

**SOUTH DAKOTA HIGH SCHOOL ACTIVITIES ASSOCIATION FOUNDATION, INC.
BYLAWS**

A Nonprofit Corporation Duly Organized under the Laws of the State of South Dakota

**SECTION 1
GENERAL**

The following are the Bylaws of the South Dakota High School Activities Association Foundation, Inc. a South Dakota nonprofit corporation (the "Foundation"). The Articles of Incorporation were filed with the South Dakota Secretary of State's Office on February 15, 2017.

**SECTION 2
PURPOSE**

This corporation is established for the purposes that would qualify as a charitable and educational organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") to promote educational purposes, specifically by making grants to fund, assist, recognize, or promote high school students' participation in extracurricular activities. The actions of the Foundation, and of its assets, shall be dedicated to that purpose. The SDHSAA Foundation will support projects that support educationally based activities programs as deemed appropriate by the Foundation Board of Directors."

**SECTION 3
LIMITATIONS**

This corporation shall have the powers granted to nonprofit corporations under the South Dakota Nonprofit Corporation Act and by any future laws amendatory and supplementary thereto; provided, however, that all powers of this corporation be exercised only so that the activities of this corporation shall be exclusively for charitable and educational purposes within the meaning of Sections 170(c) and 501(c)(3) of the Code as now enacted or hereinafter amended.

**SECTION 4
OFFICES**

The registered offices of this corporation, which shall be its principle office shall be located at PO Box 202, Pierre, South Dakota 57501 and the corporation shall have other offices at such place within the State of South Dakota or elsewhere as the Board of Directors may from time to time determine.

SECTION 5 BOARD OF DIRECTORS

5.1 Management. The business and charitable affairs of this corporation shall be managed by or under the direction of a Board of Directors.

5.2 Composition of the Board. The members of the Board of Directors, at the annual or at a special meeting of the membership, shall elect or re-elect members to the Board. The Board of Directors shall consist of not less than seven (7) or more than fifteen (15) individuals.

5.3 Terms of Directors. The directors (other than ex-officio directors) shall serve for a three-year term of office, and shall be divided into three (3) classes of directors such that approximately one-third (1/3) of the directors are elected each year. A director (other than ex-officio director) may serve for no more than two consecutive three-year terms.

5.4 Quorum. At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

5.5 Number Required for Action by Directors. Except where otherwise required by law, the Articles, or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action. Directors may not vote by proxy, nor designate a representative to attend meetings and vote on their behalf.

5.6 Written Action. Any action of the Board of Directors may be taken without a meeting upon written consent of all the members of the Board of Directors.

5.7 Meetings by Electronic Communication. The Board of Directors need not conduct a meeting at a geographic location, and may instead hold a meeting by any means of electronic communication which allows the members to read or hear the proceedings, vote on matters submitted to the members, pose questions and make comments.

5.8 Resignation of Directors. A director may resign at any time by giving written notice to the Secretary of the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice.

5.9 Removal of Directors. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating the removal of such director is to be on the agenda for such meeting shall be given to each director. Three (3) consecutive absences from regular meetings of the Board of Directors, unless the absence is a result of illness or has otherwise been excused by a majority vote of the Executive Committee, shall be grounds for removal of a director.

5.10 Vacancies. In the event of the death, removal, or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

5.11 Regular Meetings/Annual Meeting. The Board of Directors shall have regular meetings at such places and times as it shall establish by resolution. The annual meeting of the Board of Directors shall be held at such time and place as may be designated by the Board of Directors.

5.12 Special Meetings. Special meetings may be called by the president or the Board of Directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

5.13 Committees. The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board. Members of a committee need not be directors and shall hold such office for a term of one (1) year from their appointment or until their successors are appointed, whichever occurs first. Meetings of a committee may be called, from time to time, upon request of the President, the chair of the committee or any two (2) committee members. Notice requirements shall be the same as for special meetings of the Board of Directors, except that notice may be given orally or in writing.

Section 5.13 a. The Executive Committee shall be composed of the President, Vice President, Treasurer and other members of the Board of Directors as deemed appropriate by the Chair. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session.

Notice of meetings of the Executive Committee must be delivered personally, by telephone or by e-mail at least three (3) days before the day on which the meeting is to be held. At any duly called meeting of the Executive Committee, a majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee may take action by the affirmative vote of a majority of those committee members present and entitled to vote at a duly called meeting.

5.14 Place of Meetings. The Board of Directors may hold its meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the principle offices of the corporation.

5.15 Waiver of Notice. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

5.16 Conflict of Interest. This corporation shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization, or (c) an organization in or of which a director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, the contract or transaction was fair and reasonable to the corporation, and the Board of Directors authorizes, approves or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director. Nothing herein shall limit or prohibit any contract or transaction between this corporation and the South Dakota High School Activities Association. Failure to comply with the provisions of this Section 5.16 shall not invalidate any contract or transaction to which this corporation is a party.

5.17 Fiduciary Responsibility. It shall be the policy of this corporation that the Directors of the corporation shall be and act as fiduciaries with respect to all funds held or administered by this corporation and as to all matters engaged in by or on behalf of the corporation.

It is the responsibility of each director of this corporation to discharge his or her duties as a director in good faith, in a manner the director reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

SECTION 6 OFFICERS

6.1 Principle Officers. The principle officers of the Foundation shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may from time to time elect such other officers and designate their duties as in their judgment may be necessary to manage the affairs of the Association. A person may hold more than one office simultaneously, except those of President and Vice President. Only the President and Vice President must be members of the Board of Directors.

6.2 Election. The Board of Directors at its first meeting of the fiscal year shall elect officers. The Nominating Committee, which shall be appointed by the Board, shall propose a slate of qualified candidates for the election of officers. At the meeting, the floor shall be open

for the nomination of candidates. Any member of the Board of Directors shall be eligible to be elected as an officer. The board shall elect the following officers each year: President, Vice President, Secretary and Treasurer.

6.3 Nominating Committee. The Board of Directors shall recommend and appoint three (3) directors to serve on the Nominating Committee. The Immediate Past President shall serve as Chair of the Committee, and if he/she is unable to serve, the President shall appoint a Chair from the members of the Nominating Committee. The Committee shall terminate at the end of each fiscal year. The duties of the Nominating Committee are to recommend a slate of qualified candidates to fill expiring terms and to obtain consent from each candidate.

6.4 President. Subject to the control of the Board of Directors, the President shall have general supervision of the affairs of the Foundation. The President shall preside at all meetings of the Board of Directors, shall oversee the long term goals and purposes of the corporation, and shall have such other duties as prescribed by statute and by the board.

6.5 Vice President. The Vice President shall take the place of the President and perform the duties of the office whenever the President shall be absent or unable to act. The Vice President shall also perform such other duties as shall from time to time be prescribed by the Board of Directors.

6.6 Secretary. The Secretary shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors.

6.7 Treasurer. The Treasurer shall be responsible for the accounting of all monies of the Foundation, including all duties provided by statute. The Treasurer shall oversee the corporate treasury, provide input on annual budgeting, long range financial planning, investment decisions, preserve and maintain the records as required for annual audit and other such duties as may be directed from time to time by the Board of Directors. The Treasurer shall serve without bond.

6.8 Compensation. Neither the directors of the Foundation, nor officers thereof, shall receive, directly or indirectly, any salary or direct compensation for their service. Nothing herein shall prevent reimbursement to any person for expenses incurred on behalf of the Foundation.

6.9 Term of Officers. Elected officers of the Corporation shall serve for a term of one (1) year or until their successor assumes the duties of office, and they shall be voting members of the Board of Directors.

6.10 Resignation of Officers. An officer may resign at any time by giving written notice of the resignation to the Secretary of the Corporation.

6.11 Removal of Officers. Any officer may be removed, with or without cause, by affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

6.12 Vacancies. The Board of Directors shall have the authority to fill vacancies which occur during the year by reason of death, resignation or removal.

SECTION 7 FINANCE

7.1 Receipts. Any dues, contributions, grants, bequests, or gifts made to the corporation shall be accepted or collected as authorized by the Board of Directors.

7.2 Deposits. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

7.3 Contracts, Orders for Payment. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

7.4 Annual Budget. The annual budget of estimated income, expense and capital shall be approved by the Board of Directors.

7.5 Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on July 1 and end on the succeeding June 30.

SECTION 8 INDEMNIFICATION

8.1 Indemnification. To the full extent provided by the South Dakota Nonprofit Corporation Act , as amended from time to time, or by other applicable provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, director, or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such

person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefits of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

8.2 Insurance. This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, member of a committee of this corporation or volunteer of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

SECTION 9 ADJOURNMENT

When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 10 AMENDMENT OF BYLAWS

Amendments to these Bylaws must be approved by two-thirds (2/3) of the Board of Directors of the Corporation.

CORPORATE SEAL

IN WITNESS WHEREOF, the Foundation has caused the above Bylaws to be signed by its agent this fifteenth day of February, 2017.

Wayne Carney
Wayne Carney, Secretary

Updated 10-23-18

Updated 11-1-18