

Section 6. Vice-Chairman - The Vice-Chairman shall perform all of the duties and functions of the Chairman in the absence or disability of the Chairman.

Section 7. Secretary-Treasurer - The Board of Directors shall appoint a Secretary-Treasurer, who shall not be a member of the Board. The Secretary-Treasurer shall serve at the pleasure of the Board and compensation and bond, if any, shall be established by the Board of Directors. (SDCL 46A-18-22)

Section 8. Indemnification - Each Director, Officer and the Secretary-Treasurer of this corporation shall be personally protected and indemnified by the corporation for all that he shall officially do on behalf of the corporation in pursuance of his duties, or in the execution of his office, or in the prosecution of the business or affairs of the corporation, except where it be shown that he acted with negligence or committed misconduct in the performance of duty and, except as above set out, the corporation shall protect him from and reimburse and indemnify him for all fines, charges and penalties imposed by law or any Government Board or Bureau of every kind and nature which he shall so sustain in the prosecution of the business of the corporation. The corporation shall defend for him, at its own expense, all proceedings brought against him as a result of anything he may do officially in the execution of his duties of his office or prosecution of the business of the corporation, before making determination that the same arose out of negligence or misconduct in the performance of duty, if such negligence or misconduct be thereafter established, the corporation shall have the right to reimburse itself for the expense of such defense, and, for that purpose, shall have a cause of action against such person for such reimbursement.

Section 9. Other Employees - The Board of Directors may, from time to time, employ full time or part time such consultants, engineers, or other employees as they may deem necessary.

ARTICLE V

COMMITTEES

Section 1. Appointment - The Board of Directors, by resolution adopted by a majority of the Directors in office may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve