



**AMENDED**

**BY-LAWS**

**Of The**

**SAN JUAN RIVER DINEH**  
**WATER USERS,**  
**INCORPORATION**

**Amended December 20, 2020**

**By-Laws**  
**Of the**  
**San Juan River Dineh Water Users, Incorporated**

**ARTICLE I. NAME, OFFICE, AND SEAL**

1. The name of the Corporation shall be San Juan River Dineh Water Users, Inc.
2. The principal office of the Corporation shall be located at San Juan River Dineh Water Users, Inc. Office (24.2 Mile Post US Hwy 64; East of Fleet Management) of Shiprock, NM. The Corporation may transact business at such address or at such other places as the Board may from time to time determine or as the purposes of the Corporation requires.
3. A corporate seal may be adopted by the Board of Directors. The corporate seal shall be inscribed with the name of the corporation and the year of its incorporation and may consist of such other inscriptions or depictions as are adopted by the Board of Directors.

**ARTICLE II. STATEMENT OF PURPOSE AND POWERS**

The purpose and powers of the San Juan River Dineh Water Users, Inc. shall be limited to those set forth in the Articles of Incorporation of the Corporation and the activities of the Corporation shall be only those specified in the Articles of Incorporation. These By-Laws shall govern the regulation and management of the affairs of the Corporation.

**ARTICLE III. BOARD OF DIRECTORS**

1. **POWERS:** Subject to the limitations of the Articles of Incorporation, other provisions of these by-laws, and applicable Navajo Nation, federal law, or states, all corporate powers of the Corporation shall be exercised by or under the authority of a Board of Directors, hereinafter "Board", and the business and affairs of the Corporation shall be controlled by the Board. Without limiting the general powers, the Board shall have the following powers:
  - a. To select and remove all of the agents and employees of the Corporation through the Chief Executive Officer of the Corporation; to prescribe such powers and duties for them as are not inconsistent with the above limitations; to require them to give full and faithful service in the performance of their duties; and to provide security and to indemnify the Corporation against liability for such performance as may be appropriate.
  - b. To conduct, manage, and control the affairs and business of the Corporation and to make rules and regulations not inconsistent with the above limitations. To manage money for the purposes of the Corporation; and for that purpose, to cause to be executed and delivered in the corporate name any promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidences of debt and securities.

2. **RESPONSIBILITIES OF THE BOARD:**

The activities, affairs and property of the Corporation shall be managed, directed, and controlled by the Board, except as otherwise provided in these by-laws.

- a. In exercising responsibilities and management of the affairs of the Corporation, the Board and the individual members thereof are required to discharge their duties in

- good faith and with that degree of diligence, care, and skill which ordinarily prudent people would under similar circumstances in like positions.
- b. Individual Board members exercise authority over Corporation matters only by way of votes taken at a legal meeting of the Board. An individual Board member has authority only when and to the extent that the Board, by vote as so delegated such authority.
  - c. Each Board member shall refrain from conflicts of interest in carrying out the business of the Corporation and shall abide by the Navajo Nation Ethics in Government Law.

### 3. **NUMBER, COMPOSITION, AND SELECTION OF THE BOARD**

- a. The San Juan River Dineh Water Users, Inc. Board shall be composed of five (5) *and/or elect selected by Chapter resolution* for representatives duly elected by ballot vote at the annual meeting from each of the following project areas; Upper Fruitland, Nenahnezad, San Juan, Hogback, Little Mesa, Mesa Farm 1, Mesa Farm 2, and Gadii'ahi. Each Director shall be Water Users on the project represented and shall have a valid farm use permit issued in his/her name.
- b. The Chief Executive Officer employed by the Board shall be an ex-officer member of the Board, subjected to any limitations imposed by the Board. He or she shall not serve as an officer of the Board. He or she shall be entitled to attend all meetings of the Board and to have the privilege of the floor when recognized by the presiding officer unless his or employment, job performance, compensation, or benefits are being considered. On such occasions, he or she may be interviewed by the Board, and shall then be excused for Board discussion of the issues involved in executive session.
- c. **TERMS OF OFFICE:** Each Director shall serve a four (4) year term and may be re-elected for successive terms.
- d. **RESIGNATION:** Any Director may resign at any time by delivering a written resignation to the President of the Board, which states said resignation.
- e. **REMOVAL:** *The Board of members of a project area may initiate proceedings to remove a director.*  
*In order to remove Director during monthly meeting. Notice shall be given to Director and his/her perspective Chapter indicating reason for removal.*  
The Board may actually remove a director by two-thirds majority vote of the Board in a regular called meeting a quorum being present, on such grounds as, but not necessarily limited.

### **ARTICLE IV. OFFICERS**

The officers of the Board shall be the President, Vice-President, Secretary, and Treasurer who shall hold office for a term of four years.

1. The duties of the **President** shall be as follows:
  - a. Attend and preside over all meetings and conduct meetings in accordance with the Navajo Nation law and policies of the Board.
  - b. Consult with the Chief Executive Officer on the agenda for each meeting.
  - c. Encourage and maintain orderly and democratic participation.

- d. Keep all discussions factual and on the subject at hand.
  - e. Allow full and complete exploration of each item of business.
  - f. Sign all documents evidencing action of the Board, including but not limited to letters, memoranda, and resolutions.
  - g. Discharge such other duties as may be prescribed by the Board from time to time.
2. The duties of the ***Vice-President*** shall be as follows:
    - a. To temporarily assume the position of President and perform the duties of the President in the absence of the President of the Board.
    - b. Carry out special assignments as directed and delegated by the President and the Board.
    - c. Discharge such other duties as may be prescribed by the Board from time to time.
  3. The duties of the ***Secretary*** shall be as follows:
    - a. Keep an accurate record of the proceedings of the Board, including but not limited to written Board minutes, correspondence and other records.
    - b. In consultation with the President and the Chief Executive Officer, files Annual and other periodic reports.
    - c. Ensures compliance with notice requirements related to meetings of the Board.
  4. Duties of ***Treasurer*** shall be *performed by Water Users' accountant*.

## **ARTICLE V. MEETINGS**

The Board shall transact all business at regular or specially called meetings.

### **1. ANNUAL MEMBERSHIP MEETING**

The Corporation will conduct an annual meeting to be held the 2<sup>nd</sup> week of February of each year. Water Users will have the right to vote on but not limited to Budgets, Fees and Amendments as prescribed in Article IX of the Articles of Incorporation by simple majority. Water Users members may vote by proxy. *During the first quarter of the year* shall be deemed the annual meeting. Appropriate public notice of the annual meeting shall be given including but not limited to mailing to the address where the water bills are sent, posting at Chapter Houses and the Irrigation Office, Radio Announcements, etc.

### **2. REGULAR MEETINGS**

- a. Regular meetings of the Board shall be held by the Board the second Tuesday of each month, unless otherwise noticed.
- b. All regular meetings shall be open to the public except for executive session called and held in accordance with the Navajo Nation law and these by-laws.
- c. A quorum of three (3) members *including the President or Vice-President* of the Board shall be present to conduct business.
- d. Regular meetings may be rescheduled or canceled by agreement of a majority of the Board.
- e. Written notice of the date, time, place, and subject (agenda) of each regular meeting shall be given to Board members and the general public on the day of the meeting.
- f. Notice to the public shall be given as is appropriate.
- g. Notice may be waived only in cases of actual emergency.

**3. JOINT MEETING**

- a. The Corporation Board will sponsor joint meeting with San Juan River Farm Board to make recommendation for modification and improvement to the irrigation systems and their operation and maintenance.

**4. SPECIAL MEETINGS**

- a. Special meetings may be called between scheduled meetings when deemed necessary by a majority of the Board.
- b. Special meetings shall be called only when necessary to consider specified topics.
- c. Notice requirements for special meetings shall be the same as those required for regular meetings except that in actual emergency notice may be given to Board members telephonically.

**5. QUORUM**

- a. A quorum of three (3) members *including the President or Vice-President of the Board shall be present to conduct business.*
- b. If a quorum is not present 30 minutes after the time scheduled, the meeting may be cancelled and rescheduled. If the members present so desire, they may have a general discussion of the agenda topics and make recommendations for consideration by the Board at the next regular meeting.

**6. CONDUCT OF MEETINGS**

- a. Meetings shall be conducted according to the following rules:
  - Each action item shall require a motion, and all motions shall be seconded.
  - The President may not make motions or second motions, may vote.
  - The Chief Executive Officer may not make or vote on motions.
  - A tabling motion may be made at any time; however, such a motion may only be considered once on any given agenda item. There will not be discussion of a motion to table.
  - A motion to adjourn may be made at any time. There will be no discussion of a motion to adjourn.
- b. All officials' actions of the Board shall be by majority vote of the quorum present. Votes shall be by ayes and nays with no secret ballots.
- c. Suspension of rules only applies under the discretion of the Board's decisions.

**7. EXECUTIVE SESSION**

The Board shall conduct all meetings in open public session except when discussing individual personnel matters, litigation or other confidential legal matters with the attorney or when necessary of public safety.

- a. The Board must first convene in open session and the reason for the executive session must be stated.
- b. The executive session must be authorized by vote of the Board in open session.
- c. Any final vote, decision, or action will be acted upon in open session after the end of the executive session.
- d. An open session must be reconvened prior to the adjustment of the meeting.

- e. All persons present in the executive session shall be admonished concerning the confidentiality of the executive session and the deliberations therein.

## **ARTICLE VI. AGENDA**

### **1. ORDERS OF BUSINESS**

Unless changed by a majority vote of the members present, the order of businesses at Board meetings shall be:

- I. Call to Order
- II. Invocation
- III. Roll call
- IV. Review Adoption of Agenda
- V. Announcements
- VI. Review Last Meeting Minutes
- VII. Public Input
- VIII. Reports
- IX. Old Business
- X. New Business
- XI. Resolution
- XII. Date, Time, and Place of the next meeting
- XIII. Adjournment

### **2. SPECIAL MEETING AGENDA**

For Special meetings the agenda shall not include announcements, old business or reports. After the invocation those items for which the special meeting is called shall be listed.

### **3. AGENDA ITEMS**

The President in consultation with Chief Executive Officer shall decide items for the agenda.

- a. Board members desiring to place items on the agenda shall do by notifying the President or the Chief Executive Officer at least one (1) day prior to the Board meeting held.
  - b. Copies of the agenda and supporting documents and materials shall be made available to the Board members prior to the meeting.
4. The agenda shall be made available to the public. Supporting documents and materials are to be made available to the public upon request.

## **ARTICLE VII. SUB-COMMITTEES**

The Board may establish sub-committees as deemed necessary from time to time to address specific matters.

- 1. The Sub-Committee shall be responsible for presenting recommendations to the Board for action based on research and fact.
- 2. The Sub-Committee shall operate according to written specific statements approved by the Board, setting forth the purpose(s) for the sub-committee, the dates reports are to be given

to the Board, and the extent to which facilities, supplies, equipment, and clerical support will be provided.

3. The Sub-committee shall be dissolved when the specific task(s) are accomplished, the sub-committee has reported to the Board and the Board has acted on the report.
4. The Sub-committee meetings shall be governed by the *By-Laws* of the Board unless otherwise specified in the operating statement approved by the Board.

#### **ARTICLE VIII. CHIEF EXECUTIVE OFFICER**

1. The Board shall hire a Chief Executive Officer, CEO, who shall be an employee of the Board hired under contract and who is responsible to the Board for the proper administration of the policies and program of the Board.

#### **ARTICLE IX. COMPENSATION**

Board members shall be intitled to compensation for attendance at Board meetings and for carrying but other responsibilities as delegated by the Board. Expenses incurred shall evidenced by receipts. The Board shall authorize compensation and reimbursement in accordance with federal and Navajo Nation law.

#### **ARTICLE X. CONSULTANTS**

The Board may from time to time hire consultants to the Board, when in the opinion of the Board staff does not have the specialized in the competence needed by the Board or when assignment of tasks would be burdensome when added to the normal full-time assignments of the staff.

Consultants may be engaged for conducting studies, fact funding surveys, research, to provide expert counsel or other services requiring special expertise or to assist the Board with recommendations for developing policies and programs. Compensation for consultants may be provided for in the budget.

**ARTICLE XI. AMENDMENTS**

These by-laws may be altered, amended, or repealed from time to time as is deemed necessary by the board and such actions shall be approved in a regular and/or annual meeting of the Board.

**CERTIFICATION**

IN WITNESS WHEREOF, I hereunto, my hand and signature, 12<sup>th</sup> day of January, 2021.

  
\_\_\_\_\_  
Arnold Nelson, Board President

01-12-2021  
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Date

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J.C. Begay, Board Vice-President

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Date

  
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Harold Dodge, Board Secretary

1/12/2021  
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Date

  
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Gary Clark, Board Member

01-12-2021  
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Date

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San Juan/Tse Daa Kaah  
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Date