

the Board, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. Other Committees - Other committees not having and exercising the authority of the Board in the management of the corporation may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the Chairman of the corporation shall appoint the members thereof and they shall serve at the will of the Chairman. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal.

Section 3. Meetings - Meetings of Committees may be called at any time by order of the Chairman of the Board of Directors or Chairman of the committee.

## ARTICLE VI

### MEMBERSHIP MEETINGS

Section 1. Annual Meeting - An annual meeting of the members of the corporation shall be held on the last Monday in April of each year, at a time and place to be designated by the Board of Directors.

Section 2. Special Meetings - Special meetings of the members may be called by the Chairman, the Board or on petition of not less than fifty (50) regular members.

Section 3. Notice of Meetings - The Board of Directors shall cause to be published, once each week for three consecutive weeks immediately prior to the annual meeting of the membership, in a legal newspaper of general circulation in each county that has land situated within the District, a notice of the annual meeting and the annual election of Directors stating the time, place and purpose of the meeting, including the purpose of election of Directors. (SDCL 46A-18-24) Special meetings of the membership shall be called on like notice.

Section 4. Quorum - Those members present at any annual or special meeting of the Board of Directors shall constitute a quorum.

Section 5. Rules - On questions of parliamentary procedure not covered by these By-Laws, a ruling of the Chairman shall prevail.