

BYLAWS OF
SOUTHWEST KANSAS GROUNDWATER MANAGEMENT DISTRICT NUMBER THREE

ARTICLE I DEFINITIONS. As used in these bylaws:

- A. The "board" means the board of directors of the district, with the same meaning as the term "board" defined and used in the GMD Act.
- B. A "board nominee" means a natural person who is a member, or a natural person who is the representative of a public or private corporation, municipality or any other legal or commercial entity that is a member, who is a candidate for election as a director.
- C. A "director" means a natural person who is a member, or a natural person who is the designated representative of a public or private corporation, municipality or any other legal or commercial entity that is a member, who meets the qualifications of the GMD Act and these bylaws and is elected to the board.
- D. The "district" means the Southwest Kansas Groundwater Management District Number Three, Finney, Ford, Grant, Gray, Hamilton, Haskell, Hodgman, Kearny, Meade, Morton, Seward, Stanton and Stevens Counties, Kansas.
- E. The "district office" means the office located at 2009 E. Spruce Street, Garden City, Kansas or such other location as the board may designate.
- F. An "eligible voter" is as defined in the GMD Act.
- G. The "GMD Act" means the statutes governing groundwater management districts in Article 10, Chapter 82a, of the Kansas Statutes Annotated.
- H. An "individual" means a natural person.
- I. A "member" means an "eligible voter" as defined in the GMD Act.
- J. A "nomination" is a written statement signed by the member submitting the statement that provides the name of an individual member (or the designated representative of a member that is not an individual), the "nominee," and the county or at-large class to be represented, with a request that nominee's name and class of representation be placed on the ballot for the election of directors at the district's next annual meeting.
- K. As used in these bylaws, the terms "industrial use," "municipal use," "stockwatering use" and "surface water" shall have the meaning as defined in the rules and regulations adopted pursuant to the Kansas water appropriation act.
- L. As used in these bylaws, the term "withdraws" shall have the same meaning as the term "diversion," defined in the rules and regulations adopted pursuant to the Kansas water appropriation act.

ARTICLE II CORPORATE EXISTENCE. The district was formed pursuant to GMD Act under the name of "SOUTHWEST GROUNDWATER MANAGEMENT DISTRICT NUMBER THREE, Finney, Ford, Grant, Gray, Hamilton, Haskell, Hodgman, Kearny, Meade, Morton, Seward, Stanton and Stevens Counties, Kansas," as evidenced by the certificate of incorporation dated March 23, 1976.

ARTICLE III AUTHORITY TO ADOPT BYLAWS. The members of the district adopt these bylaws as administrative standards and policies relating to the management of the district, under the authority granted in K.S.A. §82a-1028(n) and under the Kansas general corporation code, including but not limited to K.S.A. §§17-6001, 17-6009 and 17-6101.

ARTICLE IV PURPOSE. The board has recommended to the members that they adopt these bylaws for the purpose of establishing administrative standards and policies concerning governance, conduct of corporate affairs and the rights and duties of members, directors, officers and employees, to the extent such principles are not specified in the GMD Act. If any future amendment of or addition to the GMD Act establishes a law contrary to the principles contained in these bylaws, the GMD Act shall control.

ARTICLE V CORPORATE NAME; ALTERNATIVE NAME. Despite the name of the district stated in the district's certificate of incorporation, the district may also be known as "Southwest Kansas Groundwater Management District No. 3." The district may acquire and convey title to property, including real property, in the alternative name and use the alternative name for all other purposes.

ARTICLE VI DIRECTORS.

- A. **Classes of Representation.** The board comprises fifteen (15) persons as directors. Each director must satisfy the qualifications the class of representation required to be a county representative or an at-large representative.
1. County representative. Each of the twelve (12) counties located in whole or in part in the district shall be represented by one (1) director.
 2. At-large representative. Three (3) directors will be elected at large from the twelve-county area to represent industrial, municipal and surface water use classifications.
- B. **Qualification for County Representatives.** For a board nominee to qualify for election as a director representing a county, the board nominee (as an individual or through the legal or commercial entity the board nominee is designated to represent) must qualify by reason of meeting either the land ownership or groundwater use or withdrawal requirements of the GMD Act for a member within the county of representation and must reside within the county of representation. The county of representation may be wholly or partly within the district.
- C. **Qualification for At-large Representatives.**
1. Industrial Representative. For a board nominee to qualify for election as a director representing industrial water use, the board nominee (as an individual or through the legal or commercial entity the board nominee is

designated to represent) must qualify by reason of meeting the groundwater use or withdrawal requirements of the GMD Act for a member using an industrial water right and reside in a county that is wholly or partly within the district. Groundwater use or withdrawal for stockwatering will qualify as an industrial use or withdrawal for purposes of this paragraph.

2. **Municipal Representative.** For a board nominee to qualify for election as a director representing municipal water use, the board nominee must be the designated representative of an incorporated municipality located within the district that meets the groundwater use or withdrawal requirements of the GMD Act for a member using a municipal water right and reside in a county that is wholly or partly within the district.
 3. **Surface Water Representative.** For a board nominee to qualify for election as a director representing surface water use, the board nominee (as an individual or through the legal or commercial entity the board nominee is designated to represent) must meet either the land ownership or groundwater use or withdrawal requirements of the GMD Act, reside in a county that is wholly or partly within the district, and either own a surface water right or be a stockholder of an owner of a surface water right within the district.
- D. **Designation of Representative Board Nominee.** For a member that is not a natural person to designate an individual as its representative board nominee, the member shall issue a written certificate, signed and dated by an officer, member, representative or agent of the member with authority, designating the individual who will act as the representative board nominee of such member. The designated individual must have a substantial economic interest in or affiliation with the member issuing the designation, for example as an equity or voting stakeholder with more than a nominal interest, an officer, director or employee.
- E. **Disqualification.** Each director or board nominee shall be subject to disqualification under any criteria recognized by the State of Kansas, or stated in these bylaws, as disqualifying a person from serving in public office. A board nominee who is disqualified under any criteria stated in this paragraph shall be ineligible to be placed on the ballot for election of directors at the annual meeting.
- F. **Elections and Voting; Terms of Office.** A director shall serve for a term of three (3) years. A director may be re-elected to any number of consecutive terms. An election of directors whose terms have expired shall be conducted at every annual meeting as required by the GMD Act. Voting shall be as provided by the GMD Act, including the prohibition of proxy voting. No person may vote at the annual meeting, unless such person has registered as an eligible voter by filing a registration form provided by the district in the district office no later than 5 p.m., of the fifth day prior to the annual meeting. The terms of five (5) directors will expire each year as follows:

<u>Expiring Terms</u>	<u>First Year of Expiration</u>
<u>County Representatives</u> Finney County Ford County Gray County Kearny County	2004
<u>At-Large Representative</u> Surface Water	
<u>County Representatives</u> Hamilton County Haskell County Grant County Stanton County	2005
<u>At-Large Representative</u> Municipal	
<u>County Representatives</u> Meade County Morton County Seward County Stevens County	2006
<u>At-Large Representative</u> Industrial	

- G. **Nominations.** The board will solicit nominations for election as directors in advance of each annual meeting. Nominations must be received in the district office no later than 5 p.m. of the 30th day preceding the annual meeting. If the 30th day preceding the annual meeting falls on a Saturday, Sunday, legal holiday, or a day the district office is closed, the deadline to submit the nomination will be no later than 5 p.m. of the next day the office is open for business. The board may request a qualification statement from a nominee. The board of directors will examine the nominations and qualification statements and determine whether each nominee is qualified for the director class of representation sought. If qualified, the nominee's name will be placed on the ballot for the election as the director for the class of representation sought. If not qualified, the nominee's name will not be placed on the ballot. A nominee who is not qualified is not eligible to be a director for the class of representation sought. Nominations will not be accepted from the floor during the annual meeting.
- H. **Conduct.** Directors serve the public and constituents of the district. As such, directors are expected to maintain appropriate standards of conduct in the discharge of their responsibilities. Directors are further expected to promote and reflect the mission and goals and objectives of the district at all times.
- I. **Recall.** As elected public officials, directors shall be subject to recall as may be provided in the applicable constitution or statutes of the State of Kansas.

- J. **Resignations.** A director may resign from the office of director by filing a written statement of resignation with the executive committee of the board. A vacancy in the office of a director shall be filled as prescribed by the GMD Act.
- K. **Conflicts of Interest.** A conflict of interest will exist when a director attempts to contract with the district for any purpose including but not limited to consultation purposes, lobbying efforts, facilitation endeavors, or district programs. A director is subject to applicable provisions of the laws of the state of Kansas concerning conflicts of interest. If the statutes at K.S.A. 75-4301a et seq., as amended, concerning governmental ethics applicable to local governmental subdivisions, are not applicable to groundwater management districts by their terms, the same are incorporated into these bylaws by reference only for the purpose of establishing non-exclusive standards to determine the nature and existence of a conflict of interest; and, for purposes of applying K.S.A. 75-4301a et seq., to these bylaws, the term "elected officer of a governmental subdivision" shall mean a director.

ARTICLE VII OFFICERS

- A. **Officers.** The officers of the board will consist of a president, a vice-president, a secretary, and a treasurer. Officers will be elected by majority vote of the directors at the first regular meeting following each Annual Meeting. An officer may be re-elected to any number of consecutive terms.
- B. **President.** The president will act as the chairperson of the board, and preside at annual meetings, regular meetings, and special meetings.

Position descriptions for all district employees must be approved by the president, and on approval the president will countersign the executive director's signature. The executive director's time reports and leave requests must be approved by the president. The executive director's position description, performance expectations, and performance evaluations must be approved by the president and on approval, signed by the president.

The president will appoint directors to committees to fulfill requirements as necessary. The president will serve as the chairperson of committees of the board, or designate a chairperson, after considering the recommendations from directors on the committee. The president will be the liaison between the board and the executive director in such matters as may be appropriate. The president, or a director designated by the president, will be the liaison between several directors in such matters as the president determines appropriate.

The president shall perform such other duties as assigned by the executive committee or the board.

- C. **Vice-President.** The vice-president shall act as president pro tem and exercise all the powers and duties of the president in the absence of the

- president. The vice-president shall perform such other duties as assigned by the the executive committee or the board.
- D. **Secretary.** The secretary shall act as vice-president pro tem in the absence of the vice-president. The secretary shall act as president pro tem in the absence of the vice-president and president. The secretary shall be the designated custodian of the district for all legal records of the directors and shall perform such other duties as assigned by the executive committee or the board. The executive director's requests for reimbursement of expenses must be approved by the president and secretary, and on approval signed by the president and countersigned by the secretary.
- E. **Treasurer.** The treasurer shall act as secretary pro tem in the absence of the secretary. The treasurer shall act as vice-president pro tem in the absence of the secretary and vice-president. The secretary shall act as president pro tem in the absence of the secretary, vice-president, and president. The treasurer shall be the designated custodian of the district for all fiscal records of the board of directors and shall perform such other duties as assigned by the executive committee or the board. The treasurer shall serve on the budget finance committee.

ARTICLE VIII COMMITTEES.

- A. **Standing Committees.** The standing committees of the board of directors are as follows: executive committee, policy committee, annual meeting and nominations, finance committee and research & development committee. The board will establish the responsibilities of the standing committees. The chair of each standing committee will report the status of the committee's work at each regular meeting of the board unless the board directs otherwise.
- B. **Executive Committee.** The executive committee shall consist of the president, vice-president, secretary and treasurer.
- C. **Other Committees.** The board may create other committees as may be determined to be necessary or useful.

ARTICLE IX EXECUTIVE DIRECTOR; EMPLOYEES

- A. **Executive Director.** The executive director shall manage the ordinary daily administrative activities of the district and act as the administrative liaison between the board and the district's employees, and act as the representative of the district to its associated entities and the public. The board will establish the duties and responsibilities of the executive director. The board will supervise the activities of the executive director. The executive director will conduct the district's administrative and managerial business at the direction of the president and the board.

- B. **District Employees.** The executive director will have authority to hire and discharge district employees, subject to the approval of the executive committee.

ARTICLE X MEETINGS

- A. **Annual Meetings of Members.** Annual meetings of the members will be held to conduct the election of directors, the adoption of the proposed budget and any other business as is required by the GMD Act, and for such other business that may properly come before the meeting. Each annual meeting will be held in conjunction with and on the same day as the regularly scheduled March board meeting. Annual meetings will be held at suitable locations for the attendance of members and rotate every third year among the locations of Ulysses beginning in year 2005, Liberal beginning in year 2006 and Cimarron beginning in year 2007.
- B. **Special Meetings of Members.** The president or eight (8) or more directors or twenty (20) or more members may call a special meeting of the members at any location within the district, by giving notice of the time, place and matters to be considered at the meeting. Notice of a special meeting of the members shall be given in the same manner as required by the GMD Act for annual meetings of the members, except the publication shall not less than thirty (30) days in advance, or the minimum time necessary to comply with the Kansas Open Meetings Act, whichever is less.
- C. **Designation of Voting Representative; Meetings of Members.** For a member that is not a natural person to designate an individual as its voting representative at meetings of members, the member shall issue a written certificate, signed and dated by an officer, member, representative or agent of the member with authority, designating the individual who will act as voting representative on behalf of such member. The designated individual must have a substantial economic interest in or affiliation with the member issuing the designation, for example as an equity or voting stakeholder with more than a nominal interest, an officer, director or employee. A member's designation of a voting representative shall continue until the member notifies the district in writing of the cancellation, termination or withdrawal of the designation.
- D. **Regular Meetings of Directors.** Regular meetings of the board of directors will normally be conducted on the second Wednesday of every month at a place designated by the board of directors in advance. In the absence of any designation, regular meeting of the board of directors will be held in the district office. If for any reason business cannot be conducted during the regularly scheduled time, the president, or executive director may reschedule the meeting date, location or both for an alternate date or may waive the meeting entirely. The president may select any legal method of voting in the conduct of action by the board of directors, including a vote by voice, show of hands, or paper ballot. In the event a statutory quorum is not available at a regular meeting of directors, the executive director is authorized to provide payment to

- accounts payable, and to conduct other such ministerial duties as are necessary to discharge the responsibilities of the district in the absence of the voting quorum.
- E. **Special Meetings of Directors.** The president or five directors may call a special meeting of the board of directors at any location within the district, by giving notice not less than three (3) days advance or the minimum time necessary to comply with the Kansas Open Meetings Act, whichever is less. Such meeting may be scheduled to accommodate out of town guests or speakers or host guests or organizations from outside the district that are holding a meeting inside the district.
- F. **Emergency Meetings of Directors.** In the case of the declaration or existence of a local, state, or national state of emergency, actual or imminent, that endangers the safety, health or welfare of persons within the district the president, a member of the executive committee, or three or more directors may call an emergency meeting of the board within the district to conduct business relevant to the emergency. Notice of the emergency meeting shall be given not less than four (4) hours in advance by telephone, fax machine, e-mail or any other means reasonably calculated to contact and inform the directors of the meeting. In cases of an emergency, the board may vote to take action in response to the emergency even if the requirement of a statutory quorum is not met; provided however, if a statutory quorum is not met, no action requiring the vote of a majority of a quorum shall be taken until the proposed action is ratified either (1) during or following the meeting by the affirmative votes of the number of directors sufficient to constitute a majority of a quorum of the board, or (2) by a majority of a quorum at a subsequent meeting where the proposed action is properly before the meeting. Reasonable efforts shall be taken under the circumstances to inform the public of the meeting.
- G. **Meetings of Directors by Interactive Telecommunication.** Nothing in these bylaws prohibits the attendance of directors at any meeting of directors by means of interactive telecommunications or other electronic means, subject to the requirements of the Kansas Open Meetings Act and other applicable law. If a statutory quorum of directors is not met at any meeting of directors, a reasonable effort may be taken at the scheduled time of the meeting to communicate with directors not in attendance and enable such directors to attend by interactive telecommunications. If the required statutory quorum for directors' attendance is met by including directors attending by means of interactive telecommunications, the meeting may proceed as if all participating directors were physically present.
- H. **Meetings of Committees of Directors.** At no time shall the number of any committee exceed four (4) directors, which is less than a majority of a quorum of the board of directors. A voting quorum of any committee shall be two (2) directors.

- I. **No Proxies; Meetings of Directors.** No director may attend or vote by proxy at any board meeting.

- J. **Meeting Order and Procedure.** Any dispute over meeting order and procedure shall be resolved by reference to the latest edition of Robert's Rules of Order, which shall govern the procedure for conduct of meetings, including the method or manner of voting, unless the board has adopted an alternative procedure at a regular or special meeting of the board. No action shall be deemed invalid or unenforceable by reason of failure to precisely follow Robert's Rules of Order.

ARTICLE XI DECLARATION OF RIGHTS AND POWERS. The board shall have full authority to exercise all rights and powers granted to the district in the GMD Act and all rights and powers that have been or may be delegated to the district by the chief engineer of the Division of Water Resources Kansas State Department of Agriculture, the Secretary of the Kansas Corporation Commission, and the Secretary of the Kansas Department of Health & Environment.

ARTICLE XII AMENDMENTS OF BYLAWS. These bylaws may be amended or repealed, and new bylaws may be adopted by a majority of members in attendance at an annual meeting of members. Written notice to adopt, amend, or repeal a bylaw must be provided to the executive committee at least sixty (60) days in advance of the annual meeting of members at which the action will be considered. Notice to members of the proposed amendment of the bylaws will be published with the notice of the annual meeting of members.

Date: _____, 2023

President: _____
Bret Rooney

Attested by Secretary: _____
Garrett Love