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Amended July 1, 1993
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Amended December 8, 2017
Amended December 10, 2021

BY-LAWS OF THE
NORTH DAKOTA WATER USERS ASSOCIATION

ARTICLE I

Name

The name of the Association is North Dakota Water Users Association.

ARTICLE II

Purposes

The purposes for which North Dakota Water Users Association is organized is to actively foster, promote, and support the conservation, development, and management of North Dakota's water and related land resources; to encourage education about water and related land resources, and to acquire and disseminate factual information related thereto; to coordinate efforts, cooperate with and assist federal, state, local and international agencies in securing prompt authorizations and appropriations for construction of land and water development projects which have the approval of the State of North Dakota and affected localities; to further and promote the business and economic opportunities and interests relating to water resource development and management; to protect and defend the integrity of the water laws of the State of North Dakota and to protect and defend the rights of North Dakota and her citizens in and to the appropriation and use of waters for lawful and beneficial uses; and in general to support and advance the protection, conservation, development and management of North Dakota's water and related land resources.

ARTICLE II

Membership

Section 1. Any person, firm, entity, business, Association, 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, 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.

Section 2. The North Dakota Water Users Association shall have the following classes of members:

1. Individual Members. Any individual person who is interested in supporting the protection, development, and management of North Dakota's water resources shall be eligible to apply to become an individual member.
2. Business Members. Any private business, company, or organization (incorporated or unincorporated) which is interested in supporting the protection, development, and management of North Dakota's water resources shall be eligible to become a business member.
3. Public Member. Any city, or other political subdivision or agency, which is interested in supporting the protection, development, and management of North Dakota's water resources shall be eligible to become a Public member.
4. Water Resource Member. Any individual, business, company, organization, or firm (incorporated or not incorporated) engaged in business or activity which is dependent on water and related land resources, or which receives benefits from water programs and projects in North Dakota including water resource districts, rural water systems, irrigation districts, rural electric cooperatives, engineering firms, contractors, businesses which supply materials and equipment for water related activities, major water users (use more than 1,000 acre feet of water), and any other individual, firm, or entity who receives benefits from water programs and projects in North Dakota, shall be eligible to become a water resource member.

5. Sustaining Member. Any individual, business, company, or firm (incorporated or not incorporated) which is interested in aggressively and significantly supporting the protection, development, and management of North Dakota's water resources, beyond other levels of membership, shall be eligible to become a sustaining member.

Section 3. Non-Voting and Non-Dues Paying Members. Each employee or member of the governing body of an organization or entity which is a dues paying member of the North Dakota Water Users Association shall automatically be considered a non-voting member of the North Dakota Water Users Association, entitled to participate in Association 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.

Section 6. Resignation. Any member may resign by filing a written resignation with the executive vice-president, 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.

ARTICLE III

Meetings of Members

Section 1. Annual Meeting. The annual meeting of the members shall be held in conjunction with the annual joint 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.

Section 2. Special 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 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 vice-president 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% of the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. Twenty-five 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.

Governance

ARTICLE IV

Directors and Officers

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

Section 2. Officers. The officers of the Association shall be the president, the first vice-president, the second vice-president, and the treasurer. The president, the first vice-president, the second vice-president and the treasurer of the Association shall be elected for two year terms by the board of directors at the reorganization meeting of the board of directors at the annual member meeting of each odd-numbered year, and may be re-elected for additional consecutive terms. The president, the first vice-president, and the second vice-president must be elected members of the board of directors. The treasurer does not have to be an elected member of the board of directors. The president of the Association shall preside at all meetings of the Association and the board of directors, 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 first vice-president shall have the power and duties of the president during temporary absence of the president, and the second vice-president shall have such powers when both the president and the first vice-president are absent. 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 first vice-president of the Association.

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

- a. Officers. The immediate past president, the president, the first vice-president, the second vice-president, and the treasurer of the Association shall be the officers.

- b. District Directors. Three directors shall be elected to represent each of the following geographical membership districts within the State of North Dakota. Directors

representing geographical districts shall be elected by the members residing within each geographical district. The district directors shall hold office for a period of three (3) years, beginning immediately after the annual member meeting at which they have been elected and qualified.

The geographical districts shall be as follows:

District I: Divide, Burke, Williams,
Mountrail and McKenzie Counties

District II: Renville, Bottineau, Ward, and
McHenry Counties

District III: Rolette, Towner, Cavalier
Ramsey, Benson, and Pierce
Counties

District IV: Pembina, Walsh, Nelson, Grand
Forks, Griggs, Steele, and
Traill Counties

District V: Barnes, Cass, Ransom, Sargent,
and Richland Counties

District VI: Wells, Eddy, Foster, Kidder,
Stutsman, LaMoure, and Dickey
Counties

District VII: McLean, Sheridan, Burleigh,
Emmons, Logan, and McIntosh
Counties

District VIII: Mercer, Oliver, Morton, Grant,
and Sioux Counties

District IX: Dunn, Golden Valley, Billings,
Stark, Slope, Hettinger,
Bowman, and Adams Counties

c. Ex Officio Directors. The manager of the Garrison Diversion Conservancy District and the Director of the Department of Water Resources shall serve as ex officio members of the board of directors of the Association.

Section 4. Election of Directors. Election shall be made by the members of the Association from each district at district caucuses during the annual member meeting. The district caucuses shall be organized by use of the nine (9) geographical district. All Association members within a district are eligible to vote for directors from that district. A plurality of votes cast shall be sufficient to elect.

Section 5. Elective Directors, Term of Office. Each director shall be elected for a term of three years or until a successor shall have been elected and qualified.

Section 6. 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 7. Special Meetings. Special meetings of the board of directors shall be called at the request of the president or any three directors.

Section 8. Notice. Notice of any special meeting of the board of directors shall be given by the executive vice-president 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 9. 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 10. 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 11. Vacancies. Any vacancy occurring in the board of directors shall be filled by the directors located within the geographical district where the vacancy has occurred, unless the vacancy is for one of the officers, 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 12. 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 direction 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 vice-president.

Section 13. Executive Vice-President. The executive vice-president shall be the managing officer of the Association. After the selection of the executive vice-president, the executive-vice president 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 vice-president shall keep records of meetings and proceedings of the Association, of the board of directors, and of member 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 vice-president 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 vice-president.

ARTICLE VI

Committees

Section 1. Executive Committee. The executive committee shall consist of one director from each geographical district who shall be appointed by the elected directors from each geographical district, and the immediate past president, the president, the first vice-president, the second vice-president, and the treasurer of the Association.

Section 2. Other Committees. The board of directors may establish such committees of the Association as they may deem advisable, including a legislative committee to support the goals and policy positions of the Association before the North Dakota Legislature. 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

Assets and Dissolution

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

Section 2. Distribution of Assets. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association 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. Any such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

Amendments

These by-laws may be amended by a majority of the board of directors.