

BYLAWS OF
South Dakota Destination Imagination, Incorporated
Adopted September 7, 2025

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Pursuant to the Articles of Incorporation of the South Dakota Destination Imagination, the following bylaws are hereby adopted as the bylaws of the Corporation to remain in full force and effect until amended or repealed in the manner provided in the Articles of Incorporation or in these bylaws.

ARTICLE I

OFFICES

Section 1. Principal Office (amended June 2024)

The principal office of this Corporation, a South Dakota non-profit entity, shall be located at 12875 Laura Lane, Aberdeen, SD 57401.

Section 2. Change Of Address

The designation of the Corporation's principal office may be changed by resolution of the governing Board (referred to as "the Board").

Section 3. Other Offices

The Board shall have the power and authority to establish branch or satellite offices as deemed appropriate.

ARTICLE II

NONPROFIT PURPOSES

Section 1. General Statement

South Dakota Destination Imagination (SDDI) is a non-profit organization registered in the state of South Dakota.

Section 2. Federal Tax-Exempt Status

This Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code and regulations thereunder, or any successor statute and regulations. This means that South Dakota Destination Imagination is exempt from federal income taxes, and that contributions to SDDI are tax-deductible to the extent provided by law.

Section 3. State Tax-Exempt Status

SDDI is also exempt from the payment of state sales taxes on merchandise it purchases. Those making purchases on behalf of SDDI should attempt to obtain this tax exemption.

Section 4. Prohibition on Private Inurement

No part of the net earnings of SDDI shall inure to the benefit of, or be distributed to, its Members, Directors, or any other private persons. The Board of Directors shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 5. Use of Funds

SDDI funds should only be used to further the purposes of this organization.

Section 6. Dissolution

Upon dissolution of SDDI, any assets remaining after all liabilities are paid shall, in so far as is practicable, be paid as scholarships to promising students who have participated in programs sponsored by SDDI.

Any assets remaining after payment of making provision of payment of all liabilities and payment of scholarships as set out above, shall be disposed of exclusively for the purposes of SDDI in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time of dissolution qualify as an exempt organization or as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code, or the corresponding provisions of any future or successor United States Internal Revenue Law.

Section 7. Limitations on Activities

No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III

CORPORATE PURPOSE

Section 1. Mission Statement

The purpose of SDDI is to inspire and equip youth to imagine and innovate through the creative process.

Section 2. Affiliation

SDDI is an affiliate of Destination Imagination, Inc. (DII). The relationship between the two organizations is governed by a written contract approved by the Executive Board. SDDI is staffed solely by volunteers; therefore all policies apply equally to both “staff” and volunteers

Section 3. Non-Discrimination Policy

SDDI does not discriminate against any person on account of race, national origin, age, color, sex, religion, or disability.

ARTICLE IV
BOARD MEMBERSHIP

Section 1. General Powers, Number, Term

A. General Powers

The Corporation shall have a governing Board. The Board shall govern, direct, and oversee the Corporation's affairs. The Board may delegate certain responsibilities to Committees and Working Groups. The Board's responsibilities include:

1. Select, evaluate, and, when appropriate, replace the Affiliate Director;
2. Provide advice, counsel, and support to the Corporation's Affiliate Director;
3. Approve policies and procedures recommended by the Affiliate Director, Board Committees, Board-appointed Working Groups, or Destination Imagination, Inc.;
4. Make and approve appointments and selections for all leadership positions, committees, and other affiliate officials as defined in these Bylaws;
5. Review and approve the Corporation's fundraising and development plans, budgets, and actions;
6. Manage financial oversight, including the review and approval of the annual budget, and the selection of depositories and authorization of signatories for financial accounts.
7. Review and approve significant changes in the Corporation's auditing and accounting principles and practices, including reviewing the annual financial review, requesting formal audits, and selecting an accountant or firm to conduct these reviews and audits.
8. Keep confidential all non-public information that relates to the Corporation's business. Such information includes, but is not limited to, information regarding finances and operations, donor lists, mailing lists, and other documents identified as confidential.
9. Ensure that systems and process designed to promote legal and ethical compliance are reasonably effective;
10. Provide oversight of risk assessment and protection processes ensuring appropriate management of significant risks;
11. Monitor the effectiveness of the Corporation's governance practices and organizational documents, making changes as deemed necessary;
12. To approve the license agreement governing the relationship between South Dakota Destination Imagination and Destination Imagination, Inc.;

13. Establish and adjust regional boundaries;
14. Approve graphic designs representing the Corporation, including annual pins and apparel;
15. Approve appointments of Affiliate Tournament Directors and Affiliate Training Directors;
16. Select Affiliate Challenge Masters and oversee the process of securing appraisers;
17. Approve the selection process for nominees for special awards or recognition of Destination Imagination South Dakota volunteers.
18. Perform such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by applicable law.

B. Numbers

1. The board shall consist of nine (9) voting members.
2. The Affiliate Director, Treasurer, and Alumni Representative serve as non-voting members.
3. The prior Affiliate Director may serve as a non-voting member at the discretion of the Board.

C. Terms

1. Elected Board members will serve a 3 year term, beginning in July.
2. Board terms should be staggered, so that no more than three (3) vacancies occur in a calendar year.
3. Board members may serve multiple terms without interruption at the discretion of the Board.
4. Vacancies may be filled as they occur, following the procedures defined by the Board in the Policy Manual.

SECTION 2. QUALIFICATIONS

1. Board members must be at least twenty-one (21) years of age.
2. Board members shall have a minimum of 2 years experience serving as a team manager, participating as a team member or serving as tournament appraiser.
3. Board members must act as advocates and role models within Destination Imagination.
4. Board members must commit to regular attendance of meetings.
5. Board members are expected to participate as active Destination Imagination South Dakota tournament volunteers during their term.
6. Board members will refrain from providing assistance, knowledge or other action that would be deemed as Interference.
7. Board members may also serve as coordinators, team managers, appraisers, or may have family members competing in DI. Board members frequently have access to confidential information through board meetings, tournament roles, etc. All board members are expected to maintain the utmost level of confidentiality so that no teams have an unfair advantage.

Section 3. Compensation

Board members serve without compensation. Board members may receive reasonable reimbursement of expenses incurred in the performance of their duties, subject to approval by the Board.

Section 4: Selection

Board members will be selected according to the procedures defined by the Board in the Policy Manual.

Section 5. Removal

Board members may be removed by a $\frac{2}{3}$ majority vote, under the circumstances outlined by the Board in the Governance Policy.

Section 6. Place Of Meetings

Meetings will be conducted virtually, except for one annual in-person meeting. The location for in-person meetings will be determined by the Board.

Section 7. Regular Meetings

- A. The Board shall meet monthly, either virtually or in-person.
- B. The Board will meet in-person at the Affiliate Tournament.
- C. The Board will meet virtually or in-person during the summer to conduct the annual meeting as defined below.
- D. Additional meetings may be called if deemed necessary by the Board President or Affiliate Director.

Subsection: Annual Meeting Responsibilities

At the annual meeting, the Board shall:

- 1. Review and evaluate the tournaments and activities for the year, as summarized by the Affiliate Director.
- 2. Review the prior year's budget.
- 3. Approve the budget for the new fiscal year.
- 4. Receive the Executive Committee's review of the Affiliate Director.
- 5. Establish a draft plan for the upcoming season.
- 6. Review and approve Committee and Work Group year-end reports.
- 7. Establish Committees and Work Groups for the upcoming year.
- 8. Establish a Board meeting schedule for the year, to be posted online.
- 9. Elect officers.

Section 8. Quorum For Meetings

A. Board Meetings

A quorum shall consist of a majority of the voting members of the Board, exclusive of vacant seats. Except as otherwise provided under the Certificate of Incorporation, these Bylaws, or provisions of laws, no business shall be considered by the Board if a quorum is not present and the only motion which the President shall entertain at such a meeting is a motion to adjourn.

Section 9. Voting

All matters requiring a vote shall be decided by a majority vote of the Board voting thereon, unless otherwise provided under these Bylaws. Except as otherwise provided under these Bylaws, each Board member shall have one (1) vote.

Section 10. Conduct Of Meetings

A. Presiding Officer

Meetings of the Board shall be presided over by the President of the Board or, if no such person has been so designated or, in the President's absence, the Vice President of the Board or, in the absence of each of these persons, by a President chosen by a majority of the members present at the meeting.

B. Rules of Order

Meetings shall be governed by rules of order as established in Board policy.

C. Virtual Meetings

Members may participate in meetings of the Board by any electronic or telephonic means approved by the Board by which all persons participating can hear the words of each other at the same time to the extent permitted by law, and participation by such means shall constitute presence in-person at such a meeting.

D. Confidentiality Of Board Communication

Members should respect the confidentiality of Board communications. No message, attachments or related files, should be copied or forwarded to outside parties without Board approval.

Section 11. Vacancies

Vacancies will be filled according to the procedures defined by the Board in the Policy Manual.

Section 12. Non Liability Of Board Members

Board Members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation. Any and all creditors of the Corporation shall look only to the assets of the Corporation for payment.

ARTICLE V

OFFICERS AND COMMITTEES OF THE CORPORATION

Section 1. Designation Of Officers

The officers of the Corporation shall be:

1. President of the Board
2. Vice President of the Board
3. Secretary
4. Treasurer

Section 2. President Of The Board

A. Qualifications and Election

1. Only a voting member of the Board is eligible to be elected President.
2. The Board shall elect the President by majority vote from the current Board.
3. The office of President will be held for a one (1) year term.
4. The President may serve multiple consecutive terms.

B. Duties of the President

1. Perform all duties incident to that office and as required by law, by the Certificate of Incorporation, by these Bylaws, or the Board.
2. Preside at all meetings of the Board and Executive Committee.
3. Provide leadership to the Board.
4. Represent SDDI at public events.
5. Work in partnership with the Affiliate Director regarding the activities and affairs of SDDI.
6. Coordinate Board meeting agendas with input from the Affiliate Director.
7. Appoint Board Committee Chairs and members as needed, to be approved by Board vote.
8. Serve ex officio on all Board Committees.

Section 3. Vice President Of The Board

A. Qualifications and Election

1. Only a voting member of the Board is eligible to be elected Vice President.
2. The Board shall elect the Vice President by majority vote from the current Board.
3. The office of Vice President will be held for a two year term.
4. The Vice President may serve multiple consecutive terms.

B. Duties of the Vice President

1. Perform the duties of the President in the President's absence or inability to act.
2. Assist the President in the activities and affairs of SDDI
3. Monitor and support the work of all Board Committees and Work Groups.

Section 4. Secretary Of The Board

A. Qualifications and Election

1. Only a voting member of the Board is eligible to be elected Secretary.
2. The Board shall elect the Secretary by majority vote from the current Board.
3. The office of Secretary will be held for a two year term.
4. The Secretary may serve multiple consecutive terms.

B. Duties of the Secretary

1. Prepare and present full minutes of each meeting for approval of the Board.
2. Maintain full minutes of all Board and committee meetings for each calendar year.
3. Post published (summary) minutes to the SDDI website within ten (10) days of full Board meetings.
4. Make full minutes available for reasonable inspection by any member.
5. Minutes of previous calendar years will be turned over to the Affiliate Director for storage.
6. In the absence of the secretary, the Board shall appoint a member to maintain minutes of meetings. The proxy shall turn over minutes to the Secretary promptly following the meeting.

Section 4. Duties Of The Treasurer Of The Board

A. Qualifications and Election of the Treasurer

1. The treasurer may be a voting member of the Board elected or a non-member appointed by majority vote of the current Board
2. The office of Treasurer will be held for a two (2) year term.
3. The Secretary may serve multiple consecutive terms.
4. The Board may contract with an external accounting professional; an elected treasurer shall oversee accounts and report monthly to the Board.

B. Duties of the Treasurer

1. Act as the chief accounting and financial officer.
2. Oversee custody and disbursement of funds.
3. Collect all accounts and debts owed to the Corporation;
4. Receive and report on all financial statements to the Board.
5. In cooperation with the Affiliate Director, prepare and file all Corporation tax returns and submit the annual budget for Board approval.
6. Conduct an annual financial review; formal audits may be requested by the Board.
7. Approve checks for unbudgeted items exceeding \$2,000 in conjunction with the President or Affiliate Director.
8. Ensure receipts for expense reimbursement are submitted and approved before disbursement.
9. Fiscal year: September 1-August 31.

Section 6. Affiliate Director

A. Qualifications of the Affiliate Director

Additional details are outlined in the SDDI Governance Policy.

1. Must be at least twenty-one (21) years of age.
2. Must have at least four years of DI experience, preferably in at least two different roles
3. Strong written and oral communication skills are required.
4. Strong personal commitment to the mission of SDDI.
5. Ability to serve as a positive, creative, and collaborative leader.
6. Ability to attend SDDI events.
7. Experience in managing non-profits, events, or fundraising preferred.
8. Knowledge of social media marketing and strategies preferred.
9. Bachelor's degree in education, marketing, or a related field preferred.

B. Selection of the Affiliate Director

Additional details are outlined in the SDDI Governance Policy.

1. The application and supporting materials will be determined by the Board.
2. The vacancy will be advertised by the Board President or designee.
3. The Board President may appoint a Selection Committee to select candidates for interviews.
4. Interviews may be conducted by a Selection Committee or by the entire Board.
5. The final selection will be determined by a $\frac{2}{3}$ majority vote of the Board.

B. Role and Authority

1. The Affiliate Director is the chief executive officer of SDDI, managing its activities and affairs under the supervision of the Board.
2. The Affiliate Director is a non-voting member of the Board.
3. Specific powers and responsibilities include:
 - a. Oversee SDDI programs, tournaments, social media, and related operations.
 - b. Enter into contracts on behalf of SDDI, subject to Board approval.
 - c. Prepare and file budgets and tax returns in cooperation with the Treasurer.
 - d. Represent SDDI in the Destination Imagination Affiliate Directors Association.
 - e. Serve as ex-officio member of all committees, except Board Committees.
 - f. Appoint Affiliate Training Directors and Tournament Directors, with Board approval.

- g. Additional responsibilities are outlined in Board Policy and internal documents.

B. Succession and Vacancy

1. In the event of resignation, termination, incapacity, or death, the Board shall appoint an Interim Affiliate Director until a new Affiliate Director is selected.
2. The Board shall follow the Governance Policy with guidance from the Board President to fill the vacancy.
3. When possible, the incoming Affiliate Director shall serve as the Deputy Affiliate Director for up to one year to provide training and consistency in programming.

C. Removal

The Affiliate Director may be removed by a majority vote of the Board, under the circumstances outlined by the Board in the Governance Policy.

ARTICLE VI
MEMBERSHIP

Section 1. Eligibility

- A. Any individual or entity representing an educational program (public, private, or home school) located in SouthDakota, or other group specified as eligible under the rules of the international organization (DII), is eligible for membership in a designated region.
- B. A team sponsored by or competing under the name of a school, church, or organization is a member of the region where the principal campus of the school or church is located or where the organization regularly meets.

Section 2: Registration and Membership Fees

- A. Team memberships are collected yearly by Destination Imagination, Inc.
- B. Regional and Affiliate fees and collection are determined by the Board.

ARTICLE VII
AMENDMENTS TO BYLAWS

A. Board-Initiated Amendments

The Board of Directors may amend these Bylaws by a two-thirds (2/3) vote at any regular or special meeting, provided that written notice of the proposed amendment is given to each Board member at least ten (10) days prior to the meeting.

B. Member-Initiated Amendments

Any active SDDI volunteer in good standing may submit a proposed amendment in writing to the Secretary. The Secretary shall present the proposal at the next regular Board meeting. The Board must then act on the proposal within sixty (60) days.

These Bylaws are adopted by resolution of the SDDI's Board of Directors on this 7th day of September, 2025.

Board President