

# **BYLAWS**

## **Revised January 2008**

### **ARTICLE I -- NAME**

The name of this organization shall be the South Dakota Resources Coalition (SDRC).

### **ARTICLE II -- MISSION STATEMENT AND OBJECTIVES**

#### **Section 1. Mission Statement**

The mission of SDRC is preserving and enhancing our environment, protecting our natural resources, and encouraging citizens and businesses to adopt sound environmental practices.

#### **Section 2. Objectives**

- a. To gather and disseminate information pertaining to local, state, and national environmental issues and legislation.
- b. To initiate and coordinate environmental programs and projects in the state.
- c. To cooperate with and assist environmental and conservation groups in this and other states.
- d. To promote and develop environmental education programs within the state.
- e. To assist and encourage the business community to adopt sound environmental practices.
- f. To remain non-partisan.

**Section 3.** This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the IRS code.

### **ARTICLE III -- MEMBERSHIP**

#### **Section 1.**

Membership is open to concerned citizens, organizations, and businesses who subscribe to the General philosophy and stated policy positions of SDRC and supports its activities. Application for membership may be rejected or membership may be terminated by a majority vote of the full board of directors. Notice of any such action by the board of directors shall be promptly sent by the secretary to the applicant/member along with the reason(s) for such action.

**Section 2.** There shall be various categories of membership as determined annually by the board.

**Section 3.** All members shall receive the newsletter and special mailings. The most recent annual financial statement and/or bylaws shall be furnished to any member upon request.

**Section 4.** Membership records and mailing lists of SDRC shall not be released without the approval of the board of directors or the executive committee.

**Section 5.** A member in good standing is one whose membership is currently paid.

#### **ARTICLE IV -- FINANCES**

**Section 1.** Annual dues, gifts, grants and fund-raising events will provide the finances for the general expenses of the organization.

- a. Dues will be payable within one year from the date on which membership began or was last renewed.
- b. Any member whose dues are delinquent two months from said date shall be dropped from membership and shall not receive ECO FORUM.
- c. Annual membership dues shall be set by a majority vote of the board of directors present at a meeting, provided the proposed change has been on the agenda and discussed at one meeting previous to the meeting at which the vote is taken.
- d. A change in membership dues shall not take effect until notice of the change has been published in ECO FORUM

**Section 2.** Revenue obtained through contributions and fund-raising projects shall be used for programs and projects of the SDRC.

**Section 3.** In case of necessity, the president is authorized to appoint a committee to find ways and means to raise additional funds and grant monies.

**Section 4.** At no time may any expenditure over hundred dollars for a non-budgeted item be made without authority of the executive committee. Any board member who does so may be required to assume personal responsibility for the expenditure.

**Section 5.** The fiscal year of the organization is from October 1 through September 30. All financial accounts of the organization shall be audited annually by an independent auditor appointed by the board of directors.

**Section 6.** Before each fiscal year commences, the full board of directors shall adopt by majority vote a budget of operation.

**Section 7.** Special projects, including fund-raising projects shall include a budget to be approved by the board in advance of the event.

**Section 8.** The board of directors shall not borrow from funds provided by donors for specific stated projects.

**Section 9.** There shall exist a South Dakota Resources Coalition Permanent Fund which shall mainly be used to fund the Esther Edie Scholarship.

- a. The president shall appoint a three member investment committee which is responsible for overseeing the Permanent Fund. The primary responsibilities of the investment committee

are:

- 1) contract with an investment advisor or financial institution to manage and/or advise on investments.
- 2) prudently select investment options so that the Permanent Fund's assets meet an agreed upon risk/return profile.
- 3) monitor and supervise all service vendors and investment options on an annual basis.
- 4) control and account for all investment, record keeping and administrative expenses associated with the Permanent Fund.
- 5) avoid prohibited transactions and conflicts of interest.
- 6) to conduct a continuously ongoing fund-raising campaign to increase the principal.
- 7) to report to the Board at the annual meeting the status of the Permanent Fund investments.
- b. It is the desire of SDRC to protect the principal contribution to the Permanent Fund plus all subsequent contributions and use only interest earnings and the appreciated value of the

Fund.

The objective is to use five percent of the Permanent Fund's value annually to award the

- scholarship which shall be paid each fall.
- c. The Permanent Fund may be diversified into one or more investment fund portfolios, money market account or certificate of deposit. Attempts will be made to consider investing in as many green (environmentally friendly) funds as possible.
  - d. The ideal goal is to have the principal generate adequate interest so that after administrative expenses and inflation adjustment, there is at least five percent interest available for scholarship disbursement. If more than five percent interest is generated, the investment committee may disburse the extra interest, re-invest it, or retain it to be disbursed in another year.
  - e. The president shall appoint a scholarship committee that is responsible for advertising the scholarship and for selecting the recipient(s).
  - f. The Esther Edie Scholarship shall be awarded to either a junior or senior attending a South Dakota higher education institution and who is seeking a degree in an area of environmental studies.
  - g. A scholarship may not be awarded if there is inadequate funds or if there is not a qualified recipient.
  - h. Earned interest from the Permanent Fund may also be used to fund an intern.
  - j. If SDRC should dissolve, the Board shall make provisions to ensure that the Permanent Fund and the Esther Edie Scholarship will continue in perpetuity.

#### **ARTICLE V -- OFFICERS**

- Section 1.** The officers shall be president, vice-president, treasurer, and recording secretary, who are elected for two year terms as specified in Article XII. A president, and vice-president shall be elected in odd numbered years. A recording secretary and treasurer shall be elected in even numbered years. The position of the treasurer and the recording secretary may be held by the same individual. Officers may serve consecutive terms.
- Section 2.** The duties of the officers shall be such as are implied by their respective titles and which usually pertain to their respective offices, together with such other duties as are specified in these bylaws or may from time to time be delegated to them by the board of directors.
- Section 3.** The president shall preside over the board of directors at business meetings. He/she shall keep full records of all proceedings of the organization and of the board of directors. He/she or a designee shall have custody of all records and papers belonging to SDRC, unless otherwise provided for, and shall conduct the official correspondence of the organization and of the board of directors. The president cannot serve as a board representative of an organization or of members-at-large during his/her term in office.
- Section 4.** The vice-president shall assist the president in any delegated duties, and he/she shall be charged with all responsibilities of the president in his/her absence. The vice-president's position is viewed as being in training to become president if that person so wishes.
- Section 5.** The treasurer shall have charge of all funds of the organization, shall report the financial condition of the organization to the board of directors upon request, and shall submit a written report quarterly, one of which shall be the annual report given at the end of the fiscal year and shall be responsible for the membership records.
- Section 6.** The recording secretary shall record the minutes of all business meetings; shall give notice of time, place and purpose of all meetings; and shall furnish all new directors with a current copy of the bylaws and all position papers.

#### **ARTICLE VI -- BOARD OF DIRECTORS**

- Section 1.** The board of directors shall be selected from the membership and shall consist of:
- a. The four or three elected officers.

- b. Seven or eight elected directors-at-large.
- c. Past presidents if they wish to remain on the board.
- d. The total of the elected officers and the elected directors-at-large shall be eleven (11).

**Section 2.** The terms of all directors shall be two years. Directors may serve consecutive terms. Terms of directors representing members-at-large shall be staggered so far as is possible.

**Section 3.** The board of directors shall conduct and carry on the affairs and business of the organization, shall oversee actions of the executive committee, shall provide leadership and guidance for the programs and projects of the organization; and shall be empowered to establish policy direction and positions and to interpret these policies in a manner consistent with the mission goals of SDRC.

**Section 4.** The board shall have the power to fill any office which becomes vacant and to appoint any individual member in good standing to complete the unexpired term of any director who represents members-at-large.

**Section 5.** Board members are expected to attend all meetings of directors and to inform the president of an expected absence. If a board member is absent for two successive meetings without notice, the board may ask for his/her resignation.

#### **ARTICLE VII -- REMOVAL PROCESS**

**Section 1.** Officers or directors may be removed from the board as follows:

- a. A petition signed by one-third of all seated directors or by one-sixth of all members in good standing shall set in motion the process of deciding whether to remove an officer or director.
- b. A three-person fact-finding committee shall be appointed by the full board of directors upon receipt of such a petition.
- c. The fact-finding committee shall investigate the matter and shall report to the board its conclusions and recommendations within four weeks of being appointed.
- d. The full board of directors shall review the committee's finding and shall make its final determination.

**Section 2.** Reasons for removal must include at least one of the following:

- a. Deliberate violation of the SDRC articles or bylaws.
- b. Failure to adhere to board policy, decisions. or responsibilities.
- c. Actions considered to be harmful or potentially harmful to SDRC.

#### **ARTICLE VIII -- MEETINGS**

**Section 1.** The Board of Directors shall hold at least four meetings each year. A quorum shall consist of a majority of the elected board of directors. The meeting may be rescheduled if the president finds that less than a majority of the board plan to attend. Only members of the board of directors shall be eligible to vote at board meetings.

**Section 2.** An annual meeting of the board of directors and general membership shall be held between August 15 and November 1. Notice of the annual meeting shall be sent to all members in good standing at least thirty days before the meeting. Publication of the notice in ECO FORUM shall satisfy such notice.

**Section 3.** The locations of all meetings shall be determined by the board of directors. Any interested person may attend any meeting.

**Section 4.** Meetings of the board of directors may be called by either the executive committee or by agreement of one-third of the board.

**Section 5.** A board of director may grant his/her proxy to another director.

## ARTICLE IX -- EXECUTIVE COMMITTEE

- Section 1.** The executive committee shall consist of the four or three elected officers. A quorum of the executive committee shall consist of at least three or two (depends if treasurer and secretary are combined) officers. In instances where the quorum is two, both officers have to vote in the affirmative in order to pass a motion.
- Section 2.** The executive committee shall:
- a. Be responsible to the board of directors.
  - b. Be responsible for overseeing the management and operation of SDRC.
  - c. Make decisions and conduct actions delegated to it by the board of directors.
  - d. Poll the board by either electronic means or mail to aid in the decision-making process.
- Section 3.** The executive committee shall meet as often as is necessary, either in person or by electronic communication.
- Section 4.** Minutes of the meetings of the executive committee plus copies of any pertinent documents shall be sent to the full board of directors within 15 days after each meeting and before the next scheduled board meeting. The board of directors may override any decision of the executive committee.

## ARTICLE X -- COMMITTEES

- Section 1** Besides the committees mentioned in these bylaws, additional committees may be appointed by either the board of directors or by the executive committee.
- Section 2.** The purposes, duties, and time frame of any committee shall be defined by the creating entity.
- Section 3.** Upon request each short-term or ad hoc committee shall file a report of its activities and findings if its life is less than a year. Longer lived committees and standing committees shall file a report before each annual meeting.

## ARTICLE XI -- OPERATING POLICY

- Section 1.** The name of the South Dakota Resources Coalition may be used only in the following manner.
- a. An information statement is one in which information about an issue or activity is given but which does not commit SDRC to the role of either opponent or proponent. Such a statement may be made by any board member with the approval of a majority of the board of directors unless it is in accord with the position statements or resolutions adopted by SDRC.
  - b. A written position statement is one which commits SDRC to a specific stand on an issue. Such a statement may only be made with the approval of a majority of the board of directors.

## ARTICLE XII --- NOMINATION AND ELECTIONS

- Section 1.** The executive committee shall appoint a two member nominating committee at least sixty days prior to the annual meeting. The nominating committee shall propose candidates for any vacant executive office position or for any vacant directors-at-large position. The committee is to contact the proposed candidates and is to report to the board of directors at least 30 days prior to the annual meeting. The nominating committee shall make every effort to submit a slate of directors-at-large containing at least two candidates for each board seat to be filled.

**Section 2.** Mail ballots shall be sent to the membership not less than 20 days before the annual meeting if any office has two or more candidates. No mailed ballots received after the annual meeting shall be counted.

**Section 3.** Nominations from the floor shall be held at the annual meeting.

### **ARTICLE XIII -- AMENDMENTS**

**Section 1.** These bylaws may be amended by a majority vote of the full board of directors at a meeting, provided the amendment was submitted to board of directors in writing at least five days in advance of the meeting, and the proposed amendment has been discussed at one meeting previous to the meeting at which the vote is taken.

**Section 2.** If a board of director cannot be present at a meeting at which an amendment is to be voted upon, he/she may submit his/her vote in writing or by proxy at or before the meeting at which the vote is taken.

### **ARTICLE XIV -- PARLIAMENTARY AUTHORITY**

**Section 1.** The rules contained in Robert's Rules of Order Revised shall be the authority in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

### **AMENDMENT I -- NEWSLETTER**

**Section 1.** SDRC shall be the owner and publisher of a newsletter entitled ECO FORUM which shall be published at least six times annually. The newsletter is to be sent to subscribers, all individual members, and others as deemed appropriate by either the board of directors, the executive committee or the membership committee.

**Section 2.** Newsletter staff.

- a. The editor is responsible for the content of the newsletter and for its editorial policies which shall be consistent with the position statements of SDRC. The editor is also responsible for the layout of the newsletter.
- b. The circulation manager is responsible for the mailing and distribution of the newsletter. The circulation manager has custody of the bulk mailing stamp and shall use it to conduct mailings that have been approved by the board of directors or the executive committee.
- c. The newsletter staff is responsible to the board of directors which shall serve as an advisory body for the newsletter and which shall appoint the staff at the annual meeting.

**Section 3.** ECO FORUM shall accept advertising at the discretion of the executive committee.

### **AMENDMENT II -- STAFF**

**Section 1.** The board of directors is responsible for developing guidelines and policies for the employment and supervision of staff.

**Section 2.** The executive director of SDRC shall be an ex-officio (no voting privileges) member of the board of directors.

**Section 3.** Individuals employed by SDRC shall not serve on the board of directors during their term of employment.

**CERTIFICATION**

This revised version of the bylaws of the South Dakota Resources Coalition has been adopted by the board of directors at its meeting on April 13, 2002.

The Bylaws were amended on January 19, 2008 to add Section 9 (Permanent Fund & Scholarship) to Article IV.

Lawrence Novotny  
Recording Secretary