

Upper Missouri Water Association
BY-LAWS

ARTICLE I: Name

The name of the Corporation is Upper Missouri Water Association, consisting of the four states of Montana, North Dakota, South Dakota and Wyoming.

ARTICLE II: Purpose

The purpose of the Upper Missouri Water Association (UMWA) is to protect, develop, and manage Upper Missouri water through discussion, information exchange, education, communication, interaction between Upper Missouri entities, and support for water plans, projects, programs, and issues through unanimous consent.

ARTICLE III: Membership

Section 1. Any person, firm, entity, business, corporation, cooperative or institution, wherever resident or domiciled, and any political subdivision, public body, department or agency, actively interested in water resource development, management and related activities, and which is a member in good standing of the appropriate state water association, shall be eligible to apply for membership, and upon acceptance of the applicant's application by the board of directors, shall become entitled to all of the rights and privileges of membership during the term for which the applicant shall have paid membership dues. Membership dues shall be fixed by the board of directors, along with the criteria for each class of members.

Section 2. The UMWA shall have the following classes of members:

1. Individual Members. Any individual person interested in Upper Missouri water.
2. Associate Members. Any business, company, district, organization, or agency which supports Upper Missouri water.

3. Tributary Member. Any entity which has significant stake in Upper Missouri water.
4. Mainstem Member. Any entity which is dependent on Upper Missouri Water.

Section 3. Non-Voting and Non-Dues Paying Members. Each employee or member of the governing body of the dues paying members of the UMWA shall automatically be considered a member of the UMWA, entitled to participate in UMWA activities and programs, but without the privilege of voting, unless such person is designated to vote for the dues paying member organization or company.

Section 4. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Voting by Proxy shall not be permitted. A majority of the eligible votes at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

Section 5. 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, as determined by the Board.

Section 6. 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 there-tofore accrued and unpaid, and shall not entitle the member to any refund of membership dues.

ARTICLE IV: Meetings of Members

Section 1. Annual Member Meeting. The annual meeting of the members shall be held at the place and on the date as determined by the board of directors.

Section 2. Special Member Meetings. Special meetings of the members may be called by the board of directors, or not less than ten percent (10%) of the members having voting rights.

Section 3. Notice of Member 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 75% of the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum at Member Meetings. Ten percent (10%) of the members 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.

ARTICLE V: Directors and Officers

Section 1. The government, control, and management of the Corporation should be vested in a board of directors consisting of members or representatives of members of the Corporation. The board of directors shall have power to do every act and thing which the interests of the Corporation shall require to the extent permitted by law.

Section 2. Officers. The officers of the Association shall be the president and vice-president. The president and vice-president shall be elected for two year terms by the board of directors from the board of directors at the reorganization meeting of the board of directors at the annual member meeting of each even-numbered year, and may be re-elected for additional consecutive terms. The president and the vice-president must be elected members of the board of directors. The president of the Corporation shall preside at all meetings of the Corporation and the board of directors, shall enforce all the rules and policies of the Corporation, and shall present to each annual meeting any recommendation of the board of directors. The vice-president shall have the power and duties of the president during temporary absence of the president. Whenever the office of the president of the Corporation is vacant, for any reason, the duties of the president of the Corporation shall be carried out by the vice-president of the Corporation.

Section 3. Board of Directors. The board of directors of the Corporation shall be composed of the following:

- a. Officers. The immediate past president, the president, and the vice-president shall be the officers, elected by the board of directors from the board of directors, on a rotation basis among the states to be established by the Board.
- b. Directors. The Board of Directors shall consist of the following:
 1. Four representatives of each state elected or appointed by the water association of each state.
 2. One commercial representative as a voting member.
 3. A representative of Mni-Sose as an ex-officio member.
 4. The State Engineer or state water agency director, or designee, from each state, as ex-officio members.
 5. Representatives of federal agencies as ex-officio members.

Section 4. Election or Appointment of Directors. Election or appointment of directors shall be made by the state water association of each state.

Section 5. Term of Office. Each director shall be appointed or elected for a term of four years or until a successor shall have been elected and qualified.

ARTICLE VI. Board Meetings

Section 1. Regular Board 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 shall establish the time, date and place, for additional regular meetings of the board.

Section 2. Special Board Meetings. Special meetings of the board of directors shall be called at the request of the president or any three directors.

Section 3. Notice of Board Meetings. Notice of any special meeting of the board of directors shall be given by the executive secretary or the president of the Corporation 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 Corporation. 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 4. Quorum at Board Meetings. A majority of the board, including at least one representative from each state, 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 5. Manner of Acting at Board Meetings. 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 6. Board Vacancies. Any vacancy occurring in the board of directors shall be filled by the directors located within the state where the vacancy has occurred. A director, if elected to fill a vacancy, shall be elected for the unexpired term of his predecessor in office.

Section 7. Executive Director. The executive director shall be the managing officer of the Corporation. After the selection of the executive director by the Board, the executive director and staff shall conduct their offices and all other affairs of the Corporation not herein otherwise assigned, pursuant to the policies, direction, and control of the board of directors. The executive director shall keep records of meetings and proceedings of the Corporation, of the board of directors, and of member meetings; shall receive all money due the Corporation and disburse the same as authorized by the board of directors, but in no event shall the executive director 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 director. The Board shall determine compensation for the executive director.

ARTICLE VII: Committees

Section 1. Committees. The board of directors may establish such committees in the Corporation as they may deem advisable. The president of the Corporation may fill vacancies in any committee in any interim between meetings of the board of directors or the Corporation 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 Corporation shall be a member of all committees, unless specifically excluded by the board of directors. Any member is entitled to be appointed to a committee.

ARTICLE VIII: Fiscal Year

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

ARTICLE IX: Assets and Dissolutions

Section 1. Earnings. No part of the net earnings of the Corporation shall inure to the benefits of, or be distributable to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 2. Distribution of Assets. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in such manner, or to such organization or organizations organized and operated for purposes which shall at the time qualify as an exempt organization or organizations under section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.

ARTICLE X: Amendments

These by-laws may be amended by a majority of the board of directors, which shall include at least one representative from each state.

ARTICLE XI: Distinguished Service Awards

Awards for distinguished service related to the purpose of this Association may be given annually to recognize individuals, organizations, or other entities. Recipients of such awards need not be members of his Association. Board members for each State shall be responsible for selecting nominees from their state for the distinguished service award. One recipient from each state shall be presented each year.