The Continuing Education Coordinators are voting members of the Executive Board. The CE Coordinators will work directly with the Vice President when

coordinating conferences in his/her region. All duties of the CE Coordinators are outlined in the Operations Manual.

**Section 11. Membership Chair.** The Membership Chair is responsible for promoting new membership and encourages past members to renew their membership in the SDDHA. They shall develop plans to recruit dental hygiene students to join the ADHA after their graduation. All duties of the Membership Chair area outlined in the Operations Manual.

**Section 12. IOH Liaison.** The IOH Liaison is responsible to serve as the Finance Resource Director, serve as an active member of the Executive Board and the Executive Committee. He/she shall serve as a member of the Executive Board and Chairman of the Liaison Committee. More duties of the IOH Liaison are outlined in the Operations Manual.

**Section 13. Historian.** The Historian keeps records of materials pertaining to the activities of the SDDHA in scrapbook form, including pictures, newspaper clippings, programs, etc. More duties of the Historian are outlined in the Operations Manual.

**Section 14. Qualifications for Office.** All elected officer shall be ADHA professional member in good standing.

**Section 15. Nominations.** The Executive Board is responsible for nominating candidates for open positions on the Board. Additional nominations may be made by the membership.

**Section 16. Elections.** Executive Board members shall be elected by professional membership to serve their term or until their successors are elected. In the event that no candidate receives a majority of the votes cast on the first ballot, the two candidates receiving the highest number of votes shall be voted upon again by ballot. All election of officers will happen during the Annual Session Business Luncheon. The President will serve as 1st Delegate. The President-Elect will serve as 1st Alternate Delegate. The 2nd Delegate and 2nd Alternate Delegate will be voted on by the Executive Board and must be a current member. In the event that the President or President-Elect are unable to serve, a member bill voted on by the Executive Board.

**Section 17. Term.**

President-elect: 1 year term & 1 year term limit unless left vacant

President: 1 year term & 1 year term limit unless left vacant

Vice-president: 2 year term & no term limit

Past-president: 1 year term & 1 year term limit unless left vacant

Secretary: 2 year term & no term limit

Legislative Chair: 1 year term & no term limit

Treasurer: 2 year term & no term limit

Continuing Education Coordinator: 2 year term & no term limit

Membership Chair: 2 year term & no term limit  
IOH Liaison Officer: 2 year term & no term limit  
ADHA Delegate (2): 1 year term & no term limit  
ADHA Alternate Delegate (2): 1 year term & no term limit  
Historian: No term limit

Officers serving more than half of a full term shall be deemed to have served a full term in office. The term of office shall begin at the close of the Annual Session at which they were elected.

**Section 18. Resignation and Removal of Officers.** Any officer may resign at any time by giving written notice to the Executive Board. The resignation is effective immediately. In addition, any officer may be removed by a majority vote of the persons entitled to elect such officer, whenever, in their judgment, the best interests of the Association would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer or agent shall not of itself create any contract rights.

**Section 19. Officer Vacancies.** Vacancies in any office shall be filled by the President without undue delay, provided, however, the President-Elect automatically shall succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President and the office of President-Elect shall remain vacant until the next meeting of the professional membership. In the event the President-Elect position is vacant at such time as there becomes a vacancy in the office of President, the Executive Board immediately shall fill the office of President and such appointee shall hold office until the next meeting of the professional membership. Except as otherwise set forth herein, an officer appointed pursuant to this Section shall hold such office for the remainder of the original term for which she or he was appointed to fill.

**Section 20. Compensation.** No elected officer shall receive compensation for services as an officer; however, the Association may authorize reimbursement of expenses incurred in the performance of their duties for the Association, and prescribe procedures for approval and payment of such expenses.

**Section 21. State Components.** SDDHA has no local components

## **ARTICLE VII Executive Committee**

The Immediate Past-President, President, President-Elect, Vice President, and Legislative Chair shall serve as the Executive Committee of the Association between the board meeting and such other business as may be assigned by the Executive Board. The Executive Committee may conduct

business by written, telephonic, or electronic communication. The quorum of the Executive Committee shall be three (3). The Executive Committee shall meet at the call of the Presidents or any two (2) members of the Executive Committee. Any action taken by the Executive Committee must be ratified by the Executive Board at its next meeting.

## **ARTICLE VII ADHA REPRESENTATION**

**Section 1. House of Delegates.** The Association shall be represented by Delegates and Alternates as provided in the ADHA Bylaws. The Association shall provide ADHA General Office with the names of Delegates and Alternates within ten (10) days of their election and no later than thirty (30) days prior to the Annual Session of the Association.

**Qualifications:**

The President shall serve as First Delegate. The President-Elect shall serve as Alternate Delegate. The additional 1 (one) Alternate and 1 (one) Delegate will be elected by the Executive Board.

**Term of Office:**

Delegates and Alternate delegates shall serve a term of one year and no term limit.

**Vacancies:**

In the event of a vacancy among the Delegates, a qualified Delegate shall be appointed to fill the vacancy by the President. If multiple members want to fill the vacancy, an election will take place to fill the position. The election can be in person or electronic.

**Duties:**

The Delegates and Alternate Delegates will represent the Association at all sessions of ADHA Annual Session and will keep the Association informed of ADHA activities.

**Funding:**

The Association will be responsible for Delegate's and Alternate Delegate's registration fee, plane fare, accommodations for necessary nights, and per diem as decided by the Board of Trustees. Additional funding defined in the Operations Manual.

## **ARTICLE IX COMMITTEES- COUNCILS-TASK FORCES**

**Section 1. Councils and Other Standing Committees.** The Executive Board may establish such councils and other standing committees as it deems necessary or prudent in the exercise of their authority and responsibility as set forth in these Bylaws.

**Authority/Composition/Qualifications:**

The action establishing a council or standing committees shall set

forth the council or committee's purpose, authority, and composition, and the qualifications required for membership on the committee. In the absence of any direction to the contrary in the authorizing action, the President shall appoint the Chair and members of all councils and standing committees, subject to the approval of the Executive Board. Any committee having the authority of the Executive Board shall have members of the Board of Trustees as a majority of its members.

**Quorum and Manner of Acting:**

At all meetings of any council or standing committee, a majority of the committee members shall constitute a quorum for the transaction of business unless otherwise set forth in these Bylaws or the resolution establishing such council or committee. A majority vote by council or committee members present and voting at a meeting at which a quorum is present shall be required for any action.

**Committee Vacancies:**

Except as otherwise provided herein, vacancies in the membership of a council or committee shall be filled by the President, President Elect, and/or the Immediate Past President.

**Policies and Procedures:**

The Executive Board shall develop and approve policies and procedures for the operation of all councils and standing committees. All councils and standing committees shall report to the Executive Board unless otherwise set forth in the resolution establishing such council/committee.

**Section 2. Advisory/Ad Hoc Committees and Task Forces.** The Executive Board may appoint such advisory or ad hoc committees or task forces as are necessary or appropriate in the exercise of their authority and responsibility as set forth in these Bylaws. An ad hoc committee shall terminate three (3) years from the date of its creation, unless renewed by the Executive Board. A task force shall terminate after one (1) year from the date of its creation, unless renewed. Ad hoc committees and task forces may be established for longer periods with the approval of the Executive Board. The action establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.

**Quorum and Manner of Acting:**

At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.

**Committee/Task Force Vacancies:**

Except as otherwise provided herein, vacancies in the membership

of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee/task force.

**Policies and Procedures:**

The Executive Board shall develop and approve general policies and procedures for the operating of all committees and task forces. All committees and task forces shall report to the entity creating the committee/task force.

**ARTICLE XII  
VIRTUAL MEETINGS**

Any action to be taken at an Executive Board, professional member, council, committee, or task force meeting may be taken through the use of a virtual meeting platform or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of a virtual meeting must be delivered at least seventy-two (72) hours prior to the meeting.

**USE OF ELECTRONIC COMMUNICATION:**

Unless otherwise prohibited by law:

- i.) Any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means
- ii.) Any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

**ARTICLE  
XIV  
FINANCE**

**Section 1. Contracts.** The Executive Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

**Section 2. Payment of Indebtedness.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by action of the Executive Board. In the absence of such determination by the Executive Board, such instruments shall be signed by the Treasurer and countersigned by another Officer.

**Section 3. Deposits.** All funds of the Association shall be deposited to the credit of the Association as banks, trust companies, or other depositories insured by the FDIC or its equivalent as the Executive Board may select.

**Section 4. Bonding.** The Board of Trustees shall provide for the bonding of such officers and employees of the Association as it may determine is necessary and/or appropriate.

**Section 5. Gifts.** The Executive Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

**Section 6. Books and Records.** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Executive Board, and any committees having the authority of the Executive Board.

**Section 7. Annual Audit.** The Executive Board shall provide for, at a minimum, an annual internal audit of the financial records of the Association. A report of the financial condition of the Association shall be made to the membership of the Association annually during the business luncheon.

**Section 8. Fiscal Year.** The fiscal year of the Association is June 30th of the current year to June 30th of the preceding year.

#### **ARTICLE XV INDEMNIFICATION**

The Association shall indemnify all past and present officers, directors, employees, committee, council, and task force members, and all other volunteers of the Association to the full extent permitted by the South Dakota Nonprofit Corporation Act (SDCL 47-22 & 23), as may be amended, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the Executive Board.

#### **ARTICLE XVI WAIVER OF NOTICE**

Whenever notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XVII AMENDMENTS-DISSOLUTION**

##### **AMENDMENTS:**

The Bylaws may be amended at any meeting of the general membership with a quorum present. Approval of the proposed by-laws change requires a (2/3) vote of the quorum.

##### **DISSOLUTION:**

In the event of the dissolution of the Association, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all of the remaining

assets of the Association (except any assets held by the Association upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to the ADHA, or, if the ADHA is no longer in existence, exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

**ARTICLE XIX  
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern all meetings in all cases to which they are applicable and in which they are not inconsistent with the South Dakota Act, these bylaws and any special rules of order the Association may adopt.

**ARTICLE XX  
SUPREMACY CLAUSE**

The Constitution and Bylaws of this Association shall not be in conflict with the Constitution and Bylaws of ADHA, which shall be the supreme law of the Association. A current copy of these Bylaws shall be on file with the Executive Director of ADHA.