

DEVILS LAKE BASIN JOINT WATER RESOURCE BOARD
BY-LAWS

ARTICLE I

Name and Location:

Section 1 - Name. The name of this organization shall be the Devils Lake Basin Joint Water Resource Board.

Section 2 - Office. The principal office of the Devils Lake Basin Joint Water Resource Board shall be located at Devils Lake, North Dakota.

ARTICLE II

Seal:

Section 1 - Seal. The Devils Lake Basin Joint Water Resource Board shall have a seal which shall have inscribed thereon the name Devils Lake Basin Joint Board. The seal may be used by causing it or a facsimile thereof to be impressed or reproduced.

ARTICLE III

Membership:

Section 1 - Membership. The Devils Lake Basin Joint Water Resource Board shall consist of those water resource districts which have executed the joint exercise of powers agreement creating the Joint Board.

Section 2 - Membership Fees. The annual membership fee shall be established by resolution on or before July 1st of each year and shall be due and payable by each member district to the Joint Board by July 1 of the following year. Failure to make payment within the prescribed time shall serve to suspend the right of the delinquent water resource district member to vote at meetings of the Joint Board, but shall not affect the obligations of said delinquent district member to carry out any commitments made by it while a member of which were the result of its membership in the Joint Board.

ARTICLE IV

Purposes:

Section 1 - Purposes. The legislative assembly has authorized water resource districts, by agreement, to jointly and cooperatively exercise any power which may be exercised by a single board, pursuant to Title 61 of the North Dakota Century Code. The water resource districts which are parties to the Devils Lake Basin Joint Board have determined that a Joint Board is necessary to provide for a coordinated and cooperative approach to water management in the Devils Lake Basin. In addition, it was recognized by the water resource districts of the Devils Lake Basin that one entity representing the entire Devils Lake Basin would better represent the area concerning planning and implementation of a complete water management plan

for the Basin, and that one entity could better represent the entire Devils Lake Basin in dealings with the federal, state, and other local governments.

ARTICLE V

Meetings:

Section 1 - Regular Meetings. There shall be twelve regular meetings of the Joint Board of Directors of the Devils Lake Basin Joint Water Resource Board each year, which shall be held the second Wednesday of each month. The place and the time of each regular meeting shall be designated by the Joint Board of Directors. Notice of regular meetings shall be mailed to each Joint Board Director by the Secretary at least ten (10) days before said meeting. The Joint board of Directors can, by a majority vote, cancel any of the regular meetings.

Section 2 - Special Meetings. Special meetings may be called by the Secretary on order of the Chairman of the Joint Board of Directors or upon the written request of the majority of the qualified members of the Joint Board. Notice of a special meeting shall be mailed to each Joint Board Director at least six (6) days before such meeting, provided that a special meeting may be held at any time when all members of the Joint Board are present or consent thereto in writing.

Section 3 - Quorum. The joint powers agreement provides that a three-fourths majority (75%) of the members of the Joint Board of Directors shall constitute a quorum for the transaction of business, but any number may adjourn the meeting for want of a quorum.

Section 4 - Order of Business.

1. Roll call, a quorum being present.
2. Reading of minutes of preceding meeting and action thereon.
3. Consideration of communications to the joint board.
4. Reports of officers.
5. Reports of committees.
6. Unfinished business.
7. New business.

Section 5 - Roberts Rules of Order. All meetings will be conducted following Roberts Rules of Order.

ARTICLE VI

Votes and Proxies:

Section 1 - Voting. The joint powers agreement provides that each representative serving on the Devils Lake Basin Joint Water Resource Board shall represent one vote. In the event that the Joint Board representative from a member district is absent, vote by the Chairman or Vice-chairman of the said member district shall be allowed at any meeting of the Joint Board of Directors or committees thereof in the transaction of business for the Joint Board. It shall be the intent of the Joint Board to establish a consensus on issues which are being considered. However, in the event of a

failure to achieve a consensus, the vote of a majority of the Joint Board of Directors, which has been established a quorum, shall be necessary for the transaction of business, except in those cases which are specified otherwise in the joint powers agreement, at which time the type of majority specified shall be secured before the matter is deemed approved.

ARTICLE VII

Officers:

Section 1 - Officers. The officers of the Devils Lake Basin Joint Water Resource Board shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer as prescribed by law.

Section 2 - Election of Officers and Terms of Office. The Joint Board of Directors shall elect a Chairman and a Vice-Chairman from within the Joint Board of Directors. The terms of office for the Chairman and the Vice-Chairman shall be for a period of one year from the regular meeting of the Joint Board of Directors in January of each year. The office of Chairman shall be rotated annually. If for any reason any of the offices shall become vacant, such office shall be filled by election at the next regular or special meeting of the Joint Board of Directors. The person elected to fill such a vacancy shall serve for the balance of the term of office in which the vacancy occurred.

Section 3 - Duties of Officers. The Chairman of the Joint Board of Directors shall preside at all meetings of the Board of Directors. He shall execute contracts, notes, trust indentures, and other instruments requiring the seal of the Joint Board. He shall have general powers and duties invested in the chairman of a corporation except as limited and qualified by statutes and these bylaws. The Chairman shall also do and perform such other duties as may be assigned to him by the Joint Board of Directors. The chairman shall sign all warrants for the disbursement of Joint Board funds.

The Vice-Chairman shall, in the absence or disability of the Chairman, or in the even of his death, resignation, or removal from the office, perform the duties and exercise the powers of the Chairman and shall perform such other duties as the Board of Directors shall prescribe.

The Secretary shall attend all meetings of the Joint Board of Directors and shall record all votes and minutes of all proceedings in a book kept for that purpose. The Secretary shall serve as recorder for other standing committees of that Joint Board of Directors when required. The Secretary shall give, or cause to be given, notice of all meetings to the members of the Joint Board of Directors and the public as provided by law and these bylaws. The Secretary shall keep in safe custody the seal of the Joint Board and when authorized by the Joint Board of Directors, shall affix the same to any instrument requiring a seal and when affixed it shall be attested by the Secretary's signature. The Secretary shall see that all orders and resolutions of the Board of Directors are carried into effect. The Secretary shall be responsible for the preparation of such reports as the Joint Board of Directors may prescribe.

The Treasurer shall have custody of the Joint Board funds and securities and shall keep full and accurate accounts of the receipts and disbursements in the books belonging to the Joint Board and shall deposit such funds in the depository designated by law. The Treasurer shall prepare vouchers and warrants for the payment of claims against the Joint Board and shall sign the warrants as the Treasurer of the Joint Board. The Treasurer shall be responsible for the preparation of a financial statement showing the receipts and disbursements of the Joint Board funds. The Treasurer shall be bonded by the Joint Board in accordance with Section 61-16.1-05 of the North Dakota Century Code and as the Joint Board of Directors may prescribe.

ARTICLE VIII

Finances:

Section 1 - Fiscal Year. The fiscal year of the Devils Lake Basin Joint Water Resource Board shall commence on January 1st and shall close December 31st of each year.

ARTICLE IX

Amendments:

Section 1 - Bylaws Amended. These bylaws, except for the membership fee provisions of Article II, may be amended at any regular meeting of the Joint Board of Directors by a majority vote of duly elected members of the Joint Board. Amendment of the membership fee will require a three-fourths (75%) majority vote of all the members of the Joint Board. Proposed amendments to the bylaws must be submitted to the Secretary of the Joint Board by a member of the Joint Board of Directors at least thirty (30) days prior to the regular meeting of said board at which they are to be considered. Notice of meetings of the Joint Board of Directors at which proposed amendments to these bylaws will be considered, must be mailed to each member of the Joint Board of Directors along with a copy of the proposed bylaw amendment by the Secretary of the Joint Board by certified mail at least fifteen (15) days prior to the regular meeting at which said amendment will be considered.

ARTICLE X

Advisory Members:

Section 1 - Authority to Appoint. The Chairman of the Joint Board of Directors shall have the authority to appoint non-voting advisory members to the Joint Board, subject to the approval of a majority of the Joint Board. Such advisory members may be appointed to represent federal, state, and local agencies, to ensure that all interests are adequately represented during deliberations and meetings of the Joint Board, and also to ensure that the Joint Board is fully aware of all concerns and interests in the Devils Lake Basin.