

AMENDMENT TO BY-LAWS

Pursuant to Article XVI of the By-Laws of Perkins County Rural Water System, Inc., the By-Laws Committee of the Board of Directors hereby recommends to the full Board the following Amendment to the By-Laws:

ARTICLE V

Governing Body

This Corporation shall be governed by a Board of Directors consisting of ~~nine (9)~~ five (5) persons to be elected by the members of the Corporation from time to time and in such manner as hereinafter provided. Such Board shall meet immediately after the adjournment of the Membership Meeting or as soon thereafter as reasonably ~~practicle~~ practicable and organize by electing a president, Vice-President, Secretary and Treasurer from their own number.

ARTICLE IX

Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by a Board of ~~nine (9)~~ five (5) Directors, which shall exercise all of the powers of the Corporation except such as are by law, the Articles of Incorporation, or these By-Laws conferred upon or reserved to the members.

Section 2. Election and Tenure of Office. The existing Board of Directors shall hold office for their terms or until their successors shall have been elected and shall have qualified. At the ~~first~~ annual meeting of members ~~following the adoption of these By-Laws, three (3)~~ one (1) Directors from District 1, ~~and two (2)~~ one (1) Directors from ~~each of~~ Districts 2, and one (1) Director from District 3 shall be elected by secret ballot by and from the members; a Director from the City Municipality of Lemmon and a Director from the Town Municipality of Bison shall be appointed ~~elected~~ by their respective municipal governing bodies ~~the members~~. Directors of the Corporation shall be referred to as "District Directors" and "Municipal Directors". Immediately following the election, the Directors shall draw lots so that ~~all of the~~ District Directors in each District and Municipality Director within the District, if any, shall be one (1), two (2) or three (3) year terms. For example, ~~the all~~ Directors from District 2 and Lemmon could draw the two (2) year term. At each annual meeting thereafter, Directors shall be elected to succeed those Directors whose terms have expired, to serve for a term of three (3) years or until their successors have been elected and shall have qualified. ~~Directors of the Corporation shall be referred to as "District Directors" and "Municipal Directors"~~. A Secret written ballot may be dispensed with and voting may be by voice when there are no more nominees than there are Director positions open.

ARTICLE X.

Meetings of Directors

Section 2. Special meetings of the Board of Directors may be called by the President or by any ~~five (5)~~ three (3) Directors and it shall thereupon be the duty of the Secretary to cause Notice of such meeting to be given as hereinafter provided. The President or the Directors calling the meeting shall fix the time and place for the holding of the meeting.

Section 4. ~~Five (5)~~ Three (3) members of the Board shall constitute a quorum for conducting business; provided, however, that if less than ~~five (5)~~ three (3) of the Directors are present at such meeting, a majority of the Directors present may adjourn the meeting from time to time; and provided, further, that the Secretary shall notify any absent Directors of the time and place of such adjourned meeting. The act of the majority of the Directors present at a meeting which a quorum is present shall be the act of the Board of Directors.

Presented to Board of Directors on the 9 day of November, 2017.

Vote of Board of Directors: 7 in favor and 2 opposed

Perkins County Rural Water System, Inc.

By: Donald Melling
Donald Melling, President

Attest:

Lynn A. Frey
Lynn Frey, Secretary
(SEAL)