

By-laws of  
Professional Appraisers Association of South Dakota

As amended October 09, 2008

**SECTION 1.**

**NAME, OFFICES, AND SEAL**

- 1.1 Name. The name of the Corporation shall be Professional Appraisers Association of South Dakota.
- 1.2 Registered Office. A registered office of the Corporation shall be located in the state of South Dakota as determined by the Board of Directors from time to time.
- 1.3 Other Offices. The Corporation may have such other offices, within or without the State of South Dakota, as the Board of Directors may designate or as the activities of the Corporation may require from time to time.
- 1.4 Corporate Seal. The Corporation may, but need not, have a corporate seal. The use or non-use of a corporate seal shall not affect the validity, recordability or enforceability of a document or action of the Corporation.
- 1.4.1 If the Corporation has a corporate seal, the use of the seal by the Corporation on any document shall not be required.
- 1.4.2 The corporate seal of the Corporation, if any, shall have inscribed thereon the words "Professional Appraisers Association of South Dakota" or any abbreviation thereof and the word "Seal" or the words "Corporate Seal".
- 1.4.3 One or more duplicate seals may be kept and used by the officers and designated agents of the Corporation.

**SECTION 2**

**MEMBERSHIP**

- 2.1 Members. Any appraiser, registered, licensed, or certified by the State of South Dakota shall be eligible to apply for membership in the Corporation.
- 2.1.1 All members shall be natural persons but need not be residents of the State of South Dakota.
- 2.1.2 No person shall hold more than one membership.
- 2.1.3 Membership rights may not be transferred, assigned or devised.
- 2.1.4 No member, by virtue of membership, shall have any right, title or interest in or to any property of the Corporation.

- 2.2 Associate Members. Any person, firm or organization may apply for admission as an associate member.
- 2.2.1 The Board shall establish criteria and procedures for admission and for the benefits and privileges of associate members.
- 2.2.2 Associate members shall have no voting rights.
- 2.2.3 References to “members” or “members with voting rights”, whether contained in South Dakota Statutes, the Articles of Incorporation or By-Laws of the Corporation or in the resolutions of the members or the Board, shall not apply to associate members unless specifically indicated.
- 2.3 Dues. The Board of Directors shall have authority to levy dues upon members and associate members.
- 2.3.1 Dues may be imposed upon members and associate members alike or differently.
- 2.3.2 The Board may determine the amount of dues and the method of collection or enforcement of dues.
- 2.3.3 The Board may establish policies with respect to cancellation of membership or associate membership, on reasonable notice, for nonpayment of dues and for the reinstatement of members or associate members.
- 2.4 Termination. The Board of Directors shall have the authority to establish procedures for the expulsion or suspension of members. Any procedure for termination of membership rights shall take into consideration all relevant facts and circumstances.
- 2.5 Resignation. A member may resign at any time. The resignation of a member does not relieve the member from any obligations the member may have to the Corporation for dues or other charges.

### **SECTION 3**

#### **MEETINGS OF MEMBERS**

- 3.1 Place of Meetings. Meetings of members shall be held at such place convenient to the members as may be designated by the Board of Directors.
- 3.2 Annual Meeting. At each annual meeting the voting members shall re-elect or replace Directors whose terms have expired and may elect additional Directors or remove Directors.
- 3.2.1 At each annual meeting the President and the Treasurer (or the Secretary/Treasurer) of the Corporation shall report on the activities and financial condition of the Corporation.
- 3.2.2 The members may transact such other business of the Corporation as may properly come before them.
- 3.2.3 If an annual meeting of members has not been held during any preceding period of 15 months, the voting members shall have the right to demand that a meeting be held.

- 3.3 Special Meetings. Special meetings of the members may be called by the President for any purpose and shall be called by the President when directed by the Board of Directors.
- 3.3.1 The voting members shall also have the right to call a special meeting should at least twenty-five voting members or twenty percent of the voting members demand a special meeting.
- 3.3.2 No business shall be transacted at a special meeting except as stated in the notice unless all of the voting members have waived notice of the meeting.
- 3.4 Notice of Meetings. A notice of each annual meeting and or each special meeting shall be prepared and sent to each member stating the date, time and place and (in the case of a special meeting) the purpose thereof.
- 3.4.1 Notice will be sent at least five (5) days but not more than thirty (30) days prior to such meeting.
- 3.4.2 Delivery of notice in the manner provided herein shall be considered sufficient notice to all members.
- 3.4.3 Notice shall by first class mail, telephone or telecopier or (if the member has provided an e-mail address or other means of electronic transmission) notice may be by such other means of electronic transmission as is available from time to time.
- 3.5 Waiver of Notice. A member may waive notice of a meeting, if given in writing before, at or after the meeting. Attendance by a member at a meeting is deemed a waiver of notice of that meeting except when:
- 3.5.1 The member objects at the beginning of the meeting to the transaction of business because the meeting was not lawfully called or convened; or
- 3.5.2 The member objects before a vote on items of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of said item at that meeting.
- 3.6 Quorum. The presence at any meeting, in person, of at least 20 percent of the members shall constitute a quorum.
- 3.6.1 If any meeting of the members cannot be commenced because a quorum is not present, a majority of the members who are present may, except as otherwise provided by law, adjourn the meeting to another time.
- 3.6.2 At any such adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.
- 3.6.3 If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of a member or members originally present leaves less than the number otherwise required for a quorum.
- 3.7 Voting. At every meeting of members, each member present, in person, shall have the right to cast one vote on each question presented. Except in the case of votes to amend the Articles of Incorporation or the By-Laws, the vote of a majority of the members present shall determine any question brought before such meeting. Proxies shall be allowed only for changes in by-laws or Articles of Incorporation.

- 3.8 Written Action Without a Meeting. Any lawful action of the members that may be taken at a meeting of members may be taken without a meeting, if in writing and signed by all members and filed with the minutes of the members. The written action shall be effective when signed, unless a different effective date is set forth therein.
- 3.9 Order of Business. Meetings of members shall be conducted in accordance with ***Roberts Rules of Order, Newly Revised***. The President, if present or if not present, the President-Elect, shall preside over all meetings of members. In the absence of such officers at any meeting of members, the members present at the meeting shall appoint any person present to preside. The business at each meeting of members may include any issue properly noticed in a special meeting and any business of the corporation at an annual meeting.
- 3.10 Proxies. Proxies shall not be allowed or used by members except for changes in by-laws or Articles of Incorporation.

## SECTION 4

### BOARD OF DIRECTORS

- 4.1 Governing Power. The Board of Directors shall have all the powers and duties necessary and appropriate for the administration of the affairs of the Corporation, consistent with law, the Articles of Incorporation of the Corporation and these By-Laws.
- 4.2 Number, Qualifications. The number of Directors shall be between eight (8) and twelve (12), inclusive.
- 4.2.1 The range in the number of Directors may be increased or decreased only by valid amendment to the By-Laws.
- 4.2.2 Each Director must be a member.
- 4.2.3 A Director whose South Dakota appraiser license is revoked or expired or who ceases to be a member of the Corporation shall automatically cease to be a Director of the Corporation, without notice or other action by the Board.
- 4.2.4 All Directors shall be adult natural persons and need not be residents of South Dakota.
- 4.3 Geographical and Expertise Distribution. Where possible, Directors shall be elected to provide geographical distribution among the federal court districts in South Dakota. Where possible, Directors shall be elected to provide distribution among the various disciplines of real estate appraisal expertise, including but not limited to beginning appraisal work, residential specialty and commercial, industrial, agricultural and other areas which from time to time shall generally be included in the purview of the general certified appraisers.
- 4.4 Elections and Term of Office. The members shall elect directors and officers.
- 4.4.1 A President-Elect will be elected each year. The person elected as President-Elect will serve one year as President-Elect, a second year as President and a third year as Past President. The President-Elect, President and Past President shall each be voting Directors of the Board.
- 4.4.2 The Secretary and Treasurer or the Secretary/Treasurer shall be elected for a one-year term. Individuals holding these offices or this combined office will also be officer(s) and voting Directors of the Board.

- 4.4.3 Other Directors shall be divided into three groups as numerically equal as possible. Upon expiration of the terms of office of each group of these other Directors, their successors shall be elected for a term of three (3) years each, so that one-third of the other Directors shall be elected annually. Each succeeding group of other Directors shall be referred to by the year in which its term expires.
- 4.4.4 Each Director shall then hold office:
  - 4.4.4.1 Until the annual meeting of members next following the expiration of his or her term of office; or
  - 4.4.4.2 Until his or her successor shall have been elected and shall qualify; or
  - 4.4.4.3 Until his or her death, resignation or removal.
- 4.4.5 A Director shall not be elected to more than two consecutive three-year terms.
  - 4.4.5.1 A Director elected to serve a term of less than three years shall be eligible for election to two consecutive three-year terms upon the expiration of the shorter term to which he or she was elected.
  - 4.4.5.2 Any Director having served two consecutive three-year terms shall again become eligible for re-election after an absence from the Board of at least one year.
- 4.5 Vacancies. Vacancies on the Board of Directors caused by any reason shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall serve as a Director until a successor is elected by the members at their next annual or special meeting.
- 4.6 Resignation. A Director may resign at any time by mailing or personally delivering written notice to any officer of the Corporation. The resignation is effective without acceptance when the notice is delivered, unless a later effective time is specified in the notice. No resignation may be effective prior to the time such notice is given.
- 4.7 Removal of Directors. Any one or more of the Directors may be removed either by a vote of the members or by a vote of the remaining Directors.
  - 4.7.1 Removal by the members may be with or without cause and shall be by affirmative vote of a majority of the members present at either the annual meeting or at a special meeting called for the purpose of removal.
  - 4.7.2 Removal by the remaining Directors shall be for cause and by the majority of the remaining Directors at a regular meeting of the Board of Directors or at a special meeting called for the purpose of removal.
  - 4.7.3 Whether removed by the members or by the remaining Directors, the vacancy created may be filled at the same meeting.
  - 4.7.4 Any Director whose removal is proposed prior to the expiration of his or her term shall be given an opportunity to be heard during the meeting at which his or her removal is considered.

- 4.8 Compensation. Directors and any members of committees established by the Board shall receive compensation, if any, as may be provided for by resolution of the Board of Directors. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties as Directors. Directors may serve the Corporation in other capacities and receive proper compensation therefore. The sitting Board of Directors shall determine what compensation or reimbursement will be provided.
- 4.9 Regular Meetings. Regular meetings of the Board of Directors shall be held at least three (3) times per fiscal year, as called by the President.
- 4.9.1 One regular meeting each year shall be held in conjunction with the annual meeting of the members, at which meeting the Board shall elect officers.
- 4.9.2 Notice shall be given to each Director, at least five (5) days but no more than thirty (30) days prior to the date of such meeting.
- 4.9.3 Notice shall include the date, time and place of the meeting.
- 4.9.4 Notice shall be by first class mail, telephone or telecopier or, if the Director has provided an e-mail address or other means of electronic transmission, notice may be by such other means of electronic transmission as may be available from time to time.
- 4.10 Special Meetings. The President or any five (5) Directors may call Special meetings of the Board of Directors. Notice of Special meetings to the Board of Directors shall comply with the requirements for Notice of Regular Meetings but shall additionally state the purpose or purposes of the meeting.
- 4.11 Waiver of Notice. Directors may waive notice of any meeting of the Board before, at or after the meeting, in writing or by attendance. Attendance at a meeting by a Director shall constitute a waiver of notice of such meeting, unless such Director objects at the beginning of the meeting to the transaction of business because the meeting is not validly held and does not participate thereafter in the meeting.
- 4.12 Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business.
- 4.12.1 If, at any meeting of the Board of Directors, there is less than a quorum present, the majority of the Directors present may adjourn the meeting from time to time.
- 4.12.2 At any such adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.
- 4.12.3 If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of a director or Directors originally present leaves less than the number otherwise required for a quorum.
- 4.13 Voting. The Board shall take action by the affirmative vote of a majority of Directors present at a duly held meeting, unless the vote of a larger proportion or number is required by law, the Articles of Incorporation of the Corporation or these By-Laws.

- 4.14 Electronic Communications. A conference telephone call or other electronic conference of the Directors, which allows the Directors to hear each Director and to speak to each Director during the meeting, may constitute a meeting of the Board of Directors. All notice or waiver of notice requirements shall be fulfilled for a meeting held under this By-Law. Participation in such conference shall constitute presence in person at the meeting.
- 4.15 Written Action in Lieu of a Meeting. To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if such action is in writing signed by all Directors entitled to vote and filed with the official corporate records. The written action shall be effective when signed, unless a different effective date is set forth therein.
- 4.16 Conduct of Meetings. Meetings of the Board of Directors shall be conducted in accordance with ***Roberts Rules of Order, Newly Revised***. The President, if present or if not present, the President-Elect, shall preside at all meetings of the Board. In the absence of such officers, the Directors present at the meeting shall appoint any of them to act as presiding officer of the meeting.
- 4.17 Proxies. Proxies shall not be allowed or used by Directors.

## SECTION 5

### OFFICERS

- 5.1 Designation. The principal officers of the Corporation shall be the President, the President-Elect, the Past President, the Treasurer and the Secretary. The positions of Treasurer and Secretary may be filled by one person who will then be designated the Secretary/Treasurer. The Board of Directors may appoint assistant officers and such other officers and agents as in its judgment may be necessary but such assistants shall not be officers or Directors. The same person shall not hold the offices of President and President-Elect.
- 5.2 Election of Officers. The officers of the Corporation shall be elected and shall serve as outlined under Section 4.4. Any vacancies occurring in offices shall be filled by the Board of Directors, from time to time. The Board of Directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.
- 5.3 Resignation. An officer may resign at any time by giving written notice to the Board of Directors. The resignation is effective without acceptance when the notice is given, unless a later effective date is specified in the notice.
- 5.4 Removal. An officer may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of the Board of Directors.
- 5.5 Vacancies. A vacancy in an office because of death, resignation, removal, disqualification or other cause, shall be filled for the unexpired portion of the term by prompt action of the Board of Directors.
- 5.6 President. The President shall be the chief executive officer of the Corporation.
- 5.6.1 The President shall preside at all meetings, have general management of the Corporation, perform such other duties as may from time to time be prescribed by the Board; and perform all duties usually incident to the office of President.

- 5.6.2 The President may execute and deliver, in the name of the Corporation, any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Board to some other officer or agent of the Corporation.
- 5.6.3 The President may delegate the authority to execute and deliver documents to other officers of the Corporation.
- 5.7 President-Elect. The President-Elect shall have such powers and shall perform such duties as may be specified by the Board of Directors. In the event of absence or disability of the President, the President-Elect shall succeed to the President's powers and duties until the President shall resume his or her duties or until the Board elects a new President.
- 5.8 Secretary. The secretary shall:
- 5.8.1 Supervise the Executive Secretary in the maintenance of the minutes of all meetings of members and of the Board of Directors;
- 5.8.2 Have legal custody of the minute book, records corporate seal and other official documents and instruments of the Corporation, though physical custody may be with the Executive Secretary.
- 5.8.3 Have the responsibility to direct the Executive Secretary to give notice and provide proof of notice of meetings and other proceedings;
- 5.8.4 Perform such other duties as may from time to time be prescribed by the Board or the President; and
- 5.8.5 Perform all duties usually incident to the office of Secretary.
- 5.9 Treasurer. The Treasurer shall:
- 5.9.1 Be the chief financial officer of the Corporation and supervise the Executive Secretary in the maintenance of accurate financial records for the Corporation.
- 5.9.2 Have the responsibility to direct the Executive Secretary with respect to the deposit of all money, drafts and checks in the name of and to the credit of the Corporation in the bank and depositories designated by the Board of Directors.
- 5.9.3 Have the responsibility to direct the Executive Secretary in the disbursement of all corporate funds and the issuance of all checks and drafts in the name of the corporation.
- 5.9.4 Render to the President and the Board, whenever requested, an account of all transactions by the Treasurer and by the Executive Secretary of the financial condition of the Corporation.
- 5.9.5 Perform such other duties as may from time to time be prescribed by the President or the Board.
- 5.9.6 Perform all duties usually incident to the office of Treasurer.



- 5.10 Secretary/Treasurer. A single person who shall then be known as the Secretary/Treasurer and shall have all of the duties, responsibilities and powers of both offices may hold the offices of Secretary and Treasurer.
- 5.11 Assistant Officers. The Board may establish and appoint Assistant Secretaries, Assistant Treasurers or Assistant Secretary/Treasurers. Such assistant officers shall have such powers and shall perform such duties as may be delegated to them by the Board. However, each shall be subordinate to the principal officer to which such assistant officer is designated to assist. However, assistant officers shall not be officers or Directors of the Corporation. In the event of absence or disability of a principal officer, respective assistant officers shall succeed to the powers and duties of such principal officer in the order in which they are elected or as otherwise prescribed by the Board, until such principal officer shall resume his or her duties or until the Board elects a replacement.
- 5.12 Executive Secretary. The Board may retain an Executive Secretary for the purposes of day to day reception, book keeping, the preparation of minutes, and for the preparation and the transmission of notices as required by these By-Laws, the Board and the officers. The Executive Secretary shall be an employee of the corporation and shall be paid in amounts commensurate with the skills and services provided to the Corporation by the Executive Secretary. The Executive Secretary shall specifically be authorized to perform the day-to-day and month-to-month tasks required of the Secretary, Treasurer and/or Secretary/Treasurer. The Executive Secretary may be required to attend meetings of the Board of Directors and of the members but shall not be, by virtue of the position of Executive Secretary, a voting member or Director.
- 5.13 Delegation. Except as may be prohibited by these By-Laws or by Board resolution, an officer may, without board approval, delegate some or all of such officer's duties and powers to other persons. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer imposed by law with respect to the discharge of all duties and powers as delegated.
- 5.14 Salaries. The Board may fix salaries and other compensation for officers, if any, from time to time. Nothing in this Section shall be construed to preclude an officer from receiving a salary by reason of the fact that he or she is also serving the Corporation in a paid or unpaid capacity as Director, consultant or other capacity.
- 5.15 Contract Rights. The Corporation may enter into a contract with an officer or agent for a period of time if, in the judgment of the Board, such contract is in the Corporation's best interests. The fact that a contract may be for a term longer than the terms of the Directors, who authorized or approved the contract, shall not make the contract void or void able.

## SECTION 6

### COMMITTEES

- 6.1 Committees. By resolution approved by the affirmative vote of a majority of the Board of Directors, the Board may establish committees for such purposes and with such authority as provided in such resolutions. All such committees shall be subject at all times to the direction and contract of the Board. Members of such committees shall be appointed by Board action or the Board may authorize the President to appoint members of such committees. All committee members must be adult natural persons and need not be Directors or members of the Corporation.
- 6.2 Procedures. Sections 4.8 to 4.17 of these By-Laws, to the extent germane, apply to committees and members of committees to the same extent as those sections apply to the Board. Minutes, if any, of committee meetings must be made available upon request to members of the committee and to a director.

## **SECTION 7**

### **FISCAL MANAGEMENT**

- 7.1 Fiscal Year. The fiscal year of the Corporation shall end on December 31.
- 7.2 Books and Records. The Corporation shall keep correct and complete books of account and minutes of proceedings of meetings of the members, the Board of Directors and any committees having any of the authority of the Board.
- 7.3 Financial Statements. At the close of each fiscal year, the Corporation shall prepare financial statements containing a balance sheet and a full correct statement of the financial affairs of the Corporation for the fiscal year, all in accordance with generally accepted accounting principles.
- 7.3.1 The financial statements shall be submitted to the Board of Directors for its consideration and approval and presented to the members at their annual meeting following such fiscal year.
- 7.4 Execution of Corporate Documents. With the authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Corporation by the President, the President-Elect or any other parties designated by appropriate resolution of the Board of Directors. All checks and other drafts shall be executed on behalf of the Corporation by the President, President-Elect, the Treasurer, the Secretary/Treasurer or the Executive Secretary (to the extent allowed by the Board) or any other parties designated by appropriate resolution of the Board of Directors.
- 7.5 Fidelity Bonds. The Board of Directors may require that officers and employees of the Corporation having custody or control of the corporate funds furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Corporation.
- 7.6 Indemnification. The Corporation shall indemnify a person made or threatened to be made a party to a civil, criminal, administrative, arbitration or investigative proceeding by reason of the former or present official capacity of the person.
- 7.6.1 The Corporation shall pay or reimburse such person's expenses in advance of final disposition for a proceeding, all in accordance with the provisions and requirements of South Dakota Statutes.
- 7.6.2 The Corporation may, by Board resolution, reimburse expenses, including attorneys' fees and disbursements, incurred by a person in connection with a proceeding at a time when such person is a witness but has not been made or threatened to be made a party to such proceedings.

## **SECTION 8**

### **AMENDMENTS**

- 8.1 Articles of Incorporation. A majority of the Directors and a majority of members with voting rights must approve amendments to the Articles of Incorporation.
- 8.1.1 If the Board of Directors initiates an amendment, proper notice of the proposed amendment must precede a members meeting at which the amendment will be considered and such notice must include the substance of the proposed amendment.

- 8.1.2 If an amendment is proposed by the members and approved by a majority of the voting members, the voting members may demand a special meeting of the Board of Directors within 60 days of the delivery of such demand for consideration of the proposed amendment.
- 8.2 By-Laws. These By-Laws may be amended, altered, restated or repealed and new By-Laws adopted, as follows:
  - 8.2.1 The Board of Directors may, by a two-thirds vote of the Directors who are present and entitled to vote on a proposed amendment, amend the By-Laws at any meeting. Notice of the proposed amendment shall be given to each Director, notwithstanding the provisions of other Sections of these By-Laws. The Board shall not have the power to:
    - 8.2.1.1 Adopt, amend or repeal a By-Law provision fixing a quorum for meetings of members;
    - 8.2.1.2 Prescribe procedures for removing Directors or filling vacancies on the Board; or
    - 8.2.1.3 Fix the number of Directors or their classifications, qualifications or terms of office (although the Board of Directors may adopt or amend By-Laws to increase the number of Directors).
  - 8.2.2 Any provision of the By-Laws may be amended by a resolution adopted by the affirmative vote of a majority of the Directors and also approved by a majority of the voting members, in the same manner as provided in Section 8.1 hereinabove for amendment of Articles of Incorporation.

The undersigned, Secretary of the Professional Appraisers Association of South Dakota, Hereby certifies that the foregoing by-laws were adopted as the complete by-laws of the Corporation at the membership meeting held on the First day of March, 2001.

The undersigned, Secretary of the Professional Appraisers Association of South Dakota, Hereby certifies that the foregoing by-laws were adopted as the complete by-laws of the Corporation at the Board of Directors meeting held on the Ninth day of October, 2008.

**ATTEST:**

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