

BY-LAWS
TRI-BASIN NATURAL RESOURCES DISTRICT

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ARTICLE #1
ORGANIZATION OF DISTRICT

SECTION 1-- BOARD OF DIRECTORS

The District shall have and exercise all of the powers granted to a Natural Resources District under the laws of the State of Nebraska. The business and affairs of the Natural Resources District shall be administered by the Board of Directors, consisting of thirteen duly elected and qualified members in accordance with Nebraska Statutes. A vacancy on the Board of Directors shall exist upon: 1) The occurrence of any one of the events listed in Section 32-560 of the Nebraska State Statutes; and/or 2) The removal from the district or a sub-district of any director. After notice and hearing, a vacancy shall also exist in the event of the absence of any director from more than two consecutive regular meetings of the board unless such absences are excused by a majority of the remaining board members. A director who wishes to resign from the Board of Directors must submit a written letter of resignation to the Board of Directors. Such resignation shall not take effect until accepted by the Board of Directors. In the event of a vacancy from any of the above causes or otherwise, such vacancy shall be filled by the Board of Directors in accordance Section 2-3215 of Nebraska State Statutes.

SECTION 2 – REGULAR MEETINGS

In accordance with Section 2-3219 of NE State Statutes, the entire board shall meet as business and affairs require, but in no case less than once a month, unless otherwise designated. A regularly scheduled meeting of the Board shall be held on the second Tuesday of each month. During the months of December, January, February, March, July and August board meetings will be scheduled in daytime hours; during the remaining months, meetings will be scheduled in evening, unless otherwise designated.

The Tri-Basin NRD Board of Directors follow “Roberts Rules of Order” for conduct of all board meetings.

The Chairman, with the assistance of the manager and other District personnel, is responsible for creating the agenda for regular meetings of the Board. Directors or members of the public may request that items be placed on the agenda for a regular meeting of the board. Such requests should be made in writing at least ten days in advance of the regular meeting. “New Business” Agenda items shall be added to the board meeting agenda if they are either:

- 1) Proposed by the Chairman, or
- 2) Proposed by the manager, with approval by the Chairman, or
- 3) Recommended by a board committee or
- 4) Proposed by a director, NRD staff member or a constituent at a prior board meeting.

Notice shall be given of all board meetings pursuant to Sections, 2-3219 and 84-1411 of Nebraska State Statutes using both of the following methods:

- 1) Publication of a public notice of the board meeting in the district newspaper of record, *The Holdrege Daily Citizen*, at least five days before the board meeting is held;
- 2) Posting of a meeting notice at the entrance to the NRD office at least five days before the board meeting is held.

SECTION 3 – SPECIAL MEETINGS

Special meetings of the Board may be called by or at the request of the Chairman, or three (3) board members. Special meetings may be held only if the district can comply with the public notice requirements in Section 2 of Article #1 of these by-laws.

SECTION 4- EMERGENCY MEETINGS

Emergency meetings of the Board may be called by or at the request of the Chairman, or three (3) board members. Emergency meetings can be held only to discuss and take action on a single issue that requires immediate action. Emergency meetings may be held only if the district can provide public notice at least three days before the meeting is held, using at least one of the methods described in Section 2 of Article #1 of these by-laws.

SECTION 5 – QUORUM

A majority of the voting members of the Board shall constitute a quorum, for the transaction of business at any regular, special or emergency meeting, in accordance with Section 2-3219 of the Nebraska State Statutes.

SECTION 6 – VOTING

In accordance with Section 84-1406 Open Meeting Law, voting on any motion or resolution before the board shall be by roll call, except when voting for officers, and a motion for ballot is properly made, seconded and passed by a majority of the board present. Each member of the Board present shall be entitled to one (1) vote upon each matter submitted to a vote at a board meeting, including the Chairman if he so chooses to vote. Any director who misses two consecutive monthly board meetings will not be allowed to vote upon matters submitted to the board at subsequent meetings until the director's absence has been excused by a majority vote of directors present.

SECTION 7 – CONTRACTS WITH DISTRICT

No member of the Board of Directors shall be interested directly or indirectly in any contract in which the District is involved.

SECTION 8 – PER DIEM ALLOWANCE

It shall be the policy of the District to recognize that whenever a director on the district board devotes his or her time in any given calendar day to "meetings of the board" or "Matters concerning the district" he shall be deemed to be qualified to receive a per diem payment. It shall be the policy of the District to recognize that all regular and special meetings of the Board of Directors duly called shall constitute "meetings of the board" and that all activities of a director in his official capacity as a director and authorized by action of the Board of Directors shall constitute "matters concerning the district" for the purposes of per diem for district directors. The latter category shall include but not be limited to district authorized (a) participation in district committee meetings; (b) representation of the district at other meetings; (c) attendance at conferences, tours and seminars; or (d) district administrative assignments. It shall also be the policy of the District to pay seventy dollars (\$70) per diem for each day that a district director attends meetings of the board and seventy dollars (\$70) per

diem for each day that a director is engaged in matters concerning the district in accordance with Section 2-3218 of NE state statutes. Notwithstanding anything to the contrary in these by-laws, no director shall receive more than seventy dollars (\$70) per diem per day, nor more than three thousand six hundred dollars (\$3600) of per diem payments per year. Per diem limits are applied by calendar year. Directors shall also be eligible to receive one day per diem at the rate of seventy dollars (\$70) for time spent traveling to any meeting that they attend on behalf of the district that is held at a location that is further than 150 miles from Holdrege, Nebraska and two days per diem at the rate of seventy dollars (\$70) for time spent traveling to any meeting that they attend on behalf of the district that is held at a location that is further than 500 miles from Holdrege, Nebraska. It shall also be the policy of the District that the Treasurer be allowed one day per diem per month to fulfill his or her official duties in the office of Treasurer of the Tri-Basin NRD. Per Diem payments to the Tri-Basin NRD Directors will be made each quarter.

SECTION 9 – EXPENSES

- A. Actual and necessary expenses incurred by directors and staff who attend meetings, tours or other functions of the District shall be reviewed by the general manager (or in the case of the general manager's expenses, reviewed by the Treasurer) and, if approved, reimbursed by the District.
- B. Actual and necessary expenses shall include, but not be limited to, registration fees, tuition, meals, lodging, gratuities for meals (not exceeding 20%), workshop and training materials, publications and transportation costs. Directors and staff may use either their own vehicles, district vehicles or commercial or charter services to travel to meetings, tours or other functions of the district. The District's liability for reimbursement will be limited to the cost of the least expensive mode of transportation available, unless the board authorizes reimbursement for use of other modes of transportation. Expenses for meals and lodging shall be itemized and accompanied by invoices or receipts showing costs actually incurred. If an invoice or receipt is not available or lost, the director will complete an Affidavit of No Receipt. Directors and staff will pay for all their spouses' expenses on all NRD related meetings or conventions. This includes meals, travel expenses, registration fees and lodging. A single room rate will be paid by the District for directors and staff when accompanied by their spouse. When advance reservations are made for spouses for travel or lodging, the cost for these expenses will be taken off the current or following month's expense vouchers or quarterly expense vouchers in which the reservations were made.
- C. Directors and staff will receive the current rate per mile, as established for State Boards under Section 81-1176 R.R.S., Nebraska, for personal auto use for NRD related business. This rate is revised at the beginning of every fiscal year, if necessary.
- D. All out-of-state travel must be approved by board action prior to the travel. In those instances when out-of-state travel must be approved before a scheduled monthly board meeting, The Chairman of the Board can approve out –of-state travel.
- E. The District is not responsible for damage to directors' personal vehicles while directors are engaged in District business. The District will only pay mileage on a properly licensed vehicle, driven by a properly licensed driver in a safe manner.
- F. The District may, at its cost, provide non-alcoholic beverages and food to individuals attending public meetings including workshops, conferences and training programs sponsored or conducted by the Tri-Basin Natural Resources District.

- G. The District may, at its cost, provide non-alcoholic beverages and food to volunteers who, at the request or permission of the District, engage in activities related to the purposes or functions of the District.
- H. The District may, at its cost, hold one recognition dinner each year for elected and appointed officials, employees, or volunteers of the local government. The maximum cost per person for such dinner shall be determined by the NRD manager, after consulting with the board chairman.
- I. The District may, at its cost, award plaques, certificates or other items of value, to elected or appointed officials, employees, honorees or volunteers.
- J. The District shall follow an "ACCOUNTABLE REIMBURSEMENT PLAN", in accordance with IRS regulations 1.162-17 and 1.274-5T(f), with the following terms and conditions:
 - 1) The District will reimburse only reasonable district related business expenses incurred by a director. Subject to budget limitations, such expenses will include:
 - a) Business use of automobile, up to the current IRS standard mileage rate currently being used by the District.
 - b) Business travel away from home: transportation, parking, lodging, meals/tips and any other expenses necessary to carry out the business of the District.
 - c) Convention, conference and workshop expenses
 - 2) Directors will account for each allowable expense in writing at least every 90 days. Documentation will include the amount, date, place and business purpose for each expense. A receipt will accompany documentation.
 - 3) Under this accountable arrangement the District will not report reimbursed amounts as taxable income on the director's Form W-2. The director should not report reimbursed amounts as income on Form 1040.

ARTICLE #2 OFFICERS

SECTION 1 – OFFICERS

In accordance with Section 2-3217 of NE state statutes, the officers of the District shall be a Chairman, Vice-Chairman, Secretary and Treasurer. All officers will be elected from the members of the board.

SECTION 2 – TERM OF OFFICE

The term of office for officers of the District shall be two (2) years. No officer may serve more than two (2) consecutive terms in the same office.

SECTION 3 – OFFICER VACANCY

If an officer becomes incapable of fulfilling the responsibility of their office, the executive committee may appoint a director to fill the vacancy until the next regular NRD Board Meeting, at which time the Board of Directors will select a director to replace the incapable officer.

SECTION 4 – CHAIRMAN

The chairman of the Board of Directors shall preside at all meetings of said board, may call special meetings and emergency meetings, and for and on behalf of the district, sign contracts or other instruments in writing which have been duly approved by the Board of Directors. The Board of Directors may also designate district staff or directors to sign contracts or other instruments in writing, which have been duly approved by the Board of Directors. The chairman shall be empowered to make such non-policy decisions between meetings as may become necessary to carry out the works, policies and intents of the District. In general, the chairman shall perform all duties incident to the office of chairman and such other duties as may be prescribed by the board

SECTION 5 – VICE-CHAIRMAN

In the absence of the chairman, or in the event of his inability to act, the vice-chairman shall perform the duties of the chairman. When so acting, the vice-chairman shall perform the duties of the chairman. When so acting, the vice-chairman shall have all the powers of, and be subject to, all the restrictions imposed upon the chairman by the Board of Directors. The vice-chairman shall perform such other duties as from time to time may be assigned to him by the chairman of the board. If neither the chairman nor vice-chairman are available to preside over a meeting of the board, the board may designate a chairman pro-tem to preside in their absence.

SECTION 6 – SECRETARY

The secretary shall keep, or cause to be kept, the minutes of board meetings. In general, perform all other duties as from time to time may be assigned to the secretary by the chairman or by the board. The Board of Directors may appoint a staff person to serve as an Assistant Secretary to the board. The Assistant Secretary's duties will consist of keeping minutes of board meetings and committee meetings and submitting them to the Board of Directors for approval.

SECTION 7 – TREASURER

The treasurer shall keep, or cause to be kept, an accurate account of all funds received and expended by the Natural Resources District. The treasurer shall see that all approved bills payable are paid and receipts received, and shall be authorized to sign checks of the natural resources district accounts to retire approved bills and debts of the district. The Board of Directors may also designate district staff or directors to sign checks to pay bills, which have been duly approved by the Board of Directors. The treasurer will also invest, deposit or cause to be invested or deposited excess NRD funds into insured investments approved by the Board of Directors in accordance with Section 2-3227 of [NE state statutes](#). The officers and employees of the district authorized to handle funds shall furnish and maintain a corporate surety bond in an amount sufficient to cover all money coming into their possession or control, in accordance with Section 2-3217 of NE state statutes.

SECTION 8-OFFICER ELECTION PROCEDURE

A. The chairman will adjourn the board sine die, effectively dissolving the prior board at the conclusion of its business.

B. The board must nominate and elect someone who is not a director to serve as a temporary chairman to oversee nomination and election of officers (typically the manager).

C. Temporary chairman asks directors if they want to nominate board chairman candidates by secret ballot?

1). If yes, a motion to nominate by secret ballot must be made and voted on by the board, as per NRD by-laws.

2). If no, the temporary chairman will call for nominations from the board.

3). Nominations are made.

D. When nominations are finished, a motion to cease nominations must be made, seconded and voted on by roll call. If only one candidate is proposed, the motion can also state that the nominee shall be elected. Otherwise, the motion will be followed by a vote to elect a chairman from among the nominated candidates. That vote will be by secret ballot. If there are three or more candidates, a primary vote must first be held to reduce the number of candidates to two, then a general ballot will be cast to select each officer.

E. Repeat Step C and D for each officer and the NARD and NRRMDA Representatives.

ARTICLE #3
COMMITTEES

SECTION 1 –

The Board of Directors may designate one or more committees. Each designated committee shall have and exercise duties in the best interest and authority of the natural resources district.

SECTION 2 –

The chairman of the board shall appoint the committee chairmen, and may designate committee members or may delegate the designation to the committee chairmen.

SECTION 3 –

Any committee member may be removed by the chairman of the board or the natural resources district board whenever, in their judgment, the best interest of the natural resources district may be served by such removal.

SECTION 4 –

Each member of a committee shall serve as such until their successor is appointed unless: the committee shall be terminated sooner, such member is removed from such committee or such member shall cease to qualify as a member thereof.

SECTION 5 –

Committee membership will be reviewed and new appointments made once a year. A Committee member may succeed himself on any committee unless otherwise prevented by these by-laws or by law.

SECTION 6 –

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original contract.

SECTION 7 –

Each committee, or the chairman of the board, may appoint advisory committee members from outside the natural resources district board membership.

SECTION 8 –

Executive Committee Representatives to Committees and Sub-Committees are allowed to make motions and vote on Committee or Sub-Committee business.

SECTION 9 – EXECUTIVE & BUDGET COMMITTEE

The Executive and Budget Committee duties shall include, but not be limited to personnel matters, (including salary, wages, benefits, holiday and work schedules) insurance policies and needs, present and future building and equipment needs and necessary budget planning. The budget process will include reviewing, with the manager, the availability of funds, proposing specific dollar amounts to each program, preparing a draft budget, presenting possible tax consequences of the proposed budget and planning for future financial requirements of the District. The committee, subject to board control, shall make decisions between board meetings as may be necessary to carry out the policies of the District. Recommendations concerning board and personnel ethics and discipline are the responsibility of this committee. Periodic meetings with other agencies will be a part of this committee's responsibilities. (At a minimum, the Executive and Budget Committee shall consist of the Chairman, Vice-Chairman, Secretary and Treasurer of the board of directors.)

SECTION 10 – INFORMATION, EDUCATION AND LEGISLATIVE COMMITTEE

The Information, Education and Legislative Committee duties shall include but not be limited to public relations, education and information and analyzing legislative needs compared to current and proposed legislation. The committee, subject to board control, will develop programs and policies to enhance public awareness of the responsibilities and activities of the District. It will provide guidance for the development of a strong educational effort for the wise use and management of natural resources and economic benefits of such. The goal of providing educational material, videos, tours and exhibits available to the public and schools will be the responsibility of this committee. This committee shall, when deemed necessary, review applicable statutes and proposed legislation which has an impact on the management of natural resources with recommendations made to the board on improving these laws. (One member of this committee shall be the NARD representative.)

SECTION 11 – PLANNING, WATER ISSUES AND PROPERTY RIGHTS

Responsibilities of the Planning, Water Issues and Property Rights Committee shall include long and short range planning to complement and better achieve the overall objectives of the District. This committee shall analyze needs in the district and develop projects with priority recommendations for the board to review and take action on. Water issues will include quality, quantity and integrated water management rules and regulations and other water issues of potential interest to the District. Property rights include issues and regulations that affect property values, property rights and resource management.

SECTION 12 – PROJECTS AND CONSTRUCTION COMMITTEE

The Projects and Construction Committee shall be responsible for all matters regarding projects and programs to better achieve the overall objectives of the District. They shall have responsibility for all matters regarding projects and programs that have been approved by the NRD Board for implementation and/or construction. The committee shall work closely with NRD staff and consultants on bid lettings, bonding, easements, R.O.W. inspection in general and all matters regarding project and program implementation and completion. Operation and maintenance of these projects will be the responsibility of this committee. This committee will be responsible for overseeing the administration of district-administered cost-share and landowner assistance programs.

SECTION 13 – SUB-COMMITTEES

Each committee has the power to form sub-committees of that committee to act in their behalf on any specific program or project as they may direct. The sub-committees will consist primarily of members of the committee but can include other board members, staff or advisory members. Either committee chairmen or the board chairman may appoint sub-committees.

SECTION 14 – COMMITTEE AGENDAS

Committee Agenda items shall:

- A. Be directed to a Committee by the Board of Directors, or
- B. Be directed to a Committee by the Executive Committee, or
- C. Be proposed by a director, NRD staff member or a constituent and be approved by the Committee Chair.

ARTICLE #4 STAFF

The Board of Directors has the authority to hire staff needed to carry out the day-to-day operations of the District. The Board of Directors may also designate district staff or directors to hire staff for positions which have been duly approved by the Board of Directors. Those staff members assigned specific duties by the Board will answer directly back to the Board. The NRD will supply a general job description for all positions.

ARTICLE #5 GENERAL

SECTION 1 –

Any provision of these by-laws may be waived or suspended by resolution passed by a majority of the Natural Resources District Directors present at a special, emergency or regular Natural Resources District board meeting.

SECTION 2 –

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the NRD Board of Directors at any regular, emergency or special meeting of the Natural Resources District Board.

SECTION 3-

In the event that any court of competent jurisdiction should find or rule that any section or provision of these by-laws is unconstitutional, invalid or otherwise unlawful, the remaining sections shall remain in full force and effect.

SECTION 4-

Directors are not considered employees of the District, by statute, and are not covered by the District's Worker's Compensation Plan. The District does provide, at its own expense, Occupational Accident & Business Travel Accident Insurance Coverage for Directors. The plan provides Accidental Death and Dismemberment Insurance, Accidental Medical Expenses and disability pay to directors for board authorized travel. This includes traveling to or returning from their premises.

Coverage is also provided while at a committee meeting or other similar duties including any trip for which directors receive reimbursement for expenses or service performed.

SECTION 5-

The District provides Public Officials and Management Liability Insurance Coverage for employees and directors in the event of a “wrongful act” or “employment practices” offense committed while carrying out their official duties as detailed in the District’s insurance policy.

SECTION 6- USE OF DISTRICT FACILITIES

The District does not as a general rule make it’s meeting rooms or other facilities available to the public. The District will allow other governmental agencies and non-profit organizations use of district meeting rooms and other facilities, when available, and without prejudice or discrimination.

SECTION 7- COPIES OF DISTRICT RECORDS

The District will copy public records for the public or other governmental agencies at the cost of twenty-five cents per copy.

SECTION 8- CONFLICTS OF INTEREST

Board members shall abstain from voting on any issue before the Board when such issue constitutes a conflict of interest under Section 49-14,102 – 49-14,103.07 of Nebraska Rev. Statutes or when a Board member is obligated by other laws of the State of Nebraska to refrain from voting on any issue. Any contract whether oral or written, formal or informal, which is entered into by the District and in which a member of the Board of Directors is directly or indirectly interested, is voidable unless certain reporting, disclosure and abstention requirements are met as set forth in the following “Procedures for Contracting with a Member of the Board”.

SECTION 9- PROCEDURES FOR CONTRACTING WITH A MEMBER OF THE BOARD

- A. The District is authorized to enter into a formal contract or open an account with a member of the Board of Directors who is directly or indirectly interested, provided:
 - 1) The Board member makes a declaration on the record to the Board of Directors regarding the nature and extent of his or her interest, prior to official consideration of the contract.
 - 2) The Board member does not vote on the matter of granting the contract, except that if the number of members of the Board declaring an interest in the contract would prevent the Board, with all members present, from securing a quorum on the issue, then all members may vote on the matter.
 - 3) The Board member does not act for the District as to inspection or performance under the contract in which he has interest.
- B. For the purpose of this policy, a Board member shall be deemed to be directly or indirectly interested if such Board member, his parent, his spouse, or child has (a) an ownership interest of 5% or more in any business involved in the contract, or (b) will receive a direct pecuniary fee or commission as a result of the contract.
- C. A member of the Board of Directors may not be employed by the District (See Section II, Q. Nepotism Policy of the NRD Personnel Policy Manual).