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**ARTICLES OF INCORPORATION**

*of*

**KANSAS WATER CONGRESS**  
I N C O R P O R A T E D

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SECRETARY OF STATE  
KANSAS

**PREAMBLE**

**WHEREAS**, the members of the Kansas Water Congress shall come from every watershed in the State of Kansas, represent every type of water user in the State, and recognize the necessity for unity of purpose and objective in supporting the formation and execution of a stable water policy for a unified Kansas. Members will join in dedicating themselves to the task of securing full development, protection, and management of our available water resources, grounding their actions upon the fundamental proposition that equity of access and usage must apply statewide to every resident and rightholder of our State; and,

**WHEREAS**, in recognition of the fact that full utilization of our limited and precious water resources will fix the limits of greatness Kansas and Kansans can attain, the Congress is dedicated to the end that the fullest development, protection, and management of our water resources shall become the first order of business of the entire State and of all its people; and,

**WHEREAS**, the need to achieve harmony between the water resources and the other natural resources of the State will be recognized by the Congress, and to that end, the members will strive to insure a quality environment in Kansas;

**NOW, THEREFORE**, and to that purpose and end, We the Undersigned Incorporators and Residents of the State of Kansas, do hereby associate ourselves together, for the purpose of forming a not-for-profit corporation under the Kansas General Corporation Code (K.S.A. 17-6001, *et seq.*), as amended, and adopt the following Articles of Incorporation:

KANSAS SECRETARY OF STATE  
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**ARTICLE I****NAME**

The name of this corporation is the KANSAS WATER CONGRESS, Incorporated, sometimes hereinafter referred to as the CONGRESS.

**ARTICLE II****REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the corporation shall be 118 West Pine Street, Post Office Box 118, Garden City, Finney County, Kansas 67846-0834. The registered agent at that business address shall be Ward Loyd.

**ARTICLE III****OBJECTS AND PURPOSES**

Section 1. The objects and purposes of this corporation shall be to bring about the institution and advancement of programs for the conservation, development, and protection of the water resources of the State of Kansas.

Section 2. In furtherance of these objectives, the Congress shall cooperate with and support organizations working for the same general objectives. Subject to the limitations hereinafter contained, the Congress shall provide its membership with a forum for the discussion of water questions to the end that, where possible, conflicts among water users may be resolved through the medium of mutual discussion of the facts and proposed solutions. The Congress shall provide, to the greatest extent possible, information for the consumption of the membership and for enlightenment of the people of the State of Kansas, to the end that the people will, through the democratic process, insist upon and support a strong state water program.

Section 3. Based upon development of facts, dissemination of information and resolution of apparent conflicts, the Congress shall make its influence felt to the greatest extent possible in each area of public authority over water matters.

Section 4. The Congress shall consider and function with respect to all aspects of the development, administration, conservation, protection, and efficient utilization of water resources, including surface and ground waters.

Section 5. In addition, and not intending that the foregoing shall be a limitation upon, but rather in furtherance of such objects and purposes, the Congress shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended. Specifically, this corporation shall have power to acquire, purchase, hold, lease, convey, mortgage and pledge such real and personal property in Kansas, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

Section 6. Notwithstanding the foregoing (a) this corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying, or continuing to qualify, as an organization described in §501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); (b) this corporation shall never be operated for the primary purpose of carrying on a trade or business for profit; (c) no compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of §501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

#### ARTICLE IV

##### POWERS AND DUTIES

Section 1. Plenary power over affairs of the Congress shall be vested in any meeting of the membership of the Congress, limited by these Articles.

Section 2. Except as otherwise herein limited, all the powers of the membership between meetings thereof, shall be vested in the Board of Directors; provided, however, that the Board shall have no power to alter, amend, or repeal any policy or action taken at a meeting of the membership, nor shall the Board of Directors have the

power to adopt any policy or make any policy or take any action which shall have been theretofore submitted to a meeting of the membership, and by such meeting tabled, rejected, or on which action shall have been deferred.

Section 3. The Initial Directors shown and identified upon Exhibit A, attached and incorporated, shall serve as the initial Board of Directors of the Congress, until their successors are elected and qualified. The Initial Directors may by unanimous vote appoint additional Initial Directors, who shall be members of the initial Board of Directors of the Congress as though identified herein, and who shall serve until their successors are elected and qualified.

**ARTICLE V**

**INCORPORATORS**

The name and residence of the incorporators:

David A. Brenn  
1710 Pheasant Ct  
Garden City, KS 67846

Ward Loyd  
1304 Cloud Circle  
Garden City, KS 67846

**ARTICLE VI**

**MEMBERSHIP**

Section 1. The Congress shall NOT have authority to issue capital stock, but rather shall operate by and through memberships, the classification and conditions of which shall be as hereafter provided.

Section 2. Individual memberships shall be open to anyone who shall have an interest in supporting the objectives and purposes of the Congress as set forth in these Articles of Incorporation.

Section 3. The fiscal year of the Congress, the amount of individual membership dues and periods of membership, initiation fees, if any, and sanctions for non-payment of dues, shall be fixed by the Bylaws of the Congress.

Section 4. Sustaining membership shall be made available to any person or entity interested in the well-being and development of Kansas' water resources. Fees for such membership shall be fixed by the Board of Directors. The membership fee may be

committed to the payment of dues of sponsored memberships for such individuals who are associated with it and are designated. Each sustaining member shall be entitled to 30 votes, or the number resulting from the division of the sustaining member's membership fee by the current fee for individual membership, whichever number is less, in any general membership business meeting at which a vote of the membership is taken. The duly authorized representative or representatives of any sustaining member shall be entitled to cast the vote(s) of such sustaining member and shall be entitled to all other privileges of membership, including the right to be heard on any matter, subject to the rules of the meeting at which such right is to be exercised.

Section 5. Each individual member shall be entitled to vote in and to represent only one division, which shall be the geographic division of his or her residence unless that member designates in writing or on an appropriate form a division other than geographic. Each individual member shall be entitled to one vote, which must be cast in person by that member, in any general membership business meeting at which a vote of the membership is taken.

Section 6. Each sustaining membership shall be entitled to vote in and to represent one geographic division in which it has residence, but each sustaining membership may distribute in accordance with the Bylaws its votes among other divisions in which it has residence or among other divisions in which it sponsors memberships. Sponsored members shall not be entitled to a vote as an individual member but shall be entitled to vote for the sustaining member to the extent authorized.

Section 7. Honorary life membership may be awarded to any individual who has demonstrated a significant contribution to those ideals set forth in the introduction of these Articles of Incorporation. The nomination procedure for honorary life membership shall be set forth in the Bylaws. Honorary life membership shall only be awarded upon the concurrence of 70% of the voting membership present at a general membership business meeting of the Congress. Individuals awarded honorary life memberships shall not be required to pay any membership dues, nor shall such individuals be required to pay a registration fee at any convention or meeting of the Congress.

## ARTICLE VII

### DIVISION ORGANIZATIONS

Section 1. Each member of the Congress shall be a member of a division as identified in Article VIII, and shall represent the geographic division in which the member resides unless a different division has been designated in accordance with Article VI.

Section 2. Each division is authorized to adopt its own Bylaws and Rules of Operation, within the limits of these Articles. In every division, however, the chairman shall be a member of the Board of Directors of the Congress.

Section 3. The purpose of each division organization shall be the implementation of the program of the Congress, and the establishment and implementation of such programs of local interest as may be adopted by any such division; provided, however, that no program or policy shall be in conflict with any duly adopted program or policy of the Congress.

Section 4. The division chairman may call an official meeting for nominations for division director(s) or other purposes. Upon the written request of five members of a division, the division chairman shall call a meeting of said division within thirty (30) days of receipt of such request. Notice of any division meeting shall be in writing, and mailed to the division members more than seven (7) days in advance of the meeting.

Section 5. The officers of the Congress shall give full support and assistance to each division in the formation of the division organization, and thereafter, to the extent requested by the members within the division and the physical and financial limitations of the Congress.

## ARTICLE VIII

### BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of 29 members selected by and from divisions as follows:

A. Geographic divisions from which 12 members of the Board of Directors shall be elected to represent agriculture and other interests, one director to be elected by the membership in each of the divisions in the State as follows:

1. Cimarron Water Basin.
2. Lower Republican Water Basin.
3. Lower Arkansas Water Basin.
4. Marais des Cygnes Water Basin.
5. Missouri Water Basin.
6. Neosho Water Basin.
7. Smoky Hill-Saline Water Basin.
8. Solomon Water Basin.
9. Upper Arkansas Water Basin.
10. Upper Republican Water Basin.
11. Verdigris Water Basin.

12. Walnut Water Basin.
- B. A groundwater division from which 5 members shall be elected to represent users of groundwater, one director to be elected by the membership in each of the divisions in the State as follows:
1. Western Kansas Groundwater Management District #1.
  2. Equus Beds Groundwater Management District #2.
  3. Southwest Kansas Groundwater Management District #3.
  4. Northwest Kansas Groundwater Management District #4.
  5. Big Bend Kansas Groundwater Management District #5.
- C. A state-wide agricultural division from which two directors serving as a full-time farmer or rancher shall be elected, one of which must reside in the area west of US Highway 81 and the other east of US Highway 81.
- D. A governmental division from which one director serving as a full-time employee or official of county or state government shall be elected.
- E. A municipal division from which two directors serving as a full-time employee or official of a city or town shall be elected, one of which must reside in the area west of US Highway 81 and the other east of US Highway 81.
- F. A financial division from which one director serving as a full-time employee or as an officer or director of a financial institution shall be elected.
- G. A professional division from which two directors shall be elected, one a professional engineer registered in the State of Kansas, and other an attorney licensed to practice law in the State of Kansas.
- H. An industrial and commercial division (but excluding financial, energy, and mining firms) from which two directors serving as a full-time employee or officer of an industrial or commercial firm shall be elected, one of which must reside in the area west of US Highway 81 and the other east of US Highway 81.
- I. An energy and mining division from which one director serving as a full-time employee or officer of an energy or mining firm shall be elected.
- J. A recreational and wildlife division from which one director with a significant involvement in water related recreation or wildlife preservation or where water is a benefit to said recreational or preservation activity shall be elected.

Section 2. (a) The members of the Board of Directors shall be elected by and from respective divisions. Election shall be by the majority of votes cast on written ballot at the winter general membership business meeting. The written ballot shall consist of the nominees list created pursuant to these Articles, and blank spaces for write-in votes.

(b) Each director shall serve for a two-year term. Directors from the geographic, state-wide agriculture and governmental divisions shall be elected in the odd numbered years and directors from all other divisions shall be elected in the even numbered years.

Section 3. Any person serving as a Director shall be a member of the Congress and a resident of the State of Kansas.

Section 4. The newly elected Board of Directors shall meet during or within one week following the annual meeting and shall elect from its members a President and Vice President and shall elect or appoint such other officers and representatives as required under these Articles and the Bylaws.

Section 5. Twenty members of the Board, present in person or by written proxy to a Congress member shall constitute a quorum. Matters of Congress policy, amendments to the Bylaws, or matters to be presented to the membership at the general membership business or called meeting, such as proposed resolutions or amendments to these Articles of Incorporation, shall require approval by not less than 70% of the entire Board, voting in person or by written proxy issued to a Congress member.

Section 6. The term of a director not present in person or by proper written proxy for two consecutive board meetings shall be terminated automatically and the Board of Directors shall appoint another person from the same division until the division organization elects a replacement to serve the remainder of the term.

Section 7. The immediate past President, who is a member of the Congress in good standing, shall automatically be an ex officio voting member of the Board of Directors for a period of one year with said period commencing upon the conclusion of his or her term as President, provided, however, such immediate past President may elect to seek election for division seat on the Board of Directors, and if so elected, such immediate past President shall represent that division in accordance with the applicable provisions of these Articles.

Section 8. The Board of Directors may, in its discretion, make provision for indemnification and expense reimbursement of officers, directors, employees, and agents of the Congress as provided for by the Kansas Corporation Code.

Section 9. The Board of Directors shall adopt and at all times thereafter maintain and enforce a conflicts of interest policy which insures disclosure by interested



persons of financial interests and provides procedures to insure that any transaction is in the best interest of the Congress.

Section 10. Directors of the corporation shall have no personal liability to the corporation or its members for monetary damages for breach of fiduciary duty as a director; provided, that the foregoing shall not be deemed to eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its members, if any, (b) for acts or omissions not in good faith or which involve intentional misconduct or annoying violation of law, (c) under the provisions of K.S.A. 17-6424 and amendments thereto, or (d) for any transaction from which the director derives an improper personal benefit.

## ARTICLE IX

### COMMITTEES

Section 1. At a minimum, the following standing committees shall include until new Bylaws are adopted: a Management and Budget Committee, a Nominating Committee, a Resolutions Committee, a State Affairs Committee, and a Federal Affairs Committee. There may be such additional committees, other than standing committees, as the Board of Directors or the President shall from time to time create. The President, with the advice and consent of the Board of Directors, shall appoint the members of the committees thus formed. The President shall be a voting member of all committees.

Section 2. A Management and Budget Committee composed of the President, Vice President, Treasurer, Assistant Treasurer, and three others who may be members of the Board of Directors or members of the Congress at large. The three non-officer members of the Management and Budget Committee shall be appointed by the four designated officers and approved by the Board of Directors. In addition to the seven voting members of the Management and Budget Committee, there shall be seven alternate members appointed by the Board of Directors to said committee. The alternate members may vote if designated by the presiding officer to vote in place of a voting member who is absent. The President shall be Chairman of this committee but may designate any of the other committee members to serve as committee chairman whenever the President is unable to attend a committee meeting. The committee may establish its own procedural rules, but a quorum shall be not less than four committee members attending in person.

The Management and Budget Committee shall meet with the Executive Director at least once each month, except January and December, at the office of the Congress. The committee shall be responsible (a) for the preparation of an annual budget to be presented to the Board of Directors for adoption, (b) for the management of all financial affairs of the Congress, within the annually adopted budget and on a month-to-month basis, and (c)

membership development. The Management and Budget Committee shall also advise and assist the Executive Director in carrying out the policy and directives of the Board of Directors and the membership as a whole.

Section 3. A Nominating Committee composed of the five immediate past Presidents who are still members in good standing and able and willing to serve. The most recent past Presidents available shall be chairman of the Committee. If any division shall not have nominated one or more candidates by December 1 of each year, then the Nominating Committee shall select one or more qualified candidates for each directorship.

Section 4. A Resolutions Committee which shall be appointed by the Board of Directors at each year's initial Board Meeting and composed of not less than five members. Each division shall have the right to have a member on the Resolutions Committee if it so desires. The Resolutions Committee shall annually prepare and submit to the Board of Directors, in advance of any membership business meeting, any resolutions that the Committee or any of the Congress membership validly proposes for adoption by the Congress.

Section 5. A State Affairs Committee which shall have such membership and duties as may be prescribed by Bylaws of the Congress.

Section 6. A Federal Affairs Committee which shall have such membership and duties as may be prescribed by Bylaws of the Congress.

## ARTICLE X

### OFFICERS

Section 1. The officers of the Congress shall be elected at a meeting of the new Board of Directors during or within one week following the winter general membership business meeting, and shall consist of: a President, a Vice President, a Secretary, a Treasurer, and an Assistant Treasurer. Such officers shall serve a term of one year, and until their successors shall have been elected. The Vice President shall succeed to the office of President unless unwilling or unable to serve or is not re-elected to the Board of Directors. The Secretary to the Board of Directors shall be the Executive Director of the Congress unless the Board directs otherwise. The Board of Directors shall elect a Treasurer who need not be a member of the Board of Directors, but must be knowledgeable in organizational finances. The Treasurer's term is renewable annually by each new Board for as many terms as the Board chooses. In addition, an Assistant Treasurer shall be elected by the Board to perform such duties as the Board shall prescribe.

Section 2. The duties of the Executive Director of the Congress shall be as prescribed by the Board of Directors and shall include generally the conduct of the affairs and implementation of the program of the Congress. Such Executive Director shall be selected by the Board of Directors and shall serve at its pleasure, and shall be paid such compensation as the Board shall, from time to time, establish. The Executive Director shall be in charge of the business office of the Congress, and shall, with the consent of the Management and Budget Committee, have the power to employ such assistants and other personnel as may be necessary for the proper execution of the affairs of the Congress within the confines of the authorized annual budget. The Executive Director shall keep such corporate records as required by the Kansas Corporation Code and good business practice.

Section 3. The duties of the officers enumerated in Section 1 shall be those usually performed by corresponding officers of corporations and other associations, as limited or expanded specifically by the Bylaws of the Congress.

Section 4. Funds of the Congress shall be disbursed as provided by the Bylaws. Any person authorized to disburse funds of the Congress shall be bonded in such amount as may be fixed by By-Law, the expense of such bond or bonds to be borne by the Congress.

Section 5. In case of death, resignation, or inability to act of any officer of the Congress, the Board of Directors shall designate a successor to such officer. In the event of such vacancy in the office of President, the Vice President shall act in his place pending the filing of such vacancy as herein provided. In case of the death, resignation, or inability to act of any member of the Board of Directors, a successor to such member of the Board shall be designated as herein elsewhere provided.

Section 6. The officers shall perform such additional or different duties as shall from time to time be imposed or required by the board of directors, or as may be prescribed from time to time by the Bylaws.

## **ARTICLE XI**

### **MEETINGS**

Section 1. There shall be a Winter General Membership Meeting and a Summer General Membership Meeting of the Congress each year at such time and place as shall be fixed by the Management and Budget Committee. The Winter General Membership Meeting shall constitute the annual meeting of the Congress. Notice, mailed on or about January 1 each year, shall be given of the time and place of the Winter General Membership Meeting; and notice mailed on or about June 1 each year, shall be given of the time and place of the Summer General Membership Meeting. In any event, such notice shall be provided no less than ten (10) days and no more than sixty (60) days prior to the

meeting date. Upon concurrence of two-thirds of all the voting members of the Board of Directors, the time or place, or both, of the Winter and/or Summer General Membership Meetings may be changed by the Board of Directors.

Section 2. Upon concurrence of two-third of all the voting members of the Board of Directors, a special membership business meeting may be called at any time. Such meeting shall be held at such time and place, within or without the State of Kansas, as may be directed by the Board of Directors. Notice of such meeting shall be mailed to the last known address of each member, and shall be deposited in the mail not less than ten (10) days nor more than sixty (60) days before the date of any such special membership meeting.

Section 3. Meetings of the Board of Directors shall be held at least quarterly and at such time and place, within or without the State of Kansas, as may be designated in the call for such meeting, at any time on call of the President, the Executive Director, or any three members of the Board of Directors. Notice of all Board of Directors' meetings shall be given in time to be received at least four (4) days prior to the time of such meeting by mail, telegram, or other means of communication.

Section 4. The certificate of the Executive Director that notice as required in this Article has been given shall be prima-facie evidence that such notice was received by the person to whom notice was required to be given, and such certificate shall be inserted in the minutes of each meeting for which notice is required. Attendance at any meeting shall constitute a waiver of the required notice of such meeting.

Section 5. A quorum of any meeting of the membership shall consist of those actually in attendance at such meeting.

## ARTICLE XII

### BYLAWS

The power to adopt, amend and repeal the Bylaws of the Congress shall reside in the Board of Directors.

## ARTICLE XIII

### AMENDMENTS

The Board of Directors or members representing at least 10% of all of the votes entitled to be cast on the amendment may propose an amendment to the Articles of Incorporation. The articles may be amended at any meeting of the membership upon the concurrence of 70% of the voting membership present at such meeting; provided, however,

that no amendment of these articles shall become effective over the objection of any member unless the substance of such amendment shall have been submitted in writing to every member of the Congress at least ten (10) days before the meeting at which such amendment is to be considered.

#### ARTICLE XIV

##### DURATION

The corporation shall have perpetual duration.

#### ARTICLE XV

##### DISSOLUTION

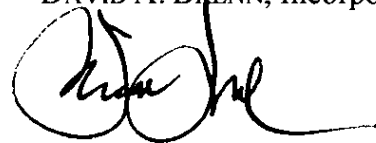
Section 1. The Board of Directors may recommend dissolution of the corporation as provided for in the Kansas Corporation Code, with the members to vote thereon. Appropriate articles of dissolution shall be filed with the Secretary of State at any time after the dissolution is authorized. All property and outstanding claims shall be disposed of in accordance with federal and/or state laws governing such dissolution.

Section 2. Upon dissolution or liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all of the assets of the Congress to any entity it may designate, so long as such designated entity is and remains a qualified tax-exempt organization, failing which such distribution shall be to such organization or organizations which are organized and operated exclusively for charitable, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations described in Section 501(c)(3) of the Code, as the presiding Judge of a Kansas District Court of competent jurisdiction may determine.

IN TESTIMONY WHEREOF, upon penalty of perjury UNDERSIGNED declares that he has executed these Articles of Incorporation on Feb 12, 2003, as his individual act and deed.



DAVID A. BRENN, Incorporator



WARD LOYD, Incorporator

EXHIBIT A

INITIAL DIRECTORS

DAVID A. BRENN  
1710 Pheasant Ct  
Garden City, KS 67846

HARLAND PRIDDLE  
8214 S. Haven Rd.  
Burton, KS 67020

KEN FRAHM  
P. O. Box 849  
Colby, KS 67701

RICHARD R. REINHARDT  
14465 210<sup>th</sup> Rd.  
Erie, KS 66733

ROBIN L. JENNISON  
800 SW Jackson, Suite 1100  
Topeka, KS 66612

PAUL TOBIA  
12102 Ridgepoint  
Wichita, KS 67235

SEN. JANIS K. LEE  
State Capitol, Room 402-S  
Topeka, KS 66612

CHRIS WILSON  
301 Broadway  
Belvue, KS 66407

REP. WARD LOYD  
P. O. Box 834  
Garden City, KS 67846

HANNES ZACHARIAS  
111 South Cherry Street, Suite 3300  
Olathe, KS 66061

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