

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13

**BYLAWS OF  
AMERICAN COUNCIL OF ENGINEERING COMPANIES OF  
SOUTH DAKOTA**

Adopted April 4, 1990  
Revised January 4, 1995  
Revised August 2, 2006  
Revised April 9, 1997  
Revised February 2, 2000  
Revised October 10, 2002

14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41

**ARTICLE I  
MEETINGS**

Section 1. Council Meetings

Regular membership meetings shall be held on dates approved by the members present at a regular meeting. In the event of a conflict, the President may set another date. Meetings may be either face-to-face or electronic.

Section 2. Board of Directors

The Board of Directors shall meet as deemed necessary. All meetings shall be called under the direction of the President. The President-Elect or any two members of the Board may request meetings. Notice of meetings shall be given to each Board member at least 72 hours before the time appointed for the meeting, unless a waiver of notice and call is duly executed. Meetings may be either face-to-face or electronic.

Section 3. Rules of Order

Roberts' Rules of Order for Parliamentary procedure shall apply to the conduct of the meetings.

Section 4. Board of Directors' Meeting Quorum

A quorum for any Board meeting, regular or special, shall consist of a majority of the members of the Board.

Section 5. Membership Meeting Quorum

A quorum for any membership meeting, regular or special, shall consist of ten (10) voting Members.

Section 6. Committee Meeting Quorum

A quorum for any committee meeting shall consist of a majority of the members appointed to the committee. Meetings may be either face-to-face or electronic.

42 **ARTICLE II**  
43 **MEMBERSHIP**

44  
45 Section 1. Classes of Membership

46  
47 A. Firm Member

48 For the purpose of determining eligibility for membership, the term “Firm  
49 Member” shall mean sole proprietorship, partnership, corporation or professional  
50 association represented to the public as being available for the private practice of  
51 consulting engineering or land surveying which does, and is legally authorized to,  
52 practice engineering or land surveying in the State of South Dakota. Firm  
53 Members shall be limited to those individual firms, parent firms, branch offices,  
54 subdivisions or subsidiaries whose resident principals (proprietors, partners or  
55 officers) furnish independent consulting engineering or land surveying services  
56 and act for them on professional policies and activities, and which

- 57 1. maintain an established office for the practice of consulting  
58 engineering or land surveying in the State of South Dakota;  
59 2. practice under an organizational arrangement that does not involve a  
60 conflict of interest or that does not subordinate independent  
61 professional judgment to other considerations. Firms or corporations,  
62 wholly or partially owned by commercial, or construction contracting,  
63 manufacturing, sales, public utility, holding company or other similar  
64 organization which function as service organizations of the controlling  
65 company, shall not be eligible for Firm membership if such ownership  
66 arrangements prejudice or subordinate the professional or ethical  
67 judgment of the consulting engineers or land surveyors.

68  
69 One or more of the principals of the Firm Member shall be licensed and in good  
70 standing as professional engineers or land surveyors in the State of South Dakota.  
71 Each Firm Member must be represented by at least one Voting Member in the  
72 Council.

73  
74 B. Voting Member

75 Membership as a Voting Member of this Council shall be open to individuals who  
76 meet all of the following qualifications:

- 77 1. The individual must be a principal or department head of a Firm  
78 Member.  
79 2. The individual must be licensed and in good standing as a professional  
80 engineer or land surveyor in the State of South Dakota.  
81 3. Each Voting Member representing a Firm Member whose dues are  
82 paid to date (within 30 days of the first day of each quarter) may vote  
83 on any issue before the Council. If the dues are not paid, that Firm’s  
84 representatives shall have no vote until such dues are brought current.  
85

86  
87  
88  
89  
90  
91  
92  
93  
94  
95  
96  
97  
98  
99  
100  
101  
102  
103  
104  
105  
106  
107  
108  
109  
110  
111  
112  
113  
114  
115  
116  
117  
118  
119  
120  
121  
122  
123  
124  
125  
126  
127  
128  
129  
130

C. Associate Firm Member

1. Associate Firm Member shall be limited to those sole proprietors, firms, parent firms, branch officers, divisions, subsidiaries or organizations that provide professional services of a scientific and technical nature that are complementary to the services provided by Firm Members and provided those managing the services are professionally licensed/certified/registered, as appropriate, in that area. Associate Firm Members shall not include entities that supply goods or services that are specified by or used in engineering firm operations.
2. Eligibility. Only firms not eligible for ACEC/SD membership as Firm Members are eligible to become Associate Firm Members.
3. Representation. Associate Firm Members shall designate one or more Associate Members. An Associate Member is an individual designated by an Associate Firm Member who is a sole proprietor, partner, officer or manager (i) having an ownership interest, or (ii) exercising management responsibility for technical or business decisions. Associate Members shall not be entitled to hold office in the Council, vote on Council matters or serve as a committee chair.

D. Affiliate Firm Members

Affiliate Firm Members shall have the same privileges as Firm Members, except as modified by the following special conditions:

1. Criteria. An Affiliate Firm Member shall be limited to those sole proprietors, firms, parent firms, branch offices, divisions, subsidiaries and/or organizations that support the goals of ACEC/SD and provide products used in the internal operation of (but not specified by) Firm Members or Associate Firm Members.
2. Eligibility. Only firms judged not eligible for ACEC/SD membership as Firm Members are eligible to become Affiliate Firm Members.
3. Representation. Affiliate Firm Members shall designate one or more Affiliate Members. An Affiliate Member is an individual designated by an Affiliate Firm Member who is a sole proprietor, partner, officer or manager (i) having an ownership interest, or (ii) exercising management responsibility for technical or business decisions. Affiliate Members shall not be eligible to hold office in the Council, vote on Council matters or serve as a committee chair.

**ARTICLE III**  
**CALENDAR**

Section 1. Fiscal Year.

The fiscal year of the Council shall be from July 1 through June 30.

131  
132  
133  
134  
135  
136  
137  
138  
139  
140  
141  
142  
143  
144  
145  
146  
147  
148  
149  
150  
151  
152  
153  
154  
155  
156  
157  
158  
159  
160  
161  
162  
163  
164  
165  
166  
167  
168  
169  
170  
171  
172  
173  
174  
175  
176

Section 2. Administrative Year

The administrative year of the Council shall be from April 1 through March 31 except that the National Director shall serve from July 1 through June 30 as required by the bylaws of the American Council of Engineering Companies.

**ARTICLE IV**  
**DUES AND ASSESSMENTS**

Section 1. Firm Members

The total annual dues paid by each Firm Member shall be computed by the Secretary/Treasurer and shall be the sum of the following:

- A. The amount of ACEC dues as established by ACEC for each Firm Member.
- B. An amount for each Voting Member, to be set annually by the Board of Directors, except that one-person Firm Members are entitled to one Voting Member without charge.
- C. A Firm Member personnel assessment based on the total firm size as reported annually in accordance with Section 6 of Article IV. The firm personnel assessment level shall be reviewed and set annually by the Board of Directors.

Section 2. Associate Firm Members and Affiliate Firm Members

- A. The dues for Associate Firm Members and Affiliate Firm Members will be a lump sum amount set annually by the Board of Directors.

Section 3. Payment

Dues shall be payable in advance of the first of each quarter, semi-annually or annually at the option of the Firm Member. The Secretary/Treasurer shall direct statements of account to be sent to each Firm Member in advance of the beginning of each period selected by the Firm. Unpaid dues shall become in arrears 30 days after the first day of the billing period and delinquent 90 days after the first day of the billing period. Firm Members may be terminated if dues are not made current by the end of the billing period in which due. Firm Members who elect semi-annual or annual billing periods will be in arrears 30 days after the first day of the billing period and delinquent 90 days after the first of the billing period. They may be terminated if dues are not made current by the 90<sup>th</sup> day after the first of the billing period.

Section 4. Assessments

The Board of Directors may set special assessments as required to fund activities it deems beneficial to the Council.

Section 5.

A Voting Member may transfer from a Firm Member to another existing Firm Member upon approval of the new Firm Member without paying a transfer fee. A Voting

177 Member who leaves an existing Firm Member to form a new firm shall pay the dues  
178 required of a new Firm Member.

179  
180 Section 6.

181 On or about the first of March of each year, the Secretary/Treasurer shall request  
182 a census report form each Firm Member, which report shall be returned before March 15.  
183 The census report shall show the number of all personnel including principals, engineers,  
184 designers, technical employees, stenographic, electrical, data processing, administrative,  
185 surveying and all other employees on the firm's payroll for the preceding twelve-month  
186 period. Part-time and seasonal employees will be included for their time worked in  
187 determining the average number to be reported. In the case of an architect-engineer firm  
188 or a firm with non-engineers, e.g., geologists, chemists, hydrologists, etc., the prorated  
189 portion of the personnel concerned with, or in general support of, the engineering  
190 function, shall be counted.

191  
192 Section 7.

193 A report of the total firm size will determine the ACEC index number for the  
194 Firm Member. For this purpose, all employees of the firm, of whatever discipline or  
195 classification, shall be counted.

196  
197 **ARTICLE V**  
198 **EXECUTIVE DIRECTOR**  
199

200 Section 1.

201 The Board of Directors of the Council may engage an Executive Director,  
202 employees, agents, attorneys and/or accountants to perform such duties as it deems  
203 necessary and shall determine the compensation for such services. Only the Board of  
204 Directors may terminate such employment. The Executive Director shall be the Chief  
205 Operating Officer of the Council with responsibility for the management and direction of  
206 all operations, programs, activities and affairs of the Council, functioning within the  
207 framework of policy aims and programs as generally determined by the Board of  
208 Directors. The Executive Director shall have such other duties as may be prescribed by  
209 the Board of Directors. In lieu of appointing an Executive Director of the Council, the  
210 Board of Directors, at its election, may contract with one or more persons or entities on  
211 an independent contractor basis to perform all or part of the duties, responsibilities and  
212 functions which would otherwise be performed by a full-time or part-time Executive  
213 Director appointed by the Board. The duties and responsibilities of other employees shall  
214 be as determined by the Executive Director and approved by the Board of Directors.

215  
216 **ARTICLE VI**  
217 **OFFICERS AND THEIR ELECTION**  
218

219 Section 1.

220 The officers of the Council shall consist of a president, a president-elect, and a  
221 secretary-treasurer. These three officers plus four directors constitute the Board of

222 Directors of the Council. The directors shall consist of a national director and three state  
223 directors.

224

225 Section 2. Election

226 A. Only Voting Members of the Council legally residing in the State of South  
227 Dakota and doing business from an office in the state shall be eligible to serve  
228 on the Board of Directors. No Firm Member shall have more than one Voting  
229 Member serving on the Board of Directors at any time. All Board members  
230 elected shall serve a two-year term.

231

232 B. At the fall quarterly meeting of even-numbered years, the President shall  
233 appoint a Nominating Committee consisting of three Voting Members who  
234 are not members of the Board, plus the most immediate past president, who  
235 shall chair the committee.

236

237 C. Within three weeks after being appointed, the Nominating Committee shall  
238 meet and nominate candidates for state directors, president-elect and  
239 secretary-treasurer.

240

241 D. The Nominating Committee shall give due consideration to the following  
242 criteria in evaluating and nominating candidates to the Board of Directors:  
243 1. Current participation in and support of the activities of the Council;  
244 2. Ability to perform the duties of the position for which considered;  
245 3. Willingness to serve.

246

247 E. At the following winter quarterly meeting, the membership shall be notified of  
248 the Committee's nominations, and additional nominations may be made from  
249 the floor. If the Nominating Committee nominates only one candidate for an  
250 elective office, and if no additional nominations are made from the floor, the  
251 Secretary/Treasurer shall certify the individuals so nominated to be elected  
252 and shall notify the membership in writing of the election of said candidate or  
253 candidates.

254

255 F. If other nominations are made from the floor, then voting shall be done by  
256 secret ballot by Voting Members present. The President shall appoint a  
257 Tellers' Committee to canvass the ballots, and results shall be announced  
258 before the adjournment of the winter meeting. A majority vote of the Voting  
259 Members present shall be sufficient to elect.

260

261 G. The immediate Past President shall assume the office of National Director.  
262 The President-Elect shall assume the office of President. There shall be no  
263 other automatic succession of officers or directors.

264

265 Section 3. Vacancies

266 Vacancy in any office shall be filled as follows:

267

- 268 A. President – The President-elect shall succeed to the office of President.  
269  
270 B. National Director – The President shall also serve as National Director for the  
271 remainder of the term.  
272  
273 C. Secretary/Treasurer or a State Director – The office shall be filled by  
274 appointment by the President, subject to approval by the Board of Directors.  
275  
276 D. President-Elect – The President shall appoint a nominating committee which  
277 shall provide a nominee or slate of nominees. Election shall be held as  
278 provided for new officers.  
279  
280 E. Whenever a vacancy is filled as provided above, the new appointee shall hold  
281 office until the next election of officers.  
282

283 Section 4. Duties of Officers  
284

- 285 A. President – It shall be the duty of the President to preside at all meetings of the  
286 Council and of the Board of Directors and to have general direction of the  
287 business of the Council. The President shall be ex officio, a member of all  
288 committees and shall appoint chairs and members of all committees except as  
289 otherwise set forth in Article III. S/he shall endeavor to attend one M.O.  
290 Presidents’/President-Elects’ Regional Meeting per year during his/her term.  
291  
292 B. President-Elect – In the absence of, or in the case of inability of the President,  
293 it shall be the duty of the President-Elect to perform the duties of the  
294 President. S/he shall chair the Professional Committee. S/he shall endeavor  
295 to attend one M.O. Presidents’/President-Elects’ Regional Meeting during the  
296 second year of his/her term.  
297  
298 C. Secretary/Treasurer  
299  
300 1. As Secretary, s/he shall give notice and attending all meetings of the  
301 Council and Board of Directors, keep a record of all proceedings,  
302 attest documents and perform such other duties as are usual for such  
303 official or may be duly assigned to him/her.  
304  
305 2. As Treasurer, s/he shall keep an account of all monies received by and  
306 expenses of the Council and shall make disbursements authorized by  
307 the Board and approved by the Executive Director (if there be one) and  
308 such other officers as the Board may prescribe. S/he shall deposit all  
309 sums received in the financial institutions(s) approved by the Board of  
310 Directors and shall make a report at each quarterly meeting or when  
311 called upon by the President. Funds may be drawn upon the signature  
312 of an officer or the Executive director. The funds, books and vouchers  
313 in his/her hands shall, with the exception of confidential reports

314 submitted by members, at all times be subject to verification and  
315 inspection by the Board of Directors. S/he shall chair the Finance  
316 Committee. The Executive Director, if there be one, may assume such  
317 of these duties as permitted under Article V.  
318

319 D. National Director – the National Director shall represent the Council of the  
320 Board of Directors of ACEC. S/he shall stay abreast of issues affecting  
321 ACEC, the Council and the business of consulting engineering and serve as  
322 the communications link between the Council and ACEC. S/he shall attend  
323 ACEC Board of Directors’ meetings and shall vote as directed by the Council.  
324 If no direction is provided, s/he shall vote based upon the best information  
325 available to him/her. S/he shall also serve on at least one ACEC committee  
326 during his/her term of office, as required by the ACEC bylaws. S/he shall  
327 endeavor to attend one National Directors’ Regional Meeting each year during  
328 his/her term.  
329

330 **ARTICLE VII**  
331 **MEMBERSHIP APPLICATION**  
332

333 Section 1. Application for Membership  
334

335 Applicants for membership shall provide evidence of qualification as the Board of  
336 Directors may prescribe as necessary for compliance with requirements of this Article.  
337 Processing of an application shall be as established by the Board of Directors. One  
338 quarter’s dues shall accompany a new member’s application, with the dues being  
339 effective from the first of the quarter during which the application is approved.  
340

341 Section 2. Approval of Membership  
342

343 Upon approval of an applicant for membership by the Board of Directors, the  
344 applicant shall be notified of its election and, upon subscribing to the Bylaws of this  
345 Council, shall be enrolled as a member. The Board of Directors shall admit to  
346 membership only such firms and individuals as will, in its opinion, meet the  
347 qualifications for membership and uphold and advance the purposes for which this  
348 Council has been formed.  
349

350 Section 3. Failure to Pay Dues or Assessments  
351

352 Any Member in any classification which fails to pay dues or assessments within  
353 the time period established by the Board of Directors shall be dropped from membership.  
354

355 Section 4. Cessation of Membership  
356

357 Any member who ceases to possess the qualifications for membership as provided  
358 in Article II shall automatically cease to be a member.  
359



360 Section 5. Resignation or Expulsion of Firm Members

361

362 Upon the resignation or expulsion of a Firm Member, the Voting Members from  
363 such firm shall automatically lose their membership in this Council.

364

365 Section 6. Reinstatement

366

367 A. A voluntarily-resigned Firm Member which is qualified for membership may  
368 be reinstated to Firm Membership upon application to the Board of Directors.  
369 Such application must meet the requirements for new Firm Membership as  
370 provided in Article II.

371

372 B. A Firm Member which has been expelled for non-payment of dues may be  
373 reinstated to Firm Membership upon application to the Board of Directors.  
374 Such application must meet the requirements for new Firm Membership as  
375 provided in Article II. In addition to payment of one quarter's current dues,  
376 the application must be accompanied by payment for the total amount of dues  
377 and assessments owing at the time of expulsion.

378

379

**ARTICLE VIII**  
**OBLIGATIONS**

380

381

382 Section 1.

383

384 A. All funds of the Council shall be deposited in the name of the council. The  
385 Executive Director shall administer the operating account(s) established for  
386 the operating funds of the Council. If there is no Executive Director, the  
387 operating account(s) shall be administered by the Secretary/Treasurer. The  
388 Secretary/Treasurer, President and Executive Director (if there be one) shall  
389 be signatories to all accounts. One signature shall suffice for transactions in  
390 this (these) account(s). It (they) shall be administered according to the  
391 Council's established budget or at the direction of the Board if the budget  
392 requires adjustment.

393

394 B. When the funds of the Council are sufficient, a reserve account shall be  
395 established for the purpose of investment. The reserve account shall be  
396 administered by the Executive Director (if there be one) or the  
397 Secretary/Treasurer, at the direction of the Board, and with due consideration  
398 for liquidity necessary to meet the operating requirements of the Council and  
399 will require two signatures for transactions if required by the Board. The  
400 President and Secretary/Treasurer, or one of these officers and the Executive  
401 Director, may serve as signatories, as directed by the Board.

402

403  
404  
405  
406  
407  
408  
409  
410  
411  
412  
413  
414  
415  
416  
417  
418  
419  
420  
421  
422  
423  
424  
425  
426  
427  
428  
429  
430  
431  
432  
433  
434  
435  
436  
437  
438  
439  
440  
441  
442  
443  
444  
445  
446  
447

**ARTICLE IX**  
**COMMITTEES: STANDING AND SPECIAL**

Section 1.

The President shall appoint such committees and shall assign committee administration as necessary to conduct the affairs of the Council.

Section 2.

The President shall be an ex officio member of each committee. No voting member may serve on more than two committees at any time except to insure continuity of committee experience.

Section 3. Committees

The following committees are recommended:

A. Executive Committee: This committee shall consist of the President, President-Elect, Secretary/Treasurer and National Director. It has the responsibility for acting on behalf of the Council as necessary between regularly scheduled Board of Directors' meetings. Any action taken by the Executive Committee shall require ratification by the Board of Directors at its next regularly scheduled meeting.

The Executive Committee shall also serve at the Ethical Practice Committee. It shall take necessary action according to the provisions of Article X.

B. Finance Committee: It is the duty of this committee to review financial requirements of the Council and to recommend dues levels and an operating budget to the Board of Directors for action at the spring (annual) meeting. It shall make recommendations to the Board of Directors on all financial matters. It shall be chaired by the Secretary/Treasurer and shall include at least three other members, one of whom shall be on the Board.

C. Membership Committee: It is the duty of this committee to plan and lead membership recruitment and retention programs to ensure the growth and vigor of the Council

D. Professional Committee: It is the duty of this committee to provide liaison with related professions, such as construction contractors, architects, engineering educators, etc. to foster good working relationships and mutual understanding as well as to consolidate and coordinate political activities. It is also the duty of this committee to provide educational and professional growth opportunities for members. The President-Elect shall chair.

448  
449  
450  
451  
452  
453  
454  
455  
456  
457  
458  
459  
460  
461  
462  
463  
464  
465  
466  
467  
468  
469  
470  
471  
472  
473  
474  
475  
476  
477  
478  
479  
480  
481  
482  
483  
484  
485  
486  
487  
488  
489  
490  
491  
492

1. Liaison Committees (subcommittees):

- a. It is the policy of the Council to provide liaison and initiate cooperation with other organized groups with whom this Council has business. The Board of Directors shall, from time to time, provide for the formation of joint, or liaison, committees with those various entities for the purpose of transacting such business as may be mutually agreed upon by this council and the organization(s) with which the liaison is formed.
- b. It is the purpose of these committees to enhance working relationships and eliminate or reduce adversarial situations with significant agencies and associations. Committee service is not to be used for marketing by committee members.

E. ACE/PAC Committee: It is the duty of this committee to provide ACEC/SD member firms the opportunity to support ACE/PAC.

C. Public Relations Committee: It is the duty of this committee to identify and create opportunities to increase the visibility of and educate the general public about engineering companies, land surveying and the Council. It shall also promote the good will of other professional groups.

Section 4.

The committees may be modified by the Board of Directors to meet current needs of the Council.

**ARTICLE X**  
**DISCIPLINARY ACTION**

Member firms must refer any allegations of criminal or professional misconduct they wish to make concerning a member firm to the appropriate legal and/or professional authorities. A final determination by the relevant authority of criminal culpability or professional misconduct on the part of the member firm shall constitute a per se violation of the Ethical Guidelines by the member firm and shall automatically result in the member firm's censure, suspension or expulsion from the Association as set forth herein:

A. A finding of criminal culpability on the part of the member firm shall result in the member firm's expulsion from the Council.

493 B. A finding of professional misconduct leading to a reprimand of the member  
494 firm shall result in a written censure of the member firm by the Council

495  
496 C. A finding of professional misconduct leading to a monetary fine against the  
497 member firm shall result in the member firm’s suspension from the Council  
498 for a period of one year.

499  
500 A finding of professional misconduct leading to a suspension or revocation within the  
501 member firm of the license to practice engineering or to engage in business shall result in  
502 the member firm’s expulsion from the Council.

503  
504 **ARTICLE XI**  
505 **VOTING POWER OF MEMBERSHIP**

506  
507 Only Voting Members shall be entitled to vote in Council matters, with each  
508 Voting Member having one vote and no proxy voting allowed.

509  
510 **ARTICLE XII**  
511 **SEAL**

512  
513 The Board of Directors shall provide a corporate seal which shall be circular in  
514 form and shall have inscribed thereon the name of the corporation and the state of  
515 incorporation and the words, “corporate seal”.

516  
517 **ARTICLE XIII**  
518 **WAIVER OF NOTICE**

519  
520 Unless otherwise provided by law, whenever any notice is required to be given to  
521 any shareholder or director of the corporation under the provisions of these bylaws, or  
522 under the provisions of the Articles of Incorporation, a waiver thereto, in writing, signed  
523 by the person or persons entitled to such notice, whether before or after the time stated  
524 therein, shall be deemed equivalent of the giving of such notice.

525  
526 **ARTICLE XVI**  
527 **AMENDMENTS**

528  
529 The adoption of the initial bylaws and the power to amend, alter or repeal these  
530 bylaws or adopt new bylaws shall be vested in the Board of Directors by a majority vote  
531 thereof.

532  
533 **ARTICLE XV**  
534 **INDEMNIFICATION**

535  
536 Directors, officers, members, employees or agents of the Council shall be  
537 indemnified as of right to the fullest extent now or hereafter permitted by law in  
538 connection with any actual or threatened civil, criminal, administrative or investigative

539 action, suit or proceeding (whether brought by or in the name of the Council or  
540 otherwise) arising out of their service to the Council or to another organization at the  
541 Council's request. Such indemnification should not be deemed to be exclusive of any  
542 other rights to which those indemnified may be entitled under any bylaw, agreement, vote  
543 or membership or otherwise.

544  
545  
546

**CERTIFICATE**

547 The undersigned, being duly elected, qualified and acting President and Secretary  
548 of the Board of Directors of the American Council of Engineering Companies of South  
549 Dakota, do hereby certify that the above and foregoing bylaws, consisting of Articles I  
550 through XV, both inclusive, were duly adopted at the regular meeting of the Board of  
551 Directors held at Sioux Falls, South Dakota, at the Ramkota Inn on Wednesday, April 4,  
552 1990 and duly amended at the regular meeting of the Board of Directors held in Pierre,  
553 South Dakota at the Kings Inn on Wednesday, January 4, 1995, and duly amended at the  
554 regular meeting of the Board of Directors held at Chamberlain, South Dakota, at the  
555 Cedar Shores Resort, on Friday, August 2, 1996, and duly amended at the regular  
556 meeting of the Board of Directors held at Huron, South Dakota at the Crossroads  
557 Wednesday, April 9, 1997, and duly amended at the regular meeting of the Board of  
558 Directors held at Pierre, South Dakota at the Kings Inn, Thursday, February 3, 2000, and  
559 Duly amended at the regular meeting of the Board of Directors held at Aberdeen, South  
560 Dakota at the Ramkota on Thursday, October 10, 2002, and replace and supercede any  
561 previous bylaws adopted by the Board of Directors of the Council.

562  
563 Dated this 10<sup>th</sup> day of October 2002.

564  
565  
566

\_\_\_\_\_  
Tony A. Dwire, President

567  
568  
569

\_\_\_\_\_  
Daniel D. Eisenbraun, Secretary

570  
571  
572  
573  
574  
575  
576  
577  
578  
579  
580  
581  
582