

South Dakota Higher Education Association By-Laws

Article 1. Name and Purposes

Section A. Name. The name of this Association shall be the South Dakota Higher Education Association.

Section B. Use of Name. The name of the Association shall be employed in connection with all official business and activities of the Association. The name of the Association shall not be used by organizations or agencies without the approval of the SDHEA Board of Directors.

Section C. Purposes. The purposes of this Association shall be to provide leadership in the college personnel profession within the framework of the goals of higher education; and, to provide the opportunity for individuals in higher education to serve together productively and to participate in the research, thought, and sharing of experience considered basic to professional growth and development.

Section D. Autonomy. The Association shall be autonomous in the conduct of its affairs consistent with the bylaws herein.

Article II. Membership

Section A. Types and Qualifications. Any person whose designated responsibilities are related to student and human development in the context of post-secondary education in South Dakota may be approved for membership by the President or Secretary-Treasurer. Such responsibility areas may include but are not limited to: teacher, administration, student, provision of services, programs, activities, counseling, affiliate, research, and program development.

Section B. Application for Membership. The Board of Directors shall provide the application forms for institutional and individual membership to the Association.

Section C. Rights and Privileges. Each Institution or individual member in good standing (Article II, Section F) shall be entitled to attend Association conferences, meetings, trainings and webinars. An individual member or a member of an institution shall be eligible to serve on Association committees, shall have voting privileges and may hold office and membership on the Board of Directors with the exception of the limitations included in Article II, Section A.

Section D. Dues. The dues for each membership classification shall be determined by the Board of Directors with approval by a majority of the membership.

Section E. Nonpayment of Dues.

1. Any institutional member shall receive notice to institutional point of contact that they may become inactive for nonpayment of dues and may be dropped from membership for nonpayment of dues after a second notice. Individuals from the institution will then be eligible for individual membership dues.

2. Any individual member shall receive notice that they may become inactive for nonpayment of dues and may be dropped from membership for nonpayment of dues after a second notice.

Section F. Good Standing. Members in good standing are those who have paid dues for the current membership cycle and are not delinquent on registration fees after first notice from the Secretary-Treasurer.

Article III. Meetings of the Membership

Section A. State Meetings. The Association shall meet at least once a year. The time and place of each meeting shall be fixed by the Board of Directors and notice thereof shall be given to the individual members at least thirty (30) days prior to the time so fixed. The President of the Association or the President-Elect in his/her absence shall preside at state meetings.

Section B. Special Meetings. The Board of Directors may call special or emergency meetings if deemed necessary. Also, upon written request of 25 members to the Secretary-Treasurer, stating the purpose thereof, a

special meeting shall be called within 30 days. At least 15 days' notice to the membership is required for such special meetings.

Article IV. Board of Directors

Section A. Officers. The Board of Directors shall be composed of six officers and four members at large. The officers of the Association shall be the President, the President-Elect, Immediate Past-President, the Secretary - Treasurer, Communications Officer, and the Professional Development Officer. The officers of the Association shall make up the Executive Board.

1. The term of office of any elected officer shall begin during the Board of Directors End of Conference Meeting.
2. The President-Elect shall automatically become President of the Association the term immediately following commencement of the office of President-Elect. The President shall automatically become Immediate Past-President of the Association the term immediately following commencement of the office of President.
3. The term for the offices of President, President-Elect and Immediate Past President shall each be one year and these offices shall not be eligible for additional terms in succession.
4. The term for the office of Secretary-Treasurer, Communications Officer, and Professional Development Officer shall be two years with the possibility of additional terms.
5. To be eligible to serve as an officer, an individual must have been a SDHEA member for one year.
6. In case of resignation, ineligibility, or death of an officer of the Association, the Board of Directors shall appoint a person to serve the remainder of the term of office. (Refer to Article IV. Section C., 2)

Section B. Election

1. **Process of Nomination.** The Nomination and Awards committee shall canvass in writing the individual members of the Association, and guided thereby, shall place on the election ballot the names of the eligible individual for each position. The committee shall utilize canvassed nominees as a guide only and shall in no way be restricted or confined in the selection of nominees by such canvass.
2. **Elections.** The Nomination and Awards committee shall conduct the election of officers by ballot, which shall be sent to the members of the Association or a vote may be taken during a regular business meeting of the general membership. If ballot is sent, ballots shall note the deadline date for the vote to be valid. A simple majority of the valid ballots shall constitute election to office. The committee shall certify the results of the election to the Board of Directors, which will be responsible for announcing the results.

Section C. Duties

1. The President shall:
 - a. Serve as the chief elected officer of the Association.
 - b. Preside over all state meetings of the Association.
 - c. Be chairperson and preside at all meetings of the Board of Directors and the Executive Committee.
 - d. Represent the association to outside associations, organizations, businesses, institutions, and other parties.
 - e. In consultation with the Board of Directors, appoint chairpersons and members of all committees, and shall be an ex-officio member of all committees.
 - f. Act as the signatory for the association. The President may designate a proxy signatory from the Executive Committee only as needed.
 - g. Be responsible for coordinating the annual conference.
2. The President-Elect shall:
 - a. Perform the duties of the President in the absence or incapacity of the President.
 - b. Coordinate the annual By-Law review.
 - c. Begin planning for following year annual conference.
3. The Immediate Past-President shall:
 - a. Chair the Nomination and Awards Committee
 - b. Act as SDHEA Historian

- c. Chair the Sponsorship committee
- d. Serve as the transition officer.
- 4. The Secretary-Treasurer shall:
 - a. Represent the Association in assuring the receipt and expenditure of funds in accordance with the directives established by the Board of Directors and shall be under such bond as determined by the Board of Directors.
 - b. Adhere to the following duties: coordinate calls for membership, collect membership dues and registrations, file taxes, and maintain the Association's financial documents for the previous seven years.
 - c. Keep minutes of all meetings at which the Association officers preside.
- 5. The Communications Officer shall:
 - a. Maintain appropriate communication with the Association.
 - b. Provide updates to website and social media.
 - c. Create and update marketing materials.
- 6. The Professional Development Officer shall:
 - a. Promote and organize annual conference call for proposals.
 - b. Host webinars.
 - c. Organize networking opportunities for higher education professionals.
- 7. The four members at large shall:
 - a) Represent their group's interests.
 - b) Serve on committee and assume tasks when developing SDHEA strategic initiatives.
 - c) Assist with recruiting campus liaisons at home institutions.

Section D. Function of the Board of Directors . The Board of Directors shall be the executive body of the Association and its function shall be as follows:

- 1. To formulate and recommend policies to the Board of Directors for its consideration,
- 2. To plan and implement the actions necessary to accomplish the policies as established by the Board of Directors and the membership; and
- 3. Shall meet at the call of the President.
- 4. There shall be no dual assignment to the Board of Directors of any member of the Association.

Section E. Reports of Elected Officers. The President and Secretary-Treasurer of the Association shall make reports to the Association at the time of the state meeting. Both reports shall be given to the Board of Directors. The reports shall be made available to any member in good standing of the Association upon request. Reports of SDHEA are the property of the organization and are stored with the Secretary-Treasurer.

Section F. Compensation and Expenses of Board of Directors.

- 1. None of the elected Board of Directors of the Association shall receive any compensation for their services to the Association.
- 2. Some necessary expenses of the elected Board of Directors of the Association shall be paid from the funds of the Association.

Section G. Functions of the Board of Directors. The Board of Directors shall be the administrative entity of the Association and its functions shall be as follows:

- 1. To formulate and recommend policies to the membership for its consideration and action,
- 2. To formulate policies appropriate for executive action and direct the execution thereof subject to review by the membership, and
- 3. To plan and implement the actions necessary to accomplish the legislative decisions of the membership.

Section H. Meetings of the Board of Directors. The Board of Directors shall meet at the time and place of the state meeting and at other times during the year as designated by the President. The Board of Directors must have a quorum present constituting a simple majority of the Board of Directors to conduct official business.

Section I. Audits. The Treasurer shall make interim reports at the Board of Directors meetings. An audit is performed whenever one of the following occurs: 1) standard every three years, 2) prior to a newly elected Treasurer taking office, or 3) when otherwise deemed necessary by the Board of Directors. Members of the Audit Committee will be appointed by the President. All expenses associated with the audit will be incurred by the Association (i.e.: travel, meals, etc.)

Section J. Reports From Committees. The Board of Directors shall request reports from committees as may be necessary for the execution of business. Reports from committees will be stored with the Secretary-Treasurer.

Section K. Removal of a Board Member. Should a Board of Directors member be absent from one previously scheduled board meeting without notification, fail to engage in timely communication practices, or not meet the responsibilities of their position without reasonable justification, they may be removed from their position by majority vote of the Board of Directors.

Article V. Property

Section A. Dissolution of the Association. All property of the Association shall be subject to the control and management of the Board of Directors. Upon dissolution of the Association, none of its property shall be distributed to any of the members, and all of such property shall be transferred to such other organization(s) that are exempt under Section 501(c)(3) of the Internal Revenue Service code or corresponding provision of the Internal Revenue Service laws.

Section B. Appropriations and Expenses. All appropriations and expenses of the Association shall be subject to control as outlined in the by-laws.

1. **Appropriation of the Association Funds.** All appropriations of Association funds shall be made by the Board of Directors. Request for an appropriation may originate in any committee.
2. **Expenses.** The expenses incurred in conduct of the affairs of the Association shall be paid by the Secretary-Treasurer out of appropriations budgeted for such purposes and for which a voucher is given.
3. **Committee Expenses.** All expenses of committees, authorized by the Association, shall be paid from the funds appropriated theretofore. Liability incurred by any committee in excess of the funds appropriated shall not be the liability of the Association but may be the personal liability of the person or persons responsible for incurring or authorizing such liability.

Article VII. Committees

Section A. Committees. Both standing committees and special committees may be created for the promotion of the purpose of the Association, and shall consist of members of the Association.

Section B. Standing Committees. The Association's standing committees shall perform such functions as may be designated by the Board of Directors and also the functions prescribed by these by-laws. These committees shall be chaired by a Board of Directors member and shall be comprised of the general membership. The association shall have the following standing committees.

1. **Nomination & Awards Committee.** Oversees the nomination and election procedures for the Board of Directors. Also oversees the annual awards programs along with all awards. The committee is chaired by the Immediate Past-President who delegates members to serve on this committee.
2. **Diversity, Equity, and Inclusion.** Provides recommendations on diverse speakers and workshop presenters. Highlight and informs the Board of Directors and membership of emerging trends related to D.E.&I., locally regionally, and nationally. Serve as a resource to campus constituencies. Provide support and resources for diversity professionals and other student affairs professionals. The committee is chaired by the Professional Development Officer.

Article VI. Rules of Order

Section A. Meeting Management. The business of the Association shall be guided by Keesey's Modern Parliamentary Procedure.

Section B. Quorum. A quorum shall be recognized at Board of Director meetings if two-thirds of current Board of Director are present before the meeting is called to order. A quorum shall be recognized at business meetings if a simple majority of voting members are present before the meeting is called to order.

Article IX. Amendments and Revisions

Section A. Initiation. Amendments to or other changes in these by-laws may be initiated in the following ways:

1. The Board of Directors may propose amendments.
2. The President may appoint a committee to consider revision of the by-laws in general, or by amending a section.
3. Any member of the Association may submit proposed revisions to any Board of Directors member. The proposed revisions must be accompanied by signature support of 20 Association general members. The Board of Directors will be responsible for relaying such a proposed amendment to the President and may append its recommendation concerning the proposed amendment at this time.

Section B. Adoption. These by-laws may be amended by the following method:

1. An affirmative vote of at least two-thirds of the membership present at the Annual Meeting; or
2. The President shall send the proposed changes, with explanations and recommendation of the Board of Directors, to the membership for a vote. At least 10 days must lapse between the date the recommendations are sent to the membership and the date on which the vote is taken. The President shall appoint a committee to count the votes. An affirmative vote of at least two-thirds of the ballots returned shall be required for the acceptance of the amendment.

(By-laws revised Dec. 1994, May 1999, Jan. 2001, Feb. 2004, Jan. 2007, Feb. 2012, Feb. 2014, Jun. 2015, Aug. 2017, 2020, April 2023)