CONSTITUTION & BY-LAWS OF THE

SOUTH DAKOTA ASSOCIATION OF COUNTY HIGHWAY SUPERINTENDENTS

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PREAMBLE

We, the County Highway Superintendents of the State of South Dakota, in order to promote the welfare of one another and to be of greater and better service to our Counties, State, and Nation, do deem it advisable, necessary, and expedient to unite ourselves into an association for these and several purposes.

ARTICLE I

NAME

Section 1:
The name of this Association will be "South Dakota Association of County Highway Superintendents", known as SDACHS.

Section 2:
The SDACHS will be incorporated as a non-profit organization under the laws of the State of South Dakota.

ARTICLE II

PURPOSE

The purpose of the SDACHS will be to promote the welfare of one another, the interchange and dissemination of helpful ideas and information, to work actively, continuously, and persistently towards the advancement and improvement of our profession, and to seek ways and means by which we may be more useful and efficient to those whom we serve.

ARTICLE III

MEMBERSHIP

Section 1:
Voting Member: Any person who is employed at this time as a County Highway Superintendent in any County within the State of South Dakota and whose appointment has been properly and legally made may be admitted as a Voting Member of the SDACHS. Each county in the Sate of South Dakota is allowed one voting member.

Associate Member: Any person whose training, education, vocation or experience will further the objectives, needs and goals of the SDACHS may be admitted as an Associate Member. An Associate Member has all the rights and benefits of full membership except for holding office and voting.

Life Member: Any retired person who has been a County Highway Superintendent for a period of twenty-five (25) years may be granted a Lifetime Membership upon approval of the Executive Committee.

Honorary Members: Any person may be admitted to the SDACHS as an Honorary Member by a majority vote of the membership at the annual meeting.

Section 2:
Candidates for membership will make application to the SDACHS Secretary/Treasurer. The application will be accompanied by the required annual dues set forth herein.

Section 3:
South Dakota Association of County Highway Superintendents will be affiliated with the National Association of County Engineers hereinafter referred to as NACE.

ARTICLE IV

DUES AND ASSESSMENTS

Section 1:
Annual dues for Voting Members of the SDACHS will be seventy-five dollars ($75.00) per year, payable at any time after the 1st day of October of each year and not later than the date of March 1st the following year. If dues are not paid by March 1st, that County forfeits their right to vote at the Annual Spring Meeting.

Section 2:
Annual dues for Associate Members of the SDACHS will be twenty-five dollars ($25.00) per year, payable in advance any time after the 1st day of October of each year and not later than the date of March 1st of the following year.

Section 3:
Members who have let their membership lapse may be reinstated by the Executive Board upon payment of the dues for the current year.

Section 4:
Lifetime and Honorary Members will pay no dues.

Section 5:
The SDACHS may, at the "Annual Fall Meeting", upon recommendation of the Executive Board and approved by a majority vote of the membership present at the meeting, vote to change the annual dues for membership or vote an assessment for any purpose and in any amount, it may desire.

ARTICLE V

OFFICERS

Section 1:
The Officers of the SDACHS will consist of the President, President-Elect, First-Vice President, Immediate Past-President, and Secretary/Treasurer (ex-officio non-voting member), all of whom will be County Highway Superintendents in good standing.

Section 2:
A Secretary/Treasurer will be appointed by the Executive Committee each year at the Annual Fall Meeting/Local Roads Conference. The Executive Committee will have the power to terminate this position if it is deemed necessary by the Executive Committee. The Secretary/Treasurer will perform all duties pertaining to this office. Only County Highway Superintendents of good standing will be eligible to hold this office.

Section 3:
There will be an Executive Committee composed of ten (10) members to include the President, President-Elect, First-Vice-President, Immediate Past-President and six (6) members elected at large. Excluding the elected officers, Executive Committee Members will be initially elected as follows; two (2) members for a one (1) year term, two (2) members for a two (2) year term, and two (2) members for a three (3) year term. Thereafter two (2) members will be elected each year at the annual fall meeting for a three (3) year term. Only County Highway Superintendents in good standing will be eligible to be elected to the Executive Committee.

Section 4:
There will be a NACE State Director, elected to a three (3) year term at the Annual Fall Meeting, who will be a County Highway Superintendent and a NACE member, in good standing

Section 5:
In case of a vacancy in any office caused by the resignation or death of an Officer, the Executive Committee will fill such vacancy by appointment with the advice and consent of the remaining members of the Executive Committee. A vacancy will be assumed to exist at the moment an Officer is no longer a County Highway Superintendent.

In case of a vacancy in the office of President, the President-Elect will fill such office, and the First Vice-President will then become the President-Elect. The Executive Committee will then fill the office of First Vice-President by appointment.

In case of the vacancy in the offices of both the President and President-Elect, the First Vice-President will fill the office of President, and the Executive Committee will then fill the offices of the President-Elect and First Vice-President by appointment.

In case of the vacancy in the office of Secretary/Treasurer, the Executive Committee will fill such vacancy by appointment.

No elected Officer will succeed himself in the same office by election.

No elected Officer will be eligible to hold more than one office simultaneously.

Section 6:
With the exception of the offices of President and President-Elect, all elective Officers will be elected by a majority vote at the Annual Fall Meeting/Local Roads Conference with at least two (2) nominees for each office. The Office of the President will be automatically filled by the President-Elect, and the Office of the President-Elect will be automatically filled by the First Vice President.

ARTICLE VI

DUTIES OF OFFICERS AND COMMITTEES

Section 1:
The President, or Presidents appointee, will preside at the Annual Fall Meeting, the Spring Meeting, all meetings of the Executive Committee, and at all meetings held for the purpose of transacting any SDACHS business. The President will, with the advice and consent of the Executive Committee, appoint all standing committees and special committees as deemed necessary. The President will perform such other duties from time to time, assigned by the Executive Committee or by the SDACHS.

The President-Elect will exercise all the powers and duties of the President, during the Presidents absence or inability to serve, and will assist the President to the extent that the President directs.

The First Vice-President will exercise all the powers and duties of the President-Elect, during the President-Elects absence or inability to serve, and will assist the President to the extent the Presidents directs.

The Secretary/Treasurer will keep an accurate and up to date list of all members; keep minutes of business transacted by the SDACHS at its regular special and Executive Committee meetings, and a list of attendance at all regular or special meetings of the SDACHS. The secretary/Treasurer will be required to make available, at each Annual Meeting, the minutes of the Executive Committee meetings, treasury reports, and annual financial statement, held since the immediate past annual meeting.

The Secretary/Treasurer will be the custodian of all monies received by the SDACHS. The Secretary/Treasurer will keep all records and make an account of all receipts and disbursements of the SDACHS funds, at each Annual Meeting and at any time the Secretary/Treasurer is so directed, by the Executive Committee. At the end of the fiscal year (August 31) The Secretary/Treasurer will make a report to the Executive Committee on the financial condition of the SDACHS, and the Secretary/Treasurer records will be submitted to the Auditing Committee. The Secretary/Treasurer's compensation will be fixed by the Executive Committee at the annual fall meeting.

Section 2:
The Executive Committee will work jointly with a designee from the SD County Commissioners Association to assist in planning the program and in general, conduct the business affairs of the SDACHS at the time of the County Convention and also, if needed, any business of importance arising between the Annual Fall Meeting and the Annual Spring Meeting. The Executive Committee will be vested with the necessary power to conduct business as may be requested by a majority vote of the membership, and furthermore, such other business having to do with the welfare of the membership as they will deem necessary or advisable.

The Executive Committee will have the power to fill vacancies on any committee or office where a vacancy may occur during the year.
The Executive Committee will form the policy of the SDACHS, subject to the opinions or actions of the SDACHS membership at the last Annual Fall or Spring Meeting. The Committee will meet at least twice a year; once at and during the Annual Fall Meeting and once during the Annual Spring Meeting, at a time and place to be determined by the President.

Seven (7) members of the Committee will be a quorum and may call special meetings; provided, that the President, supported by six (6) members, may call such meeting; and provided further that, all members of the Committee will be notified in writing.

All decisions of the Executive Committee will require a simple majority vote.

Section 3:
There will be appointed annually, by the President, such standing committees as the Executive Committee will deem advisable. Standing committees are: an Auditing Committee, Resolution Committee, Nominating Committee, Certification Committee, Scholarship Committee and Summer Meeting Committee.

The President, with the approval of the Executive Committee, may appoint an Associate Member or Non-Member to any committee the President deems necessary or advisable. This will be a non-voting position.

Committee Members may receive actual travel, lodging and meal expenses while attending committee meetings as per Association Policy regarding the same.

No special or standing committee will be authorized to incur any financial liability on part of the SDACHS without first having received the approval of the Executive Committee.

Section 4:
The NACE State Director will be the official contact person for NACE business matters. The NACE State Director or the Director's official designee will be the voting representative for the SDACHS regarding NACE business. The NACE State Director may attend the Executive Committee meetings as an ex-officio non-voting member.

ARTICLE VII

INTERNAL AFFAIRS

Section 1:
No part of the net earnings of the SDACHS will inure to the benefit of, or be distributable to its members, Officers or other private persons except that the SDACHS will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof ~ The SDACHS will not participate in or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws the SDACHS will not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of the SDACHS.

Section 2:
Upon dissolution of the SDACHS, the Executive Committee will, after paying or making provision for the payment of all liabilities of the SDACHS, dispose of all assets of the SDACHS exclusively for the purposes of the SDACHS in such manner as the Executive Committee will determine. Any such assets not so disposed of will be disposed of by the Circuit Court for Minnehaha County, South Dakota exclusively for such purposes or to such associations or organizations, as said Court will determine, which are organized and operated exclusively for such purpose.

ARTICLE VIII

ANNUAL MEETING

Section 1:
Each year there will be conducted an Annual Fall Meeting (Local Roads Conference) and an Annual Spring Meeting (Superintendents Short Course) of the SDACHS, the Annual Fall Meeting to be held at a time and location as specified by the SD LTAP. The election of Officers, the installation of new Officers and any official business of the SDACHS will take place at the Annual Fall Meeting. At the Annual Spring Meeting, business matters may be discussed that will best promote the goals and interests of the membership. The Association President will determine the order of business at the Annual Fall Meeting and the Annual Spring Meeting.

Section 2:
Twenty-five percent of members in good standing will constitute a quorum necessary for the conducting of business of the SDACHS at the Annual Fall Meeting, Annual Spring Meeting or any Special Meeting.

Section 3:
Robert's Manual of Parliamentary Rules will guide the SDACHS in all questions of procedure not expressed in the Articles of Incorporation or in its By-Laws.

ARTICLE IX

AMENDMENTS

Section 1:
Amendments to these By-Laws may be proposed by any member, in good standing, by submitting to the SDACHS Secretary/Treasurer any recommended changes in writing sixty (60) days prior to the Annual Spring Meeting or sixty (60) days prior to the Annual Fall Meeting.

Section 2:
The Secretary/Treasurer will provide a copy of any recommended change to all Voting Members of the SDACHS prior to the opening session of the Annual Spring Meeting or the Annual Fall Meeting. Twenty-Four hours after a proposed amendment has received its first reading at the Annual Spring Meeting or the Annual Fall Meeting, it will receive a second reading, and upon favorable vote of a majority of the members present, will be in full force and effect.

Section 3:
These By-Laws will be in full force and effect from and after the date of ratification and adoption by the SDACHS at a regular or special meeting assembled, and will not be repealed, altered, or amended except as provided in this section. Any resolution heretofore passed by the South Dakota Association of County Highway Superintendents, which is not in conflict with any provisions of these By-Laws, will remain in effect until amended or repealed.

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THESE AMENDED BY-LAWS APPROVED AT THE ANNUAL MEETING OF THE SOUTH DAKOTA ASSOCIATION OF COUNTY HIGHWAY SUPERINTENDENTS HELD IN Sioux Falls, SOUTH DAKOTA, THIS 20th DAY OF October 2026

President of the South Dakota Association of County Highway Superintendents

Signed: _____
President

Attest: _____
Secretary/Treasurer