

BYLAWS OF THE SOUTH DAKOTA ELECTRICAL COUNCIL

ARTICLE I - MEMBERSHIP

SECTION 1. Requirements for Membership. Any individual, corporation or other organization doing business in the State of South Dakota, which is engaged in the manufacture, sale or distribution of electric devices, apparatus, supplies, energy, facilities or service, shall be eligible for membership in the South Dakota Electrical Council (hereinafter called SDEC) by:

- (A) Paying the membership fee hereinafter specified.
- (B) Agreeing to comply with and be bound by the articles of incorporation and bylaws of SDEC and any rules and regulations adopted by the board of directors.

SECTION 2. Upon payment of an approved annual membership fee, a member shall not be subject to any further obligations for the period for which such subscription is accepted. Additional voluntary donations for use in the conduct of usual or special activities, or other purposes consistent with the lawful operations of this corporation, may be accepted, subject to the approval of the board of directors.

SECTION 3. The members shall in all things be represented in the operation of this corporation by directors elected or appointed by and from the various organizations or groups representing the various classification of members of this corporation, as hereinafter set forth.

SECTION 4. Any individual, corporation, or other organization which contributes to the development of the electric industry generally, of which is affected by such development, shall be eligible for membership upon approval of the board of directors.

SECTION 5. Membership Certificates. Suitable membership identification, as defined by the Board of Directors, shall be made available for each member after payment of annual dues. The individual member identification can be used to assure proper validation at chapter or annual meetings and a means of promoting the organization as determined by the Board of Directors.

SECTION 6. Lifetime Membership. The board of directors may give a lifetime membership with no further fee required by said member.

SECTION 7. Membership Fee. The membership fee shall be set by the board of directors.

SECTION 8. Termination of Membership. A member may withdraw from membership upon compliance with such equitable terms and conditions as the board of directors may prescribe. The board of directors may, by the affirmative vote of not less than two thirds of all the directors, recommend the expulsion of any member who fails to comply with any of the provisions of the articles of incorporation, bylaws, or rules and regulations adopted by the board of directors, the member shall be given an opportunity to present his/her case by counsel or otherwise, and the board shall have the same opportunity, after which a vote shall be taken on the expulsion of such member. An affirmative vote by two-thirds of the members present at the meeting shall be required in order to expel a member. The resolution of expulsion shall set forth the reasons for the expulsion and shall state the conditions on which the expelled member may be re-admitted to membership.

ARTICLE II - MEETINGS OF THE MEMBERS

SECTION 1. Annual Meeting. The annual meeting of the members of the SDEC shall be held each year, the exact date and place to be selected by the board of directors. The annual meeting of the members shall be held in conjunction with the annual South Dakota Electrical Conference. This joint meeting shall be called an Electrical Conference. It shall be held for the purpose of passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. It shall also be the responsibility of the board of directors to make adequate plans and preparation for the joint annual meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution the SDEC.

SECTION 2. Special Meetings. Special meetings of the members may be called by resolution of the board of directors or upon a written request signed by one- third (1/3) of the total number of directors, or by the president, or by, ten (10) per centum or more of all members. And it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within the state of South Dakota to be designated by the board of directors specified in the notice of the special meeting.

SECTION 3. Notice of Members Meetings. Written, electronic or printed notice stating the place, day and hour of the meeting and, in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days before the date of the meeting. If notice is mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the records of the SDEC, with postage thereon prepaid. The failure of any member or delegate to receive notice of annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

SECTION 4. Voting Delegates. Any individual, who is a current member of the SDEC, shall be defined as a voting delegate, and allowed 1 vote. Voting delegates will be entitled to vote at any membership meeting.

SECTION 5. Quorum. Twenty-Five voting delegates shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice.

SECTION 6. Voting. At all meetings of the members at which a quorum is present, all questions shall be decided by a vote of a majority of the voting delegates voting thereon except as otherwise provided by law, the articles of incorporation or the bylaws.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the SDEC shall be managed by a board of directors which shall exercise all of the power of the SDEC except such as are by law, the articles of incorporation or these bylaws conferred upon or reserved by the members.

SECTION 2. Qualifications. A director of SDEC shall be an individual member or a representative of a group member of SDEC in good standings. Directors designated, as chapter representatives must be actively involved in their respective local chapter, and are a liaison between the chapter and the Board of Directors.

SECTION 3. Election. Directors of the SDEC shall be appointed or elected by any organization or group which is representative of each particular branch of the industry which is entitled to have representatives on said board on the following basis and ratio:

- A. One (1) director representing electrical wholesalers or distributors.
- B. Two (2) director representing electrical contractors.
- C. One (1) director representing rural electric cooperatives.
- D. One (1) director representing investor owned electric companies.
- E. One (1) director representing municipally owned electric utilities.
- F. One (1) director representing the data and communications industry.
- G. One (1) director representing the State University System.
- H. One (1) director representing the South Dakota State Electrical Commission.
- I. One (1) director representing the electrical manufacturers.
- J. One (1) director representing the consulting engineers.
- K. One (1) director representing technical school institutes.
- L. Two (2) members at large representing each of any other industry, group or organization as approved by the board of directors.

In the event two or more groups or organizations claim to represent a particular classification or branch of the electrical industry, the board of directors may at its discretion, recognize and accept appointments as members of the board of directors until such time as the members shall authorize or deny seating of such director at an annual meeting of SDEC. As much as it is practical, it is the responsibility of the Board of Directors to assure all chapters have representation on the Board of Directors.

SECTION 4. Tenure of Office. Each director shall serve for a minimum term of three years. At the end of that term, it will be the choice of that director to remain on the board, or be replaced. If a replacement is necessary the director will have first option to nominate a replacement. If said Director is a chapter representative, the chapter will also have the option to nominate a replacement.

ARTICLE IV - MEETINGS OF THE DIRECTORS

SECTION 1. Regular Meetings. A regular meeting of the board of directors may be held without notice at the same place as the annual meeting of the members. A regular meeting of the board of directors shall also be held in January, April and September at such time and place as the board of directors may provide.

SECTION 2. Special Meetings. Special meetings of the board of directors may be called by the president or by one-third (1/3) of the total number of directors, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. The president or the directors calling the meeting shall decide the time and place for the holding of the meeting which shall be anywhere in South Dakota.

SECTION 3. Notice of Directors Meetings. Written notice of the time, place and purpose of any meeting of the board of directors shall be delivered to each director not less than ten days previous thereto, either by email, personally or mail, by or at the direction of the secretary, or upon default in duty by the secretary, by the president or the directors calling the meeting.

SECTION 4. Quorum. Fifty Percent (50%) of the board of directors shall constitute a quorum, provided that if less than such majority of the directors present may adjourn the meeting from

time to time, and provided further, that the secretary shall notify any absent directors of the time and place of such adjourned meeting. 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.

ARTICLE V - OFFICERS

SECTION 1. Number. The officers of the SDEC shall be the President, Vice – President, and, Secretary/Treasurer. The board of directors may determine such officers from time to time. The office of Secretary and Treasurer may be held by the same person and will be a member of the board of directors of SDEC.

SECTION 2. Election and Term of Office. The officers shall be elected annually by and from the board of directors during the annual meeting of the South Dakota Electrical Council. A vacancy in any office may be filled by the board of directors for the unexpired portion of the term. Elections are held every two years.

SECTION 3. Removal of Officers and Agents by Directors. The board of directors may remove any officer or agent elected or appointed by the board of directors whenever in its judgment the best interests of the SDEC will be served thereby. In addition, any member of the SDEC may bring charges against an officer and by filing with the secretary such charges in writing together with a petition signed by ten (10) per centum of the members, may request the removal of such officer. The officer against whom such charges have been brought shall be informed in writing of the charges at least ten days prior to the board meeting at which the charges are to be considered and shall have an opportunity to be present or represented by counsel at the meeting, and to present evidence in respect of the charges; and the person or persons bringing the charges against him shall have the same opportunity. In the event the board does not act upon the removal of such officer, the question of his/her removal shall be considered and voted upon at the next meeting of the members.

SECTION 4. President. The President shall:

- (A) Be the principal executive officer of the SDEC, and, unless otherwise determined by the members or the board of directors, shall preside at all meetings of the members.
- (B) In general, perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.
- (C) Sign with the secretary/treasurer, the issue of which shall have been authorized by the board of directors or the members, and may sign any notes, bonds, contracts or other instruments authorized by the board of directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the SDEC, or shall be required by law to be otherwise signed or executed.

SECTION 5. Vice - President. In the absence of the president, or in the event of his/her inability or refusal to act, the Vice - President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the president. The Vice - President shall also perform such other duties as from time to time may be assigned to him by the board of directors.

SECTION 6. Secretary/Treasurer. The secretary/treasurer shall:

- (A) Be custodian of the corporate record and keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose.
- (B) Keep a register of the names and post office addresses of all members.

- (C) Have general charge of the records of the SDEC.
- (D) Keep on file at all times a complete history of the articles of incorporation and bylaws of the SDEC containing all amendments thereto.
- (E) In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the board of directors.
- (F) Have charge and custody of and be responsible for all funds and securities of the SDEC.
- (G) Be responsible for the receipt of and the issuance of receipts for all monies due and payable to the SDEC and for the deposit of all such monies in the name of the SDEC in such bank or banks as shall be selected in accordance with the provision of these bylaws.
- (H) In general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the board of directors.

SECTION 7. Bonds of Officers. The treasurer and any other officer or agent of the SDEC charged with responsibility for the custody of any of the funds or property may at the expense of SDEC give bond in such sum and with such surety as the board of directors may determine. The board of directors at its discretion may also require any other officer, agent or employee of the SDEC to be bonded in such amount with such surety, as it shall determine.

SECTION 8. Reports. The officers of the SDEC shall submit at each annual meeting of the members' reports covering the business of the SDEC for the previous fiscal year. Such reports shall set forth the condition of the SDEC at the close of such fiscal year.

ARTICLE VI - SEAL

The corporate seal of the SDEC shall be in the form of a circle and shall have inscribed thereon the name "South Dakota Electrical Council" and the word "Corporate Seal of South Dakota".

ARTICLE VII - FINANCIAL TRANSACTION

SECTION 1. Contracts. Except as otherwise provided in these bylaws the board of directors may not authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the SDEC.

SECTION 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidences or indebtedness issued in the name of the SDEC shall be signed by such officer or officers, agent or agents, employee or employees of the SDEC and in such manner as shall from time to time be determined by resolution of the board of directors.

SECTION 3. Deposits. All funds of the SDEC shall be deposited from time to time to the credit of the SDEC in such bank or banks as the board of directors may select.

SECTION 4. Fiscal Year. The fiscal year of the SDEC shall be the calendar year.

ARTICLE VIII - SOUTH DAKOTA ELECTRICAL CONFERENCE

SECTION 1. Annual Electrical Conference. In accordance with provisions as hereinbefore provided, the board of directors of the SDEC shall arrange for a conference to be held annually in conjunction with the annual meeting of the SDEC at a Chapter location. The program of the conference will be of an educational and informative nature dealing with topics that are of common interest to the entire membership of SDEC. Programs of a political or ideological nature will not be permitted.

SECTION 2. Accounting of Electrical Conference. The Electrical Conference is intended to be self – supporting.

SECTION 3. Disposition of Monies. Approval of expenditures for the conference expenses shall be made by the following people:

- (A) The Chairman of the Conference for the year.
- (B) The President of the SDEC.
- (C) The Treasurer of the SDEC.

SECTION 4. Committees. The board of directors of the SDEC shall appoint a host chapter to arrange for programs, arrangements, etc., for the conference.

ARTICLE IX - MISCELLANEOUS

SECTION 1. Rules, Regulations and Policies. The board of directors shall have power to make and adopt such rules, regulations and policies not inconsistent with law, the articles of incorporation or these bylaws, as it may deem advisable for the management of the business and affairs of the SDEC.

SECTION 2. Accounting Systems and Reports. The board of directors shall cause to be established and maintained a complete accounting system, which among other things, and subject to applicable laws and rules and regulations of any regulatory body, shall conform to such accounting system as may from time to time be designated by the board of directors.

SECTION 3. Audit. Upon transfer of the duties of the treasurer, the president shall appoint an audit committee. The audit will be complete thirty days prior to the transfer of treasurer duties. Such audit reports shall be submitted to the board of directors at the following quarterly meeting.

SECTION 4. Council Administrator.

- (A) Be custodian of the corporate record and keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose.
- (B) See that all notices are duly given in accordance with these bylaws as required by law.

ARTICLE X - CHAPTERS

SECTION 1. Employer Identification Number.

Each chapter shall have an employer identification number from the Internal Revenue Service.

SECTION 2. Chapter Submittals.

Each year prior to the September Board of Director meeting each chapter shall provide:

- (A) A current financial statement of each chapter cash flow from July 1 of the previous year to June 30 of the current year.
- (B) The chapter employment identification number
- (C) A current list of chapter officers

ARTICLE XI - AMENDMENTS

These bylaws may be altered, amended or repealed by the members at any regular or special meeting, provided the notice of such meeting shall specify the nature of the proposed alteration, amendment or repeals. Any amendment which is germane to the proposed alteration or amendment specified in the notice and submitted at such meeting may be acted upon at said meeting with the same force and effect as though it had been contained in the notice of the meeting.

Recommended by the Board of Directors
South Dakota Electrical Council
December 17, 1965
Ralph B. Newman,
Secretary-Treasurer

Changes were made in the bylaws and articles of incorporation at the Annual Meeting held in Watertown, South Dakota, on April 26, 1968.

Changes were made in the bylaws and articles of incorporation at the Annual Meeting held in Huron, South Dakota, on December 6, 1968.

Changes were made in the bylaws and articles of incorporation at the Annual Meeting held in Sioux Falls, South Dakota, on April 7, 1987.

C Changes were made in the bylaws and articles of incorporation at the Annual Meeting held in Rapid City, South Dakota on April 28, 1997.

Changes were made in the bylaws and articles of incorporation at the Annual Meeting held in Pierre, South Dakota on April 5, 2003.

Changes were made in the bylaws and articles of incorporation at the Annual Meeting held in Sioux Falls, South Dakota on April 15, 2005.

Changes were made in the bylaws and articles of incorporation at the Annual Meeting held in Aberdeen, South Dakota on April 13, 2007.