



**Wheat Belt Public Power District
Board of Directors**

Bylaws

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Article I

OFFICES

The principal office of the District shall be located at 11306 Rd 32, in Sidney, Cheyenne County Nebraska.

Article II

BOARD OF DIRECTORS

- Section 1: General Powers - The business and affairs of the District shall be managed by its Board of Directors, which shall exercise the corporate powers of the District.
- Section 2: Number and Qualifications - The number of Directors shall be seven. This number may be increased or decreased at the discretion of the Board, as per Article IX of these Bylaws. No person shall be qualified to hold office as a member of the Board of Directors unless they are an elector of the chartered area of the District or they are a retail customer of the District duly certified in accordance with state statute 70-604.03 subsection 3. Every newly elected Director is required to take and subscribe to the oath of office. The oath signed by a newly elected Director is required to be filed with the Secretary of State.
- Section 3: Removal - Members of the Board of Directors may be removed from office for the same reason and in the same manner as provided for by law for the removal of county officers.
- Section 4: Organization Meeting - Board reorganization shall be conducted during the regular Board meeting in January of each year at such place as shall be designated in the notice of the meeting, for the purpose of electing officers and transacting such other business as may come before the meeting. If the election of officers shall not be held on the day designated herein, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting as soon thereafter as conveniently, or at the next regular meeting, but not later than the next regular meeting.

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- Section 5: Regular Meeting - Regular meetings of the Board of Directors shall be held monthly in Sidney, Cheyenne County, Nebraska, on a specified and recurring day as defined by said Board. Notice of such meeting shall be published in a newspaper of general circulation as specified in the Nebraska Public Meeting Law. The board of directors may change the date for a regular meeting from the specified day upon a showing of the need to accommodate the schedule of a director, staff person, or an invited guest.
- Section 6: Special Meetings & Emergency Meetings - Special meetings and emergency meetings of the Board of Directors may be called by the President or any two Directors. The person or persons authorized to call special meetings or emergency meetings of the Board of Directors may fix the time and place of any special meeting or emergency meeting of the Board of Directors called by them. Only emergency meetings may be held and/or participated in by teleconference.
- Section 7: Notice - Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given at least two days previous thereto, by written notice, delivered personally or mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except in the case when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.
- Section 8: Quorum - A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Board of Directors is present, they may adjourn the meeting from time to time without further notice.
- Section 9: Manner of Acting - The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- Section 10: Compensation - Members of the Board of Directors shall be paid in accordance with the laws of the State of Nebraska for Directors of Power Districts. Compensation shall be for attendance at training sessions and national, state, regional meetings, conventions or Wheat Belt Public Power District meetings. Such compensation shall be daily compensation for attendance and days spent traveling to and from meetings. The Board may also reimburse its Directors for their qualifying monthly medical, dental and vision plan premiums to a maximum amount equal to the prevailing employee Monthly Health Reimbursement Agreement Premiums.
- Section 11: Vacancies - A vacancy on the Board of Directors may be filled by the Board through appointment of an individual to serve until the next general election and then by election for the remainder of the vacated term unless otherwise changed by state statute.

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Section 12: Accounting System and Reports - The Board of Directors shall cause to be kept accurate minutes of their meetings and accurate records and books of accounts, conforming to approved methods of bookkeeping, clearly setting out and reflecting the entire operation, and management and business of the District. Said books and records shall be kept at the principal place of business of the District and at reasonable hours open to public inspection. The accounting system should conform to the accounting system which may from time to time be designated by the Administration of the Rural Utility Services of the United States of America. The Board of Directors shall, at the close of each year's business, cause an audit of the books, records, and financial affairs of the District by experienced public accountants, who shall be selected by such Board. Copies of the audit, certified by the auditors, shall be placed and kept on file at the principal place of business of the District, (and shall also be filed in the office of the Auditor of Public Accounts of the State of Nebraska within 120 days after December 31, of each year), and sufficient copies made available for lending agencies (government and private) and other agencies which show good reason for such audit report.

Section 13: vacant

Section 14: Order of Business - The order of business shall include, but not be limited to, the following: The presiding board officer shall retain the right to establish the order in which the items are considered.

1. Call meeting to order and the establishment of a quorum
2. Approval of meeting agenda
3. Reading or waiver of reading of the notice of the meeting
4. Introduction of guests
5. Reading or waiver of reading of unapproved minutes of previous meetings of the Directors and the taking of necessary action thereon.
6. Presentation and consideration of, and acting upon, reports of officers, Directors, staff and committees.
7. 8:35 am or as specified by the presiding board officer – Public Comment period
8. Safety issues and safety meeting minutes
9. Reports on meetings attended by Directors, staff and employees.
10. Executive session (if needed)
11. Review of policies and procedures and By-Laws
12. Strategic planning issues
13. Future meetings and training arrangements
14. Other
15. Adjournment

Article III

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OFFICERS

Section 1: Number - The officers of the District shall be a President, Vice-President, Secretary, Treasurer and such executive committee and other officers as shall from time to time be determined by the Board of Directors.

Section 2: Election and Term of Office - The officers of the Board of Directors of the District shall be elected by ballot, as prescribed under Article II, Section 4, by and from the Board of Directors.

Section 3: Removal - Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the District will be served thereby.

Section 4: President - The President shall:

- (A) Be the principal officer of the District and shall preside at all meetings of the Board of Directors;
- (B) sign with the Secretary, all instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the District, or shall be required by law to be otherwise signed or executed; and
- (C) in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time;
- (D) serve as an ex officio member of all committees selected by the Board of Directors.

Section 6: Vice-President - In the absence of the President, or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to the restrictions upon the President and shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 7: Secretary - The Secretary shall:

- (A) keep or cause to be kept the minutes of the Board of Directors in one or more books provided for that purpose;
- (B) see that all notices are duly given in accordance with these bylaws or as required by law, and file the certification required by Sec. 70-611, R.R.S., 1943, as amended;
- (C) be custodian of the corporate records and of the seal of the District;

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- (D) sign with the President, or the Vice-President, in the name of the District, all contracts, notes, debentures, warrants, or other obligations authorized by the Board of Directors;
- (E) in general, perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Board of Directors.

Section 7(a) Assistant Secretary -

- (A) Assistant Secretary - in the absence of the Secretary, or in the event of his/her inability or refusal to act, the Assistant Secretary shall perform the duties of the Secretary, and when so acting shall have all powers of and be subject to the restrictions upon the Secretary.

Section 8: Treasurer - The Treasurer shall:

- (A) have charge and custody of and be responsible for all funds and securities of the District;
- (B) furnish and maintain a corporate surety bond in an amount sufficient to cover all money coming into his or her possession or control, which bond shall be satisfactory in form and with sureties approved by the Board. Such bond shall in no event exceed (\$100,000.00);
- (C) cause to be received or give receipts for monies due and payable to the District from any source whatsoever, and deposit all such monies in the name of the District in such bank or banks as shall be selected in accordance with the provisions of these bylaws;
- (D) in general, perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Board of Directors.

Section 9: Compensation - The powers, duties and compensation of any other officer, agent and employee shall be fixed by the Board of Directors, subject to provisions of law.

Section 10: Manager - A Manager shall be employed on such terms as the Board of Directors deems advisable. He or she shall be the chief executive officer of the District and, subject to the control of the Board of Directors, shall manage, conduct and administer the affairs of the District in an efficient and economical manner. He or she shall make monthly reports to the Board of Directors. The Board of Directors will appoint other non-director officers of the District and those officers shall be governed by the Board of Directors and under the supervision of the General Manager.

Section 11: Committees - On occasion by action of the Board of Directors, committees of the Board of Directors may be established by election of the Board of Directors. Such

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powers, responsibilities, and tenure of said committees shall be determined by the Board of Directors at the time the committee is established.

Section 12: Authority Necessary - No Board member, officer, manager, agent or employee of the District shall have the authority to act in and for the Board of Directors or the District unless the Board of Directors shall first specifically delegate such authority. Action by any committee shall be deemed the action of the Board of Directors only if such authority was specifically delegated to said committee when it was established.

Article IV

CONTRACTS, CHECKS AND DEPOSITS

Section 1: Contracts - Except as otherwise provided in these bylaws, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the District, and such authority may be general or confined to specific instances. The district reserves the right to keep any contract or the contract's items confidential during the negotiation of such contract and until such contract is executed.

Section 2: Checks, Drafts, Etc - The Board of Directors may authorize all checks, drafts, or other orders for the payment of money to be issued in the name of the District to be signed by any two parties who are Directors of the District, Manager of the District or authorized staff level employees of the District as defined in the policies of the District. Checks signed by employees are limited to a dollar amount by Board policy. Any checks, drafts, or other orders for payment of money issued in the name of the District must be approved prior to its issue by budget, resolution, or contract.

Section 3: Deposits - All funds of the District shall be deposited from time to time to the credit of the District in such bank or banks as the Board of Directors may select.

Article V

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Section 70, Article 6, R.R.S., 1943, or under the provisions of the charter or Bylaws of Wheat Belt Public Power District, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

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Article VI

FISCAL YEAR

The fiscal year of the District shall begin on the first day of January of each year and end on the thirty-first day of December of the same year.

Article VII

SEAL

The corporate seal of the District shall be in the form of a circle and shall have inscribed thereon the name of the District and the words “Corporate Seal, Nebraska.”

Article VIII

PUBLIC RELATIONS ACTIVITIES

The District may, at the direction of the Board of Directors, conduct various public relations activities such as, but not limited to:

1. Customer meetings for all customers to relate current activities, trends and future programs.
2. Employee recognition events to recognize District employees’ achievements and to promote good working relationships.
3. Participation in county fairs and similar activities to promote the District’s activities, policies and safety programs.

Article IX

ALTERING OR AMENDING BYLAWS

These bylaws may be altered, amended, repealed, or new bylaws may be adopted by a vote of 5 (2/3 of the Directors) at any regular or special meeting, if at least two days written notice is given of the intention to alter, amend, repeal, or adopt new bylaws at such meeting.

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Article X

INDEMNIFICATION

If any legal action shall be brought against any person who is or was a Director, officer, or employee, based upon the negligent error or omission of such person while in the performance of such person's lawful duties, the District shall defend such person and shall pay any final judgment rendered against such person in the action. To the extent not covered by any liability insurance policy, or policies, each such person who is or was a Director, officer, or employee of the District, shall be indemnified and held harmless by the District, to the full extent permitted or authorized by law, for any costs, charges, expenses, attorneys' fees, settlements approved by the District, and judgments, which may be imposed upon or incurred by each such person, arising by reason of any act or omission in any manner relating to the performance, attempted performance, or failure of performance of such person's official duties as such Director, officer, or employee. Neither the District nor any insurance company shall have any right of restitution or subrogation against any such Director, officer, or employee.

Article XI

OPEN MEETINGS / CLOSED MEETINGS

Section 1: Open Meeting Laws - In all respects, sessions of the Board and action in relation to closed sessions shall be in accordance with the open meeting laws of the State of Nebraska, including all requirements as to notices, agenda, minutes, public participation and conduct of meetings.

Section 2: Closed Sessions - Any regular or special meeting of the Board of Directors duly convened, may be closed to the public upon the affirmative vote of the majority of the members present, taken in open session. Any such meeting may be closed where clearly necessary for the protection of the public interest or for the prevention of needless injury to the reputation of an individual and if such individual has not requested a public meeting. Closed sessions may be held for, but not limited to;

- (A) strategy sessions with respect to collective bargaining, real estate purchases, or litigation;
- (B) discussions regarding deployment of security personnel or devices;
- (C) investigative proceedings regarding allegations of criminal misconduct;
- (D) evaluation of the job performance of a person when necessary to prevent needless injury to the reputation of a person and if such person has not requested a public meeting. A closed session may not be held for discussion of the appointment or election of a new member to any public body.

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Section 2: Voting - The vote to hold a closed session will be by roll call taken in open session. In addition to recording the vote of each Board member on the question of holding a closed session, the reason for the closed session, and the time when the closed session commenced and concluded shall be recorded in the minutes. The Board of Directors shall restrict its consideration of matters during the closed sessions to only those purposes set forth in the minutes as the reason for the closed session. The meeting shall be reconvened in open session before any formal action is taken. For purposes of this section, formal action shall mean a collective decision or a formal commitment or promise to make a decision on any question, motion, proposal, resolution, order, or ordinance or formation of a position or policy, but shall not include negotiating guidance given by members of a public body to legal counsel, or other negotiators in closed sessions authorized under the above provisions as to strategy sessions.

Section 3: Challenge - Any member of the Board may challenge the continuation of a closed session if the member determines that the session has exceeded the reasons stated in the original motion to hold a closed session or if the member contends that the closed session is neither clearly necessary for

- (A) the protection of the public interest or
- (B) the prevention of needless injury to the reputation of an individual.

Such challenge shall be overruled only upon a roll call vote in open session by majority of the members present. Such challenge and its disposition shall be recorded in the minutes.

All members of the Board shall be notified and invited to all Board meetings. No subcommittee of the whole shall be designated for the purpose of circumventing the open meeting law. The open meeting law does not apply to chance meetings, attendance at or travel to conventions or workshops at which there is no meeting of the body intentionally convened and no vote or other action taken over which the body has supervision, control, jurisdiction or advisory power. No closed session, informal meeting, chance meeting, social gathering or electronic communication shall be used for the purpose of circumventing the open meeting law.

Article XII

Dispute Resolution – Mediation, Arbitration and Legal Means

Section 1: Any and all disputes, claims or controversies arising from or related in any way to the District’s provision of electric, or other services, or its furnishing of any goods or its conduct of its operations, other than disputes or claims related to the payment for electric energy provided by the District, that are not resolved by agreement of the parties, shall, at the request of any party, be resolved by the following procedures:

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A. Mediation:

1. If agreed to by both parties, a mutually acceptable person may be selected to consider the issue.
2. If a single mediator is not satisfactory to both parties, each party shall select a mediator and the two mediators shall select a third mediator. The three-party mediators shall consider the dispute in accordance with rules established pursuant to written procedures to be established from time to time by the board of directors.

B. Arbitration:

1. If the result reached by the mediators (whether one party or a three-member panel) is not accepted to the parties, by mutual agreement, the dispute may be submitted to binding arbitration, by an impartial arbitrator or panel of three arbitrators, pursuant to written procedures to be established from time to time by the board of directors.

C. Legal Remedies:

1. If the dispute is not resolved by mediation or binding arbitration, both parties shall reserve the right to pursue their respective legal remedies. Based on the enacting of this provision as a means of dispute resolution, each member of the general public, by virtue of such, agrees to resolve all such claims or controversies according to this bylaw and the regulations and policies prescribed by the board of directors, and further agrees to abide by and perform under the policies all such rules of arbitration, and to abide by and perform any awards made hereunder. This agreement to resolve disputes shall survive any withdrawal from or termination of a customer's activities in/or with the District.
2. Each party shall be responsible to pay the costs associated with the dispute resolution procedure chosen. If a single mediator or arbitrator is chose, the parties shall each pay one-half the fees and expenses. If a three-member panel is chosen, each party shall pay the costs of their selected panel member and

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one-half the costs of the selected third member. Costs associated with resolving the matter by legal action shall be born in accordance with current Nebraska law.

_____, President Date: _____