

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. Membership in the SDEC shall be evidenced by a membership certificate which shall be in such form and shall contain such provisions as shall be determined by the board of directors. Such certificate shall be signed by the president and secretary of the SDEC and the corporate seal be affixed thereto. No membership certificate shall be issued for less than the membership fee fixed in these bylaws, nor until such membership fee has been fully paid for in cash. In case a certificate is lost, destroyed, or mutilated, a new certificate may be issued therefore, upon such uniform terms and remuneration to the SDEC as the board of directors may prescribe.

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. One (1) 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, certificates of membership, 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.
- (A) 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.

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 as of the Annual Meeting held in Watertown, South Dakota, on April 26, 1968.

ARTICLES OF INCORPORATION:

Article III was rewritten.
Article IV was rewritten.
Article VI (first paragraph) was rewritten.

BYLAWS: Article IV, Section 1 was deleted.
Article V, Section 2 was rewritten.

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

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

Articles of Incorporation:

Articles III, "training" was inserted.
Articles VI, "present directors are as follows..." was changed to "directors are as per Article III, section 3 of the bylaws."
Article VII, omitted "engineering".

Bylaws:

Article I, Section 6, was added and sections 6 and 7 became section 7 and 8.
Article II, Section 1, "Electric Conclave" and "Electric Convention" was changed to "Electrical Conference".
Article II, Section 4, "\$5.00" was changed to "\$10.00".
Article III, Section 3, items j, k and l are additions and the original item j became item m.
Article IV, Section 2, "in the United States" was changed to "in South Dakota".
Article IV, Section 3, "five" was changed to "ten".
Article VIII "South Dakota Electric Conclave" was changed to "South Dakota Electrical Conference" and all references within the article.
Article VIII, Section 2, was rewritten.
Article IX, Section 2, the last two sentences of the article was omitted.
Article IX, Section 3, was added.

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

BYLAWS:

Article III, Section 4, was amended to read as follows:

Section 4, Tenure of office, The President, the First Chair and the Second Chair will serve a two year term and all other directors shall serve for a term of one year, or until his successor has been elected or appointed by his representative industry, group or organization and entered upon the discharge of his duties as director. Each industry, group or organization shall select an alternate or alternates to act as directors in the absence of director or directors.

Bylaws: The following bylaws were removed from the bylaws at the Annual Meeting on April 5, 2003 at the Ramkota Hotel in Pierre, South Dakota.

ARTICLE II - MEETINGS OF THE MEMBERS

SECTION 3. Notice of Members Meetings. Added electronic

SECTION 4. Voting Delegates. Deleted - Any individual, corporate, or other organization who is a member of SDEC shall be entitled to a voting delegate who will be entitled to vote at any membership meeting. In addition thereto, any corporate or organization member shall be entitled to appoint one voting delegate for each \$10.00 dues paid by that organization. Voting must be by individual delegates not cumulatory or by proxy.

ARTICLE III - BOARD OF DIRECTORS

SECTION 3. Election.

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

SECTION 4. Tenure of Office. Changed from one to three years.

ARTICLE IV - MEETINGS OF THE DIRECTORS

SECTION 1. Regular Meetings. Changed from quarterly to January, April and September.

SECTION 2. Special Meetings. The president or the directors calling the meeting shall **decide** fix 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 ~~special~~ meeting of the board of directors shall be delivered to each director not less than ten days previous thereto, either **by email**, personally or by 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. ~~If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his address as it appears on the records of the SDEC with postage thereon prepaid.~~

SECTION 4. Quorum. Changed from majority to Fifty Percent (50%).

ARTICLE V - OFFICERS

SECTION 1. Number. The officers of the SDEC shall be the President, First Vice – President, Second Vice – President and, Secretary, Treasurer, and such other officers as may be determined by the 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 need not 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 immediately following the annual meeting of the South Dakota Electrical Council, as is hereinbefore provided. If the election of officers is not held at such meeting, such election shall be held as soon thereafter after as conveniently may be. These officers shall hold office until the first meeting of the board of directors following the next succeeding annual meeting of the members or until its successor shall have qualified. 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 4. President. The President shall:

(C) Sign with the secretary/treasurer, certificates of membership, 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. First Vice - President. In the absence of the president, or in the event of his/her inability or refusal to act, the first 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 first 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. Second Vice President. In the absence of the President and the first Vice President, or in the event of their inability or refusal to act, the second Vice President shall be subject to Section 5 of the Article.~~

SECTION 67. Secretary. The secretary 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. Moved to ARTICLE IX – MISCELLANEOUS, Section 4A.
 - (B) See that all notices are duly given in accordance with these bylaws as required by law. Moved to ARTICLE IX – MISCELLANEOUS, Section 4B.
 - (C) Be custodian of the corporate record and of the seal of the SDEC and affix the seal of the SDEC to all certificates of membership prior to the issue thereof and to all documents, the execution of which on behalf of the SDEC under its seal is duly authorized in accordance with the provisions of these bylaws.
 - (D) Keep a register of the names and post office addresses of all members.
 - (E) Sign, with the president, certificates of membership, the issue of which shall have been authorized by the board of directors or the members.
 - (F) Have general charge of the records of the SDEC.
 - (G) Keep on file at all times a complete history of the articles of incorporation and bylaws of the SDEC containing all amendments thereto, and at the expense of the SDEC forward a copy of the bylaws as amended to date to each new member.
 - (H) 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.
- (A) SECTION 78. Treasurer.

SECTION 89. Bonds of Officers.

SECTION 910. Reports.

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.**

SECTION 4. Committees. The board of directors of the SDEC shall appoint **a host chapter** members of the SDEC ~~to act as committeemen~~ to arrange for programs, arrangements, etc., for the conference. ~~Such committeemen shall consist of, but not be limited to, members whose organization, group or person represented on the board of directors of SDEC.~~

ARTICLE IX - MISCELLANEOUS

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.

Article XI

Changes – April 2005

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 appliances, devices, apparatus, supplies, energy, facilities or service, shall be eligible for membership in the South Dakota Electrical Council (hereinafter called SDEC) by:

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:

- M. One (1) director representing electrical wholesalers or distributors.
- N. One (1) director representing electrical contractors.
- O. One (1) director representing rural electric cooperatives.
- P. One (1) director representing investor owned electric companies.
- Q. One (1) director representing municipally owned electric utilities.
- R. One (1) director representing the data and communications industry.
- S. One (1) director representing the State University System.
- T. One (1) director representing the South Dakota State Electrical Commission.
- U. One (1) director representing the electrical manufacturers.
- V. One (1) director representing the consulting engineers.
- W. One (1) director representing technical school institutes.
- X. 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.** ~~or until his/her successor has been elected or appointed by his/her representative industry, group or organization and entered upon the discharge of his/her duties as director. Each industry, group or organization shall select an alternate or alternates to act as directors in the absence of director or directors.~~

ARTICLE V - OFFICERS

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.

SECTION 7. Treasurer. ~~The treasurer shall:~~

- ~~(A)~~(F) Have charge and custody of and be responsible for all funds and securities of the SDEC.
- ~~(B)~~(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.
- ~~(C)~~(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 8.**~~ **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 9.**~~ **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 X - ~~AMENDMENTS~~ CHAPTERS

SECTION 1. Employer Identification Number

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

ARTICLE XI - AMENDMENTS