

**BYLAWS
OF
NORTH DAKOTA ASSOCIATION OF OIL AND GAS PRODUCING COUNTIES**

A JOINT GOVERNMENTAL FUNCTION PURSUANT TO SECTION 54-40-08 OF THE NORTH DAKOTA CENTURY CODE, AS AMENDED.

MISSION STATEMENT

The North Dakota Association of Oil and Gas Producing Counties is the trusted and unified voice for the betterment of the citizens of North Dakota and NDAOGPC membership.

ARTICLE 1

SECTION 1. The principal office of the Association shall be determined by the Executive Committee from time to time.

SECTION 2. The Association shall become a Body Politic when at least five (5) subdivisions have executed the agreement for joint exercise of governmental powers and thereby applied for membership.

ARTICLE II

SECTION 1. CLASSES OF MEMBERS. Voting membership is limited to the counties, cities and school districts located within the counties wherein oil, gas, *coal, uranium, potash or other minerals or elements* are produced or land is leased for such purpose. The Association shall have **two** classes of members. *Class II members are allowed to join as associate members, make recommendations but may not vote at the annual meeting. Associate members groups or committees may be allowed at the discretion of the Executive Committee. Their committees are organized at the discretion of the Executive Committee and serve at the will of the Executive Committee. Dues for Class I and Class II members are determined by the Executive Committee. Class I members must have met their membership requirements for paid dues to vote at the annual meeting.*

SECTION 2. ELECTION OF MEMBERS. Members shall be confirmed by the Executive Committee and the execution and filing with Secretary of the Association the Agreement for joint exercise of governmental powers properly executed by such subdivision.

SECTION 3. VOTING RIGHTS. Each member shall be entitled to one (1) vote cast by a representative chosen by them. At the time, a subdivision is accepted into membership, they may notify the Association the name of a voting delegate for the annual meeting. The subdivision may also choose to have their delegate sign-in at the meeting as the voting delegate.

SECTION 4. RESIGNATION. Any member may resign by filing a written resignation with the Secretary of the Association, but such resignation shall not relieve the governmental subdivision of its obligation to pay dues, assessments or other charge theretofore accrued and unpaid.

ARTICLE III

SECTION 1. ANNUAL MEETING. The annual meeting date with the general membership shall be held in September, October and November for the purpose of electing committee members and members to the Executive committee and for the transaction of such other business as may come before the meeting. The time, location and date of the annual meeting shall be designated by the Executive committee.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called by the President, the executive Committee or not less than one-tenth of the members having voting rights.

SECTION 3. NOTICE OF MEETING. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less and two (2) days nor more than thirty (30) days before the date of such a meeting, by or at the direction of t the President, the Executive Committee or members calling the meeting, In case of special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the record of the Association, with postage thereon prepaid. Facsimile or electronic mail is an acceptable way to notify of annual meeting.

SECTION 4. INFORMAL ACTION BY MEMBERS. Any action required by law to be taken at a meeting of the members, may be taken without a meeting if there is consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 5. QUORUM. The members holding one-fifth (1/5) of the votes which may be cast any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 6. PROXIES. At any meeting of the members, a member is entitled to vote by proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 7. MANNER OF ACTING. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

ARTICLE IV

SECTION 1. GENERAL POWERS. The affairs of the Association shall be managed by its Executive Committee, elected by general membership at the annual meeting or other meeting as designated by majority of members.

ARTICLE V

SECTION 1. EXECUTIVE COMMITTEE. The Executive Committee of the organization shall consist of **11** members from the Board of Directors: 3 members from the County Commission Committee, 3 members from the City Commission Committee, 3 members from the Education Committee **and 2 members from the Coal Conversion Counties of McLean, Mercer, and Oliver counties political subdivisions.** The Executive Committee shall consist of President, Vice President, President-Elect and **8** directors. The Immediate Past President is an ex-officio without a vote. The Executive Committee may elect or appoint such other officers, including Secretary/Treasurer from within the Executive Committee or the membership, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Executive Committee.

SECTION 2. ELECTION AND TERM OF OFFICE. The Executive Committee of the Association shall be elected annually, one (1) Director from each of the County Commissioner, City Commission, Education Committee shall be elected for a term of three years, one (1) Director from each of the County Commissioner, City Commission, Education Committee's shall be elected for a term of two years, and one (1) Director from each of the County Commissioner, City Commission and Education Committee's shall be elected for a term of one year, by the membership at the annual meeting commencing in 1985. The President from the County Commissioner Committee, President-Elect from the City Commission Committee, the Vice-President from the Education Committee. Each Committee member will serve two (2) year terms with the officers rotating **except for the Coal Conversion Counties representatives. The CCC members on the Executive Committee will not rotate and serve as President.** Vice President will be elected biennially. Each member of the Executive Committee shall hold office until the successor shall have been duly elected and shall have qualified. The Executive Committee will meet quarterly at a place and time set by the Executive Committee. Special meetings may be called by the President or three other members.

SECTION 3. EXECUTIVE COMMITTEE MEETINGS. The Executive Committee will meet, at least, quarterly at a place and time set by the Executive Committee. Special meetings of the Executive Committee may be called by the President and three other members.

SECTION 4. REMOVAL. Any officer elected or appointed by the Executive Committee may be removed by the Executive Committee whenever in its

judgment the best interests of the Association would be served thereby and any officer or committee person elected by the general membership and/or Executive Committee may be removed by the Executive Committee, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed, and requires a two-third (2/3) majority.

SECTION 5. DISQUALIFICATIONS. Persons serving on the Executive Committee and other Committees are disqualified from service at the loss of election to political office or loss of employment or title in city or school district such as city auditor or superintendent (may be less than full time employment but person holds the title). The Executive Committee shall terminate the service of executive Committee members and/or Board of Directors at such time as they deem it necessary. At that time, the term shall be filled by a vote from the subdivision committee represented by the person disqualified. It must be filled in thirty days from the day of disqualification or the Executive Committee may appoint the position. The person must qualify and serve in the same designation or county, city, school or oil well servicing as person leaving position. Absence from three (3) Executive Committee meets may be used by the Executive Committee to disqualify the person from serving on the Executive Committee and/or other committees.

SECTION 6. VACANCIES. A vacancy created because of death, resignation, removal, disqualification, or otherwise shall be filled by the Executive Committee or membership, whichever made the original election or appointment.

SECTION 7. PRESIDENT. The President shall preside at all regular and special board meetings, countersign all checks, conduct meetings according to Parliamentary Procedure and assume such other duties described by the Executive Committee.

SECTION 8. PRESIDENT-ELECT. The President-Elect will be chosen by the Executive Committee from the Executive Committee of the subdivision they represent two years prior to taking office and will become President after two years. The President-Elect shall be from a different subdivision than the President in office. If disqualified before term, the Executive Committee shall appoint from the subdivision that the disqualified President-Elect represented.

SECTION 9. VICE-PRESIDENT. In the absence of the President and President-Elect, shall perform the duties of the President and when so acting shall have the powers of and be subject to all the restrictions upon the President. The Vice-President shall become President-Elect after two years. If disqualified before term the Executive Committee shall appoint successor from general membership or board of committees.

SECTION 10. SECRETARY-TREASURER. The Secretary Treasurer shall keep the minutes of the meetings of the Executive Committee in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such bank, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws and in general perform all the duties as from time to time may be assigned by the Executive Committee.

SECTION 11. EXECUTIVE COMMITTEE MEMEBERS. Executive Committee members may not serve more than three consecutive terms beginning November 2, 1995.

ARTICLE VI

SECTION 1. COUNTY COMMISSIONER COMMITTEE. The County Commissioner Committee shall consist of seven (7) members elected at the annual meeting by the member counties' voting delegates. Three (3) of these members shall be elected to the Executive Committee. The County Commissioner Committee shall have and exercise the authority assigned by the Executive Committee.

SECTION 2. CITY COMMISSION COMMITTEE. The City Commission Committee shall consist of seven (7) members elected at the annual meeting by the member cities' voting delegates. Three (3) of these members shall be elected to the Executive Committee. The City Commission Committee shall have and exercise the authority assigned by the Executive Committee.

SECTION 3. EDUCATION COMMITTEE. The Education Committee shall consist of seven (7) members elected at the annual meeting by the member school districts voting delegates. Three (3) of these members shall be elected to the Executive Committee. The Education Committee shall have and exercise the authority assigned by the Executive Committee.

New **Section 4**, renumber **COAL CONVERSION COUNTY (CCC) COMMITTEE**. **The Coal Conversion County Committee shall consist of nine (9) members elected by the member county, city and school districts of McLean, Mercer and Oliver counties. Two (2) members shall be elected to the Executive Committee at the annual meeting or in a separate meeting of the CCC. If no one is elected to the CCC positions, the Executive Committee may appoint for the regular term length, not to**

exceed 9 years. The CCC shall have and exercise the authority assigned by the Executive Committee.

SECTION 5. ELECTION OF OFFICERS. Each entity of County, City and Education shall be appointed by their group assembly to serve on that subcommittee. The Subcommittee will be responsible to elect the representative to serve on the Executive Committee **except for the CCC committee.**

SECTION 6. TERM OF OFFICE. Each member of the respective committees shall serve form one year beginning the time of election at the annual meeting. The term is ended as a successor is named or person is re-elected at annual meeting following one year service. The Executive Committee shall terminate service and may appoint another qualified member should member become disqualified during term.

SECTION 7. CHAIRMAN. One member of each committee shall be appointed chairman by the members within the committee.

SECTION 8. VACANCIES. 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 appointments.

SECTION 9. QUORUM. Unless otherwise provided in the resolution of the Executive Committee designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 10. RULES. Each committee may adopt rules for its own committee which are consistent with the bylaws or with the rules adopted by the Executive Committee.

ARTICLE VII

SECTION 1. CONTRACTS. The Executive Committee may authorize any officer or officers, agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instruments in the name of an on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive

Committee, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or the Vice President.

SECTION 3. DEPOSITS. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Executive Committee may select.

SECTION 4. GIFTS. The Executive Committee may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Association.

ARTICLE VIII

SECTION 1. BOOKS AND RECORDS. The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Executive Committee and standing committees. The Association shall keep its record of the names and addresses of its members at the office where the financial records are kept. All books and records of the Association may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time and the books and records of the Association shall be audited by the Executive Committee in the manner in which they determine each and every year.

ARTICLE IX

SECTION 1. FISCAL YEAR. The fiscal year of the Association shall begin on the first day of July and end on the thirtieth day of June of each year.

ARTICLE X

SECTION 1. DUES. There are membership dues required for membership in the Association. The dues formula is set yearly by the Executive Committee. The dues are to be paid before the annual meeting.

ARTICLE XI

SECTION 1. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Bylaws of the Association, 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.

ARTICLE XII

SECTION 1. The Association has the administrative responsibility to the Uniform Truck Permit Section. **The Uniform Truck Permit Section recommends changes for the section to the Executive Committee.**

ARTICLE XIII

SECTION 1 AMENDMENTS TO BYLAWS. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the voting members present at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting. The within and foregoing bylaws were duly adopted by a majority vote of the membership held on the annual meeting in Dickinson, N.D. the 26th day of September, 2013.

President

Attest: _____