

**CONSOLIDATED RURAL WATER DISTRICT NO. 1
OTOE COUNTY, NEBRASKA**

AMENDED AND RESTATED BY-LAWS

Article 1

Name and Place of Business

Section 1. The name of this corporation shall be Consolidated Rural Water District No. 1, Otoe County, Nebraska.

Section 2. The principal office of this District will be located in Otoe County, Nebraska.

Article 2

Corporate Powers

Section 1. The corporate powers of this District shall be vested in the Board of Directors, hereinafter referred to as the Board.

Article 3

Purposes and Objectives

Section 1. "The purposes" and objections of this District are as follows:

- (a) To acquire water and water rights and to build and acquire pipe lines and other facilities and to operate the same for the purpose of furnishing water for domestic, garden, livestock, and other purposes to owners and occupants of land located within the District, and otherwise as authorized by these By-Laws.
- (b) To borrow money from any Federal or State agency, or from any other source, and to secure said loans by mortgaging or pledging all of the physical assets and revenues and income of the District, including easements and rights-of-way.
- (c) To hold such real and personal property as may come into possession by will, gift, purchase, or otherwise, as authorized by law, and to acquire and dispose of such real and personal property including rights-of-way and easements, wherever located, and as may be necessary and convenient for the proper conduct and operation of the business of the District.
- (d) To establish rates and impose charges for water furnished to participating members and others.

- (e) To enter into contracts for the purpose of accomplishing the purposes of the District with any person, or governmental agency.
- (f) To cooperate with any person, or with any governmental agency in any undertaking designed to further the purposes of the District.
- (g) To do and perform any and all acts necessary or desirable for the accomplishment of the purposes of the District which may lawfully be done by such District under the laws of the State of Nebraska.

Article 4

Water Users

Section 1. Water shall be supplied only to land located within the District: Provided, however, that the Board may sell water to persons engaged in hauling water and to any political subdivision organized under the laws of the State of Nebraska.

Section 2. No owner of land located within the District shall be eligible to become a water subscriber unless he has first subscribed and paid for one or more Benefit Units. Tenants occupying land located within the District may become water subscribers: Provided, however, that the owner, or someone on behalf of the owner, has subscribed and paid for one or more Benefit Units in favor of the land the tenant is occupying.

Article 5

Right to Vote

Section 1. Only participating members shall have the right to vote, and each participating member shall be entitled to a single vote, regardless of the number of Benefit Units to which he may have subscribed: Provided, all owners of land located within the District shall be eligible to vote at meetings of landowners until ninety (90) days after a declaration of availability to Benefit Units and unit fees has been entered by the Board in its minutes. There shall be no proxy voting, and no dual ownership of Benefit Units for voting purposes. A participating member may be an individual, firm, partnership, association or corporation.

Participating members shall be owners of land located within the District who have subscribed to one or more Benefit Units: Provided, payments of charges are current on at least one of the Benefit Units.

Article 6

Benefit Units

Section 1. The Board shall at the proper time cause a declaration of availability of Benefit Units for subscription to be entered in its minutes and shall establish a unit price for said subscriptions. Each Benefit Unit shall carry with it the obligation of paying a minimum monthly meter charge from the time service is available. The Board in its discretion may from time to time, if the capacity of the District's facilities permit, make additional Benefit Units available. Subscribers for Benefit Units shall be given preference and priority in the order in which received. The Board may refuse the subscription for a Benefit Unit in favor of a particular tract of land located within the District, or impose special conditions on granting the same if in the judgment of the Board, the granting of said subscription and the furnishing of water pursuant thereto, would impair the service to other water users in that locality or be uneconomical, unfeasible, and place an undue burden on the District.

Any landowner who feels himself aggrieved by such denial, or imposition of special conditions, may appeal from the action of the Board to a vote of the members at the next regular meeting of the members, or special meeting of the member called for such purpose: Provided, the decision of the Board shall stand, unless $\frac{3}{4}$ ths of all participating members (or landowners at meetings where the only qualification to vote is ownership of land within the District) present at such meeting, vote in favor of a motion to overrule the decision of the Board.

Section 2. Upon the purchase of Benefit Units, the owners of land shall designate the tract of land to which the Benefit Units shall be assigned, and the Benefit Unit shall not be transferred from one tract of land to another within the District, without the approval of the Board. The owner of lands subscribing for more than one Benefit Unit to be assigned to one tract of land shall at the time of said subscription designate as nearly as practical the location of said tract where he intends to utilize said Benefit Units and no major change in location shall be made without the approval of the Board. Benefit Unit Certificates shall be issued by the Board, signed by the Chairman and Secretary, showing name of owner, and tract of land to which the Benefit Unit is assigned.

Section 3. The consideration paid for the Benefit Unit shall be considered donations to the District and shall in no event and under no circumstances be refunded to the subscriber.

Section 4. Benefit Units shall follow the title to the land. Owners shall not be entitled to transfer Benefit Units from one tract of land to another tract owned by them within the District without the prior approval of the Board. No transfer in ownership of Benefit Units shall be permitted without the approval of the Board. The cost of moving or transferring metering equipment will be at the owner's expense. No transfer will be approved unless all charges against the Benefit Unit are paid. All transfers, when approved, shall be recorded in the books of the District.

Section 5. Each Benefit Unit shall entitle the owner not to exceed one line from the District's water system. Each line shall serve not to exceed one residence or business establishment together with the necessary and usual out-buildings.

Section 6. Failure to pay the District on behalf of the Benefit Unit any charges for water or any other charges that are due the District, stipulated in the By-Laws, Users Agreement and Rules and Regulations, shall constitute a forfeiture of the Benefit Unit: Provided, that such Benefit Unit shall be reinstated, if, within three (3) months all back charges are paid in full, plus ten (10) per cent late charge and the costs of reconnection: Provided further, that after three (3) months the Board may permit re-issuance of the Benefit Unit as described in Article 6, Section 1, after all back charges to date of termination of service are paid, plus a ten (10) per cent late charge, and upon payment of the current cost of a Benefit Unit: Provided further, that, if the defaulting water subscriber is a tenant, the time set out above shall not commence to run until the Secretary of the District has mailed or caused to be mailed, by registered or certified mail, notice of such default of the tenant to the landowner at his last known address as shown on the books of the District.

Section 7. It shall be the responsibility of the owner of the Benefit Unit to provide the Secretary of the District with the current address of the owner or owners of the land to which the Benefit Unit is assigned.
(Section 6 as Amended 1/17/2022)

Article 7

Election of Directors

Section 1. The Board of Directors of Consolidated Rural Water District No. 1 of Otoe County, Nebraska, shall consist of seven (7) members, all of whom shall be participating members of the District, and who shall be elected for staggered terms of three years each, with two members to serve for an initial term of two (2) years and the remaining five (5) members to serve until the expiration of the term for which they were elected and qualified. At each annual meeting of the participating members held thereafter, the participating members shall elect for a term of three years, the number of Directors whose term of office have expired. (Section 1 as Amended 1/19/98)

Section 2. Immediately following the annual meeting of the participating members, the Board shall meet and shall elect a Chairman, Vice-Chairman, Secretary and Treasurer, from among themselves, each of whom shall hold office until the next annual meeting and until the election and qualification of his successor unless sooner removed by death, resignation, or for cause. The office of the Secretary and Treasurer may be held by the same person.

Section 3. Any vacancy in the Board, other than from the expiration of a term of office, shall be filled by appointment by the remaining members of the Board.

Section 4. A majority of the Board shall constitute a quorum at any meeting of the Board.

Section 5. Any Director of the District may be removed from office for cause by a vote of not less than $\frac{3}{4}$ ths of the participating members of the District present at any annual or special meeting called for that purpose. The Director shall be informed in writing of the charges preferred against him at least 10 days before such meeting, whether regular or special and at the meeting

shall have an opportunity to present witnesses and be heard in person in answer thereto. Officers of the Board may be removed for cause by a vote of three (3) members of the Board and employees and agents discharged or removed from office or employment at any time by action of the Board. (Section 5 as Amended 1/17/94)

Article 8

Powers and Duties of Directors

Section 1. The Board, subject to the restrictions of law, and these By-Laws, shall exercise all the powers of the District and without prejudice to or limitations upon their general powers, it is hereby expressly provided that the Board shall have, and is hereby given, full power and authority in respect to matters as hereinafter set out:

- (a) To select and appoint all agents and employees of the District, to remove such agents and employees of the District for just cause, prescribe such duties and designate such powers as may not be inconsistent with these By-Laws, and fix their compensation and pay for faithful services.
- (b) To borrow from any source money, goods, or services, and to make and issue notes, and other negotiable and transferable instruments, mortgages, deeds of trust and trust agreements, and to do every act and thing necessary to effectuate the same.
- (c) To prescribe, adopt and amend, from time to time, such equitable and uniform rules and regulations, as, in their 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 agents and employees.
- (d) To fix charges to be paid by each water user for services rendered by the District to him, the time of payment, and the manner of collection, and to establish equal rates for farm members and non-farm members according to the amount of services furnished.
- (e) To require all officers, agents, and employees, charged with the responsibility for the custody of any funds of the District to give adequate bond, the cost thereof to be paid by the District, and it shall be mandatory upon the District to so require.
- (f) 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 in from of checks, and the person by whom the same shall be signed on

behalf of the Chairman, with the power to change such bank or person signing such checks and the form thereof at will.

- (g) Prepare annual an estimated budget for the coming year, adjust water rates, if necessary, to produce a sufficient revenue required by such budget, cause an annual audit of the District records and accounts to be made and a report on said matters at each annual meeting of participating members.

Article 9

Power and Duties of Manager

Section 1. The Board may employ for the District, a manager, who shall have charge of the business of the District under the general control, supervision and direction of the Board. No Director shall serve as manager. Subject to the approval of the Board, the manager shall employ, supervise, and dismiss all agents and employees of the District and fix their compensation. He shall also, so far as practical, conduct the business in such a way that all patrons receive equal service and treatment, deposit in a bank selected by the Board, all money belonging to the District, which comes into his possession; maintain his records and accounts in such a manner that the true and correct condition of the business may be ascertained therefrom at any time; furnish the Board a current statement of the business and affairs of the District at each scheduled meeting of the Board and at the end of each fiscal year and at such other times and in such other forms as the Board may direct; carefully preserve and turn over to his successor all books, records, documents, and correspondence pertaining to the business of the District which may come into his possession; and to perform such other duties as may be prescribed by the Board.

Article 10

Duties of Officers

Section 1. Chairman: The Chairman, who shall be a member of the Board, shall preside over all meetings of the District and the Board, call special meetings of the District and the Board, perform all acts and duties usually performed by an executive and presiding officer, and shall sign all Benefit Unit Certificates and such other papers of the District as he may be authorized or directed to sign by the Board. The Chairman shall perform such other duties as may be prescribed by the Board.

Section 2. Vice-Chairman: In the absence or disability of the Chairman, the Vice-Chairman, who shall be a member of the Board, shall perform the duties of the Chairman.

Section 3. Secretary: The Secretary of the District, who shall be a member of the Board,

shall keep a record of the proceedings of the meetings of the Board, and of the District. He shall serve, or caused to be served, all notices required to be served by law or the By-Laws of the District; and in case of his absence, inability, refusal or neglect to do so, then such notices may be served by any member of the Board as directed by the Chairman.

Section 4. Treasurer: The Treasurer, who shall be a member of the Board, shall receive and account for all funds of the District, he shall deposit the same in some bank designated by the Board as a depository, and pay the amounts authorized by the Board to be paid out of the depository. At each annual meeting of the District, he shall submit for the information of the participating members a complete statement of his account for the past year and he shall discharge such other duties pertaining to his office as shall be prescribed by the Board, and shall give a good and sufficient bond in such amount as may be fixed by the Board.

Section 5. Execution of Documents. Unless otherwise provided by the Board of Directors, all contracts, bonds, deeds, mortgages, deeds of trust, leases, commercial paper and other instruments in writing and legal documents, shall be signed by the Chairman, and attested by the Secretary of the District.

Article 11

Books and Records

Section 1. The books and records of the District and such papers as may be placed on file by vote of the District or Directors, shall during all reasonable business hours, be subject to inspection by any landowner of the District.

Article 12

Annual Meeting of Participating Members

Section 1. The annual meeting of the participating members of the District shall be held at some suitable location within the County as designated by the Board, on the third (3rd) Monday of January.

Section 2. Special meetings of participating members may be called at any time by the Chairman or upon resolution of the Board, or upon written petition to the Chairman of the Board, signed by fifty-one per cent (51%) of the participating members of the District. The purpose of every special meeting shall be stated in the notice thereof, and no business shall be transacted thereat except such as is specified in the notice.

Section 3. Notice of meetings of participating members of the District shall be given by mail to each participating member of record directed to the address shown upon the books of the District, or, with respect to annual meetings, by publication in a newspaper of general circulation within the District, at least 10 days, and not more than 30 days, prior to the meeting. Such Notice shall state the nature, time, place and purpose of meeting, but no failure or irregularity of a notice

of any annual meeting, regularly held, shall affect any proceeding taken thereat.

Section 4. The participating members present at any meeting of participating members shall constitute a quorum for the purpose of the transacting of business.

Section 5. The order of business at the regular meeting and so far as possible, at all other meetings, shall be:

- (a) Call to Order;
- (b) Proof of Notice of Meeting;
- € Reading and approval of minutes of last meeting;
- (d) Report of officers and committees;
- € Election of Directors;
- (f) Unfinished business;
- (g) New Business;
- (h) Adjournment.

Article 13

Board Members

Section 1. The Board shall meet annually on the third Monday of January, immediately following the meeting of the participating members, and may meet at such times as may be determined by the Board, or upon call by the Chairman or any two members of the Board. Notice of all meetings of the Board, other than regularly scheduled monthly meetings and the annual meetings to be held on the third Monday of January, shall be given by mailing a notice to the last known business or residence address of each Director, at least two (2) days before the holding of such meeting: Provided, however, that when all the Directors are present at any meeting, however called, they may consent in writing that such meeting be held, and the proceedings thereof shall be as valid as though the previous written notice aforesaid had been given.

Article 14

Manner of Election and Votings

Section 1. At all meetings of the District, each participating member, qualified as stated in these By-Laws, shall be entitled to vote upon all propositions coming before said District. No cumulative voting shall be permitted and each participating member of the District shall have but one vote.

Article 15

Seal

Section 1. The District shall have a corporate seal, consisting of a circle having in its circumference and face the words, "Consolidated Rural Water District No. 1, Otoe County, Nebraska", which shall be in the custody of the Secretary.

Article 16

Fiscal Year

Section 1. The fiscal year of the District shall begin the first day of November of each year.

Article 17

Amendment

Section 1. These By-Laws may be repealed or amended by vote of 60% of the participating members present at any regular meeting of the District, or any special meeting of the District called for that purpose except that the participating members shall not have the power to change the purposes of the District so as to impair its rights and powers under the laws of the State of Nebraska, or to waive any requirement of bond or other provisions for the safety and security of the property and funds of the District or its participating members, or to deprive any participating member or landowner of rights and privileges then existing, or to so amend the By-Laws as to effect a fundamental change in the policies of the District. Notice of any amendment to be made at any regular or special meeting of the participating members must be given at least 10 days before such meeting and must set forth the amendments to be considered.

Article 18

Basis of Operation

Section 1. The District shall at all times be operated on a non-profit basis for the mutual benefit of the participating members.

Article 19

Benefits and Duties of Members

Section 1. The District shall install, maintain and operate a main distribution pipe line or lines from the source of water supply and lines from the main distribution pipe line or lines, to the property line of each participating member of the District, at which point designated as delivery

point, a meter to be purchased, installed and owned by the District shall be placed. The meter and meter pit are to be maintained and protected from damage by the participating member.

Section 2. Each participating member shall be entitled to purchase from the District, pursuant to such agreement as may from time to time be provided and required by the District and the Board, such water for domestic, livestock, garden, and other purposes as a participating member may desire, subject, however, to the provisions of these By-Laws and such rules and regulations as may be prescribed by the Board. The water delivered to each participating member shall be metered.

Section 3. In the event the total water supply shall be insufficient to meet all of the needs of the members and users, or in the event there is a shortage of water, the District may pro-rate the water available among the various members and users on such basis as is deemed equitable by the Board, and may also prescribe a schedule of hours, covering the use of water for garden purposes and require adherence thereto, or prohibit the use of water for garden purposes if at any time the total water supply shall be insufficient to meet all of the needs of all of the participating members for domestic, livestock, garden and other purposes, and the District must first satisfy all the needs of the participating members for domestic purposes before supplying any water for livestock purposes and must satisfy all the needs of all the participating members for domestic and livestock purposes before supplying water for gardens or other purposes.

Article 20

Printing

Section 1. After adoption, these By-Laws shall be prepared in pamphlet form, and a copy thereof shall be delivered to each participating member.

Unanimously adopted at the annual meeting of the Board of Directors, held on the 17th day of January, 2022, at Nebraska City, Otoe County, Nebraska.

Gary Sasse, Secretary