

CONSTITUTION AND BYLAWS
OF
SOUTH DAKOTA ART EDUCATION ASSOCIATION, INC

ARTICLE I – NAME

The organization shall be known as the South Dakota Art Education Association, Inc. (hereafter referred to as SDAEA or the Association).

ARTICLE II – PURPOSES

The purposes of the Association are to represent art teachers and other classroom teachers who teach art in South Dakota; to improve the conditions of teaching art in South Dakota; to promote the study of the teaching of art in South Dakota; to encourage research and experimentation in art education; to sponsor conferences and programs which will enlighten teachers and students in the area of art education and to work with education agencies.

Notwithstanding any other provisions of these Bylaws, neither this Association Nor Members of the Board of Directors, officers, employees or representatives shall take any action or carry on any activity by or on behalf of this Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they may now exist or as they may hereafter be amended.

ARTICLE III – MEMBERSHIP

Individuals in South Dakota who are professionally interested in or engaged in activities concerned with or related to art, art education or education in general are eligible for membership upon payment of yearly dues as set by the Board of Directors.

ARTICLE IV – ORGANIZATION AND GOVERNMENT

Section 1: The SDAEA shall be organized to include state officers, a board of directors and such committees as may be considered necessary by the Association membership, officers, board of directors or executive committee.

Section 2: Officers. The officers of SDAEA shall be President, President Elect/Vice President, Past President, Secretary and Treasurer. Officers shall hold membership in the SDAEA and the National Art Educators Association (NAEA).

Section 3: Board of Directors. The board shall be comprised of the President, President Elect/Vice President, Past President, Secretary, Treasurer, and Committee chairpersons.

Section 4: Terms Limits. The term of office for the President, President Elect/Vice President, Past President, Secretary and Treasurer shall have no term limits.

ARTICLE V – ELECTION OF OFFICERS

Section 1: Election of officers shall be held every three years at the annual meeting of the members. Candidates for office in the SDAEA must be members in good standing who hold active membership in the Association. A majority of the votes cast by members is required for election.

Section 2: Nominations for officers and standing committee chairpersons shall be submitted to the secretary at least one week prior to the annual meeting of the members of the Association. Such nominations shall provide the name and address of the member who is being nominated as well as the positions for which he or she is being nominated. The secretary shall provide written notice to all of the members of the Association advising of the deadline and calling for nominations six weeks prior to the annual meeting.

Section 3: Voting. Each active member in the SDAEA shall have one vote and voting shall take place at the annual meeting unless a mail vote is necessary between meetings. Officers will be elected by a majority of votes cast by members attending the annual meeting or by mail vote.

Section 4: Removal. Any Director or Officer may be removed from office by the affirmative vote of two-thirds (2/3) of the full Board of Directors, at a regular or special meeting called for that purpose, for conduct detrimental to the interests of the Association, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its objectives and purposes. Any such Director proposed to be removed shall be entitled to at least five (5) days notice in writing or electronic communications of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

ARTICLE VI – MEETINGS

Section 1: Annual Meeting. The annual meeting of the Members shall be held at a date and time to be selected by the Board of Directors. The annual meeting of the members of the Board of Directors shall be deemed to be the annual meeting of the Association.

Section 2: Special Meetings. Special meetings of the Members or of the Board of Directors may be called by the President or a majority of the members of the Board of Directors and must be called upon the written request of a majority of Directors. Any business may be transacted at any of the meetings, annual or special, of the Board of Directors.

Section 3: Notice of Meetings. Notice of any special meeting shall be given at least two days prior thereto by written notice delivered personally or mailed to each Member or Director at his/her business address, or by email or fax; provided, if mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, but an additional three (3) days shall be added to the prescribed period. Any Member or Director may waive notice of any meeting. The attendance of a Member or Director at a meeting shall constitute a waiver of notice of such meeting, except where a Member or Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members or of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 4: Action Without a Meeting. Business of the Board of Directors may be transacted without a meeting thereof in accordance with the provisions of the statutes of the State of South Dakota.

Section 5: Presiding Officer. At all meetings of the Members or of the Board of Directors, the President or Vice President of the Association shall preside; or in their absence a Director chosen by the other Directors, shall preside.

Section 6: Quorum. At all meetings of the Board of Directors, a majority of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director. At the reconvening of any adjourned meeting at which a quorum shall be present, any business may be transacted at the meeting as originally notified.

Section 7: Compensation. Directors shall not receive any stated salary for their services as such.

Section 8: Proxies. There shall be a prohibition against voting by proxy or by delegation in any manner under any and all circumstances in this Association.

Section 9: Right to Vote. Each Director shall be entitled to one (1) vote on each matter submitted to a vote of the Board of Directors. The only three (3) votes which may be cast are “yes”, “no”, or “abstain” on roll call votes. The call shall be alphabetical; provided, however, that the presiding officer shall vote last, and any vote other than yes or no shall be recorded as abstaining. No vote may be changed after having been cast. Any two (2) Members present, or the presiding officer, may call for a secret ballot.

Section 10: Exceptions to Quorum. In the event of vacancies on the Board in a number which does not allow the convening of a quorum, the remaining members of the Board may act without a quorum only for the purpose of naming new Directors to fill such vacancies.

Section 11: Telephone Meetings. Any Director may participate in a meeting of the Directors by means of communication by which all persons participating in the meeting can hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 12: Waiver of Notice. Whenever any notice is required to be given to any Directors by statute or by these Bylaws, whether of a special meeting or for some other purpose, any such Director may waive such notice in any manner; and a waiver or waivers of notice in writing, signed by the person or persons entitled to said notice, whether given before or after the meeting or the time at which such notice is required to be given, shall be deemed equivalent to such notice. Attendance of any Director shall constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is now lawfully called or convened.

ARTICLE VII – INCOME AND DUES

Income for the SDAEA shall come from dues paid by the members on a yearly basis. The organization may upon recommendation of the board and/or the members apply for grants for specific projects, the purpose of which is to enhance the welfare of art education in the State of South Dakota. In general, the Association shall not act in any way or engage in any activity which might affect its right to full tax exemption, and the Association shall be so operated as to entitle it to receive all tax exemptions, federal or local.

ARTICLE VIII – STANDING COMMITTEES

Section 1: The SDAEA shall have the following standing committees: Convention Committee, Membership Committee and Awards Committee.

Section 2: Additional committees may be formed as deemed necessary.

ARTICLE IX – DUTIES OF OFFICERS

Section 1: President. The President shall administrate the affairs of the association; preside at all business meetings and meetings of the Board of Directors.

Section 2: President Elect/Vice President. The President Elect/Vice President shall assume duties of the President in the event of absence or vacancy in that office and shall act as coordinator of committees.

Section 3: Past-President. The Past-President shall provide continuity for the organization relating information on past activities which would be helpful to the board in reaching decisions. The Past-President shall also direct the professional development of the organization.

Section 4: Secretary. The Secretary shall keep accurate minutes of the annual meeting and the meetings of the Board of Directors.

Section 5: Treasurer. The Treasurer shall be responsible for the collection of dues and other funds coming to the SDAEA, for depositing these funds in the proper bank accounts of the organization, and for writing checks for bills authorized by the Board. The Treasurer shall also keep accurate account books of the money collected and spent. The Treasurer will transact any other financial business authorized by the Board.

ARTICLE X – DUTIES OF THE BOARD, AND STANDING COMMITTEES

Section 1: The Board. The Board of Directors shall serve as the executive authority for the SDAEA. It shall suggest policies, carry out policies and provide such supervision as may be necessary to promote the best interests of art education, its goals and programs in the State of South Dakota. It shall approve all expenditures and present a financial report to the membership at the annual meeting. All business of the organization shall be supervised by the Board.

Section 2: Appointment. The Board of Directors may appoint or enter into agreements/contracts with such agents and representatives of the Association with such powers and to perform such acts or duties on behalf of the Association as the Board of

Directors may deem necessary, to include but not be limited to, administrative/management services which will provide for the day-to-day operation of the Association and such other agents and representatives so far as may be consistent with these Bylaws, and to the extent authorized or permitted by law.

Section 3: Authority. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have the power or authority to bind the Association by any contract or engagement, or pledge its credit, or render it liable pecuniarily for any purpose or to any extent or amount.

Section 4: Standing Committees.

Convention Committee. A major project of the SDAEA is to host and organize the South Dakota Art Education Association Conference. This committee shall be responsible for the planning and organization of the annual conference, including arranging speakers, planning workshops and tours, promoting the conference, and managing the registrations.

Membership Committee. This committee shall be responsible for keeping membership records, notifying the President and Secretary of membership changes, and recruiting new members at all levels of art education in South Dakota. This committee shall be responsible for an annual membership drive. One member of this committee shall serve as the chairperson.

Awards Committee. An awards committee will coordinate all awards, request nominations, and send letters to all nominees and nominators regarding required procedures. The awards committee shall collect receive and find people to judge all Award Applications. They will publicize, order and present awards at the conference.

Section 5: Standing Positions

Youth Art Month (shall be known as YAM). The YAM representative will take care of all entries for this event statewide and nationally.

Historian. The historian will maintain and update the historical archives of the SDAEA. The historian will act as a resource to the Council and will maintain a history or timeline of events, award recipients and all other applicable events.

Webmaster. The webmaster shall maintain the SDAEA website.

ARTICLE XI - MEMBERSHIP AND DUES

Section 1: Amount of Dues. The dues for all classes of membership shall be determined by the National Art Education Association.

Section 2: Classes of Membership. All classes of membership are for a period of one (1) year. The classifications of membership shall be determined by the NAEA. Membership in the organization includes the right of vote at the annual meeting and to hold office.

ARTICLE XII – FISCAL AND ADMINISTRATIVE YEAR

The fiscal and administrative year shall be July 1 through June 30.

ARTICLE XIII – EXONERATION FROM PERSONAL LIABILITY

The Directors, officers, members and employees of the Association shall not, as such, be liable for or on the obligations of the Association.

ARTICLE XIV – INDEMNIFICATION

Section 1: Persons Covered. The Association shall indemnify any person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that such person is or was a director or officer or former director or officer or employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or of which the Association is a creditor, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section 2: Other Coverage. The Association shall indemnify any person who is a party or is threatened to be made a party to any threatened, pending or completed action or suit or in the right of the Association to procure a judgment in its favor by reason of the fact that he/she is or was serving at the request of the Association as a director, officer or employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Association unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

Section 3: Expenses. To the extent that a director, officer or employer or agent of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 and 2 of this Article XIV or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by such person in connection therewith.

Section 4: Authorization. Any indemnification under Sections 1 and 2 of this Article XIV (unless ordered by a Court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer or employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article XIV. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors may direct a written opinion to be submitted by independent legal counsel.

Section 5: Determination. For purposes of any determination under Section 4 of this Article XIV, a person may be deemed to have acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association, or with respect to any criminal action or proceedings, to have had no reasonable cause to believe such person's conduct was unlawful, if such person's action is based on the records or books of account of the Association or another enterprise in the course of the person's duties, or on the advice of legal counsel for the Association or another enterprise or on information or reports made to the Association or another enterprise by an independent certified public accountant or by an appraiser selected with

reasonable care by the Association or another enterprise. The term “another enterprise” as used in this Section 5 shall mean any other corporation or any partnership, joint venture, trust or other enterprise of which such person is or was serving at the request of the Association as a director, officer, employee or agent. The provisions of this Section 5 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Sections 1 and 2 of this Article XIV, as the case may be.

Section 6: Advance Expenses. Expenses incurred in defending or investigating a threatened or pending civil or criminal action, suit or proceeding, or administrative proceeding may be paid by the Association in advance of final disposition of such action, suit or proceeding, or administrative proceeding, as authorized by the Board of Directors in the specific Case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Association as authorized in this Article XIV.

Section 7: Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by such person in any such capacity, or arising out of such person’s status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XV - RULES OF ORDER

Robert’s Rules of Order (revised) shall be the authority on all questions of procedure not otherwise covered in the Constitution and Bylaws. The President shall appoint one member in good standing in the Association to serve as parliamentarian.

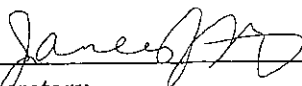
ARTICLE XVI – AMENDMENTS

Amendments to the Constitution and Bylaws shall be voted on by the membership at the annual meeting or at any other meeting which is called or by mail if a meeting is not possible. Any proposed amendments shall be sent to all members of the Association no less than three (3) weeks in advance of such a vote. An affirmative vote of two-thirds (2/3) of the active members must be cast in favor of each amendment for the amendment to pass.

ARTICLE XVII – EFFECTIVE DATE

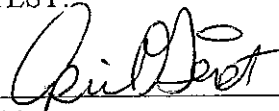
These Bylaws shall become effective the date they are approved by the Board of Directors.

I hereby certify that the above and foregoing Bylaws were duly adopted by the Board of Directors of the South Dakota Art Education Association, Inc. at its first meeting held on the 10th day of May 2013.



Secretary

ATTEST:



President