

## THE BLACK HILLS SECTION OF THE SOCIETY FOR MINING, METALLURGY & EXPLORATION INC.

### BYLAWS

#### ARTICLE I

##### Name

The name of the Section shall be the Black Hills Section of SME. (hereinafter, the “Section”)

#### ARTICLE II

##### Purpose

The aims and purposes of the Section shall be the promotion of mutual cooperation in furthering the objectives of the Society by providing regular meetings for the free discussion of subjects relating to those objectives as well as the advancement of the mineral industries.

#### ARTICLE III

##### Jurisdiction

The jurisdiction of this Section will encompass all of the counties in the state of South Dakota.

#### ARTICLE IV

##### Membership

~~All Members and Associate Members of the SME, residing in the Section shall be eligible for membership. The~~  
Section membership shall consist of SME members and non-SME members within the geographic area of the Section.

- **SME members\*** (Professional, Registered, Student, Retired and Legion of Honor)
- **Non-SME members** with an interest in the advancement of the mining and minerals industry, including mining engineers, geologists and other allied professions.

\*all Section officers must be SME members

## ARTICLE V

### Officers

Section 1. The officers of the Section shall be a Chair, a Past Chair, ~~one~~ Vice Chair, one Secretary, and one Treasurer, who shall be elected annually. ~~The Chair shall not succeed him/her self.~~

Section 2. The Executive Committee of the Section shall be composed of the aforementioned officers and ~~three or more~~ at least one but no more than five other members of the Section. The Executive Committee shall function in all respects the same as a board of directors or board of managers of the Section.

Section 3. SME membership is a requisite to serve as a Section Officer or a member of the Section Executive Committee.

Section 4. All officers ~~must be Members or Associate Members~~ and members of the Executive Committee must be SME Members at the time of their election, in good standing in SME.

Section 5. All officers must keep their contact information updated with SME ([sections@smenet.org](mailto:sections@smenet.org)).

Section 6. Officers shall continue to serve until their resignation or retirement or the election of their successors by the Members. A vacancy in any office or on the Executive Committee occurring between annual elections shall be filled by the Executive Committee.

## ARTICLE VI

### Election of Officers and Terms of Service

Section 1. The Chair, with the approval of the Executive Committee, shall appoint, not later than ~~March~~ January of each year, a Nominating Committee, composed of a minimum of three members of the Black Hills Section to present a slate of at least one candidate for each office at the ~~annual~~ April meeting of the Section. Additional nominations may be made from the floor.

Section 2. The Executive Committee and Officers of this Section shall be elected at the ~~annual~~ April meeting of Section Members and the election shall be ~~conducted~~ determined by a vote of the Members and ~~Associate Members~~ present. To be elected, each candidate must receive a simple majority of the votes of the eligible Section Members present at the meeting. Section membership is a requisite to vote for the Section officers or for the other members of the Executive Committee.

Section 3. The Secretary of the Section must notify the SME of the new slate of officers each year no more than ten (10) days following the election ([sections@smenet.org](mailto:sections@smenet.org)).

Section 4. Terms of Service of officers and other Members on the Executive Committee elected by the Members shall begin on August 1 and end on July 31 of the subsequent year.

## ARTICLE VII Duties of Officers

Section 1. The Chair shall preside at all meetings of the Section and of the Executive Committee. He/she shall appoint all committees and perform all other duties that pertain to the direction of the Section.

Section 2. The ~~First~~ Vice Chair shall be responsible for the arrangement of programs, entertainment, and incidental details relating to the meetings. In the absence of the Chair, he/she shall serve as Chair.

Section 3. The ~~Secretary~~ Past Chair shall be responsible for membership activities.

Section 4. The ~~Treasurer~~ Secretary shall record the proceedings of the meetings of the Section and the Executive Committee, attend to all correspondence, and issue all calls or announcements of meetings, with the approval of the Executive Committee.

Section 5. The Treasurer shall receive and disburse all monies received by the Section, with the approval of the Executive Committee. Each year the ~~Secretary~~-Treasurer shall submit the Section's financial and other records for an annual audit by a committee to be named by the Chair.

## ARTICLE VIII Dues and Finances

Section 1. The expenses of the Section shall be paid from the money appropriated by the Executive Committee.

Section 2. Accounts payable shall be paid by check or other form of bank issued payment at the direction of ~~issued by~~ the Treasurer. Checks or payments greater than \$1,000 must also be approved by a second officer.

Section 3. The Section shall operate on a fiscal year in accordance with the fiscal year set by SME (currently October 1 – September 30). Section financial statements must be provided to the SME Section Coordinator ([sections@smenet.org](mailto:sections@smenet.org)) no later than November 15 annually.

## ARTICLE IX Meetings

Section 1. The annual meeting of the Section for the election of officers shall be held in the month of ~~December~~ April.

Section 2. Regular meetings of the Section's Executive Committee and its Members shall be held as joint meetings each month of the year except May, June and July. Meetings of the Executive Committee shall be open to all Section Members except that the Executive Committee may vote to go into Executive Session without other Members present. The regular meeting day shall be the ~~last Friday~~ 3<sup>rd</sup> Wednesday of the month.

Section 3. Special meetings of the Section or of the Executive Committee to consider important business, or to hear technical papers or discussions that cannot be scheduled at regular meetings, may be called by the Chair, with the approval of the Executive Committee.

## ARTICLE X Quorum

Section 1. A quorum at any regular or special meeting of the Section shall consist of ten Members ~~or Associate Members~~, present in person (including telephonic participation) or by proxy.

Section 2. A quorum at a meeting of the Executive Committee shall consist of ~~four members~~ a majority of the members of the Executive Committee present in person or by telephone. Executive Committee members cannot vote by proxy but actions of the Executive Committee may be taken by written consent of the requisite number of Executive Committee members so long as all Executive Committee members receive prior written notice of the matters to be covered by the Consent and no Executive Committee member requests a meeting to consider the matters prior to its approval.

## ARTICLE XI Amendments to Bylaws

Amendments to these bylaws shall be made by a two-thirds vote of all Members ~~and Associate Members~~ present at a meeting, providing that all those members of the Section are in good standing, and have been notified at least one week in advance of the meeting that the bylaws are to be amended. Amendments will be reviewed by a staff liaison and, if warranted, the amendments will be reviewed by the SME Structure & Governance Strategic Committee. After the SGSC approves the changes, they will be submitted to the SME Board of Directors. The SME BOD must approve final amendments to Section bylaws.

## ARTICLE XII Disposal of Funds Upon Dissolution

On the dissolution of this Section, all funds remaining after the payment of its debts and obligations shall be turned over and paid to the Society for Mining, Metallurgy, and Exploration, Inc., ~~or in case of its dissolution to another organization exempted from taxes under Section 501(c)(3) of the Internal Revenue Code of 1954~~ Every effort will be made to use the funding for its original intention (professional development, scholarships or other support of the mining industry). This Article ~~of the bylaws~~ XII is not amendable during the existence of this ~~Subsection~~ Section.

## ARTICLE XIII Parliamentary Authority

Unless otherwise determined in a particular case by a vote of the Executive Committee or of the Members, as the case may be, Roberts' Revised Rules of Order shall be the official guide of this Section in conducting business at its meetings.