

B.

AMENDED AND RESTATED
BYLAWS OF
SOUTH DAKOTA ASSOCIATION OF
ENVIRONMENTAL PROFESSIONALS

COPY

Section 1: Name and Purpose

Section 1.1: This organization shall be known as South Dakota Association of Environmental Professionals, herein referred to as "the Association."

Section 1.2 Purpose: The purposes of the Association are (1) to provide a common voice addressing issues involving environmental professionals; (2) to promote professional development in the area of environmental science, engineering and technology; (3) to promote harmony among practicing environmental professionals, regulatory agencies and the public in achieving proper environmental protection and restoration; and (4) to provide a source of information for persons concerned about environmental issues. Notwithstanding the foregoing, the purposes of the Association shall be limited exclusively to those purposes as come within the meaning of and comply with section 501(c) (6) of the United States Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue law.

Section 2: Membership

Section 2.1 Categories: The membership of the Association shall consist of professional and associate categories.

Section 2.2 Qualifications: The qualifications for membership in the Association are as follows:

- A. Professional Member: Persons, public or private sector, practicing in the area of environmental protection and restoration, such as geologists, hydrogeologists, engineers, and chemists who (1) hold a four year technical degree and have at least one year of experience in their area of expertise; or (2) hold a two year technical degree and have at least three years experience in their area of expertise; or (3) have at least seven years combined education and professional experience in their area of expertise.
- B. Associate Member: Persons who do not qualify for professional membership but wish to be supportive of the Association.

Section 2.3 Application: An eligible person whose properly completed application for professional or associate membership is received by the Chairman of the membership committee and whose annual dues are fully paid, shall be deemed a member of the Association upon being so notified.

Following receipt of an application for membership, the Association Manager or Secretary of the Association will convey membership under the proper membership category.. Membership

questions or contested membership category will be referred to the Board for consideration and decided by a majority vote of the Directors present.

Section 2.4 Voting Rights: On each matter submitted to a vote of members, each professional member in good standing shall be entitled to one (1) vote. A professional member whose current dues have been paid is considered to be in good standing. Associate members shall not be entitled to any voting rights.

Section 2.5 Dues and Finances: Annual membership shall run from January 1 to December 31. Members joining after November 1 shall be considered members until December 31 of the following year. Only members in good standing shall be entitled to membership benefits and discounts. Dues rates for members shall be prescribed by the Board of Directors with approval of two-thirds of the membership in attendance at the annual meeting.

Section 2.6 Payment: Annual dues shall be payable by January 31 of the calendar year. Dues of a new member shall be equal to the current annual membership rate at the time of application.

Section 3: Annual Meetings and Special Meetings

Section 3.1 Annual Meeting: The annual meeting of the members shall be held once each year and, when possible, in conjunction with the South Dakota Department of Environment: and Natural Resources Annual Groundwater Quality Conference. The date, time, location and other incidentals will be determined by the Board of Directors and published in the Association newsletter. The annual meeting of the members shall be held for the purpose of installing Directors, receiving reports, reviewing the actions of the Board of Directors regarding the management of the Association, and transacting such other business as may come before the meeting.

Section 3.2 Special Meetings: Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than one-fourth of all of the professional members of the Association.

Section 3.3 Place of Meeting: The Board of Directors may designate any place, either within or without the State of South Dakota, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 3.4 Notice of Meeting: The Secretary shall give written notice of meetings by mail to members not less than twenty (20) nor more than ninety (90) days prior to the date of each annual meeting, and not less than 24 hours nor more than thirty (30) days prior to the date of any special meeting.

Section 3.5 Quorum: At any meeting of members of the Association, the presence in person of five percent (5%) of the professional members shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the professional members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these By-Laws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of the majority

of the professional members present in person without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 3.6 Voting: Except as otherwise provided in the By-Laws, the vote of at least a majority of the professional members present in person at a meeting of the members with respect to a question or matter brought before such meeting shall be necessary and sufficient to decide such question or matter.

Section 3.7 Waiver of Notice: Whenever any notice is required to be given to any member under the Articles of Incorporation, these By-Laws or any provision of law, a waiver thereof, signed by the person entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3.8 Governing Rules: The parliamentary proceedings of all meetings shall be governed by Roberts Rules of Order (Revised).

Section 4: Board of Directors

Section 4.1 General Powers: The business and affairs of the Association shall be managed by its Board of Directors.

Section 4.2 Number, Tenure and Qualifications: The number of Directors of the Association shall be seven. Each Director's term shall be three (3) years. The terms of the directors will be staggered accordingly: three directors will be up for election in 1995; two in both 1996 and 1997. The terms of office will permanently follow the same staggered election rotation. The Directors of the Association shall be elected from among the professional members in good standing. A Director may resign at any time by filing his resignation with the Secretary of the Association.

Section 4.3 Regular Meetings: A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or without the state of South Dakota, for the holding of additional regular meetings without other notice than such resolution.

Section 4.4 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any four Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of South Dakota, as the place for holding any special meeting of the Board of Directors called by them.

Section 4.5 Notice: Notice of any special meeting shall be given at least four days previously thereto by written notice delivered personally, e-mailed, faxed, or mailed to each Director at his business address, or by telegram. Whenever any notice is required to be given to any Director of the Association under the Articles of Incorporation, its By-Laws, or any provisions of law, a waiver thereof in writing signed at any time, whether before or after the time of the meeting by the Director entitled to notice,

Shall be deemed the equivalent of the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 4.6 Quorum: A majority of the number of Directors elected and who have qualified for their position shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.7 Manner of Acting: The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, or by the Articles of Incorporation, or by these By-Laws.

Section 4.8 Action without A Meeting: Any action required or permitted by the Articles of Incorporation, or By-Laws, or any provision of law to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing by mail or electronic means, setting forth the action so taken, shall be consented to by a majority of the Directors then in office.

Section 4.9 Election of Directors: The election of Directors shall occur annually and shall be conducted by mail or electronic means. The Nominating Committee or Association Manager shall prepare a ballot listing all nominees for Director, with biographical sketches, and make available by mail or electronic means such ballot to professional members at least one (1) month prior to the annual meeting. Ballots must be received by the President or Association Manager of the Association at least one (1) week prior to the annual meeting in order to be valid and counted. The President of the Association shall act as the teller of said ballots. A plurality of the votes cast shall constitute election. The President shall notify the Board and the nominees of the outcome of the election at or before the annual meeting of members.

Section 4.10 Removal: A Director may be removed from office by affirmative vote taken at a special meeting of the members called for that purpose.

Section 4.11 Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors for a term of office continuing only until the next election of Directors by the members. Any vacancy occurring on the Board at the time of the annual meeting may be filled through a nomination from the floor by a professional or associate member and is subject to approval of the professional membership present.

Section 4.12 Compensation: Directors shall not receive any stated salary for their services as such, but by act of the Board of Directors a fixed reasonable sum or expense of attendance, if any,

or both, may be allowed for attendance at each regular meeting or special meeting of the Board of Directors. The Board of Directors shall have the power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Association special compensation appropriate to the value of such services.

Section 4.13 Committees: The standing committees of the Association shall be as follows, and their duties shall be as described below and as may be directed by the Board of Directors. The Board of Directors shall appoint a Director in good standing to serve as chairman and/or Board contact person for each committee. The Board shall also have the power to appoint a member as chairman at its discretion. The chairman of each committee shall report the activity of the committee in the Association newsletter.

- A. By-Laws Committee: The By-Laws Committee shall review the By-Laws of the Association periodically to ensure that the By-Laws are consistent, clear, and effective, and shall propose to the Board of Directors such amendments as the committee may determine to be for the betterment of the Association.
- B. Nominating Committee: The Nominating Committee shall nominate candidates for Directors of the Association. The Secretary of the Association shall serve as chairman of the Nominating Committee. The Nominating Committee shall nominate at least one (1) candidate for each of the seven (7) Director positions. It shall be permissible for there to be more than seven (7) nominees for Directors. Candidates must be professional members in good standing and signify a willingness to accept the nomination and to serve if elected. Professional members who wish to be considered for election as a Director shall provide written notice of that fact to the Nominating Committee at least four (4) months prior to the annual meeting and, thereupon, the Nominating committee shall cause such person's name to be submitted to the Board of Directors at the same time as names of all other nominees are provided to the Board of Directors. The Nominating Committee shall report the list of candidates to the Board of Directors at least three (3) months prior to the annual meeting.
- C. Newsletter Committee: The Newsletter Committee or Association Manager shall prepare a quarterly newsletter for mailing to the members. The Newsletter Committee shall publish information of other standing committees.
- D. Scholarship Committee: The Scholarship Committee consisting of five (5) members, including at least one Board member, shall be responsible for preparing the application, reviewing and rating the applicants, and subsequent recommendation of the annual scholarship recipients to the Board of Directors, who will grant approval of scholarship awards.

The Board of Directors may establish such other committees as it may deem appropriate, from time to time, with the members of said committees to be appointed by the Board of Directors. Each committee shall fix its own rules governing the conduct of its activities and

shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

Section 5: Officers

Section 5.1 Number: The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person except the offices of President and Secretary. The officers of the Association shall be elected from among the professional members in good standing.

Section 5.2 Election and Term of Office: The officers of the Association to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter stated.

Section 5.3 Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 5.4 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.5 President: The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. The President shall, when present, preside at all meetings of the members and of the Board of Directors. The President shall have authority to sign, execute and acknowledge, on behalf of the Association, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Association's regular business, or which shall be authorized by resolution of the Board of Directors, and except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties incident to the office of President and general manager of the Association and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.6 Vice President: In the absence, death, inability or refusal to act of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors. The Vice President shall be responsible for an annual financial review of the Association funds and transactions

and report findings to the Board.

Section 5.7 Secretary: The Secretary shall: (a) keep the minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. These duties may be delegated by the Secretary to the Association Manager. However, the Secretary is responsible for verifying the performance of delegated duties.

At least one (1) month prior to each annual meeting of members, the Secretary or Association Manager shall prepare a ballot listing all nominations for the office of Director, together with biographical sketches, and shall mail or send by electronic means such ballot to the professional members.

Section 5.8 Treasurer: The Treasurer shall keep the accounts, supervise the funds, collect all dues, and make payments as shall be authorized by the Board of Directors. Further, the Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of section 6 of these By-Laws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Association Manager may assist the Treasurer in performance of these duties; however, the Treasurer will remain responsible for all funds and securities of the Association. The Treasurer will submit sufficient financial data to verify funds and transactions to the Vice President annually. The Vice President shall report to the full Board of Directors on findings.

Section 6: Indemnification

Section 6.1 Third Party Actions: The Association may indemnify any person who is a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals (including but not limited to an action, suit or proceeding by or in the right of the Association) by reason of the fact that he or she is or was a director, officer, employee or agent (hereinafter an "Indemnitee") of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with such action, suit or proceeding, if the Indemnitee acted in good faith and in a manner which the Indemnitee 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 or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, or

conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create either a presumption that the Indemnatee did not act in good faith and in a manner which the Indemnatee believed to be in or not opposed to the best interests of the Association or, with respect to any criminal action or proceeding, a presumption that the Indemnatee had reasonable cause to believe that his or her conduct was unlawful.

Section 6.2 Derivative Actions: The Association may indemnify any person who is a party to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Association to procure a judgment in its favor by reason of the fact that the Indemnatee is or was a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterpriser against expenses (including attorneys' fees) actually and reasonably incurred by the Indemnatee in connection with the defense or settlement of such action or suit if the Indemnatee acted in good faith and in a manner the Indemnatee reasonably believed to be in or not opposed to the best interests of the Association. Provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which the Indemnatee shall have been finally adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, in view of all of the circumstances of the case, and despite the adjudication of liability, the Indemnatee is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

Section 6.3 Rights After Successful Defense: To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 6.1 or 6.2, or in defense of any claim, issue or matter therein, the Indemnatee shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the Indemnatee in connection therewith.

Section 6.4 Other Determination of Rights: Except in a situation governed by Section 6.3, any indemnification under sections 6.1 or 6.2 (unless ordered by a court) shall be made by the Association only as authorized in a specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because the Indemnatee has met the applicable standard of conduct set forth in Sections 6.1 and 6.2. Such determination shall be made (a) by a majority vote of directors acting at a meeting at which a quorum consisting of directors who are not parties to such action, suit or proceeding is present; or (b) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 6.5 Advances of Expenses: Expenses of each person indemnified hereunder (including attorneys' fees) incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals) may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth in Section 6.4 that the director, officer, employee or agent meets the applicable standard of conduct set forth in section 6.1 or 6.2 and upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such

amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association.

Section 6.6 Non-exclusiveness: The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under the Articles of Incorporation, By-Laws, any agreement, vote of professional members, any insurance purchased by the Association, or otherwise, both as to action in the Indemnatee's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person; provided, however, the Association may not provide for indemnification against gross negligence or willful misconduct, under any by-law, agreement, vote of members or disinterested directors, or otherwise, both as to action in the Indemnatee's official capacity and as to action in another capacity while holding such office.

Section 6.7 Purchase of Insurance: 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 is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article or of South Dakota's non-profit corporation law.

Section 7: Contracts, Loans, Checks and Deposits

Section 7.1 Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 7.2 Loans: No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.3 Checks, Drafts, etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.4 Deposits: All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8: Fiscal Year

Section 8.1 Fiscal Year: The fiscal year of the Association shall begin on the 1st day of January in each year and end on the 31st day of December in each year, or such other twelve consecutive months as the Board of Directors may by resolution designate.

Section 9: Seal

Section 9.1 Corporate Seal: The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association and the words "Corporate Seal, South Dakota."

Section 10: Amendments

Section 10.1 Amendments: These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the Board of Directors at any regular or special meeting of the Board of Directors, provided that these By-Laws and any amendment thereof shall also be subject to amendment or repeal by a majority of the voting members of the Association.

The undersigned, being the Secretary of South Dakota Association of Environmental Professionals, a South Dakota nonprofit corporation, does hereby certify that the foregoing Amended and Restated By-Laws of said corporation were adopted at a special meeting of the Directors held on the _____ 19th day of March, 2013, as is set forth in the Minutes of said meeting._

Dated at Ft. Pierre, South Dakota this 19th day of March, 2013.

IN WITNESS WHEREOF, I have hereunto affixed my signature as Secretary of the Association on the above date.



Jim Hein, Secretary

WRITING IN LIEU OF A SPECIAL MEETING OF THE BOARD
OF DIRECTORS OF THE SOUTH DAKOTA ASSOCIATION OF
ENVIRONMENTAL PROFESSIONALS

The undersigned, being all of the directors of the SOUTH DAKOTA ASSOCIATION OF ENVIRONMENTAL PROFESSIONALS, a South Dakota corporation, entitled to notice of the meeting of directors, hereby waive all requirements of notice of a meeting of directors and consent to the adoption of this writing in lieu of the meeting of directors of said corporation.

The actions set forth below are hereby adopted and shall be of the same effect as if adopted at the meeting of directors of said corporation duly called and held for the purpose of taking such actions. This writing is hereby ordered filed with the minutes of the meetings of directors.

C.

D.RESOLVED, that the Amended and Restated hereto, be approved and substituted for the corporations original By-Laws.

Dated this 3rd day of August, 1995.

Ed R. R.

M. R. M.

Kevin T. T.

Ed. H.

Roger B. H.

Paul C.

M. K.