

**South Dakota Association of College Career Centers
Articles of Incorporation and By-Laws**

Preamble

The purpose of this professional association as expressed in the Articles of Incorporation is to educate and empower students of South Dakota post-secondary institutions to achieve their career goals.

As a means of accomplishing the foregoing purposes the association shall:

- a. Be the premier source of information on the college student and graduate employment market in South Dakota.
- b. Collaborate and sponsor professional activities and projects intended to strengthen the career development of post-secondary students.
- c. Sponsor, promote and conduct annual job fairs dedicated to linking employment opportunities to students and alumni of South Dakota's post-secondary educational institutions and to the general public.
- d. Encourage and support the professional development of its institutional and individual members.
- e. Exercise any and all powers, rights and privileges under a corporation organized under SDCL-47-22.

**Article I
NAME OF ASSOCIATION**

The name of this professional association is the South Dakota Association of College Career Centers (SDACCC).

**Article II
MEMBERSHIP**

Three classifications of membership are as follows:

- a) *Institutional Members (Higher Education)* – Institutional members are post-secondary career centers that 1) affirm affiliation by annual dues payment and 2) the representative(s) assumes an active role in the planning and implementation of the sponsored activities of SDACCC. See Addendum 1 for schedule of dues. Each representative is entitled to one vote.
- b) *Associate Members (Employer/Individual Members)* – Associate members are education related, service related, or employer related individuals who 1) pay annual dues and 2) assume an active role in the planning and implementation of the sponsored activities of SDACCC. Associate members are not permitted to hold an office or serve on the board within the association. Each individual is entitled to one vote.
- c) *Lifetime Honorary Members* - Lifetime honorary members are individuals who have provided significant contribution to SDACCC efforts, goals and purposes. Individuals shall be designated as Lifetime Honorary Members by the Board of Directors. There is no membership fees associated with this membership classification. Lifetime Honorary Members are not entitled to vote on SDACCC issues or hold office unless they are a paid institutional member.

**Article III
MEMBERSHIP MEETING(S)**

There shall be an annual meeting of the membership, the date, place and time thereof to be determined by the Board of Directors of the association. Notice of the meeting shall be given to the membership, not

less than five days prior to the date set for such meeting. However, special meetings of the membership may be called by the President or Board of Directors or any of the members of the association following five days of notice to the membership stating the date, time and place of meeting and purpose thereof.

All institutional or associate members, including all officers, shall have one vote each on all propositions or elections brought before the membership. There shall be a right of vote by proxy or by mail or e-mail. One-third of the entire membership at any given time shall constitute a quorum to transact any business properly coming before any meeting. In the absence of a quorum, the meeting may be adjourned until a quorum is present. A majority of members present shall decide any question brought before such meetings unless the question is beyond the express provision of law or of the Articles of Incorporation and By-Laws of the association. All meetings shall be held in such locations as designated by the Board of Directors.

Article IV COMPOSITION OF THE BOARD OF DIRECTORS

The property, affairs and business of this association shall be managed by a Board of Directors. The Board of Directors shall consist of representatives from each of the sponsored job fairs, and the President, President-Elect/Secretary, Treasurer, Past President, and two at-large members.

Terms of office and succession:

- a) The President, President-Elect/Secretary, Treasurer and two at-large members shall serve two-year terms. The President-Elect/Secretary shall succeed to the position of President after the term of the President has expired. Board members may be elected to succeed themselves.
- b) Job fair representatives shall be appointed on an annual basis by each respective Job Fair Council.

Whenever any vacancy shall occur on the Board of Directors by reason of death, resignation or termination of employment by a post-secondary institution career center, the Board of Directors shall, as soon as practicable, elect a person for the balance of the unexpired term. If the member is a job fair chair, the respective Job Fair Council shall elect a person for the balance of the term. The term of any board member shall be terminated by a majority vote of membership for conduct detrimental to the interests of the association, mental or physical incapacitation, or failure or refusal to render assistance in carrying out the association's purposes, or evident disinterest in the office. In such cases the successor shall be elected by the membership as soon as practicable to fill the unexpired term.

Article V OFFICERS OF THE BOARD OF DIRECTORS AND NOMINATING COMMITTEE

At the annual meeting of the association, the nominating committee shall recommend a slate of officers for the association, to be elected by the members of the association. Each of the respective councils shall nominate and elect officers for their council. See Article VIII.

1. A **President** who shall be the Chief Executive Officer of the Association and the Board of Directors and shall be responsible for the administration of the affairs of the Association and shall have such other duties as shall be designated by rules and controls of the Board of Directors, shall propose agendas and give notice of the meetings of the Board of Directors and membership and shall see that professional development is offered to the members of the association through various means.
2. A **President-Elect/Secretary** who shall perform general administrative functions under the President, shall preside over all meetings on all occasions of the President's absence, shall conduct a bi-annual audit along with one other SDACCC member, shall normally be advanced to the President's position following his/her term as-President-Elect and shall have other duties as shall be designated by rules and controls of the Board of Directors. As Secretary, the individual shall keep proper minutes of the meetings of the Board of Directors and of the association and shall be responsible for the annual production of the membership directory of the association.

3. A **Treasurer** who shall have custody of the membership dues, job fair revenues, and other funds of the association and is responsible for maintaining an accurate membership list. The Treasurer shall make such disbursement or transfers as authorized by the rules and controls by the Board of Directors. He/she may be bonded to the association at association expense to the extent and amount deemed necessary by the Board of Directors. That requirement may be waived by majority vote by the Board of Directors.
4. The **Nominating Committee** is chaired by the past President who appoints three institutional members each from different college career centers. In the event that the past President is no longer a member, the current President shall fulfill these duties.

Article VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have the power to: represent the association, to undertake such projects and activities that are in the best interest of the association, to recommend membership dues, to authorize the expenditure of association funds, to request budgets and income estimates as well as adjust and approve budget plans submitted by each respective Job Fair Council and other projects which are judged to be in the best interest of, and consistent with the purposes of the association, to appoint committees for purposes of studying and recommending actions on issues of concern to the association, and to recommend an agenda for the annual meeting, and to refer agenda items for consideration by any, or all of the councils; and to undertake such business as may be called to the attention of the association. In the event of unforeseen circumstances which dictate a need for dissolution of the corporation, the Board of Directors has the responsibility to make dissolution recommendations to the individual and organizational members of the association.

At the conclusion of the Treasurer's two-year term, the President shall designate a member of the association to work with the President-Elect to examine the funds, balances and records of the association and shall present the report of this examination at the next regularly scheduled meeting of the association. This report shall include an affirmation that the disbursements and income handled by the association during the preceding year have been properly attended and directed.

Article VII MEETINGS OF THE BOARD OF DIRECTORS

The annual meeting of the Board of Directors shall be held on the same date, or as soon as practical, following the annual meeting of the membership. The Board of Directors shall meet during the year when deemed necessary in order to handle the official business of the association. The majority of the Board of Directors shall constitute a quorum of any meeting and shall be empowered to transact business coming before each meeting. A majority of such quorum shall be sufficient to transact business, except [that] the authority to tax or impose assessments on individual or organizational members requires the concurrent approval of the individual or organization.

Article VIII COUNCILS OF THE ASSOCIATION

A council shall exist to guide and conduct each job fair sponsored by the association. These councils are the South Dakota BIG (Business, Industry, Government) Job Fair Council; the South Dakota Teacher Job Fair Council; and the Black Hills Regional Job Fair Council.

Officers shall be elected by each council by a vote of the members participating in the respective councils and will be elected to a two-year term for the BIG Job Fair and Teacher Job Fair and to a one-year term for the Black Hills Regional Job Fair. Each council shall operate with autonomy to plan, set fees and

implement its program as identified by the title of the council. Councils will provide formal report(s) at the association's annual membership meeting. Institutional, association, and lifetime members of the association may participate in one or more of the councils.

**Article IX
CONTRACTS AND AGREEMENTS**

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and/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 employer shall have power or authority to bind the association in any contract or engagement or to pledge its credit or render it liable pecuniarily for any purpose or to any extent.

**Article X
ASSOCIATION YEAR**

The association shall operate on a calendar year or a fiscal year basis at the discretion of the Board of Directors.

**Article XI
EXEMPT ACTIVITIES**

Notwithstanding any other provisions of these By-Laws, no member, director, officer, employee, or representative of this association shall take any action or carry on any activity by or on behalf of the 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 now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

No part of the net earnings of this association shall inure to the benefit of any member, director, officer of the association or any private individual except individuals who might provide cost reimbursement services for the association as authorized by the Board of Directors and approved by the President and Treasurer.

None of the activities of the association shall be involved with any political campaign on behalf of any candidate for public office.

**Article XII
INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS: INSURANCE**

- a. The association shall indemnify any person who is, was, or is in a part, or is threatened to be made a party to any threatened pending or completed action, suit or proceeding, civil, criminal, administrative or investigative (other than action by or in the right of the association but including actions by the association to procure a judgment in its favor) by reason of the fact that he or she is or was a director, officer, employee or agent of the association. Such indemnification shall protect the individual against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he/she 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 with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.
- b. The association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the association or serves at the request of the association

as director, officer or employee, or agent of another corporation, cooperative partnership, joint venture, trust foundation or other enterprise against any liability asserted against him/her and incurred by him/her in such capacity arising out of his/her status as such, whether or not the association would have the power to indemnify against such liability as provided in this section.

**Article XIII
AMENDMENT OF BY-LAWS**

The Board of Directors has the power to approve and amend the By-Laws. These by-laws may be amended only upon first giving notice of the proposed amendment to the entire Board of Directors at least five days in advance of meeting. At the meeting six members must be in attendance or may be in attendance through a proxy, by mail, or via e-mail. Changes in by-laws will require two-thirds approval vote of the entire Board of Directors. Each Director shall have one vote and may vote by proxy if there is less than a quorum present at a Board of Directors meeting.

**Article XIV
CONSENT TO ADOPTION OF BY-LAWS**

The undersigned, being the duly-qualified, elected and acting Board of Directors of said association, hereby certify that the above and foregoing by-laws consisting of the Articles of Incorporation, I through XIII, both conclusive, were adopted at the Sioux Falls meeting of the Board of Directors of said corporation on the 28th day of February, 1995.

Each of the undersigned hereby consents to the adoption of said by-laws subject to amendment as provided herein. Sue Bogen, Lake Area Technical Institute; Sandy Garber, Kilian Community College; Judy Larson, Black Hills State University; Tom Maurer, Dakota State University; Clarence Pederson, Dakota Wesleyan University; and Monica Wepking, Huron University.

Revised October 10, 1995; June 1, 1996; reviewed by BOD on October 16, 1996 and referred for BOD approval by mail on October 21, 1996; amended by BOD on October 1999; and amended by BOD on November 11, 2002; amended by BOD on October 2, 2006; amendments reviewed by BOD on October 7, 2008 and approved by BOD on October 24, 2008