

**BY-LAWS
OF
CASS RURAL WATER USERS DISTRICT**

*ARTICLE I
General Purpose*

The purpose for which this district is formed, and the powers which it may exercise are set forth in Chapter 61-35 of the North Dakota Century Code.

*ARTICLE II
Name and Location*

Section 1. The name of the district is:

CASS RURAL WATER USERS DISTRICT

Section 2. The principal office of this district shall be located in the County of Cass, State of North Dakota.

*ARTICLE III
Fiscal Year*

The fiscal year of the district shall begin the 1st day of January of each year.

*ARTICLE IV
Membership*

Section 1. Every person, which word as used herein includes any legal entity, who is a record owner of a fee or undivided fee interest, or having a substantial possessor interest, in a property served by the water system may become a member of the district upon signing such applications and agreements for the purchase of water as may be provided and required by the district and upon the payment of such connection fee as may be imposed by the Board of Directors provided that only one (1) membership at a time may be held for each property served. A single membership may be issued to all persons owning or having a substantial possessor interest in the property. Only one (1) membership may be held with respect to property at one time. The Board of Directors shall provide that membership shall not be denied because of the applicant's race, color, creed, or national origin. Membership may be denied if the capacity of the district's water system is exhausted by the needs of its existing members, or if the proposed use of the applicant is such that it would interfere with existing uses previously authorized by the Board of Directors.

- A. A substantial possessor interest is one where the person or persons have a legal right to control an occupancy of

a property but do not have the legal or the equitable ownership of the property. It may be under a lease or similar right to possession.

1. Before membership is allowed to one or more persons claiming such an interest, the district will endeavor to obtain the application for membership from the owner of such property.
2. Where membership is granted to one or more persons having a substantial possessor interest, the district as a condition to the membership may require such applicant to post such collateral or bond as the Directors determine necessary to fully protect the district from any additional risk that may be involved to the district by reason of the lack of legal ownership in the applicant.

Section 2. Each member shall have only one membership for each property served, regardless of the number of service connections he/she may obtain to serve his/her property. When more than one person holds the interest in a property served, the vote shall be exercised by the person in whose name the account with the district is registered or by such person as the several persons may designate.

Section 3. Membership shall be transferable but the transfer will be effective only when noted on the books of the district. Such transfer will be made only to a person who obtains a qualifying interest in the property. A member will transfer his/her membership in the district to his/her successor in interest as part of the transaction whereby he/she disposes of his/her interest to said property. The secretary, upon request, will make note of such transfer upon the records of the district.

Section 4. When membership in the district is not transferred, it shall terminate upon the disposition or other termination of the member's interest in the property. Membership also may be terminated by action of the Board of Directors where the use of the property is changed so as to materially increase the amount of water consumed to the prejudice of other existing members or to the prejudice of the orderly operation of the system.

Section 5. The termination of the membership of any member shall not disqualify for membership any other person who has or obtains an interest in the property of the terminated member and who otherwise meets the requirements of these By-Laws.

Section 6. In the event a member's property interest is divested other than by voluntary means, such member's membership will pass to the trustee, receiver, executor, or the like who will be entitled either in person or through a designated representative to exercise all of the rights incident to such membership, but subject to such duties and liabilities also applicable to the membership. The trustee, receiver, executor, or the like, may terminate such membership by written notice to such effect delivered or mailed to the secretary of the district. Upon the final disposition of such property rights, the owner thereof shall be entitled to membership in like manner as if the membership had been transferred to him/her by the original member as set forth in Section 4 above.

Section 7. Upon the transfer of a membership, the district requires that all past due amounts be collected. The district will seek collection from the individual who incurred such charges or assessments or from the property itself if a judgment lien had been duly perfected against such property.

ARTICLE V

Meetings of Members

Section 1. The annual meeting of the members of this district shall be held at a date, time and location set by the Board of Directors.

Section 2. Special meetings of the members may be called at any time by the action of the Board of Directors and such meeting must be called whenever a petition requesting such meeting is signed by at least ten percent (10%) of the members and presented to the secretary or to the Board of Directors. The purpose of every special meeting shall be stated in the notice thereof, and no business shall be transacted there at except such as is specified in the notice.

Section 3. Notice of meetings of members of the district, both regular and special, shall be given by notice mailed by either third, second, or first-class mail to each member of record, directed to the address shown upon the books of the district and published in the official newspaper of the county or counties served by the district, not less than ten (10) nor more than thirty (30) days prior to such meeting. Such a notice shall state the nature, time, place, and purpose of the meeting, but no failure or irregularity of notice of any annual meeting, regularly held, shall affect any proceedings taken thereat.

Section 4. The presence at a meeting of members entitled to cast their vote in their own right or cast their vote by proxy five

percent (5%) of the total number of votes shall constitute a quorum. Members shall be permitted to vote by proxy and all proxies shall be in writing and filed with the Secretary. Such proxies may be general or restrictive. Proxies shall be revocable and shall not be valid beyond eleven (11) months, nor after termination of the participating membership by cessation of the participating member's interest in the property.

Section 5. Directors of this district shall be elected at the annual meeting of the members as provided in Article VI, Section 1. Each member is entitled to one vote at the annual and special meeting of the District for each beneficial unit to which the member is subscribed.

Section 6. The order of business at the regular meetings and so far as possible at all other meetings shall be:

1. Calling to order and proof of quorum.
2. Proof of notice of meeting.
3. Reading and action on any unapproved minutes.
4. Reports of officers and committees.
5. Election of directors.
6. Unfinished business.
7. New business.
8. Adjournment.

ARTICLE VI
Directors and Officers

Section 1. The Board of Directors of this district shall consist of nine (9) members, all of whom shall be members of the district. At the first annual meeting of the members, three (3) directors shall be elected for a term of one (1) year; three (3) directors for a term of two (2) years; and three (3) directors for a term of three (3) years. At each annual meeting thereafter, the members shall elect for a term of three (3) years the number of directors whose terms of office have expired. Each director shall hold office for the term for which he/she is elected and until his/her successor shall have been elected and qualified. There shall be three (3) Directors from each Phase of the system.

Section 2. The Board of Directors shall meet within ten (10) days after the annual election of directors and shall elect a president and vice president from among themselves and a Secretary-Treasurer who need not be a member of the Board of Directors, each of whom shall hold office until the next annual meeting and until the election and qualification of his/her successor unless sooner removed by death, resignation, or for cause.

Section 3. If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification or otherwise, except by removal from office, a majority of the remaining directors, though less than a quorum shall, by a majority vote, choose a successor who shall hold office until the next regular meeting of the members of the district, at which time the members shall elect a director for the unexpired term or terms, provided that in the call of such regular meeting a notice of such election shall be given.

Section 4. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. The affirmative vote of the majority of the directors at a meeting at which a quorum is present shall be the act of the Board. A conference among directors using any means of communication through which the directors may simultaneously hear each other during the conference constitutes a board meeting, if the number of directors participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 5. Members of the Board of Directors shall receive reasonable compensation to cover the expenses of serving on the board, which may be fixed by the Board of Directors subject to reduction at a meeting of the members, for each day actually spent at attendance at meetings or other business of the district.

Section 6. Officers and directors may be removed from office in the following manner: Any member, officer, or director may present charges against a director or officer by filing them in writing with the secretary of the district. If presented by a member, the charges must be accompanied by a petition signed by 10 percent (10%) of the members of the district. Such removal shall be voted on at the next regular or special meeting of the members and shall be effective if approved by a vote of a majority of those voting if a quorum is present. The director or officer against whom such charges have been presented shall be informed, in writing, of such charges at least twenty (20) days prior to the meeting, and shall have the opportunity at such meeting to be heard in person or by counsel and to present witnesses; and the person or persons presenting such charges against him/her shall have the same

opportunity. If the removal of a director is approved, such action shall also vacate any other office held by the removed director in the district. A vacancy in the Board thus created shall immediately be filled by a vote of a majority of the members of the Board present and voting at such meeting. The Board of Directors shall fill a vacancy in any office thus created from among their number so constituted after the vacancy in the Board has been filled.

ARTICLE VII
Duties of Directors

Section 1. The Board of Directors, subject to restrictions of law, and these By-Laws, shall exercise all of the powers of the district that are allowed by Chapter 61-35 of the North Dakota Century Code, or any subsequent amendments thereto, and, without prejudice to or limitation upon their general powers, it is hereby expressly provided that the Board of Directors shall have, and are hereby given, full power and authority in respect to the matters as hereinafter set forth to be exercised by resolution duly adopted by the Board:

- A. To approve membership applications to permit the connection of properties to the system.
- B. To select and appoint all officers, agents, or employees of the district, remove such agents or employees of the district, prescribe such duties and designate such powers as may not be inconsistent with these By-Laws, fix their compensation and pay for faithful services.
- C. To borrow from any source, money, goods, or services and to make and issue notes and other negotiable or nonnegotiable instruments evidencing indebtedness of the district; to make and issue mortgages, deeds of trust, pledges of revenue, trust agreements, security agreements and financing statements, and other instruments evidencing a security interest in the assets of the district; and to do every act and thing necessary to effectuate the same.
- D. To prescribe, adopt, and amend from time to time such equitable uniform rules and regulations as, in its discretion, may be deemed essential or convenient for the conduct of the business and affairs of the district and the guidance and control of its officers and employees, and to prescribe adequate penalties for the breach thereof.

- E. To order, at least once each year, an audit of the books and accounts of the district by a competent public auditor or accountant. The report prepared by such auditor or accountant shall be submitted to the members of the district at their annual meeting. Copies of such audits shall be submitted to such parties as may be required by other agreements.
- F. To fix and alter the charges to be paid by each member for services rendered by the district to the member, including connection fees where such are deemed to be necessary by the directors, and to fix and alter the method of billing, time of payment, manner of connection, and penalties for late or non-payment of the same. The Board may establish one or more classes of users. All charges shall be uniform and nondiscriminating within each class of users.
- G. To require all officers, agents, and employees charged with responsibility for the custody of any of the funds of the district to give adequate bonds, the cost thereof to be paid by the district, and it shall be mandatory upon the directors to so require.
- H. To select one or more banks to act as depositories of the funds of the district and to determine the manner of receiving, depositing, and disbursing the funds of the district and the form of checks and the person or persons by whom the same shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will.

ARTICLE VIII
Duties of Officers

Section 1. Duties of President: The President shall preside over all meetings of the district and the Board of Directors, call special meetings of the Board of Directors, perform all acts and duties usually performed by an executive and presiding officer, and sign all papers of the district as he/she may be authorized or directed to sign by the Board of Directors, provided the Board of Directors may authorize any person to sign any or all checks, contracts, and other instruments in writing on behalf of the district. The President shall perform such other duties as may be prescribed by the Board of Directors.

Section 2. Duties of the Vice-President. In the absence or disability of the President, the Vice-President shall perform the

duties of the President; provided, however, that in case of death, resignation, or disability of the President, the Board of Directors may declare the office vacant and elect his/her successor.

Section 3. Duties of the Secretary-Treasurer: The Secretary-Treasurer or appointed assistant shall keep a complete record of all meetings of the district and of the Board of Directors and shall have general charge and supervision of the books and records of the district. He/she shall attest the President's signature on all papers pertaining to the district unless otherwise directed by the Board of Directors. He/she shall serve, mail or deliver all notices required by law and these By-Laws and shall make a full report of all matters and business pertaining to his/her office to members at the annual meeting or at such other time or times as the Board of Directors may require. He/she shall keep membership records of the district. He/she shall keep a proper membership record, showing the name of each member of the district and date of issuance, surrender, transfer, termination, cancellation, or forfeiture. He/she shall make all reports required by law and shall perform such other duties as may be required of him/her by the district or the Board of Directors. Upon the election of his/her successor, the Secretary-Treasurer shall turn over to him/her all books and other property belonging to the district that he/she may have in his/her possession. He/she shall also perform such duties with respect to the finances of the district as may be prescribed by the Board of Directors.

ARTICLE IX

Benefits and Duties of Members

Section 1. The district will install, maintain, and operate a main distribution pipeline or lines from the source of the water supply and service lines from the main distribution pipeline or lines to the curb stop of each member of the district, at which points, designated as delivery points, meters to be purchased, installed, owned, and maintained by the district shall be placed.

The district also may purchase and install a cutoff valve in each service line from its main distribution line or lines, such cutoff valve to be owned and maintained by the district and to be installed on some portion of the service line owned by the district. The district shall have the sole and exclusive right to the use of such cutoff valve. However, the provisions of this section shall not be construed to require the acquisition or installation of meters or cutoff valves where the directors determine under the circumstances of the system and the nature of the membership that the use of either or both of such devices is

impractical, unnecessary to protect the system and the rights of the membership, and/or economically not feasible.

Section 2. Each member will be required at his/her own expense for the excavation and the connection of the service line or lines from the property line of the member to his/her dwelling or other portion of his/her premises, and to purchase and have installed the portion of the service line or lines from his/her property line to the place of use on his/her premises. The member will maintain such portion of such service line or lines which shall be owned by the member, at his/her own expense.

In addition, each member shall pay such connection charge, if any, as may have been imposed by the Board of Directors before such member will be entitled to receive water from the system.

Section 3. Each member may be permitted to have additional service lines from the district's water system in the discretion of the Board of Directors upon proper application therefor and the tender of payment not to exceed then existing connection charge. The approval by the Board of Directors of additional service lines to an existing member may be made conditional upon such provisions as the Board of Directors determines necessary to protect the interests of other members and to allow for the orderly expansion and extension of the system to serve other property that may need service along the distribution lines of the system. Each service line shall connect with the district's water system at the nearest available place to the place of desired use by the member if the district's water system has sufficient capacity to permit the delivery of water through a service line at that point without interfering with the delivery of water through a prior service line. If the district's water system is inadequate to permit the delivery of water through a service line installed at such place without interfering with the delivery of water through a prior service line, then such service line shall be installed at such place designated by the district.

Section 4. Each member may be permitted to purchase from the district, pursuant to such agreement as may from time to time be provided and required by the district, such water as is needed by him/her for domestic, commercial, agricultural, industrial or other purposes as a member may desire, subject however, to the provisions of these By-Laws and to such rules and regulations as may be prescribed by the Board of Directors. Each member shall be entitled to have delivered to them through their service lines only such water as may be necessary to supply the needs of each member, including their families, business, agricultural, or industrial requirements. The water delivered through each service line may be metered separately and the charges for such water may be determined

separately, irrespective of the number of service lines owner by the member.

Section 5. In the event the total water supply shall be insufficient to meet all of the needs of the members or in the event there is a shortage of water, the district may prorate the water available among the various members on such basis as is deemed equitable by the Board of Directors, and may also prescribe a schedule of hours covering use of water for commercial, agricultural, or industrial purposes by particular members and require adherence thereto or prohibit the use of water for commercial, agricultural, or industrial purposes; provided that, if at any time the total water supply shall be insufficient to meet all of the needs of all of the members for domestic, livestock, commercial, agricultural, or industrial purposes, the district must first satisfy all of the reasonable needs of the members for domestic purposes before supplying any water for livestock purposes and must satisfy all of the needs of all of the members for domestic and livestock purposes before supplying any water for commercial or industrial purposes; and provided further that where a member has more than one service line, the district may cut off the flow of water to the non-domestic service lines until such time as the supply of water from the system is sufficient to meet the needs of all of the members for domestic, livestock, and garden purposes. During such periods of shutoff of additional service lines there shall be no minimum fee charged to the members having such additional service lines and the cost, if any, of resuming the flow of water to such additional service lines shall be borne by the district.

Section 6. The Board of Directors shall, with the consent of the United States of America, acting through the Rural Utilities Service, United States Department of Agriculture, so long as it shall either hold any obligations or insure any financing of the system, prior to the beginning of each calendar year, determine the flat minimum monthly rate to be charged each member during the following calendar year for a specified quantity of water, such flat minimum monthly rate to be payable irrespective of whether any water is used by a member during any month, the amount of additional charges, if any, for additional water which may be supplied the members, and the amount of penalty for late payments, and shall fix the date for the payment of such charges. A member to be entitled to the delivery of water shall pay such charges at the office designated by the district at or prior to the dates fixed by the Board of Directors. The failure to pay water charges duly imposed shall result in the automatic imposition penalties, as set by the Board Policies. During the time of suspension of water service to a member, such member shall have no right to vote in the affairs of the district.

Section 7. The Board of Directors shall be authorized to require each member to enter into water users agreements which shall embody the principles set forth in the foregoing provisions of these By-Laws.

*ARTICLE X
Distribution of Surplus Funds*

Section 1. It is not anticipated that there will be any surplus funds to the district at the end of the fiscal year after provisions are made for the payment of the expenses of operation and maintenance and the funding of the various reserves for depreciation, debt-retirement and other purposes, including those required by the terms of any borrowing transaction. In the event that there should exist such surplus funds or net income, they may be placed in an existing or new reserve account to be used for the early retirement of any outstanding indebtedness or be used for the improvement and/or extension of the corporate facilities as the Board of Directors may determine to be in the best interest of the district and to the extent not otherwise provided for by any contractual arrangement. The occurrence in subsequent fiscal years of surplus funds or net income above the requirements of the district as above mentioned, including, if any, a reserve for improvements and extension of the facilities shall be taken into consideration by the Board of Directors in determining the water rates to be charged the members.

*ARTICLE XI
Amendments*

These By-Laws may be repealed or amended by a vote of a majority of the members present at any regular meeting of the district, or at any special meeting of the district called for that purpose, except that so long as any indebtedness is held or guaranteed by the USDA-Rural Development, the members shall not have the power to change the purposes of the district so as to decrease its rights and powers under the laws of the State, or to waive any requirement of bond or other provision for the safety and security of the property and funds of the district or its members, or so to amend the By-Laws as to effect a fundamental change in the policies of the district without the prior approval of the USDA-Rural Development in writing.

*ARTICLE XII
Governing Procedures*

Section 1. In all proceedings of the district, its Board of Directors, or any other committee as the district may create from

time to time, the most recent edition of Robert's Rules of Order applies, except to the extent that the same may be inconsistent with any of the provisions of the these Bylaws or the provisions of Chapter 61-35 of the North Dakota Century Code, as amended.

(Adopted March 17, 2003)