

Adopted July 20, 1983
Amended September 1, 1984
Amended December 11, 1985
Amended April 22, 1986
Amended July 11, 1988
Amended December 6, 1988
Amended July 10, 1989
Amended December 8, 1999

NORTH DAKOTA WATER RESOURCE DISTRICTS ASSOCIATION

BY-LAWS

ARTICLE I.

Purposes

The purposes for which the North Dakota Water Resource Districts Association is organized are to promote and advance effective and wise management and development of North Dakota's water and related land and recreational resources, to further and support the interests of water resource districts for the benefit and protection of all the people of North Dakota, and to encourage coordination and cooperation between water resource districts and between federal, state, and local entities responsible for water management and development.

ARTICLE II.

Offices

The principal office of the Association shall be the office of the Executive Secretary of the Association.

ARTICLE III.

Membership

Section 1. Membership. Each water resource district created pursuant to the laws of North Dakota Century Code may be a member of the North Dakota Water Resource Districts Association. The purpose of the Association is to support the interests of water resource districts in North Dakota, and therefore water resource districts shall be the only members of the Association. Membership dues shall be fixed by the members.

Section 2. Voting Rights. Each water resource district member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Termination of Membership. The board of directors by a majority vote of all of the directors may suspend or expel a member for cause after an appropriate hearing and may terminate the membership of any member who becomes ineligible for membership. The membership of any member shall terminate automatically when the member is in default of the payment of dues. Dues must be paid prior to March 1st, to maintain voting rights.

Section 4. Resignation. Any member may resign by filing a written resignation with the executive secretary, but such resignation shall not relieve the member who is resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 5. Dissolution. Upon dissolution of the organization, title to any remaining assets or funds shall pass to a North Dakota non-profit organization having similar purposes. If no such organization exists at that time, the assets or funds shall be refunded equally to the water resource districts which are members of the Association in the year of dissolution.

ARTICLE IV.

Meetings

Section 1. Annual meeting. The annual meeting of the members shall be held in conjunction with the annual convention of the North Dakota Water Users Association and the North Dakota Water Resource Districts Association. The place of the annual meeting and the date of the annual meeting shall be determined by the board of directors in conjunction with the board of directors of the North Dakota Water Users Association.

Section 2. Special meetings. There shall be a special meeting of the members each summer at a place and on a date determined by the board of directors. Additional special meetings of the members may be called by the president, the board of directors, or not less than one-tenth of the members having voting rights.

Section 3. Notice of Meetings. Notice of the time and place of the annual meeting or of any special meeting shall be given to all members by the board of directors or the executive secretary in writing and shall be mailed at least fifteen (15) days prior to the meeting date.

Section 4. Informal Action of Members. Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by 90 percent of the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. The members holding 20 percent of the votes which may be cast at any member meeting shall constitute a quorum at any member meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Proxies. At any meeting of members a member entitled to vote may vote by proxy executed in writing by the member or by its duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE V.

Directors and Officers

Section 1. The government, control, and management of the Association shall be vested in a board of directors. Each director shall have one vote and shall have the same powers as any other director or directors.

Section 2. Officers. The president and the president-elect of the Association shall be elected for two-year terms by the board of directors from among the directors at the first meeting of the board after the annual member meeting which is held every odd-number year. The president of the Association shall preside at all meetings of the Association and the board of directors, and shall enforce all the rules and policies of the Association, and shall present to each annual meeting any recommendation of the board of directors. The president-elect shall have the power and duties of the president during temporary absence of the president. Whenever the office of the president of the Association is vacant, for any reason, the duties of the president of the Association shall be carried out by the president-elect of the Association. There shall be no more than one officer from each geographical district.

Section 3. Directors. The number of directors shall be fourteen (14). The qualifications of the directors and the tenure of the directors will be as follows:

- (a) Officers. The immediate past president, the president, and the president-elect of the Association shall be members of the board of directors, except that if the immediate-past president is not a director, the immediate-past president will serve on the board in an advisory, non-voting capacity.
- (b) Directors. Two directors shall be elected to represent each of the following seven (7) geographical districts within the State of North Dakota. The directors must be members of a water resource district located within that geographical district.

Directors representing geographical districts shall be elected by the respective water resource districts located within each geographical district, at the first meeting of such districts after the annual member meeting. The directors shall hold office for a period of two (2) years, or until their successors have been elected and qualified, beginning at the meeting at which they are elected. Each geographical district shall elect one director each year.

The geographical districts shall be as follows:

- (1) District 1: West River. Fourteen counties south and west of the Missouri River.
- (2) District 2: Northwest. Divide, Williams, Mountrail, and Burke counties.
- (3) District 3: Souris. Renville, Ward, McHenry, and Bottineau counties.
- (4) District 4: Devils Lake. Rolette, Pierce, Benson, Towner, Cavalier, and Ramsey counties.
- (5) District 5: Red River. Pembina, Walsh, Nelson, Grand Forks, Steele, Traill, Cass, Richland, Ransom, Sargent, Barnes, and Griggs counties.

(6) District 6: James River. Wells, Eddy, Foster, Stutsman, LaMoure, and Dickey counties.

(7) District 7: Central. McLean, Sheridan, Burleigh, Kidder, Emmons, Logan, and McIntosh counties.

Section 4. Regular Meetings. A regular meeting of the board of directors shall be held without other notice than this By-Law immediately after and at the same place as the annual meeting of the members. The board of directors may provide by resolution the time, date and place, for additional regular meetings of the board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the board of directors shall be called at the request of the president or any three directors.

Section 6. Notice. Notice of any special meeting of the board of directors shall be given by the executive secretary or the president of the Association at least one week previously thereto by written notice delivered personally or sent by mail to each director at his address as shown by the record of the Association. Such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends for the express purpose of objecting to the transaction of any business because the meeting has not lawfully been called.

Section 7. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, but if less than a majority of the directors are present at any meeting of the board a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a 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.

Section 9. Vacancies. Any vacancy occurring in the board of directors shall be filled by the water resource districts located within the geographical district where the vacancy has occurred, unless the vacancy is for one of the offices, in which

event such vacancy shall be filled by the board of directors. A director, if elected to fill a vacancy, shall be elected for the unexpired term of his predecessor in office.

Section 10. Compensation. Officers and directors may receive compensation from the Association, both salary and expenses, for their services, including board meetings, at the discretion of the board of directors, except that officers and directors shall not receive any salary or expenses from the Association for their services for spring workshops, annual summer meetings, or annual member meetings. Nothing herein contained shall be construed to preclude any director from receiving a salary or expenses from the water resource district of which he is a member.

Section 11. Treasurer. The treasurer shall have custody of the Association's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the board of directors. The treasurer shall disburse the funds of the Association as may be ordered under the director of the board of directors, taking proper vouchers for such disbursements, and shall render to the board of directors at its regular meetings or when the board of directors so requires, an account of all his or her transactions as treasurer and of the financial condition of the Association. The treasurer may be the same person as the executive secretary and shall be bonded by the State of North Dakota.

Section 12. Executive Secretary. The executive secretary shall be the managing officer of the Association. After the selection of the executive secretary, the executive secretary and staff shall conduct their offices and all other affairs of the Association not herein otherwise assigned, pursuant to the policies, direction, and control of the board of directors. The executive secretary shall keep records of meetings and proceedings of the Association, of the board of directors, and of members meetings; shall receive all money due the Association and disburse the same as authorized by the board of directors, but in no event shall the executive secretary make or authorize expenditures which exceeds the approved budget for any one year without written permission of the board of directors, and shall discharge such other duties as may be assigned to the executive secretary.

ARTICLE VI.

Committees

The board of directors may establish such committees as they may deem advisable. The president of the Association may fill vacancies in any committee in any interim between meetings of the board of directors or the Association and may appoint such additional committees as he deems necessary in the interim. Such committees shall function under the overall direction of the board of directors. The president of the Association shall be an ex-officio member of all committees, unless specifically excluded by the board of directors.

ARTICLE VII.

Fiscal Year

The fiscal year of the Association shall be a calendar year.

ARTICLE VIII.

Amendments

These By-Laws may be amended at any regular or special meeting of the members of this Association by a majority vote of a quorum present at such meeting.

Proposed amendments to the By-Laws must be submitted to the secretary of the Association at least fifteen (15) days prior to the meeting of said board at which they are to be considered.

Notice of meeting at which proposed amendments to these By-Laws will be considered, must be mailed to each member of the Association along with a copy of the proposed By-Laws amendments by mail at least fifteen (15) days prior to the regular or special meeting at which said amendments will be considered.