

# *South Dakota Specialty Producers Association*

## *Bylaws (as amended March 18, 2013)*

### ARTICLE I

#### Offices

The principle office of South Dakota Specialty Producers Association (the “Corporation”) in the state of South Dakota shall be located at the address of the registered office of the Corporation. The Corporation may have such other offices within or without the State of South Dakota as the Board of Directors may require from time to time.

The registered office of the Corporation (required by the South Dakota Nonprofit Corporation Act to be maintained in the State of South Dakota) need not be identical with the principal office in the State of South Dakota; also, the Board of Directors may change the addresses of the registered office and the principal office from time to time.

### ARTICLE II

#### Purposes

**The corporation is formed for the purpose of forming a South Dakota Corporation under SDCL 47-22 South Dakota Nonprofit Corporation Act. To stimulate appreciation and production of specialty crops, such as fruits, herbs, and ornamentals, and others while promoting the establishment of orchards, vineyards, and other specialty crop production activities, including, but not limited to, wineries and other forms of Agritourism in South Dakota.**

#### **More specifically:**

1. Promote South Dakota horticultural and specialty crops and products
2. Develop cooperative marketing opportunities
3. Serve as a venue for networking and information gathering
4. Market Agritourism
5. Develop South Dakota product identity
6. Develop educational programs to support sustainable and organic production of specialty crops and specialty value-added products
7. Work with legislators and policy-makers
8. Submit grants that support organizational goals.

9. Help support value-added and specialty crops research
10. Collaborate with other organizations working on common goals by providing an umbrella association for various growers, production, and marketing groups, such as Buy Fresh Buy Local.

The corporation may engage in any activity connected with the above-stated purposes in accordance with the South Dakota Nonprofit Corporation Act and will not engage in any activity prohibited by same said Act or any corresponding provision of any future United States Internal Revenue laws dealing with our non-profit organization.

The corporation has not been formed for pecuniary profit or gain. No part of the assets, income or profit of the corporation will inure to the benefit of any officer or director of the corporation or any private individual, and no director or officer of the corporation, nor shall any private individual be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. However, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article II.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of public office.

Upon dissolution of the corporation, the director shall, after paying or making provision for payment of all the liabilities of the corporation, distribute all the assets of the corporation to organizations chosen by the directors which would qualify under the provisions of non-profit organizations.

### **ARTICLE III**

#### Members

The corporation's voting members will be members in good standing, i.e., by having paid their annual dues of \$25.00 per year, thus entitling them to SDSPA literature and one vote per membership.

A second vote per entity may be obtained with a second paid membership at the same \$25.00 per year per member rate with a limit of 2 voting members per entity.

## ARTICLE IV

### Board of Directors

1. Number: The number of directors shall be no less than five (5) and no more than nine (9), including the ex-officio member of the President, and shall consist of initial Board of Directors and such other directors, as the existing SDSPA membership shall elect by majority vote.
2. Board Representation: Shall be diverse with as official members representing Farmers Markets, Wineries, Livestock, Crops, and Value-added entities, and at least one Extension/Education; plus the SDSPA President as an ex-official member.
3. Manner of Election: Serving directors shall nominate prospective board members individually for election. The names will be submitted in writing to the SDSP president and/or secretary for publication at least 30 days prior to the spring electoral meeting. Both the nominator and the nominee must be members in good standing (i.e. with dues paid by January 1<sup>st</sup> of each year and eligible to vote). Votes will be cast using secret ballot and by those voting members in good standing with one per entity.
4. Term: The term of each director shall be three (3) years, except for the initial Board of Directors. At the organizational meeting, the initial Board of Directors shall be divided into three (3) groups;
  - One group of directors shall be elected to a term ending at the first annual meeting of the Board of Directors;
  - The second group of Directors shall be elected to a term ending at the second annual meeting of the Board of Directors;
  - And the third group of Directors shall be elected to a term ending at the third annual meeting of the Board of Directors.

Directors may serve up to six (6) years. The group elected to fill a vacancy of less than a full three year term, shall be permitted to serve three (3) additional full consecutive three-year terms, and the group elected to serve until the third annual meeting shall be deemed to have served one full three-year term.

After a Director has completed three (3) full three-year terms, he or she shall be required to wait one (1) full year to be eligible for re-election to the Board of Directors.

5. Board Resignation: Any director wishing to resign from the board shall submit his or her resignation to the president and/or secretary, who will in turn notify members in the next newsletter.

6. Vacancies: Any vacancies occurring during the term of a director may be filled by appointment of the current SDSPA President to serve for the remainder of the unexpired term and with the current VP attending the Board of Directors meetings to bring continuity.
7. Authority: The Board of Directors shall have control of and be responsible for the management of the affairs and property of the corporation; shall appoint and have the power to remove any officers and employees upon recommendation of the nominating committee; and prescribe their duties as everything deemed necessary or expedient for the promotion and protection of South Dakota Specialty Producers Association.

They will meet twice annually, holding one meeting East River and one West River, within the 30 days prior to the spring and the fall SDSPA organizational meeting. The Board of Director meetings shall be announced with 30 days notice in the newsletter. The Board of Director meetings shall be open to the members unless removal of an officer is being discussed.

8. The Board of Directors: will hold their own elections within their body for the following officers: president, a vice-president, a secretary and a treasurer. A single individual may serve in more than one office.

\*President: The President of the Board of Directors shall be elected by affirmative vote of a majority of the directors present at the annual meeting and shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the board and shall perform the usual duties of presiding officer.

\*Vice-President: The Vice-President shall serve in the absence of the President and shall have such duties as shall be determined by the board.

\*Secretary: The Secretary shall take minutes of the proceedings of all annual and special meetings of the board, shall handle all correspondence of the Corporation, and shall give notice of meetings of the board and such duties as determined by the board.

\*Treasurer: The Treasurer shall receive, collect maintain custody of all funds of the Corporation, shall keep correct and complete books of account of the Corporation, shall make an annual report to the Board of Directors and such other interim reports as shall be required by the Board. The Treasurer shall pay out funds of the Corporation on presentation of bills approved by the President or Vice-President and the Secretary.

\*Term: The term of the office of any officer shall be two (2) years. Officers may serve an unlimited number of terms of office, so long as they remain eligible to serve on the Board of Directors.

\* Vacancies: Any vacancy occurring during the term of an officer shall be filled by the current SDSPA president and the VP shall become the ex-official member of the Board of Directors

until the next SDSPA meeting, at which time a new member of the Board of Directors will be voted upon.

## ARTICLE V

### Organizational Officers

1. Officers: The officers of this organization shall be a president, a vice-president, a secretary and a treasurer. A single individual may serve in more than one office.
2. President: The President of the Board of Directors shall be elected by affirmative vote of a majority of the directors present at the annual meeting and shall be the chief executive officer of the Corporation. The President shall preside at all meetings, shall perform the usual duties of presiding officer, shall be ex-officio member of all committees and the Board of Directors, and shall perform such other duties as shall be specified by the Board of Directors.
3. Vice-President: The Vice-President shall serve in the absence of the President and shall have such duties as shall be determined by the board.
4. Secretary: The Secretary shall take minutes of the proceedings of all annual and special meetings of the board, shall handle all correspondence of the Corporation, and shall give notice of meetings of the board and such duties as determined by the board.
5. Treasurer: The Treasurer shall receive, collect and maintain custody of all funds of the Corporation, shall keep correct and complete books of account of the Corporation, shall make an annual report to the Board of Directors and such other interim reports as shall be required by the Board. The Treasurer shall pay out funds of the Corporation on presentation of bills approved by the President or Vice-President and the Secretary.
6. Term: The term of the office of any officer shall be two (2) years. Officers may serve an unlimited number of terms of office, provided they are reelected after a one-year absence from office.

To keep continuity, the current vice-president would become the next president, the current secretary would become the vice-president, and the current treasurer would become the secretary, provided each officer is willing. If the officer is unwilling to assume the next position, nominations and elections will be held using the procedure stated herein.

7. Vacancies: Any vacancy occurring during the term of an officer shall be filled by affirmative vote of a majority of the remaining directors to serve for the remainder of the unexpired term.

## ARTICLE VI

### Meetings of the Board of Directors

1. Bi-Annual Meeting of the Board of Directors: Beginning with the year 2010, the bi-annual meetings of the Board of Directors shall be twice yearly, preferably once in the spring and once in the fall. Additionally, one will be held West River and one East River, on dates and times and at places to be determined by the Board and to be announced in the newsletter 30 days prior.

These meetings are for the purpose of electing officers, for setting the short and long term goals of the organization, and to conduct the transaction of such other business as may come before the meeting. It is the goal of SDSPA that the Board of Directors will attend the bi-annual SDSPA membership meetings also.

2. Special Meetings: Special meetings of the Board of Directors may be called by any director with 72 hours notice as prescribed herein.
3. Notice: Written, telephonic or electronic mail notice of all meetings shall be required. Notice of a meeting shall be sufficient if it states the date, time and place of meeting and is placed in a United States mail receptacle and mailed to the last known address of the Director, or is sent by electronic mail to the last known electronic mail address of the Director, or is conveyed by telephone.
4. Quorum: At least fifty (50%) of the number of directors currently serving shall constitute a quorum for the transaction of business at any annual or special meeting of the Board of Directors, except where a Special Quorum is required. The act of the majority of the directors present at a meeting (for which a quorum is present) shall be the act of the Board of Directors.
5. Presence by Electronic Communication: Directors may be present telephonically for the purpose of voting and constituting a quorum for the regular, special or annual meeting of the Board of Directors, if the director may hear all others present at the meeting and may be heard by all others present at the meeting.
6. Rules: Any questions concerning parliamentary procedure at meetings of the corporation shall be determined by reference to “21<sup>st</sup> Century Robert’s Rules of Order”.

### Meetings of the SDSPA Membership and/or Executive Committee

1. Regular SDSPA Bi-Annual Meetings: Beginning with the year 2010, regular biannual meetings of the SDSPA membership shall be held twice yearly, preferably once in the spring and once in the fall. One meeting will be held West River and one East River on

dates, at times and at places to be determined by the Executive Board. These meetings are to be announced in the SDSPA newsletter 30 days in advance.

The spring meeting is for the purpose of electing officers and for the transaction of such other business as may come before the membership. The fall meeting is for the purpose of education and the transaction of such other business as may be presented at the meeting.

2. Special Meetings: Special meetings of the Executive Board or the SDSPA members may be called by the President with 72 hours notice as prescribed herein.
3. Notice: Written, telephonic or electronic mail notice of all meetings shall be required. Notice of a meeting shall be sufficient if it states the date, time and place of meeting and is placed in a United States mail receptacle and mailed to the last known address of the Director, or is sent by electronic mail to the last known electronic mail address of the Director, or is conveyed by telephone.
4. Quorum: At least fifty (50%) of the number of directors currently serving shall constitute a quorum for the transaction of business at any annual or special meeting of the Board of Directors, except where a Special Quorum is required. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
5. Presence by Electronic Communication: Directors may be present telephonically, for the purpose of voting and constituting a quorum, at regular, special or annual meeting of the Board of Directors, if the director may hear all others present at the meeting and may be heard by all others present at the meeting.
6. Rules: Any questions concerning parliamentary procedure at meetings of the corporation shall be determined by reference to "21<sup>st</sup> Century Robert's Rules of Order".

## **ARTICLE VII**

### Committees of the Board of Directors

The Board of Directors President shall designate such standing committees and ad hoc committees as are deemed necessary and shall appoint the chairperson of each said committee. The chairperson shall appoint members to serve each committee with the SDSPA president as an ad-hoc member.

Initially, there shall be at least one (1) standing committee.

1. Executive Committee: The executive committee shall consist of the president, the vice-president, the secretary and the treasurer. The president shall be chairperson of the executive committee.

The executive committee shall act between meetings of the Board of Directors to conduct the urgent business of the corporation. The executive committee shall not have the power to elect or remove directors or to fill vacancies on the Board of Directors or its offices. The executive committee shall meet at the call of the president whenever, in his or her judgment, the business may so require.

The executive committee shall respond to all grievances concerning the manager or executive director, if any, and shall make any necessary recommendations to the Board of Directors.

The executive committee shall conduct an annual review of the manager or executive director, if any, with input from the entire Board of Directors.

2. Other Committees: The Board of Directors may invite members of the corporation, who are not directors, to serve on any standing or ad hoc committees.

#### SDSPA Committees

The President of SDSPA shall designate such standing committees and ad hoc committees as are deemed necessary and shall appoint the chairperson of each such committee. The chairperson shall appoint members to serve on each committee.

Initially, there shall be at least one (1) standing committee.

Executive Committee: The executive committee shall consist of the president, the vice-president, the secretary and the treasurer. The president shall be chairperson of the executive committee.

The executive committee shall act between meetings of SDSPA to conduct the urgent business of the corporation. The executive committee shall not have the power to elect or remove directors or to fill vacancies on the Board of Directors or its offices. The executive committee shall meet at the call of the president whenever, in his or her judgment, the business may so require.

The executive committee shall respond to all grievances concerning the manager or executive director, if any, and shall make any necessary recommendations to the Board of Directors.

The executive committee shall conduct an annual review of the manager or executive director, if any, with input from the entire Board of Directors.

2. Other Committees: The President may invite members of the corporation who are not directors to serve on any standing or ad hoc committees.

## **ARTICLE VIII**

### **Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the majority vote of all SDSPA members in the following manner:

1. the president is notified in writing of the bylaws resolution 60 days in advance of one of the biannual meetings
2. through the newsletter, the president will send a 30 day notification of the resolution and the date of the next biannual meeting when these resolutions will be voted upon
3. the resolutions altered , amended or repealed and new Bylaws will be by secret ballot and adoption will require a majority vote from SDSPA membership in good standing

### **CERTIFICATION OF ADOPTION OF BYLAWS**

The undersigned hereby certifies that the foregoing Bylaws were adopted by the majority vote of South Dakota Specialty Producers Association members in good standing, on this 18th day of March in the year 2013.

*Muriel Stach*  
SDSP Secretary