

EAST DAKOTA WATER DEVELOPMENT DISTRICT  
BYLAWS  
AS AMENDED 4/19/85, 5/16/85, 4/16/09 and 3/17/11

ARTICLE I

NAME AND PURPOSE

The East Dakota Water Development District (hereinafter referred to as “District”) is a water development district established under the authority and for the purposes contained within South Dakota Codified Law (SDCL) Chapters 46A-3A through 46A-3E, inclusive.

BOARD OF DIRECTORS

All powers, privileges and duties vested in, or imposed upon, the District by law shall be exercised and performed by and through the Board of Directors (hereinafter referred to as “Board”).

PRINCIPAL OFFICE

The principal office of the District shall be at Brookings, South Dakota, provided that the location of such principal office may be changed by amendment to these by-laws by action of the Board.

JURISDICTION

The District is comprised of all of Brookings, Codington, Deuel, Grant, Hamlin, Kingsbury, Lake, Minnehaha and Moody Counties; Grafton, Belleview, Adams, Henden, Howard, Clearwater, Canova and Vermillion townships in Miner County; and all municipalities that are wholly or partially within the included area or that are contiguous to the included area.

ARTICLE II  
OFFICIAL SEAL

The East Dakota Water Development District shall have a seal which shall have inscribed thereon the name of the water development district. Said seal shall be used and custody established as directed by the Board.

ARTICLE III

REGULAR MEETINGS

There shall be 12 regular meetings of the Board each year. These meetings shall be scheduled on the third Thursday of the months January through December, at a place and time to be specified by the Board. The Board, by majority vote at a prior regular meeting, may cancel any regular meeting

or change the place, date or time of such meeting. Notice of such regular meeting shall be mailed by the Secretary, or other designated official, to each director at least ten days before each meeting, provided that, in lieu of written notice, the Secretary, or other designated official, may give notice by telephone notice, at least two-thirds of the directors shall assure the Secretary, or other designated official, of intention to attend the meeting. Unless otherwise specified by the Board, regular meetings shall be open to the public.

#### ANNUAL MEETING

The annual meeting shall be held in January of each year, at which annual and fiscal year reports shall be submitted to the Board and the Board shall elect officers for the year. This meeting shall be open to the public.

#### SPECIAL MEETINGS

Special meetings of the Board may be scheduled by the Chair, or upon request of three directors to the Secretary. Directors shall be notified of the place, date, time, and purpose of such special meetings in the same manner as in the case of regular meetings. Unless otherwise specified by the Board, special meetings shall be open to the public.

### ARTICLE IV

#### QUORUM

All official business of the Board shall be transacted at a regular or special meeting at which a quorum of the Directors is present. A majority of the Board shall constitute a quorum.

#### CONDUCT OF MEETINGS

Roberts Rules of Order shall be utilized as a guideline for matters coming before the Board, provided that no action, formal or informal, shall be set aside due to any irregularity or noncompliance with Roberts Rules of Order. The Chair shall make all rulings with respect to procedural issues, and shall have a vote on each issue coming before the Board.

#### MOTIONS AND RESOLUTIONS

Actions of the Board necessary for the governing and management of the affairs of the District, for the execution of the powers vested in the District, and for otherwise implementing the provisions of SDCL 46A-3A through 46A-3E, inclusive, shall be taken by the passage of motions or resolutions, as may be appropriate. All such formal action shall require the majority vote of the quorum present.

#### VOTES AND PROXY

Each director shall be entitled to one vote on all matters requiring a vote at meetings of the Board.

A director may designate a representative to attend Board meetings, provided that such representative shall not be entitled to cast the vote of the director he/she represents nor to sit as an officer of the Board. Such person, as the designated representative, shall present a written authorization from the director to be represented. An individual who represents a director shall not draw per diem nor expenses.

## ARTICLE V

### DIRECTOR QUALIFICATIONS AND NUMBER

The qualifications and term of office for each director shall be determined by applicable statutory provisions, specifically including, but not limited to, SDCL Chapter 46A-3B. Based on the general population of the District, the Board shall consist of nine members, as stipulated in SDCL 46A-3B-2.

### DIRECTOR VACANCIES

Vacancies, as defined in SDCL 46A-3B-9, which may occur on the District Board, shall be filled by elective action of the remaining directors from among candidates proposed by nominating petitions signed by at least twenty-five registered voters in the director area in which the vacancy exists.

The director candidate(s) must reside in and be a registered voter in the director area to be represented, as required in SDCL 46A-3B-2.

A notice declaring a vacancy on the Board of Directors, and the period of time for accepting nominating petitions of candidates for such vacancy, shall be published in at least one newspaper of wide circulation within the director area for which the vacancy exists. Such notification shall be published at least 20 days prior to the time petitions will no longer be accepted. Nominating petitions are to be presented to the principal office of the water development district or to the Board at a board meeting.

## ARTICLE VI

### OFFICERS

At the annual meeting in January of each year the Board shall elect a chair, vice-chair and secretary from among their membership, who shall hold office until the next annual meeting of the District or until their successors have been elected. These officers shall be elected to terms of one year, such term to begin immediately upon election at the annual meeting and to terminate immediately upon election of a successor. Also, the directors shall appoint a treasurer who may or may not be a director and who shall serve at the pleasure of the Board or until his/her successor is appointed. Said chair, vice-chair, secretary and treasurer shall constitute the officers of the Board provided that the treasurer, if not a director, shall have no voting privileges. The officers shall also constitute the Executive Committee.

## DUTIES OF OFFICERS

(a) The Chair shall preside at meetings of the Board. She/he shall execute contracts and other instruments on behalf of the Board and otherwise represent the Board. She/he shall determine the need for and call special meetings of the Board. She/he may sign vouchers for disbursement of water development district funds. She/he may perform such other duties as prescribed by the Board.

(b) The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair. She/he may perform other duties as prescribed by the Board.

(c) The Secretary shall provide ten days notice, if by mail, of the Board meetings or three days notice if by telephone; shall keep the minutes of the Board meetings; shall attest to documents reflecting Board of Directors' actions as required and may perform such other duties as may be prescribed by the Board.

(d) The Treasurer shall have custody over all funds and securities of the water development district and shall be bonded in such sum and with such sureties as the Board may prescribe, conditioned upon the faithful performance of the duties of his/her office. She/he shall keep accurate accounts of the receipts and disbursements in the books of the District. She/he shall deposit such monies as may come to the District in depositories designated by the Board. She/he shall prepare and may sign vouchers and distribute warrants and checks in payment of proper claims against the water development district. She/he shall prepare and submit periodic financial statements and reports of the accounts of the District. She/he shall perform such other duties as the Board may prescribe.

## ARTICLE VII

### DISTRICT OFFICE AND EMPLOYEES

As provided in SDCL 46A-3D-1, the District Board of Directors may equip, maintain, and operate an office within the water development district as its principal place of business and establish other offices as necessary. The Board may appoint and fix compensation of any employees deemed necessary by the Board to conduct the business and affairs of the water development district and to carry out the intent of SDCL 46A-3A to 46A-3E, inclusive.

## ARTICLE VIII

### DISCLOSURE OF CONFLICT OF INTEREST

Any director who is present at a meeting at which is discussed any matter in which that director has, directly or indirectly, a private pecuniary or property interest shall disclose such interest to the Board. Any such director shall refrain from advocating for or against the matter and shall disqualify himself/herself from voting on such matter. The Board may adopt a separate policy specifically regarding ethical standards and practices.

## ARTICLE IX

### COMMITTEES

Standing committees are hereby established to deal with Finance, Personnel, Planning and Legislative issues. The Chair and members of each standing committee shall be appointed annually by the Board Chair from among the current directors.

Ad hoc committees may be appointed by the Chair for a specific purpose and will be dissolved upon completion of their assignment.

## ARTICLE X

### AUTHORIZATION FOR EXPENSES

Directors shall be entitled to compensation for any business, or for attendance at any meeting, authorized by the Board wherein such meeting, or business, relates to or is associated with water development district affairs. Compensation may include per diem, and other expenses, at a rate established by the Board and payable in accordance with the Board's current reimbursement procedure.

## ARTICLE XI

### MODIFICATION OF BYLAWS

These bylaws may be altered, amended or repealed by a favorable vote of at least two-thirds of those directors present and voting at any regular meeting, or at any special meeting of the Board called for that purpose, after an initial presentation of the proposal at a prior regular meeting of the Board.

## ARTICLE XII

### SEVERABILITY

If any provision of these Bylaws or the application thereof is held invalid, such invalidity shall not affect the provisions or applications of these Bylaws which can be given effect without the invalid provision or application. To this end, the provisions of these Bylaws are deemed severable.

ADOPTED this 17<sup>th</sup> day of March, 2011, by the Board of Directors of the East Dakota Water Development District.

**EAST DAKOTA WATER DEVELOPMENT DISTRICT**

By \_\_\_\_\_  
Chair

ATTEST:

\_\_\_\_\_  
Secretary