

SOUTH DAKOTA ACADEMY OF FAMILY PHYSICIANS

BYLAWS

CHAPTER I

Name

The name of the organization shall be “The South Dakota Academy of Family Physicians.”

CHAPTER II

Affiliation

The South Dakota Academy of Family Physicians [herein, South Dakota Academy] is a constituent chapter of the American Academy of Family Physicians, 11400 Tomahawk Creek Parkway, Leawood, Kansas and is possessed only of those rights and powers conferred upon it by the charter issued by the American Academy of Family Physicians. No part of these Bylaws, rules, regulations, or policies adapted by the South Dakota Academy shall be in conflict with said charter or with the Bylaws of the American Academy of Family Physicians.

CHAPTER III

“Mission Statement, Purposes, and Powers”

Section One: The mission of the South Dakota Academy is to promote excellence in health care and the betterment of the health of South Dakotans and for all of the people of the United States of America.

Section Two: Purposes in support of this mission include:

- a.) To provide responsible advocacy for and education of patients and the public in all health-related matters;
- b.) To promote the science and the art of family medicine and to ensure an optimal supply of well-trained family physicians;
- c.) To promote and maintain high standards among physicians who practice family medicine;
- d.) To preserve the right of family physicians to engage in medical and surgical procedures for which they are qualified by training, experience, or demonstrated competence;
- e.) To provide advocacy, representation, and leadership for the specialty of family practice;
- f.) To maintain and provide an organization with high standards to fulfill the above purposes and to represent the needs of its members.

Section Three: This organization shall have no capital stock. It is not conducted for the purposes of pecuniary profit and does not contemplate pecuniary gain or profit to the members thereof.



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Section Four: The South Dakota Academy is possessed only of those powers conferred upon it through the Charter issued by the American Academy of Family Physicians.

CHAPTER IV

“Membership”

Section One: To hold membership in the South Dakota Academy, a member must be an individual of high moral, ethical, and professional character.

Section Two: The eligibility, qualifications, and conditions for membership in the South Dakota Academy shall be those now or hereafter defined by the Bylaws of the American Academy of Family Physicians.

Section Three: The member categories of the South Dakota Academy shall include the following: (1) Active members, (2) Resident members, (3) Inactive members, (4) Honorary members, (5) Life members, (6) Student members, (7) Supporting members, (8) Uniformed Services Affiliate members, and (9) International members. The additional membership qualifications required of each class as well as their rights, obligations, and methods of election are as set forth now or hereafter in the Bylaws of the American Academy of Family Physicians.

Section Four: All applications for membership shall be in writing on a Form of Application prescribed by the American Academy of Family Physicians. Election to membership of the South Dakota Academy shall be by majority vote of the Board of Directors of this organization.

Section Five: Persons accepting membership to the South Dakota Academy recognize the Board of Directors as the sole judge of the right to become or retain their membership in the South Dakota Academy. Acceptance for membership in the South Dakota Academy shall constitute an agreement to comply with the Bylaws of the South Dakota Academy of Family Physicians.

Section Six: All right, title, and interest, both legal and equitable, of a member in and to the property of this organization shall cease and determine in the event of any of the following: (a) expulsion of the member; (b) the striking of his or her name from the roll of members; (c) death or resignation of the member.

Section Seven: Members of the South Dakota Academy shall be required to pay dues, admission fees, and/or assessments to this organization in the amount and manner set forth in these Bylaws.

Section Eight: All members of the South Dakota Academy whose dues, admission fees, and/or assessments are paid in accordance with these Bylaws shall be members of the American Academy of Family Physicians. Failure to apply for, obtain, and/or maintain membership in the American Academy of Family Physicians shall make an individual ineligible for membership in the South Dakota Academy.



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Section Nine: These Bylaws provide that Active members are given the privilege of the floor of the Annual Meeting, may vote, and may hold office in the South Dakota Academy. Resident and student members are granted the privilege of the floor of the Annual Meeting, but may not vote or hold office except as noted in these Bylaws under Chapter VII “Board of Directors.” Other member categories of this Academy are given the privilege of the floor of the Annual Meeting.

Section Ten: Active Members of the Uniformed Services Chapter of the American Academy of Family Physicians residing in the State of South Dakota may apply for Uniformed Services Affiliate membership in the South Dakota Academy.

Section Eleven: Election to Active membership of the South Dakota Academy shall be for a maximum period of three (3) years at the termination of which the member shall be eligible for re-election by the Board of Directors. No member shall be considered for re-election to the South Dakota Academy who has not demonstrated eligibility for re-election to the American Academy of Family Physicians.

CHAPTER V

“Dues, Admission, and/or Assessment Fees”

Section One: The candidate’s first year’s Dues shall accompany the candidate’s membership application to the American Academy of Family Physicians, and will be refunded in total in the event the application for membership is denied.

Section Two: Annual Dues for Active members to the South Dakota Academy shall be two hundred and fifty US dollars (\$250) due and payable upon election to Active membership, and payable in advance of the first day of each subsequent year so long as the member maintains Active membership as outlined in these Bylaws.

Section Three: Annual Dues for all other member categories of the South Dakota Academy shall be fixed by the Board of Directors. Required annual Dues for all other member categories to the American Academy of Family Physicians shall be as prescribed by the Bylaws of that organization.

Section Four: Special Assessments applied equally to all members of the South Dakota Academy, except as provided by these bylaws, may be prescribed by a two-third’s (2/3) vote of the Board of Directors, provided these Assessments do not exceed twenty-five US dollars (\$25) per year.

Section Five: Members whose Dues and/or Assessments remain “unpaid” at the end of the fiscal year shall be so notified by The American Academy of Family Physicians. Failure of the member to pay the Dues and/or Assessments within thirty (30) days of this notice shall result in the member’s name being stricken from the membership roll of the South Dakota Academy. If, during the ensuing fiscal year, the stricken member elects to pay all past and present Dues and/or



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Assessments, the Board of Directors, at its discretion, may elect to re-instate the stricken member. If at the end of that ensuing fiscal year the stricken member has failed to pay all past and present Dues and/or Assessments or if the Board has not chosen to re-instate, the stricken member has the status of having never been a member. To re-acquire membership in the South Dakota Academy requires successful completion of the membership application process as noted in these Bylaws.

Section Six: Resident Member Dues for Family Practice Resident Physicians training in the State of South Dakota will be paid-in-full by the South Dakota Academy. All Special Assessments for Resident Members will be waived.

CHAPTER VI

“Annual and Special Meetings”

Section One: An Annual Meeting of the members of the South Dakota Academy shall take place at a time and place specified by the Board of Directors.

Section Two: Special Meetings of the members of the South Dakota Academy shall take place if:

- A.) Called by the Board of Directors,
- B.) Called by the President of the South Dakota Academy, or
- C.) Called by the Secretary/Treasurer if in receipt of a written request by five (5) or more Active members of the South Dakota Academy.

All such Special Meetings shall be in a place and time specified by the Board of Directors.

Section Three: Notice for all Annual and/or Special Meetings shall be given to all members of the South Dakota Academy no less than sixty (60) calendar days prior to such meeting. Notice shall be given by the Secretary/Treasurer either:

- 1.) By letter in the US Mails to the address of record of the Member, or
- 2.) By Publication of Notice in the official publication of the South Dakota Academy, if applicable.

Section Four: Voting eligible members present at any such Annual or Special Meeting shall constitute a “quorum” for the transaction of any and all business at such a meeting. Unless otherwise specified in these Bylaws, all matters shall be determined by simple majority vote of voting eligible members present.

Section Five: Unless otherwise specified in these Bylaws, the Board of Directors shall adopt such rules and regulations for the conduct and course for the transaction of business as they deem necessary.

CHAPTER VII

“Board of Directors”

Section One: Subject to the action of the assembled voting eligible members at Annual or Special Meeting, the control and administration of the South Dakota Academy shall be vested in the Board of Directors. The Board of Directors shall be comprised of ten (10) members of the South Dakota Academy, and consist of the following:

- 1.) President (Chair),
- 2.) President-elect (Vice-Chair),
- 3.) Three (3) Vice-Presidents (Members) [VP-1, VP-2, VP-3]
- 4.) Two Residents (Members),
- 5.) Medical Student (Member),
- 6.) Secretary-Treasurer (Member),
- 7.) Immediate-Past President (Member).

Section Two: The Board of Directors shall meet face-to-face annually and at other such times, places, and manners as the President/Chair and Board of Directors shall determine.

Section Three: A simple majority of the Board, based upon total Board membership, shall constitute a “quorum” for the transaction of any and all business by the Board of Directors. Unless otherwise specified by these Bylaws, all matters shall be decided by a simple majority of Board Members present.

Section Four: The Board of Directors may appoint such standing or special committees deemed necessary to assist in conducting its assigned duties. Representatives from such committees may be asked to attend meetings of the Board and/or general membership to report upon findings or recommendations derived from their committee’s efforts.

Section Five: Membership on the Board of Directors constitutes a commitment to service to the state and national academies and requires time and personal commitment to:

- 1.) Attend Annual and Special Meetings of the South Dakota Academy,
- 2.) Attend annual, scheduled quarterly, conference call, internet, special, and/or emergency Board of Directors meetings,
- 3.) Complete assigned work duties during Board activities,
- 4.) Complete assigned work duties interval to Board activities, Prepare, disseminate, and present such reports and/or documents as designated by the Board of Directors,
- 5.) Discharge, to the best of one’s capacity, those patient and/or academy advocacy roles designated by the Board of Directors.
- 6.) Comply with the “Competitive Activities of Officers, Directors, and Committee Members” Policy of this Academy as outlined in Appendix A of these bylaws.



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Section Six: The Board of Directors will specifically review and consider for termination any Board member who:

- 1.) Fails to attend at least fifty percent (50%) of Board activities, unless attendance is precluded by personal emergency or if absence is authorized by prior written notification to the Secretary/Treasurer, or
- 2.) Fails to successfully discharge duties as assigned by the Board of Directors.

CHAPTER VIII

“Election of Officers and Delegates”

Section One: Each year at the Annual Meeting of the membership, an election shall be held for:

- 1.) One (1) President (one-year term)
- 2.) One (1) President-elect (one-year term)
- 3.) One (1) New Vice-President [VP-3] (three-year term)
- 4.) One (1) Family Practice Resident (two-year term)
- 5.) One (1) Medical Student (one-year term)
- 6.) One (1) Secretary/Treasurer (one-year term)

Section Two: All candidates for membership on the Board as outlined in these Bylaws, except for the Vice-President, Resident, and Student members, shall not run for a specific vacancy on the Board but shall run at-large.

Section Three: The Immediate Past President position on the Board is a granted position and not subject to election.

Section Four: Each year at the Annual Meeting the members shall elect one (1) Delegate to the Congress of Delegates of the American Academy of Family Physicians to serve a term of two (2) years to begin with the first day of the new fiscal year following the year of their election. To serve as Delegate, the candidate:

- 1.) Must have served as an Alternate Delegate for at least one two-year term, and
- 2.) Must have served as an officer of the South Dakota Academy.

Section Five: Each year at the Annual Meeting the members shall elect one (1) Alternate Delegate to the Congress of Delegates of the American Academy of Family Physicians. To serve as Alternate Delegate, the candidate must have served as an officer of the South Dakota Academy.

Section Six: Term limits of three (3) sequential two-year (2-year) terms apply to Delegates.



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Section Seven: Term limits of three (3) sequential two-year (2 year) terms apply to Alternate Delegates, except that Alternate Delegates may be re-elected as same following a minimum of one (1) year lapse of time out-of-office.

Section Eight: Nominations for all positions shall be made from the floor of the Annual Meeting in accordance with procedures determined by the Board of Directors.

Section Nine: Election of all positions will be by simple majority of the voting eligible members present at the Annual Meeting.

Section Ten: When there are three or more candidates for an elected position and no one candidate receives a majority vote on the first ballot, the two candidates with the highest numbers of votes will appear on the next ballot and all other candidates will be dropped. Except in circumstances of a tie-vote for second place, where the candidate with the highest vote and the two tied-candidate's names will appear on the ballot. Voting will continue in like manner until a simple majority is reached.

Section Eleven: At least two (2) incoming second-year Family Practice Residents, both Resident members of the South Dakota Academy, are to be advanced as candidates for the position of Family Practice Resident member of the Board of Directors of the South Dakota Academy. Resident candidates are:

- 1.) To be selected by fellow Family Practice Residents or at the recommendation of the current Resident Board Member from their respective training programs,
- 2.) To be sanctioned by the Residency Faculty and/or Program Directors through accompanying letters of support and approval,
- 3.) Advanced as candidates, nominated from the floor of the Annual Meeting, after selection by the Nominating Committee of the South Dakota Academy.

Section Twelve: At least one (1) clinical-level Medical Student (MS-III or MS-IV) in good standing at the University of South Dakota School of Medicine will be advanced as a candidate for Medical Student Member of the Board of Directors. The Medical Student candidate(s):

- 1.) To be selected by the University of South Dakota School of Medicine Family Practice Interest Group, or by recommendation of the current Medical Student Board Member.
- 2.) To be endorsed by the University of South Dakota School of Medicine Department of Family Medicine through accompanying letters of support and approval,
- 3.) Are advanced as candidates from the floor of the Annual Meeting after selection by the Nominating Committee of the South Dakota Academy.

Section Thirteen: The Board of Directors may appoint an Executive Vice-President, who may but need not be a member of the South Dakota Academy, for a term and stipend (if any), to be determined by the Board of Directors. If appointed, the Executive Vice-President becomes a full voting member of the South Dakota Academy.

CHAPTER IX

“Duties and Terms of Officers”

Section One: The President of the South Dakota Academy shall:

- 1.) Serve as Chair of the Board of Directors,
- 2.) Preside at all meetings (Annual and Special) of the organization,
- 3.) Preside at all meetings of the Board,
- 4.) Be an ex-officio member of all Standing and/or Special committees,
- 5.) Be encouraged and expected to attend the National Convention of the American Academy of Family Physicians,
- 6.) Take office at the conclusion of the Annual Meeting during which elected, and
- 7.) Assume the duties of the Immediate-Past-President at the conclusion of the next succeeding annual meeting, or at such time that a successor is seated.

Section Two: The President-Elect of the South Dakota Academy:

- 1.) Shall be a member of the Board of Directors,
- 2.) Preside over all meetings of the Board and this organization in the absence of the President,
- 3.) Shall succeed to the office of President at the expiration of the President’s term as outlined in these Bylaws.

Section Three: In the event of death or resignation of the President during term of office, or if for other reason determined to be unable or unqualified to complete the term of office, the President-Elect shall succeed to the office of President for the un-expired portion of the term.

Section Four: In the event of death or incapacitation of both the President and the President-Elect, the Board of Directors will appoint a President for the remainder of the un-expired term. This appointment will take place as the first order of business at the next Board of Directors meeting, however, nothing in these Bylaws is to be construed to prevent the voting-eligible members of the South Dakota Academy from nominating a candidate to complete the un-expired term of President.

Section Five: The three Vice-Presidents:

- 1.) Must be Active members of the South Dakota Academy,
- 2.) Shall be voting members of the Board of Directors,
- 3.) Shall serve a three-year term, commencing at the conclusion of the Annual Meeting during which elected,
- 4.) Term will expire at the conclusion of the third consecutive Annual Meeting thereafter.

Section Six: In the event of death, resignation, or incapacitation of a Vice-President during a term of office, the Board of Directors may appoint a Vice-President to fulfill the un-expired portion of that term of office.



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Section Seven: Term limits for Vice-Presidents shall be one (1) three-year (3-year) term in office, however, a Vice-President may be re-elected as same following a minimum of one (1) year lapse of time out-of-office. Nothing in these Bylaws in to be construed to prevent an Active member, assigned to fulfill an un-expired term of Vice-President from being elected at the Annual Meeting to one (1) three-year (3-year) term as Vice-President.

Section Eight: The Secretary/Treasurer:

- 1.) Must be an Active member of the South Dakota Academy,
- 2.) Shall be a voting member of the Board of Directors,
- 3.) Shall serve a one-year term of office, commencing at the conclusion of the Annual Meeting during which elected,
- 4.) Term will expire at the conclusion of the next succeeding Annual Meeting,
- 5.) Shall be eligible to serve consecutive terms of office,
- 6.) Shall be custodian of all funds for the South Dakota Academy,
- 7.) Must furnish bond, in the amount determined by the Board of Directors, and paid for with funds from the South Dakota Academy,
- 8.) Shall perform other such duties as title of the office ordinarily connotes, including, but not limited to:
 - a. Giving notice of meetings,
 - b. Keeping records of all meetings,
 - c. Enrolling and maintaining member records, and
 - d. Acting as custodian of all official documents for the South Dakota Academy.

Section Nine: In the event of death, resignation, or incapacitation of the Secretary/Treasurer, the Board of Directors shall appoint a member to complete the un-expired portion of the term of office.

Section Ten: The Immediate-Past-President:

- 1.) Is a voting member of the Board of Directors,
- 2.) Shall be granted a one-year term of office commencing upon seating a replacement President as outlined in these Bylaws,
- 3.) Term will expire at the next succeeding Annual Meeting.

Section Eleven: The Resident members of the Board of Directors:

- 1.) Must be a Resident member of the South Dakota Academy,
- 2.) Will be a full voting member of the Board of Directors,
- 3.) Term of office will commence on July first (1st) of the year elected,
- 4.) Term will expire upon the date of graduation from residency training,
- 5.) Are ineligible to serve as an officer of the South Dakota Academy, a Delegate, or an Alternate Delegate during their term as Family Practice Resident on the Board of Directors.

Section Twelve: The Medical Student member of the Board of Directors:

- 1.) Must be a Student member of the South Dakota Academy,



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- 2.) Will be a full voting member of the Board of Directors,
- 3.) Term of office will commence at the end of the Annual Meeting at which elected,
- 4.) Term of office will terminate at the end of the next succeeding Annual Meeting,
- 5.) Is eligible to serve a second consecutive term as Student member of the Board of Directors if remaining a student in good standing,
- 6.) Is ineligible to serve as an officer of the South Dakota Academy, a Delegate, or an Alternate Delegate during their term as Medical Student member of the Board of Directors.

Section Thirteen: If an Executive Vice-President is appointed by the Board of Directors, they:

- 1.) Shall perform such duties of the Secretary/Treasurer as directed by the Board of Directors,
- 2.) Shall perform such other duties as prescribed by the Board of Directors,
- 3.) Shall be bonded in the amount determined by the Board of Directors, with payment for the bond through South Dakota Academy funds.

CHAPTER X

“Component and Student Chapters”

Section One: Upon the written petition of five (5) or more members of the South Dakota Academy, the Board of Directors may issue a Charter for a Component or Student Chapter of this Academy, provided the request is for no more that one (1) Component or one (1) Student Chapter within a designated geographic region for the State of South Dakota, as determined by the Board of Directors.

Section Two: The form of the Component or Student Chapter is subject to approval by the Board of Directors of the South Dakota Academy.

Section Three: The written petition for Component or Student Chapter must be accompanied by the proposed Bylaws of said Chapter and must be in compliance with the Bylaws of the South Dakota Academy and the Bylaws of the American Academy of Family Physicians, and are subject to the approval of the South Dakota Academy Board of Directors.

Section Four: Eligibility, qualifications, and conditions for membership in a Component or Student Chapter of the South Dakota Academy are as outlined in these Bylaws for membership in the South Dakota Academy and shall include those now or hereafter defined by the Bylaws of the American Academy of Family Physicians.

Section Five: Members of a Component Chapter must reside within the geographic boundaries as outlined by the Charter of that Component Chapter unless given special compensation by the Board of Directors to affiliate with another Component Chapter.



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Section Six: Members of a Student Chapter must be Medical or Osteopathic Students attending school within the geographic boundaries outlined by the Charter of that Student Chapter unless given special compensation by the Board of Directors to affiliate with another Student Chapter.

Section Seven: The Board of Directors of the South Dakota Academy retains the right to suspend or revoke the Charter of any Component or Student Chapter in the event of any action deemed by the Board of Directors to be in conflict with the letter or the intent of these Bylaws or those of the American Academy of Family Physicians. Suspension or revocation of Charter will follow the process as outlined in these Bylaws for preferment of charges against an Academy member. (Chapter XI, Section Two.)

CHAPTER XI

“Ethics”

Section One: The guiding principles of ethics of the South Dakota Academy shall be:

- 1.) Unless otherwise specified below, consistent with the “Principles of Medical Ethics of the American Medical Association” as published now or hereafter,
- 2.) Consistent with the actions, policies, and/or positions expressed by the Congress of Delegates of the American Academy of Family Physicians.
- 3.) And are hereby made part of these Bylaws.

Section Two: Any member of the South Dakota Academy, believing in good faith, that another has acted or is otherwise thought to have violated the Principles of Medical Ethics or the Bylaws as herein set forth, or to be otherwise guilty of conduct justifying censure, suspension, or expulsion from this organization, may prefer charges against the member in the form and manner hereinafter specified:

- 1.) Charges must be submitted in writing, signed by accuser or accusers,
- 2.) Charges must state the acts or conduct complained of with reasonable particularity,
- 3.) Charges must be filed with the Secretary/Treasurer of the South Dakota Academy,
- 4.) Charges must then be presented to the Board of Directors, by the Secretary/Treasurer, at the next available Board meeting,
- 5.) The Board must review said charges within at least thirty (30) days of presentation by the Secretary/Treasurer, and
- 6.) The Board must act to either dismiss said charges or to proceed to further investigation of charges as follows:



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- a. Within fifteen (15) days of decision to investigate, the Board shall cause a copy of said charges to be served upon the accused by depositing same in the US Mails, registered, to the accused address of record with the South Dakota Academy,
- b. The Board of Directors will fix a time and place for hearing said charges and notify the accused at the same time and in the same manner provided for serving notification of charges.
- c. The hearing will not be less than fifteen (15) days nor more than six calendar months after serving notice of charges.
- 7.) The accused may respond to the Board of Directors in writing, but need not do so, and failure to answer shall not constitute testament to the truth of the charges nor represent a waiver to the rights of the accused to a hearing.
- 8.) After the Board of Directors has allowed sufficient time to the accuser and accused to be heard and to provide such testimony and written documentation as appropriate to the charges, the Board of Directors will terminate the hearing process.
- 9.) Within thirty (30) days of completing the hearing, the Board of Directors will render its decision.
- 10.) A simple majority of only those Board of Directors members present for hearings and deliberations shall determine the verdict and may:
 - a. Exonerate,
 - b. Censure,
 - c. Suspend, or
 - d. Expel the accused member.
- 11.) Exonerate shall mean that the Board of directors has found the charges to be without merit and the accused is released from all such charges and all record of charges will be removed from the accused member's file.
- 12.) Censure shall mean a reprimand, delivered to the accused by the President of the South Dakota Academy, in front of the Board of Directors with a copy of said reprimand becoming part of the member's permanent file.
- 13.) Suspend shall mean the accused is stricken from the membership roll of the South Dakota Academy for a period not to exceed one (1) calendar year. At the expiration of the period of suspension, the stricken member may re-apply for membership as outlined in these Bylaws, provided all applicable fees, assessments, and dues accrued during the period of suspension are paid in full. Notice of the suspension will become part of the member's permanent file.
- 14.) Expel shall mean the accused member is stricken from the membership roll of the South Dakota Academy with no right or eligibility to apply for membership in the South Dakota Academy in perpetuity.
- 15.) The decision of the Board of Directors shall be expressed in the form of a resolution, shall not contain opinion, and shall be signed by the President and Secretary/Treasurer of the South Dakota Academy.
- 16.) Notice of this resolution shall be served upon the accused by deposition of said resolution in the US Mails, registered, to the address of record of the accused.



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17.) Notice of suspension or expulsion of any member will be made to the American Academy of Family Physicians by US Mail and may affect membership eligibility as noted in the Bylaws of that organization.

18.) Any member so censured, suspended, or expelled by the Board of Directors of the South Dakota Academy may appeal such action to the American Academy of Family Physicians as outlined in the Bylaws of that organization.

CHAPTER XII

“Miscellaneous”

Section One: Inspection of Records. The records of the South Dakota Academy including, but not limited to:

- 1.) Minutes of proceedings of the Board of Directors,
- 2.) Membership books,
- 3.) And books of accounts,

Shall be open to inspection upon the written demand of any member at any reasonable time, for any purpose reasonably related to the member's interest as a member of the South Dakota Academy. Records will be produced at any time when requested by demand from ten-percent (10%) of the members present and eligible to vote at any Annual, regular, or special meeting of the membership. Such inspection may be made by attorney or agent, and shall include the right to make extracts thereof.

Demand for inspection at a time other than a meeting of the general membership shall be made to the President and/or Secretary/Treasurer in writing.

Section Two: The fiscal year for the South Dakota Academy shall begin on the first (1st) day of January and end upon the last day of December of that calendar year.

Section Three: In the absence of any provision of these Bylaws, all meetings of this organization, its Board of Directors, and its committees shall be guided by the parliamentary rules and usages contained in the most recent available edition of the “Robert's Rules of Order.”

Section Four: The South Dakota Academy shall extend payment for meeting expenses for elected leadership and for the Executive Director as determined to be reasonable, fiscally responsible, and in compliance with the approved Academy budget.

Section Six: The South Dakota Academy will waive scientific meeting registration fees for Life members, Student members, and Resident members attending South Dakota Academy sponsored scientific meetings.



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Section Seven: The Board of Directors may create such Special Committee's as it deems necessary to fulfill its Mission, with membership appointed by the President, subject to the approval of the Board of Directors. Active, Uniformed Services Affiliate, Student, and Resident members, may be assigned to serve on these Special Committees.

Section Eight: All South Dakota Academy members nominated to serve in the capacity of officer, board member, committee member, or other such leadership position must submit to the Board of Directors a statement in writing on "Competitive Activities." This statement shall be in compliance with Appendix A of these bylaws "Competitive Activities of Officers, Directors, and Committee Members" and shall be reviewed by the Board of Directors prior to the election of said nominee. The Board of Directors of the South Dakota Academy shall be the final arbiter to determine if a conflict exists which precludes the member from serving in the capacity to which they have been nominated. (Chapter IV, Section Five.) If such a conflict exists, the member's candidacy shall be withdrawn from the election and the member shall be notified of this action in compliance with Chapter XI Section Two of these bylaws.

CHAPTER XIII

"Amendments"

Section One: Proposal for new Bylaws, or Amendments to existing Bylaws can be made by any five (5) or more Active members of the South Dakota Academy. Proposals must:

- 1.) Be submitted in writing to the President or Secretary/Treasurer no less than sixty (60) calendar days prior to the Annual or any scheduled meeting of the membership of the South Dakota Academy,
- 2.) The Secretary/Treasurer must notify all members of the Academy at least thirty (30) days prior to the meeting either through direct US Mail to the member's address of record, or by publication in the official publication of the organization, if applicable.

Section Two: An affirmative vote of at least two-thirds (2/3rds) of the voting eligible members present at the advertised meeting is needed to adopt new Bylaws or adopt Amendments to existing Bylaws.

Section Three: Upon receiving an affirmative vote, the new Bylaws or Amendments to existing Bylaws shall take immediate effect, unless otherwise specified therein.

Appendix A

“Competitive Activities of Officers, Directors, and Committee Members”

Section One: Concern about the problem of competitive activities of officers, directors, and committee members has led the South Dakota Academy to adopt the following policy:

Section Two: Policy Elements:

- a.) With any nomination to a leadership position the Academy Member must submit a listing of any commercial, literary, or academic appointment or position which might contribute to a present or potential future conflict of interest with the suggested position or other possible future activity of the candidate on behalf of the South Dakota Academy.
- b.) Any South Dakota Academy Member elected to a leadership position who is engaged in any commercial activity which is beneficial financially to himself/herself, or through his/her efforts or advice to a commercial venture which is engaged in an activity which might be in competition with an Academy function or which might come under the review of their leadership position may be asked to divest themselves of the relationship with that commercial venture or to relinquish his/her leadership position within the South Dakota Academy.
- c.) All South Dakota Academy members accepting nomination for a leadership position within the South Dakota Academy must review and be willing to comply with the elements of this policy.
- d.) The Board of Directors of the South Dakota Academy shall determine compliance with this policy. Specific exception to an individual's participation in activity outside of the Academy structure can be granted at Board discretion.