

Constitution and Bylaws  
of the  
South Dakota Association for Health,  
Physical Education, Recreation and Dance Doing Business as Society for Health And Physical Educators of South  
Dakota (SHAPE SD)

**CONSTITUTION**

As Amended October 2015

ARTICLE I  
NAME

The organization shall be known as the South Dakota Association for Health, Physical Education, Recreation and Dance doing business as Society for Health And Physical Educators of South Dakota (SHAPE SD) (hereinafter called the Association).

ARTICLE II  
AIMS

The aims of the Association shall be:

1. To provide leadership essential to the continued development and improvement of sound and effective programs in the four related fields.
2. To assist in research and experimentation and to disseminate information secured through these projects.
3. To work cooperatively with other associations at the state, district, and national levels for the improvement of the profession.
4. To advance the standards and quality of teaching in South Dakota in the four related fields.
5. To promote a healthy lifestyle among the citizens of South Dakota.

ARTICLE III  
ORGANIZATION

- Section 1. This Association shall include nine (9) divisions as follows: the Division for Leisure and Recreation, the Division for Sport and Physical Education, the Division for Dance, the Division for Health, the Division for High School, the Division for Middle School, the Division for Elementary School, the Division for Collegiate, the Division of Student Representative(s), and sections hereinafter provided.
- Section 2. The Association is an affiliate of the Society for Health And Physical Educators of America (SHAPE America) and the Society for Health and Physical Educators of Central District (SHAPE America Central District)
- Section 3. The logo or seal of the Association should be used on official documents of the South Dakota Association for Health, Physical Education, Recreation and Dance (SHAPE SD) and on other such documents or items as may be appropriate.
- Section 4. The South Dakota Association for Health, Physical Education, Recreation and Dance (SHAPE SD) shall make available to its members information containing such general features and pursuing such general policy as shall be determined by the executive board. The Association may issue such other publications as determined by the executive board.

ARTICLE IV  
MEMBERSHIP

- Section 1. The South Dakota Association for Health, Physical Education, Recreation and Dance (SHAPE SD) shall consist of members as provided by the Bylaws.

- Section 2. Membership in the Association, once obtained, shall be continued until the individual, in accordance with the Bylaws:
- (a) requests inactive membership status without loss of continuity in good standing; or
  - (b) requests withdrawal; or
  - (c) is automatically withdrawn due to non-payment of dues; or
  - (d) is expelled by the executive board (pursuant to Article IV section 4)
- Section 3. Individuals whose membership is terminated by expulsion shall not be eligible for reinstatement. All others may be reinstated upon payment of dues.
- Section 4. The Association reserves the right to deny or discontinue membership of any individual convicted of a felony crime which, by South Dakota state law or statute, renders that individual ineligible to be certified or licensed to practice within the professional areas included under the broad umbrella of the Association.

## ARTICLE V THE OFFICERS OF THE ASSOCIATION

- Section 1. The officers of the Association shall consist of the President, President Elect, immediate Past President, Treasurer, Executive Director, Representative for Sport and PE, Representative for Leisure and Recreation, Representative for Dance, Representative for Health, Representative for High School, Representative for Middle School, Representative for Elementary School, Representative for Collegiate, and Student Representative(s). Non-voting positions Chairs for: Awards and Recognition, Jump Rope for Heart Coordinator, and Hoops for Heart Coordinator, Technology Coordinator, Exhibitors and Advocacy
- Section 2. Any member in good standing shall be eligible to hold office, providing criteria for holding that office are met, as set forth in the Bylaws. The exception to this will be the member holding the position of Executive Director of the Association; this position shall be filled according to the Bylaws.
- Section 3. The term of office of the President, President-Elect, and immediate Past President shall be for one year and shall begin with appropriate installation or succession ceremonies during the closing business meeting of the annual conference of the Association.
- Section 4. The term of office for Representatives shall be two years and shall begin with appropriate installation ceremonies in the final Board meeting of the annual conference.
- Section 5. The Student Representative(s) shall be a two year term of office.
- Section 6. The indefinite terms of voting members include: Treasurer and Executive Director.
- Section 7. The indefinite terms of non-voting members include Chair of Awards and Recognition, Jump Rope for Heart Coordinator, Hoops for Heart Coordinator, Exhibitor, Advocacy, and Technology Coordinator.
- Section 8. The President shall act as chair of the Executive Board and the Assembly. S/he shall appoint all committee members as needed.
- Section 9. The President-elect shall act for the President in his/her absence, and in case of death or resignation of the President the President-Elect shall succeed him/her for the unfulfilled term.
- Section 10. The Executive Director shall keep the official record of all meetings of the Executive Board, full Board, and the Assembly.

Section 11. The Treasurer shall be responsible for conducting the financial management of the Association and submit for financial audit every 6 (six) years)

#### ARTICLE VI ELECTION OF OFFICERS

- Section 1. The Past President shall chair the Nominating Committee responsible for presenting a slate of candidates for the Association Board Offices during a general session of the annual state conference.
- Section 2. Qualifications for the Association Board officers shall be set forth in the Division and Section Operating Codes.
- Section 3. All candidates must accept their nomination for an Association Board office prior to inclusion on the ballot.
- Section 4. All officers shall be elected by the general Assembly. A clear majority shall be indicated for one person; otherwise, the two persons with the highest number of votes shall be voted upon. A clear majority shall be simple majority of the voting members present. Members of the Association Board shall take office as per Article V.
- Section 5. The Student Representatives should be Elected in alternating years so that one is replaced every year and
- Section 6. Representatives for Recreation and Leisure, Dance, Sport and Physical Education shall be elected in even numbered years at the annual business meeting of the Association.
- Section 7. Representatives for Health, High School, Middle School, Elementary School, and Collegiate shall be elected in odd numbered years at the annual business meeting of the Association.

#### ARTICLES VII VACANCIES

- Section 1. A vacancy in a position created by the inability to serve or by resignation shall be filled by Executive Board appointment until the next election associated with that position.

#### ARTICLE VIII GOVERNANCE

- Section 1. The business of the Association shall be conducted by the Association Board as constituted in the Bylaws.

#### ARTICLE IX AMENDMENTS

- Section 1. This Constitution and or Bylaws may be amended at any official meeting of the assembly or by mail vote. An affirmation vote equivalent to two-thirds of the members replying by mail vote shall be required for amendment. No mail vote shall be valid beyond 30 days after official notification. Assembly voted amendments require a clear majority as defined in Article VI, Section 4.
- Section 2. Amendment proposals must be submitted in writing to the President of the Association prior to a regularly scheduled Association Board meeting. It will then be placed on the agenda for the meeting.

- Section 3. Proposed amendments to the Constitution and/or Bylaws will be forwarded out of the Association Board to the annual conference of the Association and be provided in writing, to the members in attendance at the annual conference.
- Section 4. An affirmative vote of the clear majority of the professional members present at the annual convention business meeting shall be required to adopt any amendment.
- Section 5. Any amendment to the Constitution shall become effective upon ratification unless otherwise specified in the amendment.
- Section 6. The Association Board may propose an amendment to the Constitution when urgency requires, upon approval of two-thirds of total Board membership at any Regular or Special meeting of the Board. An interim amendment shall be adopted only until processed as a regular amendment to the Constitution for the next business meeting of the Assembly and as such, must be ratified by the Assembly. If not ratified by the Assembly the amendment must be removed.

#### ARTICLE X THE ASSEMBLY

- Section 1. The Assembly consists of the members of the Association.
- Section 2. It shall be the duty of the Assembly to:
- (a) Effect all changes in the Constitution and/or Bylaws.
  - (b) Elect officers
  - (c) Initiate additional business of the Association.
  - (d) Exercise veto power over action of the Association or Executive Board upon a three-fourths vote of those present at an official meeting.
- Section 3. A meeting of the Assembly shall be held at the time and place of the state conference. Members present at this meeting constitute a quorum. Special meetings of the Assembly may be called by the Executive Board or the President, with members given at least sixty (60) days notice of such meeting.
- Section 4. There shall be no provision for absentee or proxy ballots to vote in the annual business meeting of the Assembly.

#### ARTICLE XI RULES OF ORDER

- Section 1. All official meetings of the Assembly and the Association shall be conducted in accordance with Roberts' Rules of Order unless a motion is passed to suspend such rules in part or in total. Questions of procedure not covered by this Constitution and Bylaws shall be decided according to the most current volume of Roberts' Rules of Order.

#### ARTICLE XII DISSOLUTION

- Section 1. In the event of the dissolution of the Association, whether voluntary or otherwise, the assets of the Association and all other obligations of the Association respecting its property shall be distributed:
- (a) First, to the payment or provision for debts and liabilities of the Association and all other obligations of the Association respecting its property.
  - (b) Second, any remaining funds shall be donated to an appropriate SHAPE Central District fund, to be designated by the Association Executive Board, but with the express intent of assisting Central District's efforts to advance the standards of teaching within the District.
- Section 2. All written records of the Association will be boxed and transmitted to the SHAPE Central District for storage and safe keeping.

## BYLAWS

As Amended October 2015

### ARTICLE I MEMBERSHIP

- Section A. Membership Qualifications: Members in the SHAPE SD shall be designated as professional members, student members, retired members, life or associate members.
- (a) Professional members shall consist of all persons with preparatory backgrounds directly engaged via employment or volunteer service in one or more of the various aspects of health education, physical education, dance, recreation or athletics.
  - (b) Student members shall include undergraduate and graduate students attending professional and teacher education institutions on a full-time basis, and who are preparing for careers in health education, physical education, recreation, dance or athletics.
  - (c) Emeritus members shall include all those who have retired from full-time professional employment in health education, physical education, recreation, dance or athletics, have reached the age of 62, and have been a professional member in good standing of the association for a minimum of five (5) years. These potential members shall apply for this designation in writing to the Association President.
  - (d) Life members shall be those who have paid the appropriate membership fee as set forth by this organization.
  - (e) Associate members shall consist of all other persons interested in or peripherally associated with the fields of health education, physical education, recreation, dance or athletics and who do not fall into any of the above categories.
- Section B. The annual dues for professional, student, associate, and life membership shall be established by the Executive Board. A membership is one calendar year
- Section C. Emeritus members pay no monetary dues.

### ARTICLE II FISCAL YEAR

- Section A. The fiscal year for the Association shall be from June 1<sup>st</sup> to May 31<sup>st</sup>.

### ARTICLE III VOTING AND HOLDING OFFICE

- Section A. Only professional, life, and emeritus members shall have the right to hold office and/or vote, with the exception of the elected representative for the student section. The elected representative of the student section shall hold student membership and be entitled to membership and voting privileges on the Associate Board.

### ARTICLE IV EXECUTIVE BOARD

- Section A. The Association Board shall consist of the President, President-Elect, immediate Past-President, , Representatives for Sport and PE, Leisure and Recreation, Dance, High School, Elementary, Middle School, Health, Collegiate, the Treasurer, and Executive Director.

- Section B. The Executive Board shall consist of the President, President-Elect, immediate Past-President, Executive Director, and Treasurer.
- Section C. Appointed Officers:
- (a) The Treasurer of the Association shall be appointed by the President, with the simple majority concurrence of the Association Board, for a term of one year (renewable) limit of six (6) years.
  - (b) The SHAPE SD board shall share responsibility as called upon by the President, the Executive Director, and/or Technology Coordinator to submit items of relevance for dissemination to members.
  - (c) The Executive Director shall be appointed by the President, with concurrence of the Association Board, for a term of one year (renewable).
- Section D. It shall be the responsibility of the Executive Board to initiate and transact all business necessary for the conduct of the Association.
- Section E. Five or more members of the Association Board shall constitute a quorum for the transaction of business.
- Section F. It is recommended that the Association Board hold a minimum of two meetings per year with one preceding the state convention. All other regular and special meetings of the Executive Committee shall be called by the President at such times as necessary.

#### ARTICLE V SECTIONS

- Section A. The following sections, as part of the aforementioned divisions, shall be considered the responsibility of the corresponding Representatives to represent with information, support and conference presentations.
- 1. Leisure and Recreation Division sections:
    - a. Outdoor Education
    - b. Leisure Education
    - c. Aquatics
  - 2. Sport and Physical Education Division sections:
    - a. Elementary
    - b. Secondary
    - c. School or Community sponsored sports
    - d. Advocacy
  - 3. Dance Division sections:
    - a. Dance Education
    - b. Dance Performance
  - 4. Health Division sections:
    - a. School Health
    - b. Community Health
  - 5. High School, Middle School, Elementary School, Collegiate Division sections:
    - a. Research
    - b. History
    - c. Adapted
    - e. Technology

f. Advocacy

6. Student

a. Membership Promotion

#### ARTICLE VI HONOR AWARDS

Section A. The Association may honor individual members for meritorious service. No more than two individuals may be given honor awards in one year.

#### ARTICLE VII BYLAW CHANGES

Section A. These Bylaws may be amended at an official meeting of the Assembly. An affirmative vote equivalent to two-thirds of the members present at an official meeting shall be required for change.

#### ARTICLE VIII TRAVEL EXPENSES

Section A. If money is available in the treasury, the Association will pay the expenses for the President and Executive Director to attend the National SHAPE America Convention and the SHAPE Central District Convention, and the expenses for the President-Elect and Executive Director to attend the Leadership Development Conference and the SAM Conference. Executive Board members shall be reimbursed for mileage to/from official meetings at the Board established rate.

#### ARTICLE IX CONFLICT OF INTEREST POLICY (Amended November 2015)

Section A. Purpose: The purpose of the conflict of interest policy is to protect SHAPE SD's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of SHAPE SD. This policy is intended to supplement but not replace any applicable state laws governing conflict of interest applicable to nonprofit and charitable corporations.

Section B. Definitions

1. Interested Person

Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. an ownership or investment interest in any entity with which SHAPE SD has a transaction or arrangement, or
- b. a compensation arrangement with SHAPE SD or with any entity or individual with which SHAPE SD has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which SHAPE SD is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Section C. Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence and nature of his or her financial interest to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest, the interested person shall leave the board or committee meeting while the financial interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- b. After exercising due diligence, the board or committee shall determine whether SHAPE SD can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- c. If a more advantageous transaction or arrangement is not reasonable attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in SHAPE SD best interest and for its own benefit and whether the transaction is fair and reasonable to SHAPE SD and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflict of Interest Policy

- a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section D. Records of Proceedings

The minutes of the board and all committee with board delegated powers shall contain:

1. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section E. Compensation of Committees

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation from SHAPE SD for services is precluded from voting on matters pertaining to that member's compensation.

Section F. Annual Statements

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person:

1. has received a copy of the conflict of interest policy,
2. has read and understands the policy,
3. has agreed to comply with the policy, and
4. understands that SHAPE SD is a non-profit organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section G. Periodic Reviews

To ensure that the Alliance and its associations operates in a manner consistent with its exempt purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall determine whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

Section H. Use of Outside Experts

In conducting the periodic reviews provided for in Section G, SHAPE SD may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE X  
FRAUDULENT OR DISHONEST CONDUCT AND  
WHISTLEBLOWER POLICY  
(Added November, 2008)

Section A. The South Dakota Association for Health, Physical Education, Recreation and Dance (SDAHPERD/SHAPE SD) maintains a high standard for the ethical conduct of its officers and seeks to conduct its business activities with utmost propriety. Therefore, it is important to have a clear policy statement on fraud to protect the assets, interests and reputation of SHAPE SD.

SHAPE SD is required to identify and promptly investigate all instances and allegations of fraudulent activities regarding its funds, documents, equipment that involves officers, members, vendors, or other parties. Good business practice dictates that suspected embezzlement, misappropriation or other fiscal irregularities be promptly identified and investigated.

Fraud in any form will not be tolerated. This policy applies to all officers and members and will be enforced without regard to past performance, position held, or length of service.

All persons found to have committed fraud relevant to SHAPE SD financial affairs shall be subject to punitive action by SHAPE SD and investigation by law enforcement agencies when warranted.

Section B. Definition and Scope of Fraud—Fraud generally involves a willful or deliberate act with the intention of obtaining unauthorized benefit, such as money or property, by deception or unethical means.

All fraudulent acts are included under this policy and include such things as:

- Embezzlement, misappropriation or other financial irregularities
- Forgery or alteration of documents
- Improprieties in the handling or reporting of money or financial transactions
- Misappropriation of funds, supplies, inventory or any other asset (including furniture, fixtures, or equipment)
- Unauthorized alteration or manipulation of computer files
- Pursuit of a benefit or advantage in violation of SDAHPERD's conflict of interest policy

- Authorizing or receiving compensation for goods not received or services not performed
- Authorizing or receiving compensation for hours not worked
- Disclosures in documents filed by SHAPE SD with governmental agencies or other public disclosures made by SHAPE SD that may not be complete or accurate.

Section C. Responsibilities

SHAPE SD has instituted certain internal controls intended to safeguard its assets against fraudulent acts. All levels of management should be familiar with the risks and exposures inherent in their areas of responsibility and be alert for any indications of improper activities, misappropriation, or dishonest activity.

It is everyone's responsibility to report any possible fraudulent activity (i.e., a whistleblower). We recognize that officers and/or members come forward on a confidential basis. We want to make it clear that they can do so without reprisal.

Section D. Process for Disclosure

All relevant information regarding evidenced financial misconduct should be reported to the Executive Director in writing within 60 days of the day on which he/she knew or reasonably should have known of the misconduct.

In consultation with the executive committee and legal counsel, if necessary, the Executive Director shall consider the disclosure and take whatever action he/she determines to be appropriate under the law and circumstances of disclosure.

In case of disclosure of misconduct involving the Executive Director, the disclosure shall be directed to the President of SHAPE SD's Board of Directors. In consultation with SHAPE SD's Executive Committee and legal counsel, if necessary, the President or designee shall consider the disclosure and take whatever action he/she determines to be appropriated under the law and circumstances of the disclosure.

Reasonable care should be taken in dealing with suspected misconduct to avoid:

- Baseless allegations
- Premature notice to persons suspected of misconduct and/or disclosure of suspected misconduct to those not involved with the investigation
- Violations of a person's rights under the law

Accordingly, an officer or member faced with suspected misconduct:

- Should not contact the person suspected to further investigate the matter or demand restitution
- Should not discuss the case with anyone other than the Executive Director, the President of SHAPE SD, SHAPE SD's attorney, or a duly authorized law enforcement officer.
- Should direct all inquiries from any attorney retained by the suspected individual to SHAPE SD's attorney.

Section E. Whistleblower Protection

SHAPE SD will protect whistleblowers against retaliation. It cannot guarantee confidentiality, however, and there is no such thing as an "unofficial" or "off the record" report. SHAPE SD will use its best efforts to keep the whistleblowers identify confidential, unless:

1. the person agrees to be identified
2. identification is necessary to allow SHAPE SD or law enforcement officials to investigate or respond effectively to the report
3. identification is required by law
4. the person accused is entitled to the information as a matter or legal right in disciplinary proceedings

SHAPE SD officers and/or members may not retaliate against a whistleblower with the intent or effect of adversely affecting the terms or conditions of service (including but not limited to, threats of physical harm, loss of position, punitive work assignments, or impact on compensation).

Section F. Document Retention and Destruction Policy (WE need one of these I am working on draft)  
Section F. Complaints of Retaliation as a Result of Disclosure

If a person making a complaint believes that he or she has been retaliated against in the form of an adverse personnel action for disclosing information regarding misconduct under this policy, he/she may file a written complaint with the Chief Executive Officer of SHAPE America within 30 calendar days from the effective date of the adverse personnel action requesting an appropriate remedy.

The complaint should include:

1. the specific type(s) of adverse personnel action;
2. the specific date(s) on which adverse personnel action(s) were taken;
3. a clear and concise statement of the facts that form the basis for complaint;
4. a clear and concise statement of the complainant's explanation of how her/his previous disclosure of misconduct is related to the adverse personnel action; and
5. a statement of the remedy sought by the complainant.

Within 60 calendar days of receipt of the complaint, the SHAPE America CEO, in consultation legal counsel if necessary, shall consider the complaint, shall conduct an investigation, which, in his/her judgment, is consistent with the circumstances and disclosure, and shall provide the complainant with a determination regarding the complaint.

A proven complaint of retaliation shall result in proper remedy for all persons harmed and the initiation of disciplinary action, up to and including dismissal, against the retaliating person. This protection from retaliation is not intended to prohibit managers and supervisors from taking action, in the usual scope of their duties and based on valid performance-related factors.

ARTICLE XI  
RESTRICTION ON ACTIVITIES  
(Added April, 2009)

Section A No part of the net earnings of the South Dakota Association for Health, Physical Education, Recreation and Dance (SDAHPERD) (SHAPE SD) (hereafter referred to as the Association) shall inure to the benefit of any member, sponsor, donor, creator, director, officer, employee, or without limitation, any other private individual or to the benefit of any corporation, organization, any part of the net earnings of which insure to the benefit of any private individual; provided, this shall not prevent payment of reasonable compensation for services actually rendered to or for the Association and affecting its purposes.

Section B. The Association shall not divert any part of its income or corpus to any member, sponsor, donor, creator, director, officer, or employee; by lending any part of its income or corpus without receipt of adequate security and a reasonable rate of interest; by paying any compensation in excess of reasonable allowance for salaries, or other compensation for personal services actually rendered; by making any purchase of security or other property for more than adequate consideration for money or money's worth; by selling any substantial part of its securities or other property for less than adequate consideration for money or money's worth; or by engaging in any other transaction which either, directly or indirectly, results in such diversion of it income or corpus. The Association shall not make any accumulation of its income, unreasonable in amount or duration, or use any income for purposes other than the objectives hereinbefore set forth or invest any income in any manner as to jeopardize the fulfillment or carrying out of its objectives. The Association shall not devote a substantial portion of its activities to carrying on propaganda or otherwise attempting to influence legislation, and in no event shall the Association engage in any legislative activities other than those in direct furtherance of the Association's stated objectives.

The Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office. In general, the Association shall not act in any way or engage in any activity which might affect its right to full tax exemption or the right of donors to the Association to full tax deduction for their contributions to the Association, and the Association shall be so operated as to be entitled to and receive all tax exemptions, federal or local, which may from time to time be granted to charitable, scientific, or educational associations or foundations.

Section C. No part of the net earnings of the Association shall be used for the benefit of, or to the advantage of any member, sponsor, donor, creator, trustee, officer, employee, or without limitation, any other private individual. No part of the net earnings shall be used for the benefit of any corporation or organization in which any private individual might benefit, or in which a substantial part of the activities of such corporation or organization is the carrying on of propaganda or otherwise attempting to influence legislation, provided that this restriction shall not prevent payment of reasonable compensation for services actually rendered to or for the Association in effecting it purpose."