

**BY-LAWS
OF
SOUTHEAST SOUTH DAKOTA TOURISM ASSOCIATION**

(A Non-Profit Corporation)
Incorporated January 22, 1987

SECTION I OFFICES

Section 1.1 Principal Office. The principal office of the Corporation shall be located in the City of Yankton, County of Yankton, State of South Dakota. The Corporation may also have such offices at such other places within or without the State as the Board of Directors may from time to time determine.

Section 1.2 Registered Office. The Registered Office of the Corporation required by the South Dakota Non-Profit Corporation Act to be maintained in the State of South Dakota may be, but need not be, identical with the Principal Office in the State of South Dakota, and the address of the Registered Office may be changed from time to time by the Board of Directors.

Section 1.3 Registered Agent. The Registered Agent of the Corporation required by the South Dakota Non-Profit Corporation Act to be maintained in the State of South Dakota shall be the Registered Agent of the Corporation appointed by the Articles of Incorporation. The Registered Agent may be changed from time to time by the Board of Directors.

SECTION II MEMBERS

Section 2.1 Members. The Corporation shall have two classes of members: 1) Full Member; and 2) Associate Member. A Full Member shall be a reputable person or commercial business in southeastern South Dakota, or a legal or governmental entity authorized to act in southeastern South Dakota and having an interest in the purpose of the Association. An Associate Member shall be anyone who applies to be a member of the Corporation, as an individual not representing a business interest. Each Member shall be entitled to one vote on each matter submitted to a vote of the Members. The Associate Members shall have limited membership benefits (no listing in publications or website)

Section 2.2 Membership. The eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the By-Laws of the Corporation, and shall be deemed to be a part thereof. Such resolutions adopted by the Board of Directors may prescribe, with respect to all members, the procedure by which prospective members may become members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities, and other incidents of membership.

Section 2.3 Termination of Membership. The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, **non-payment of annual dues**, expulsion of a member, and/or dissolution or liquidation of the Corporation.

Section 2.4 Annual and Special Meetings. The Annual Meeting of Members of the Corporation shall be held during the first quarter of the new fiscal year on such date or dates as shall be fixed from time to time by the Board of Directors of the Corporation. The Annual Meeting shall be held on a date not more than twelve months following the preceding Annual Meeting. Special Meetings of Members may be held on such date or dates as may be fixed by the Board of Directors of the Corporation from time to time and by the Members on such date or dates as shall be permitted by law.

Section 2.5 Place of Meeting. Any Annual or Special Meeting of Members may be held at such place within or without the State as the Board of Directors of the Corporation may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event Members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Corporation.

Section 2.6 Notice. Annual or Special Meetings of Members may be called by the Board of Directors or by any Officer of the Corporation instructed to do so by the Board of Directors, except to the extent that Directors may be required by law to call a meeting, and shall be called by the Secretary/Treasurer on behalf of the Members, when required to do so by law. Written notice stating the place, day, and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the transaction of such other business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given personally, by first class mail, or by electronic mail, not less than 10 days nor more than 50 days before the date of the meeting, to each Member at his/her address recorded on the records of the Corporation, or at such other address which the Member may have furnished in writing to the Secretary/Treasurer of the Corporation. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. If notice is given by electronic mail, such notice shall be deemed to have been given when the electronic mail message is sent from the electronic mail program. A copy of such electronic mail, and the list of members to whom the electronic mail was forwarded, shall be attached to the copy of the minutes for each meeting in which notice by electronic mail is utilized. Any meeting of Members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any Member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a Member in person or by proxy at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such Member.

Section 2.7 Record of Members. At every meeting of Members, there shall be presented a list or record of Members as of the record date, certified by the Officer responsible for its preparation, and upon request therefor, any Member who has given written notice to the Corporation, which request shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting.

Section 2.8 Presiding. Meetings of the Members shall be presided over by the following Officers, in order of seniority, the Chair, Vice Chair, and Secretary/Treasurer or an Assistant Secretary/Treasurer, or if none of the foregoing is in office or present at the meeting, by a chair to be chosen by a majority of the Full Members in attendance. The Secretary/Treasurer or an Assistant Secretary/Treasurer of the Corporation shall act as Secretary/Treasurer of every meeting. When neither the Secretary/Treasurer nor an Assistant Secretary/Treasurer is available, the Chair may appoint a Secretary/Treasurer of the meeting.

Section 2.10 Order of Business. The order of business at all meetings of Members shall be as follows:

- Roll Call;
- Reading of the Minutes of the preceding meeting;
- Report of Standing Committees;
- Officers' reports;
- Old business; and,
- New business.

Section 2.11 Proxy. Every member may authorize another person to act for him/her by written proxy in all matters in which a Member may participate, including waiving notice of any meeting, participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the Member or his/her attorney in fact, and shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

Section 2.12 Membership Dues. Annual dues shall be paid by the members as determined by the Board of Directors.

SECTION III BOARD OF DIRECTORS

Section 3.1 General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may hire and appoint an Executive Director, who shall be responsible for the day-to-day operations of the Corporation, and shall have the duties and authority set forth in these By-Laws and in a written job description approved by resolution by the Board of Directors. The Executive Director shall attend all Board of Directors' meetings, except when the Board is in executive session, but shall be a non-voting member. Except as may otherwise be provided herein or in the Articles of Incorporation, the members of the Board of Directors of the Corporation. At all meetings of the Board of Directors, the Chair

shall preside, and in the absence of the Chair, the Vice Chair, or in the absence of the Vice Chair, a chair elected by the Directors shall preside.

Section 3.2 Number, Tenure and Qualifications. The Corporation shall have, as part of its governing body, a Board of Directors composed of not less than fifteen (15) members. Three Directors each shall be elected from the five districts of the Association. The five districts shall be identified as follows: District 1 - The City of Sioux Falls; District 2 - Rural Minnehaha County, Moody County and Lake County; District 3 - Davison County, Hanson County, McCook County and Miner County; District 4 - Douglas County, Hutchinson County, Turner County, Bon Homme County and Yankton County; and District 5 - Clay County, Lincoln County and Union County. Five (5) members, one from each district, to be selected for a one (1) year term; five (5) members, one from each district, to be selected for a two (2) year term; five (5) members, one from each district, to be selected for a three (3) year term at this time; and hereafter, at the annual election held each year, members of the Board are to be selected to qualify and fulfill and to serve a full three (3) year period of time for their term on this Board. The Directors shall elect the following Officers: Chair, Vice Chair, and Secretary/Treasurer, who shall serve for the ensuing year. The Officers previously named shall be members of the Board of Directors. There may be Ex-Officio members on the Board of Directors. These members shall have all the privileges to participate in discussion, but shall not have voting privileges. The immediate past Chair of the Association, if his/her term has expired, shall be an Ex-Officio member.

Section 3.3 Candidates. Members of the Association shall be notified, by mail, no later than March 1st of the annual reorganization of the Board and asked to submit nominations from their district by March 15th. Prior to April, a nominating committee shall be appointed by the Board Chair, whose duty it shall be to also nominate members to serve as directors to fill vacancies on the Board of Directors. Said committee will confirm all candidates willingness to participate in the election and, if elected, to accept directorship responsibility by personal contact. The committee will then report the names to the Board of Directors.

Section 3.4 Publicity. Upon receipt of the report of the Board of Directors, and no later than April 30th, the Executive Director shall be instructed to immediately distribute ballots containing the slate of candidates to the membership by mail. All ballots must be returned to the Association's office by May 15th.

Section 3.5 Annual and Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, within thirty days of the annual meeting of the members in each year, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of South Dakota, such meeting shall be held on the next succeeding business day. 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 at least four regular meetings each year without other notice than such Resolution. Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each Director who shall not have been present at the meeting at which such action was taken with the time limited, and in the manner set forth in these By-Laws with respect to special meetings, unless such notice shall be waived in the manner set forth in these By-Laws.

Section 3.6 Special Meeting. Special Meetings of the Board of Directors may be called by or at the request of the Chair or any two 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 3.7 Notice. Notice of any Special Meeting shall be given, personally, by telephone, by telegram, by electronic mail, or at least two (2) days previously thereto by written notice delivered personally, or mailed to each Director at his/her business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by electronic mail, such notice shall be deemed to be delivered when the electronic mail is sent by the electronic mail program. A copy of such electronic mail, and the list of members to whom the electronic mail was forwarded, shall be attached to the copy of the minutes for each meeting in which notice by electronic mail is utilized. Whenever any notice is required to be given to any Director of the Corporation 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 to be specified in the notice or Waiver of Notice of such meeting.

Section 3.8 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 a meeting, 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. In the absence of fraud, no contract or other transaction between the Corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any Director or Officer of the Corporation is pecuniarily or otherwise interested in or is a Director, Member or Officer of such other corporation or of such firm, association or partnership, or is a party to, or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firms, associations, partnership or corporation pecuniarily or otherwise interested therein, provided disclosure of such transaction is made to the Directors at the time the Board of Directors approves such transaction, and the interested persons, if he/she be a Director, shall not be counted in determining the existence of a quorum at the meeting of the Board of Directors of this Corporation at which any such contract or transaction is approved, and shall not vote upon such contract or transaction in which he/she may have an interest.

Section 3.9 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. At all meetings of the Board of Directors, each Director present shall have one vote. Any action authorized, in writing, by all of the Directors entitled to vote thereon and filed with the Minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 3.10 Action Without a Meeting. Any action required or permitted by the Articles of Incorporation, or By-Laws or any provisions of law to be taken by the Board of Directors at a meeting may be taken without a meeting if a Consent in Writing, setting forth the action so taken, shall be signed by all of the Directors then in office or by the Executive Committee.

Section 3.11 Removal. Any Director may be removed for cause by action of the Board of Directors, including three unexcused absences by a Board Member from Board meetings. A Director may be removed from office with or without cause by affirmative vote taken at a Special Meeting of the Directors called for that purpose, or at a regular annual meeting of Directors provided notice of such purpose is given as provided herein. If less than the entire Board is to be removed, no one of the Directors may be removed if the votes cast against his/her removal would be sufficient to elect him/her if then cumulatively voted at an election of the entire Board of Directors.

Section 3.12 Vacancies. Any vacancy occurring in the Board of Directors occurring by reason of death, resignation, disqualification, removal, or inability of any Director to act, or otherwise, 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/her predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at any Annual Meeting or at a Special Meeting of Directors called for that purpose.

Section 3.13 Compensation. The Directors of the Corporation may receive compensation for their services, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 3.14 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the Minutes of the meeting or unless the Director shall file his/her written dissent to such action with the person acting as the Secretary/Treasurer of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 3.15 Committees and/or Task Forces. The Board of Directors by Resolution adopted by the affirmative vote of a majority of the number of Directors fixed by these By-Laws may designate and assign duties and authority to an Executive Committee and/or Task Force, and one (1) or more other committees and/or task forces, the membership of each committee and/or task force, to include at least one Director, to be selected by the Board of Directors. The Executive Committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the Corporation, except action in respect to election of Officers, amending the Articles of Incorporation, amending these By-Laws, adopting a plan of merger or consolidation, a voluntary dissolution of the Corporation or a revocation thereof, or the filling of vacancies in the Board of Directors or committees and/or task forces created pursuant to this Section. The other committees and/or task forces, if any, shall have and may exercise such powers as may be provided in the Resolution of the Board of Directors designating such committee and/or task force, as such Resolution may from time to time be amended and supplemented. The Board of Directors may elect one (1) or more of its members as alternate members of any such committee and/or task force who may take the place of any absent member or members at any meeting of such com-

mittee and/or task force, upon request by the Chair or upon request by the Chair of such meeting. Each such committee and/or task force 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, and shall serve at the pleasure of the Board.

Section 3.16 Executive Committee. The Board shall elect a six member Executive Committee consisting of the Chair, Vice Chair, Secretary/Treasurer, Past Chair, and two at-large members selected from the remaining Board members. The Executive Director shall serve as an Ex-Officio member.

The Executive Committee shall act for the Board of Directors between regular meetings of the Board or in the absence of a quorum thereof. It shall report its action at the next meeting of the full Board for its discussion and its approval or rejection of the action taken.

Fifty percent of the elected and appointed Officers shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

SECTION IV OFFICERS

Section 4.1 Number. The Officers of the Corporation shall be a Chair, a Vice Chair, a Secretary/Treasurer, each of whom shall be elected by the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the members. Such other Officers and Assistant Officers and Agents as may be deemed necessary may be elected or appointed by the Board of Directors. No two (2) offices may be held by the same person. Officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these By-Laws, or may from time to time be specifically conferred or imposed by the Board of Directors.

Section 4.2 Election and Term of Office. The Officers of the Corporation to be elected by the Board of Directors shall be elected **to a two year term** by the Board of Directors at the First Meeting of the Board of Directors after the 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/her successor shall have been duly elected and shall have qualified, or until his/her death, or until the Officer shall resign or shall have been removed in the manner hereinafter provided. Each Officer may be re-elected to a second, consecutive term.

Section 4.3 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 Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or Agent shall not of itself create contract rights.

Section 4.4 Vacancies. A vacancy in an 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 4.5 Chair. The Chair shall be the principal officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise the policy of the Corporation. The Chair shall be the direct liaison between the Board of Directors and the Executive Director for the Corporation. The Chair shall, when present, preside at all meetings of the General Membership and of the Board of Directors, and the Chair may sign, with the Secretary/Treasurer or any other proper Officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has expressly delegated by the Board of Directors or by these By-Laws to some other Officer or Agent of the Corporation, and in general shall preform all duties incident to the Office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4.6 Vice Chair. In the absence of the Chair or in the event of his/her death, inability or refusal to act, the Vice Chair shall preform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall preform such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

Section 4.7 Executive Director. The Executive Director shall receive and disburse the funds of the Corporation. It shall be the duty of the Executive Director to conduct official correspondence and assist the Secretary/Treasurer in preserving all books, documents, and communications, and keep books of account and maintain an accurate record of the proceedings of the Corporation and the Board of Directors and all committees and/or task forces. The Executive Director shall assist the Secretary/Treasurer in the submission of a financial statement and written report of the year's work at the close of each fiscal year. The Executive Director shall have general supervision over all employees of the Corporation and the day-to-day operations of the Corporation, and shall preform such duties as may be incident to this office, subject to the policies established by the

Board of Directors. Upon termination or resignation from office, the Executive Director shall deliver to the Board of Directors all books, papers, and property of the Corporation. The position of Executive Director and assistants shall be bonded in the amount approved by the Board of Directors, and the fee or fees shall be paid by the Corporation. During the period of employment, no employee shall be actively engaged in any tourism/visitor oriented business.

Section 4.8 Secretary/Treasurer. The Secretary/Treasurer shall: (a) keep the Minutes of the General membership's and 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 and, if a seal is adopted by the Corporation, of the Seal of the Corporation and see that the Seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its Seal is duly authorized; (d) keep a Register of the post office address of each General Member; (e) in general perform all duties incident to the Office of Secretary/Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

When the total assets of the corporation, not including "good will," exceed \$100,000.00 U.S. dollars, the Board of Directors shall require the Secretary/Treasurer to give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Secretary/Treasurer shall; (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws; and (c) in general perform all of the duties incident to the Office of Secretary/Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

Section 4.9 Compensation. The Officers of the Corporation may receive compensation for their services, provided that nothing herein contained shall be construed to preclude any Officer from serving the Corporation in any other capacity and receiving compensation therefor.

Section 4.10 Repayment. Any payments made to an Officer of the Corporation such as interest, rent, or entertainment expense incurred by him/her, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such Officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the Officer, subject to the determination of the Directors, proportionate amounts may be withheld from his/her future compensation payments until the amount owed to the Corporation has been recovered.

Section 4.11 Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the Chair or the Secretary/Treasurer of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4.13 Sureties and Bonds. In case the Board of Directors shall so require, any officer, employee or agent of the Corporation shall execute to the Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his/her duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation which may come into his/her hands.

SECTION V INDEMNIFICATION

Section 5.1 Liability of Directors and Officers. Except as otherwise provided by any provision of law, no person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a Director or Officer at the request of the Corporation, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his/her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel or the accountant for the Corporation or upon statements made or information furnished by Officers or Employees of the Corporation which he/she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he/she may be entitled as a matter of law.

Section 5.2 Indemnity of Officers and Directors. Unless provided otherwise by any provision of law, any person who was or is a party or is threatened to be made a party to any threatened pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative other than an action by or in the right of the Corporation, by reason of the fact that he/she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the

Corporation as a Director, Officer, employee or agent or another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on pleas of guilty or nolo contendere or its equivalent, or after trial) shall not be deemed an adjudication that such person is liable for such negligence or misconduct or is guilty of fraud in the performance of his/her duties, if such person was acting in good faith in what he/she considered to be the best interest of the Corporation and with no reasonable cause to believe that the action was illegal.

The foregoing rights of indemnification shall be in addition to all rights to which persons may be entitled as a matter of law.

Section 5.3 Loans to Officers and Directors. No loans shall be made by the Corporation nor shall it use its credit to assist its Directors without authorization in the particular case by its Board of Directors, but may lend money to and use its credit to assist any Employee of the Corporation or of a subsidiary, including any such Employee who is a Director of the Corporation, if the Board of Directors decides that such loan or assistance may benefit the Corporation. No Director or Employee of the Corporation shall be accountable to the Corporation for any earnings or profits derived by him/her from the use of money or credit which shall have been so authorized. Any Director who votes for or assents to the making of a loan to an Officer or Director of the Corporation, or the making of any loans secured by shares of the Corporation, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

Section 5.4 Transactions With The Corporation. Except as provided in Section 5.3, the Board of Directors may, from time to time, authorize transactions by Directors and Employees with the Corporation provided that such Director, Officer or Employee discloses his/her interest in such transaction and such transaction is adopted and ratified by a majority of the disinterested members of the Board of Directors.

SECTION VI CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 6.1 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 Corporation, and such authority may be general or confined to specific instances.

No Contract or other transaction between this Corporation and any other Corporation shall be impaired, affected or invalidated, nor shall any Director be liable in any way by reason of the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporation, provided that such facts are disclosed or made known to the Board of Directors.

Any Director, personally and individually, may be a party to or may be interested in any contract or transaction of this Corporation, and no Director shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Directors, and provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such Director) of a majority of a quorum, notwithstanding the presence of any such Director at the meeting at which such action is taken. Such Director or Directors may be counted in determining the presence of a quorum at such meeting. This provision shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law applicable thereto.

Section 6.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence 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 6.3 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 Corporation shall be signed by such Officer or Officers, Agent or Agents of the Corporation and in such manner as shall from time to time be determined by Resolution of the Board of Directors.

Section 6.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.5 Voting Stock in Other Corporations. Stock held by this Corporation in any other corporation shall be voted by the Chair, or other designated Officer, unless the Board of Directors, by Resolution, direct how such stock shall be voted. Unless directed otherwise, the Chair or other designated Officer shall vote such stock in his/her discretion in the best interest of this Corporation.

SECTION VII CERTIFICATES OF MEMBERSHIP

Section 7.1 Certificates of Membership. Certificates representing membership of the Corporation shall be in such form as shall be determined by the Board of Directors. Such Certificates shall be signed by the Chair or Vice Chair and the Secretary/Treasurer or an Assistant Secretary/Treasurer.

No certificate representing membership shall be issued until the full amount of consideration therefor has been paid, except as otherwise permitted by law.

SECTION VIII FISCAL YEAR

Section 8.1 Fiscal Year. The fiscal year of the Corporation shall begin annually on the first day of July and end on the last day of June, unless otherwise set by the Board of Directors.

SECTION IX GIFTS

Section 9.1 Gifts. The Board of Directors may accept on behalf of the Corporation, any contribution, bequest or devise for the general purposes or any special purpose of the Corporation.

SECTION X SEAL

Section 10.1 Seal. The Board of Directors may provide a Corporate Seal which, if adopted, shall be circular in form and shall have inscribed thereon the name of the Corporation, the State of Incorporation, the Year of Incorporation and the words "Corporate Seal, South Dakota."

SECTION XI WAIVER OF NOTICE

Section 11.1 Waiver of Notice. Whenever any notice is required to be given to any General Member or Director of the Corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the South Dakota Non-Profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

SECTION XII AMENDMENTS

Section 12.1 Amendments by Directors. The Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, By-Laws of the Corporation. The Board of Directors shall have the power or authority to change the quorum for meetings of General Members or of the Board of Directors, to change any provisions of the By-Laws with respect to the removal of Directors or the filling of vacancies in the board.

SECTION XIII ROBERT'S RULES OF ORDER

Section 13.1 Robert's Rules of Order. All Board and committee meetings shall be conducted in accordance with Robert's Rules of Order, and in the event of dispute, they shall prevail.

SECTION XIV EXEMPT ACTIVITIES

Section 14.1 Exempt Activities. Notwithstanding any other provision of the By-Laws, no Director, Officer, Employee or representative of the Corporation shall take any action or carry on any activities by or on behalf of the Corporation not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501(c) of the Internal Revenue Code of 1986 or by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

CERTIFICATION OF BY-LAWS

The undersigned, being all of the Directors and Secretary/Treasurer of the SOUTHEAST SOUTH DAKOTA TOURISM ASSOCIATION, INC., a South Dakota Non-profit Corporation do hereby certify that the foregoing By-Laws of said Corporation were adopted at a meeting of the Directors held on the 17th day of January, 2008. as is set forth in the Minutes of said meeting.

Dated at Yankton, South Dakota this 27th day of February, 2008.

Mark Schilling, President

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

Dawn Glover, Secretary/Treasurer