

Bylaws
of the
South Dakota Perinatal Association, Inc.

Article I

Name

The name of the organization shall be the **South Dakota Perinatal Association, Inc.**

Article II

Incorporation

Section 1 No part of the net earnings of the corporation shall insure to the benefit of, or distributable to, its members, director, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 2 In the event of dissolution, any remaining assets shall be distributed to organizations organized and operated exclusively for Charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organizations under 501 (c) (3) of the Internal Revenue Code.

Article III

Objectives

Section 1 The basic objective of this organization shall be to improve the care of pregnant women and infants throughout the State of South Dakota.

Article IV

Membership

Section 1 **Qualifications**

Any person interested in the delivery of perinatal care is eligible for membership.

Section 2 **Termination of Membership**

Membership may be terminated for the following reasons: any member of the South Dakota Perinatal Association may have membership removed for cause upon a majority vote of the Board of Directors. Thirty days written notice shall be given to the member by email to the last known email address as shown on the records of the Association. The member shall have the right of appeal before the Board of Directors. Any member who has not paid dues within 30 days past his/her renewal date shall have membership automatically terminated. Membership shall be reinstated upon payment of dues.

Section 3 Dues:

Dues shall be determined by the Board of Directors and are \$75/annually.
Membership is valid from June 1st and expire the following year on May 31st.

Article V
Meetings

Section 1 Annual Conference:

There shall be one conference annually. The annual conference of the South Dakota Perinatal Association, Inc. shall be held at such time and place as decided by the Executive Committee.

Section 2 Notice of Annual Conference:

The Executive Assistance of the South Dakota Perinatal Association, Inc. shall give email notice of the annual state conference to the members at their last known email address.

Section 3 Special Meetings:

The President or Executive Assistant shall upon the written request of five members, or upon his/her own decision, may call special meetings upon giving notice to the members by mail or email at their last known address as shown on the records not less than thirty (30) days in advance of such meetings, specifying the purpose of the meeting.

Article VI
Voting

Section 1 Voting:

If any current member of the South Dakota Perinatal Association has ideas or suggestions to bring forth, these will be addressed to a board member who will then bring to the Board of Directors for discussion and voting if deemed necessary.

Section 2 Quorum:

A total of five Board of Directors needed to pass a vote shall constitute a quorum for the conduct of the business. After a majority vote, the President shall then notify membership of the vote through our South Dakota Perinatal Association website.

Article VII
Board of Directors

Section 1 Composition: The Board of Directors shall have the following membership:

- a. The President, President-Elect, Treasurer and Past President.
- b. 10-12 board members which may include any combination of physicians, nurses, and other health professionals.

Sections 2 Nomination, Election, and Appointments:

- a. A slate of no more than three names for each vacant position shall be presented to the Board of Directors.
- b. A total of five Board of Directors needed to pass a vote shall constitute a quorum.

- c. The new slate of elected officers shall be announced at the annual conference.

Section 3 Duties: The Board of Directors shall:

- a. Have the power to transact the general business of the SDPA to act on business between meetings and at the Annual Board Meeting.
- b. Meet twice annually with one meeting held at the time of the conference. Special board meetings will be called as needed either by phone, email, or best mode of communication.
- c. Approve appointments and fill vacancies in elective offices as provided in Article VII, Section 5
- d. Ensure all members maintain annual membership through one of the following options:
 - a. Pay the full conference fee (which includes membership)
 - b. Pay only the annual membership fee for those who are not able to attend the conference or have their conference fee covered by SDPA.

Section 4 Terms of Election: Members of the Board of Directors shall be:

- a. Elected for a four-year term which shall begin October 1st following election or appointment.
- c. Expected to serve on the Planning Committee in an active role for at least 1 of the 4 years of their term.
- d. No member of the Board of Directors shall serve more than two consecutive four-year terms unless at least one-year elapses after the end of the second four-year term.
- e. Terms shall be staggered to elect approximately one-third each year, when possible.

Section 5 Vacancies on the Board of Directors:

- a. shall be appointed by the Board.
- b. Current members may indicate interest in serving on the Board of Directors via SDPA website communication or contacting a current board member to express interest.
- c. All names will remain confidential.
- d. A majority vote from the Board of Directors will determine those who are elected to the Board of Director vacant positions.
- e. The Board of Directors shall consider geographic distribution and professional disciplines in selection of nominees for the positions of the Board of Directors.

Article VIII

Officers

Section 1 Designations:

The officers of the South Dakota Perinatal Association, Inc shall consist of the following: President, President-Elect, Past President & Treasurer.

- a. To assume an Executive Committee position you must be a current South Dakota Perinatal Association member who has previously served a four-year Term on the Board of Directors.

Section 2 Eligibility:

Only regular members of the South Dakota Perinatal Association shall be eligible for election, succession, or appointment as an officer.

Section 3 Terms of Office and Duties:

The President and President Elect shall hold executive office for a total of 5 consecutive years: 2 years as the President-Elect and 2 years as President and 1 year as Past President neither may succeed himself or herself the same position. Treasurer shall hold office for four consecutive years.

- a. The duties of the **President** shall be:
 1. To preside at all meetings of the members and directors of the South Dakota Perinatal Association, Inc.
 2. The President shall serve as Chair of the South Dakota Perinatal Association Conference Planning Committee.
 3. To communicate to the membership via website at least one time per year.
 4. The president shall receive complimentary conference fees and hotel rooms up to 2 nights during their tenure.
- b. The duties of the **President-Elect** shall be:
 1. To assume the duties of the President in the President's absence or if the office should become vacant, the President Elect shall fill the vacancy of the remainder of the two-year term.
 2. To serve as an active aide to the President.
 3. To serve on the South Dakota Perinatal Association Conference Planning Committee during his/her two-year term.
 4. To take meeting minutes as needed if the Executive Assistant is unable to attend.
 5. The President-elect shall receive complimentary conference fees and hotel rooms up to 2 nights during their tenure.

- c. The duties of the **Past President** shall be:
 - 1. Remain an active member of the Board of Directors for 1 year following end of Presidency term.
 - 2. Provide immediate counsel to the Executive Committee upon request.
- d. The duties of the **Treasurer** shall be:
 - 1. Will hold office for four consecutive years and needs to be located within reasonable distance of the South Dakota Perinatal Association office due to the need to expedite business for the association.
 - 2. The Treasurer will be appointed by the President and with the approval of the Executive Committee. In case of vacancy, the President shall recommend a replacement with the approval of the Executive Committee.
 - 3. The Treasurer will work in conjunction with the Executive Assistant on numerous duties which may include:
 - a. To be responsible for overseeing the Executive Assistant's funds management responsibilities including:
 - b. Receipt and maintenance of all funds of the SDPA including maintenance of itemized accounts of all receipts.
 - c. Expenditure of such funds, including maintenance of itemized accounts and all disbursements.
 - d. Investment of such funds as directed by the Executive Committee
 - e. Assist Executive Assistant with preparation of annual financial reports and budget.
 - f. The Treasurer presents the financial report to the Executive Committee and the Board of Directors at the Board Meeting which is held before the Annual Conference.
 - g. Audit- a random audit can be determined by the Treasurer who will be responsible for providing all appropriate papers to the auditor for completion of audit. Audit findings will then be reported to the Board of Directors.
 - h. Shall receive complimentary conference fees and hotel rooms up to 2 nights during their tenure.

Section 4 The **Executive Assistant** shall be a salaried, part-time position within SDPA. The Executive Assistant is a non-voting member of the Board who will attend and help conduct all Executive Board meetings and regular Board meetings. The salary of the Executive Assistant will be \$10,000 annually, subject to change by board approval based on duties and responsibilities. The Executive Assistant will maintain an accurate total of hours worked per month and report these totals to the Board as requested.

The duties of the Executive Assistant include:

1. Work with the Planning Committee to organize the annual SDPA conference.
2. Attend the annual SDPA conference to assure that the conference proceeds according to schedule and be available to assist with the conference activities.
3. Arrange for travel to the annual conference for guest speakers.
4. Assist Board members in acquiring yearly grants for SDPA.
5. Assist in obtaining exhibitors for the annual conference.
6. Work with the web maintenance company to maintain the SDPA website.
7. Maintain an updated list of all SDPA members with email addresses.
8. Manage SDPA mailings and brochures as needed.
9. Work with the President to schedule SDPA Board meetings at least biannually.
10. Provide copies of the Bylaws to Board members for review and changes at the meeting held prior to the conference.
11. Keep a record of the terms of each Board member. Report to the Board when a board member's term is expiring to allow for new Board members to be nominated, discussion and voted on prior to the annual SDPA conference.
12. Assist the Treasurer with preparation of annual financial reports.
13. Maintain the financial records and present expenditures outside of budget for approval in advance of committing the organizations funds.
14. The end of fiscal year taxes should be done after the fiscal year ends on January 31st. The executive assistant will be responsible for the fiscal year taxes:
15. Handle and take all the necessary paperwork to the accountant.
16. Sign all appropriate papers to finalize end of fiscal year taxes.
17. Obtain the tax report from tax firm and keep on file.
18. Distribute end of fiscal year tax report to the Board of Directors at the Board of Directors meeting held before the annual conference.
19. Shall receive complimentary conference fees and hotel rooms up to 2 nights during their tenure.

Section 5 Vacancies. A vacancy shall be deemed to exist by reasons of death or refusal or Failure to serve. The vacancy shall be filled for the full unexpired term of said Directorship. In case of a vacancy, the Board of Directors shall recommend a replacement to fill said vacancy. The Board of Directors will approve the nomination with a quorum.

Committees

Section 1 **Executive Committee:** The Executive Committee shall be the officers of the South Dakota Perinatal Association, Inc. to include President, President Elect, Past President, Treasurer and Executive Assistant. The Executive Committee shall:

1. Meet as needed between meetings of the Board of Directors to conduct the business of the SDPA, including emergency decision-making for financial or any other board business.
2. Will handle personnel issues and evaluations as needed of paid personnel. The executive committee will bring recommendations to the board of directors.
3. The Past President will be available for counsel to the Executive Committee as requested by the Committee.

The Planning Committee members are volunteers who are elected to join the Planning Committee by the Board of Directors. Volunteers who desire to join the committee shall submit a request in writing to the Board. Duties of the Planning Committee member shall be:

1. Expected to be actively involved in the planning of the annual conference as evidenced by attending a **minimum** of 3 planning committee meetings.
2. Expected to bring at least one topic/suggestion for speaker to the committee and/or be responsible for confirming one speaker for the conference.
3. Should introduce speaker they confirmed at the annual conference if member is in attendance.
4. May be called upon to help during the conference in various duties including (but not limited to): registration, room monitor, break facilitator, assistant to vendors, setup and break down at conference.
5. Members fulfilling the above duties will be recognized at the annual conference and on the website.
6. Members who are unable to meet these duties may be asked to resign from their committee role.

Ad Hoc Committee: The President, with the approval of the Executive Committee, shall appoint such ad hoc committees as needed to conduct the affairs of the South Dakota Perinatal Association, Inc.

Article X Publications

Section 1 No alteration of the South Dakota Perinatal Association's logo shall be made for advertisement or for promotional purposes without the approval of the Board of Directors.

Article XI

Standing Rules

In order to comply with the specific provisions of the South Dakota Perinatal Association's Bylaws, the Board of Directors may from time to time establish Standing Rules, which set forth operating rules of the association. Standing Rules may be amended, rescinded, or suspended by a quorum vote of the Board of Directors. When a Standing Rule restricts, adds obligation and /or responsibility to the individual member, it shall require the above voting procedures.

Parliamentarian Authority

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or by specific rules of procedure adopted by this association.

Article XII

Amendments

Section 1 Any member of the South Dakota Perinatal Association, Inc. may propose an amendment to the Articles and submit to a board member. This amendment must be reviewed by the board and placed on the agenda for consideration at the Board meeting held prior to the conference.

Section 2 The Board of Directors will review the proposed amendments and will vote upon any changes that are brought forth by SDPA members.

Section 3 Amendments to the bylaws may be adopted by a majority affirmative vote at a meeting of the Board of Directors. The revised form shall be published in the Annual Report.

Bylaws Amended and Approved:

Date: October 1996, January 1998, September 2004, September 2007, September 2009, September 2010, September 2011, September 2012, August 2014, September 2015, September 2017, September 2020, September 2021, December 2021, September 2022, September 2023

Bylaws Reviewed:

Date: September 2005, September 2006, September 2008, September 2012, August 2014, September 2015, September 2016, September 2017, September 2018, September 2019, September 2020, September 2021, December 2021, September 2022, September 2023