

Bylaws
of the
South Dakota Council of Higher Education

Article I - Name

Section 1. The name of this organization shall be the South Dakota Council of Higher Education, hereafter referred to as COHE.

Article II - Purposes

Section 1. To advance education in the institutions under the jurisdiction of the South Dakota Board of Regents.

Section 2. To develop and promote a continuing program to improve instruction, working conditions, fringe benefits, and salaries.

Section 3. To maintain a working liaison among state, national, and governmental bodies interested in higher education in South Dakota.

Section 4. To enable members of COHE to speak with a common voice on matters pertaining to them and to promote their individual and common interests before such bodies that may influence their welfare.

Section 5. To render services to members individually and collectively.

Section 6. To sponsor conferences, workshops, seminars, and assemblies to develop professional and association skills.

Article III - Chapters

Section 1. Faculty members of a state institution under the jurisdiction of the Board of Regents of South Dakota may apply to the Board of Directors for a Chapter Charter of COHE.

Section 2. The Board of Directors shall grant only one charter to any one campus.

Section 3. The Board of Directors shall review all chapter applications for charter and all existing chapter constitutions and/or bylaws to ensure that guarantees to all members are clearly stated and consistent with the Bylaws of The Council of Higher Education, the South Dakota Education Association (SDEA), and the National Education Association (NEA).

Section 4. Every local chapter shall submit annually to the State COHE Board of Directors, prior to July 1:

- A. List of its officers and their addresses
- B. Statement setting forth all amendments or changes in its Bylaws during the preceding year

Article IV - Membership

Section 1. Only active members, as defined in A, B, and C of this section, shall have the privileges of voting and holding office.

- A. Active membership in COHE shall be open to all professional personnel with academic rank and/or those who are engaged in the profession of teaching and/or research and who are employed in the state institutions under the jurisdiction of the Board of Regents of the State of South Dakota.
- B. Active membership in COHE shall be continuous until the member leaves the Board of Regents system or formally resigns.
- C. Associate, honorary, or other memberships may be established by the Board of Directors of COHE.

Article V - Officers

Section 1. The officers of COHE shall be the President, Vice President, Secretary, Treasurer, and the Representative to the SDEA Board of Directors. The officers shall comprise the executive committee.

Section 2. Powers and Duties of Officers:

- A. The President
 - 1. Shall preside over meetings of the Board of Directors and meetings of the general membership.
 - 2. Shall appoint the chairperson and members of standing and special committees unless stated otherwise in these Bylaws.
 - 3. Shall perform all other functions usually attributed to this office.
- B. Vice President
 - 1. Shall perform the functions usually attributed to that office.
 - 2. Shall perform the functions assigned by the President.
 - 3. Shall become the President if a vacancy occurs in that office.
- C. Secretary
 - 1. Shall keep accurate minutes of all meetings of the Board of Directors and of the general membership meetings.

2. Shall assist the President with the association correspondence.
 3. Shall maintain official records and files.
- D. Treasurer
1. Shall fulfill the functions usually attributed to that office.
 2. Shall keep accurate records of the financial status of the organization and pay its bills.
- E. Representative to the SDEA Board of Directors
1. Shall serve as a Representative of COHE on the SDEA Board of Directors in accordance with SDEA Bylaws.

Section 3. All COHE officers must be active members.

Section 4. Election of Officers

- A. Each institution may nominate one person for each eligible office.
- B. The name and information about nominees must be sent to the COHE Board of Directors prior to February 14. If fewer than two candidates for each office have been nominated by institutions, the Board shall strive to secure two candidates for each office. A secret ballot election will be held during the first two weeks of April. A majority of those voting is needed to elect each officer. If no officer is elected by majority vote on the first ballot, the names of the two nominees receiving the largest number of votes will be placed on a second ballot slate for the immediate election.

Section 5. Terms of Succession

- A. The President and Vice President shall serve two-year terms and shall be regularly elected in odd numbered years.
- B. The Secretary and the Treasurer shall serve two-year terms, and shall be regularly elected in even numbered years.
- C. Regularly elected officers, except for the Representative to the SDEA Board of Directors, shall assume office on July 1 of each year.
- D. The Representative to the SDEA Board of Directors shall serve a two-year term, in accordance with SDEA Bylaws and shall be regularly elected in even numbered years.
- E. If the office of Vice President, Secretary, Treasurer, or Representative to the SDEA Board of Directors shall become vacant between elections, the President will name a replacement, to serve until the time of the next election subject to approval by Board of Directors. (No officer shall be appointed for longer than one year.)

Article VI - Board of Directors

Section 1. Membership

- A. Membership of the Board of Directors shall consist of all state presidents and at-large members.
- B. At-Large Members
 - 1. Each chapter shall be entitled to at least one at-large member elected according to the chapter's constitution and/or bylaws. When a chapter's membership reaches one hundred forty (140) members, it shall be entitled to elect an additional at-large member to the Board of Directors; for each additional seventy (70) members beyond one hundred forty (140), each chapter shall be entitled to elect one additional member.
 - 2. At-large members may be recalled by a chapter, if the chapter's constitution and/or bylaws provide for such recall.
 - 3. Vacancies for at-large memberships between elections shall be filled by the chapter according to the chapter's constitution and/or bylaws.
- C. If a COHE board member other than a statewide board member is unable to attend any regular or special meeting, the board member may designate another COHE member from the same campus chapter, who is not already a board member, to attend in his/her place by: a) notifying a COHE board officer in advance, or b) providing a proxy with a written and signed statement of appointment to be presented at the meeting. The proxy shall have the same rights and privileges as the regular member.

Section 2. Duties

- A. The Board of Directors shall be responsible for the management of COHE and shall carry out policies of COHE in accordance with these Bylaws.
- B. The Board of Directors shall report its transactions to the general membership and suggest policies for consideration by them.
- C. The Board of Directors shall adopt an annual budget for the operation of COHE.
- D. The Board of Directors shall have power, consistent with SDEA policy, to employ a staff for the efficient management of COHE and adopt personnel policies governing them.
- E. The Board of Directors shall establish committees and the policies governing them.

Article VII - Meetings

Section 1. Board of Directors

- A. The Board of Directors shall meet according to a

- schedule to be determined by the Board.
- B. A quorum for the Board of Directors shall be a majority of the Board.

Section 2. Representative Assembly Meetings

- A. At least two weeks prior to the SDEA RA, there shall be an annual representative assembly meeting, the site and date to be determined by the Board of Directors. The Board of Directors shall prepare a tentative agenda for that meeting and shall distribute that agenda to the members at least one month prior to the meeting.
- B. Special meetings of the representative assembly may be held at the call of the President or upon a written request to the Board of Directors from ten percent (10%) of the active membership. Business to come before a special meeting must be stated in the call which shall be distributed to each member of COHE at least two weeks in advance. Business shall be confined to those items.
- C. A quorum for the representative assembly shall be twenty percent (20%) of the representative assembly membership.
- D. Each institution shall be entitled to membership at the representative assembly in accordance with the formula utilized for the SDEA Representative Assembly.

Article VIII - Conduct of Meetings

Section 1. The current edition of Robert's Rules of Order Newly Revised shall govern the conduct of meetings and the transaction of business of this organization in all matters not specifically provided for in its Bylaws.

Section 2. The President may appoint a parliamentarian to assist him in the conduct of meetings. The parliamentarian shall not be a member of the Board of Directors.

Article IX - Committees

Section 1. Negotiations Committee

- A. The negotiations committee shall have one member selected to represent each institution in COHE. The negotiations team shall be chosen from this committee.
- B. The Uniserv Director shall be an ex-officio member of the committee.

Section 2. Each committee shall choose a secretary who shall keep a continuing record of activities. The Chairperson shall report items of action to the Board of Directors and shall prepare an annual written report which the Board of Directors shall file to become a part of the continuing committee record in the files of COHE.

Section 3. Special Committees

- A. The President shall appoint special committees as may be necessary.

Article X - Amendments

Section 1. Amendments may be initiated either by a petition signed by at least five (5%) of the active membership or by a majority vote of the Board of Directors.

Section 2. Proposed amendments must be voted upon by the membership in attendance at the annual representative assembly. The Board of Directors shall see that the amendment is placed before the membership and will notify the membership of the proposed amendment at least two (2) weeks prior to the annual representative assembly.

Section 3. The Board of Directors shall serve as tellers for voting amendments or they may appoint a special committee for that purpose. The membership shall be notified of the results of the voting on amendments within one month of such vote. All ballots cast on proposed amendments shall be retained for a period of at least six (6) months by the Board of Directors for inspection by the members.

Article XI - Business Year

Section 1. The business year shall correspond to the South Dakota Education Association's business year.

Approved March 27, 1999

James Zeman, President

Kathleen Parrow, Vice President

Julie Smith, Secretary

Pat Fallbeck, Treasurer