

BY-LAWS of:

**BIG BEND GROUNDWATER MANAGEMENT
DISTRICT NO. 5**

ARTICLE I

Name and Location

Section 1. The name of the district is BIG BEND GROUNDWATER MANAGEMENT DISTRICT NO. 5, (hereinafter referred to as "District").

Section 2. The principal office of the district is Stafford, Kansas.

Section 3. Other offices for the transaction of business may be located within the district at such places as the Board of Directors may from time to time determine.

ARTICLE II

Annual Meetings

Section 1. An annual meeting of the District shall be held on the third Thursday of February. At such meeting, the eligible voters shall elect directors to serve for three years and until their successors shall be elected and shall be qualified. Such other business as may properly come before an eligible voters' meeting may be transacted at such annual meeting.

Section 2. Notice of the time and place of all annual meetings shall be given by publication at least ten (10) days before the date set for such meetings in a newspaper of general circulation in each of the counties of the District.

Section 3. The president shall preside at all District meetings.

Section 4. At each meeting of the District, each eligible voter shall be entitled to one vote.

Section 5. At each meeting each eligible voter shall have the right to vote, a number of votes equal to the number of persons as there are directors to be elected.

Section 6. A quorum for the transaction of business at any such meeting shall consist of those members present.

Section 7. At each annual meeting, the Directors shall submit a statement of the business done during the preceding year, together with a report of the general financial condition of the District and of the condition of its tangible property.

ARTICLE III

Directors

Section 1. The business and property of the District shall be managed by a nine member Board of Directors as set forth in the Kansas Statutes Annotated (as amended). The District shall be divided into eight (8) Director Districts with one Director being elected from each District and One Director elected at large. Each Director District shall be composed of the area of each county lying within the District. Each director candidate must live, own land, or be a water user paying assessments within the County of representation. Candidates for the Director-at-large position must live, own land, or be a water user paying assessments within the District. Directors from Districts 8 (Pratt), 5 (Reno), and 3 (Stafford) shall initially be elected for a one-year term. Directors from Districts 1 (Barton), 4 (Rice), and 6 (Edwards), shall initially be elected for a two-year term and Directors from 2 (Pawnee), 7 (Kiowa) and 9 (At Large) shall be elected for a three year term. Thereafter, directors shall be elected for a term of three years and shall hold office until his successor has been elected and qualified.

Section 2. The organizational meeting of the Directors shall be held immediately after the adjournment of each annual meeting of eligible voters.

Section 3. A special meeting of the Board of Directors may be called at any time or place by the President, or in his absence or inability to act, the same may be called by any two members of the board. By unanimous consent of the Directors, regular or special meetings of the board may be held without notice of any time or place.

Section 4. Notice of all regular and special meetings shall be mailed to each Director by the Secretary, at least five (5) days previous to the time fixed for such meetings. All notices of special meetings shall state the purpose thereof and the place where the meeting is to be held.

Section 5. A quorum for the transaction of business at any meeting of the Directors shall consist of a majority of the members of the Board, but the Directors present, although less than a quorum, shall have the power to adjourn the meeting from day to day, or to some future date.

Section 6. The Directors shall elect or appoint the officers of the District. Such election or appointment shall be made at the Directors' meeting following each annual meeting of eligible voters.

Section 7. Vacancies on the Board of Directors may be filled by the remaining directors at any regular or special directors' meeting by selecting a replacement from among the eligible voters of the District for the unexpired term.

Section 8. The Board of Directors, from time to time, as it may determine, shall have the authority to hire such employees as may be deemed necessary and/or advisable, and to fix the salaries thereof.

ARTICLE IV

Officers

Section 1. The officers of the District shall be a President, Vice-President, Secretary and Treasurer, and such other officers as the Board of Directors may from time to time deem advisable. Each of the President and Vice-President shall be a member of the Board of Directors and shall be elected by the board for a term of one year and until his respective successor is elected and qualified. The Secretary and Treasurer shall be elected by the board for a term of one year and until their respective successors are elected and qualify.

Section 2. The President shall preside at all directors and eligible voters meetings, and shall perform such other duties as are incident to this office. In case of the absence or disability of the President, his duties shall be performed by the Vice-President.

Section 3. The Vice-President shall have the right and power to perform all duties and exercise all authority of the President, in the absence of the President, and shall have all power and authority usually enjoyed by a person holding the office of the Vice-President.

Section 4. The Secretary shall issue notice of all directors and eligible voters meetings, and shall attend and keep the minutes of the same; shall have charge of all district books, records, and papers; shall be custodian of the corporate seal; and shall perform all other duties which are incident to his office.

Section 5. The Treasurer shall have custody of all money and securities of the District and shall give bond, in such sum and with such sureties as the Board of Directors may specify, conditioned upon the faithful performance of the duties of his office. He shall keep regular books of account and shall submit them, together with all of his vouchers, receipts, records and other papers, to the Board of Directors for their examination and approval as often as they may require; and shall perform such other duties as are incident to his office.

ARTICLE V

Bonds - Officers and Employees

Section 1. Any officer or employee of the District, when required by the Board of Directors, shall give a bond, or bonds, in such sum or sums and with such sureties as the Board of Directors may specify, conditioned upon the faithful performance of his duties and indemnifying the District from any loss or damage by reason of any dishonest or fraudulent acts.

ARTICLE VI

Finance

Section 1. The funds of the district shall be deposited in such banks or trust companies as the Directors shall designate and shall be withdrawn only upon checks, drafts or orders signed in the name of the District, by such officer or officers as the Board of Directors may authorize from time to time.

Section 2. The Board of Directors shall, annually, prepare a proposed budget for operation of the District and shall submit the same to a public hearing, as provided by law.

Section 3. The accounts of the District shall be audited annually by a public accountant or certified public accountant.

ARTICLE VII

Compensation - Board of Directors

Section 1. The Board of Directors shall serve without compensation but shall be allowed actual and necessary expenses incurred in the performance of their official duties.

ARTICLE VIII

Amendments

Section 1. The By-Laws for the government of the conduct of the business and affairs of the District may be adopted, amended or repealed by the Board of Directors, subject to the power of the eligible voters to amend, alter or repeal the same, or any provision thereof, or in such manner as may be provided by the statutes of the State of Kansas at the time of the amendment