

NOTICE OF SPECIAL MEETING OF PARTICIPATING MEMBERS

NOTICE is hereby given to all Participating Members of Rural Water Management District No. 15, Osage County, Oklahoma, that the District's Board of Directors has called and set a **SPECIAL MEETING** of the District's Participating members.

TIME: The Special Meeting will be held at **6:30 p.m. CDT August 14, 2018**

PLACE : The Special Meeting will be held at the District's place of business:

**14415 N. 52nd W. Avenue
Skiatook, Oklahoma 74070**

PURPOSE: The purpose of the meeting will be to consider **proposed amendments to the District's Bylaws**. The Agenda for the meeting is attached to this Notice and incorporated by this reference, and includes each of the proposed amendments.

Participating Members of the District, qualified as stated in the District's Bylaws, shall be entitled to vote at the Special Meeting upon all of the proposed amendments to the District's Bylaws.

SPECIAL MEETING OF PARTICIPATING MEMBERS

Rural Water Management District No. 15
Osage County, Oklahoma
14415 N. 52nd W. Avenue
Skiatook, Oklahoma 74070

August 14, 2018 – 6:30 P.M. CDT

AGENDA

- A. Call to order – Board Chair Butch Barber presiding.
- B. Proof of notice of meeting.
- C. Discuss then vote whether to approve a Resolution Amending Bylaws (see attached) revising the definition of “Participating Member.”
- D. Discuss then vote whether to approve a Resolution Amending Bylaws (see attached) adding additional requirements to the form of Declaration of Candidacy.
- E. Discuss then vote whether to approve a Resolution Amending Bylaws (see attached) by revising provisions thereof regarding meetings of the District’s Directors.
- F. Discuss then vote whether to approve a Resolution Amending Bylaws (see attached) by deleting therefrom the existing provisions providing for proxy voting.
- G. Discuss then vote whether to approve a Resolution Amending Bylaws (see attached) adding new provisions for contested director elections.
- H. Discuss then vote whether to approve a Resolution Amending Bylaws (see attached) by adding a new article on gender neutrality.
- I. Adjournment.

RESOLUTION AMENDING BYLAWS

Rural Water Management District No. 15
Osage County, Oklahoma

WHEREAS, it is the desire of the Participating Members to AMEND the District's Bylaws, Article IV, Section 2, **Participating Member**, by deleting from the definition of "Participating Member" the phrase and words "or having an interest in."

NOW, THEREFORE, BE IT RESOLVED: That the District's Bylaws should be and are hereby amended as follows:

By the amendment of Article IV, Section 2, **Participating Member**, by deleting from said section and definition of "Participating Member" the phrase and words "or having an interest in."

RESOLUTION AMENDING BYLAWS

Rural Water Management District No. 15
Osage County, Oklahoma

WHEREAS, it is the desire of the Participating Members to AMEND the District's Bylaws, Article VII, Section 5, **Declaration of Candidacy**, by adding additional requirements to the form of Declaration of Candidacy.

NOW, THEREFORE, BE IT RESOLVED: That the District's Bylaws should be and are hereby amended as follows:

By the amendment of Article VII, Section 5, **Declaration of Candidacy**, revising and modifying the existing provisions thereof by adding the following additional requirements:

D. The person's affirmation that the declarant has reviewed the District's Bylaws and meets all qualifications set forth therein to serve as a Director.

E. The person's affirmation that the declarant has reviewed and understands 51 O.S. §6 ("Officers and Deputies Not to Hold Other Offices") and that the declarant's election to the Board would not violate the provisions of said statute.

RESOLUTION AMENDING BYLAWS

Rural Water Management District No. 15
Osage County, Oklahoma

WHEREAS, it is the desire of the Participating Members to AMEND the District's Bylaws, Article VII, Section 10, **Regular Meetings**, by modifying the existing provisions thereof.

NOW, THEREFORE, BE IT RESOLVED: That the District's Bylaws should be and are hereby amended as follows:

By the amendment of Article VII, Section 10, **Regular Meetings**, by deleting the existing provisions thereof and substituting the following:

SECTION 10. **Meetings.** The Directors shall meet as required by any applicable statute and shall further hold regular monthly meetings at a designated time and place as may from time to time be determined by the Board. The Directors may additionally meet specially at other times and places upon the call of the Chairman or any two (2) Directors. Notice of all meetings except regularly scheduled meetings shall be either: (a) as hereafter provided in Article XIX; or (b) by any such means (including SMS or text message or email) as each Director may from time to time designate, in writing, to the District's Manager. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of the meeting. PROVIDED, that the attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except where a Director attends the meeting solely for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. When all of the Directors are present at any meeting, however called, or consent in writing that such meeting may be held, all proceedings thereat shall be valid as though the previous written notice aforesaid had been given.

RESOLUTION AMENDING BYLAWS

Rural Water Management District No. 15
Osage County, Oklahoma

WHEREAS, it is the desire of the Participating Members to AMEND the District's Bylaws, Article XI, Section 8, **Proxies**, by deleting the provisions providing for proxy voting.

NOW, THEREFORE, BE IT RESOLVED: That the District's Bylaws should be and are hereby amended by the deletion therefrom the entirety of Section 8 of Article XI, **Proxies**.

RESOLUTION AMENDING BYLAWS

Rural Water Management District No. 15
Osage County, Oklahoma

WHEREAS, it is the desire of the Participating Members to AMEND the District's Bylaws to add new provisions regarding contested director elections.

NOW, THEREFORE, BE IT RESOLVED: That the District's Bylaws should be and are hereby amended by the addition to Article XI, a new Section 8, **Contested Director Elections**, as follows:

Section 8. **Contested Director Elections.** In any year in which there is more than one declared candidate for any Board position to be filled at the Annual Meeting of Participating Members, all Participating Members who would be qualified to vote in person at the Annual Meeting shall be allowed to cast their ballot(s), in advance of the Annual Meeting, for each contested Board position. In each such year, balloting for contested Board positions shall be in strict conformity with all of the following procedures:

(a) Promptly following the conclusion of the period during which a Declaration of Candidacy may be filed, the District's Manager shall determine whether there is more than one candidate for any Board position to be filled at the Annual Meeting (a "Contested Election.") If not, then the following procedures shall not apply.

(b) If there is a Contested Election for one or more Board positions, then the District shall include with the Notice of the next Annual Meeting of the Participating Members identification of: (i) each Board Position for which there is a Contested Election; and (ii) identification of each candidate for each such Board Position. The District shall include, in each such instance, such biographical information about each candidate as the candidate may furnish on forms to be designated by the District's Manager.

(c) In each year in which there is a Contested Election for one or more Board positions, the Notice of the Annual Meeting shall notify the Participating Members that they may vote for the candidate of their choice in each Contested Election at the District's Offices, during normal business hours, during the period commencing the Wednesday prior to the Annual Meeting and ending on the Monday prior to the Annual Meeting.

Participating Members may only vote in Contested Elections either: (I) at the District's Office prior to each Annual Meeting as provided herein; or (ii) in person at the Annual Meeting.

All Participating Members not voting at the District's Office prior to each Annual Meeting as provided herein may vote at the Annual Meeting. The determination of the person elected to each Board Position at each Annual Meeting will be made at the Annual Meeting. If there is more than one Contested Election in any year, any Participating Member voting at the District's Office prior to Annual Meeting as provided herein may not then vote in any Contested Election at the Annual Meeting at which the Contested Election is to be determined.

There shall be no voting by proxy nor any absentee voting at any Meeting of the Participating Members. The provisions set forth herein for determination of Contested Elections shall only apply to Contested Elections. All Participating Members who wish to vote on any other matter to be considered at any meeting of the Members must be present at the Meeting in order to vote.

RESOLUTION AMENDING BYLAWS

Rural Water Management District No. 15
Osage County, Oklahoma

WHEREAS, it is the desire of the Participating Members to AMEND the District's Bylaws, by adding thereto a new article on gender neutrality.

NOW, THEREFORE, BE IT RESOLVED: That the District's Bylaws should be and are hereby amended by the addition of the following new Article XX:

ARTICLE XX GENDER NEUTRAL

These Bylaws shall be deemed to be gender neutral. To the extent that the context shall permit, any masculine pronoun used herein shall be construed to include also the similar feminine pronoun, any feminine pronoun used herein shall be construed to include also the similar masculine pronoun, any singular word so used shall be construed to include also the similar plural word and any plural word so used shall be construed to include also the similar singular word.