

**RESOLUTIONS TO AMEND BY-LAWS  
OF LAKE POINSETT WATER PROJECT DISTRICT**

BE IT RESOLVED, that the By-Laws be amended as follows:

**SECTION ONE**

That Article II of the By-Laws shall be amended to read as follows:

**ARTICLE II.**

**VOTING MEMBERSHIP**

Voting members shall be qualified, registered voters of the District as shown by the voting lists at the Hamlin and Brookings County Auditors offices.

**SECTION TWO**

That Article III, Section 2, Section 3, Section 5 and Section 7 of the By-Laws shall be amended to read as follows:

**ARTICLE III.**

**DIRECTORS**

Section 2. Number and Qualifications of Directors – The Directors shall constitute the governing Board of this District. There shall be seven (7) Directors, all of whom must be qualified voters of the District.

Section 3. Terms and Method of Election – Directors shall be elected at large from the qualified voters of the District. All Directors shall be elected to serve a term of three (3) years and until their successors are elected and qualified. Petitions for the nomination of Directors shall be presented to the Secretary in keeping with the mandates of SDCL 46A-18-25 and Directors shall be elected at the annual meeting of the District pursuant to SDCL 46A-18-23.

Section 5. Vacancies – Any vacancy in an unexpired term shall be filled by appointment within thirty (30) days of the vacancy by the remaining Directors of the District. Any vacancy in an expired term for which no candidate's nominating petition has been filed pursuant to SDCL 46A-18-25 shall be filled by appointment within thirty (30) days of the election by the

remaining Directors. An appointed Director shall hold office for the remainder of the term for which the Director has been appointed.

Section 7. Directors Meetings – Meetings of the Board of Directors may be called at any time by the Chairman or at the request of any Director through the Chairman. The Secretary shall mail a notice of meeting to each Director at least ten (10) days prior to the meeting. (SDCL 46A-18-37 (4)).

Teleconference meetings may be held pursuant to SDCL 1-21-1.

### SECTION THREE


That Article IX of the By-Laws shall be amended to read as follows:

#### ARTICLE IX.

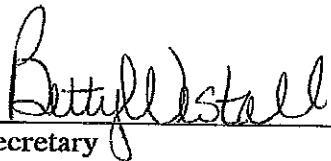
#### AMENDMENT

These By-Laws may be altered, amended or repealed at any annual meeting by an affirmative vote of a majority of qualified voters present and voting.

Dated this 25<sup>th</sup> day of April, 2009.

  
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President

Lorin D. Pankratz

  
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Secretary