

CENTRAL OKLAHOMA MASTER CONSERVANCY DISTRICT

BYLAWS OF THE DISTRICT

and

**Filed with the District Court of Cleveland County
December 4, 2014**

Amended March 2, 2023

IT IS RESOLVED by the Board of Directors of the Central Oklahoma Master Conservancy District that pursuant to Title 82, Oklahoma Statutes, Section 541 D. the following Bylaws are adopted for the governing of the business of the Board of Directors of the District.

ARTICLE ONE

District Name and Seal

The name of District shall be "Central Oklahoma Master Conservancy District", and the District seal shall be circular in form, with the name of the District inscribed around the border thereof, and the words "District Seal" in the center portion.

ARTICLE TWO

District Boundaries

The boundaries of the District shall be the boundaries or city limits, as they may be changed, enlarged, or diminished from time to time according to law, of the municipalities of Del City, Midwest City, and Norman, Oklahoma, and such other areas as may lawfully be annexed thereto from time to time.

ARTICLE THREE

District Office

The official records and files of the District shall be kept at the offices and principal office of the District, which is located at 12500 Alameda Drive, Norman, Oklahoma 73026.

ARTICLE FOUR

Board of Directors

Section 1. The Board of Directors shall consist of such number of persons as, from time to time, may be appointed or elected thereto as provided by law. Such Directors shall hold office for such terms as may be provided by law. It is provided, however, that such persons so appointed or elected shall continue to exercise the authority of their respective offices until their successors have been duly elected, or appointed and qualified.

Section 2. The powers of the District shall be exercised by or under the authority of the Board of Directors, which shall, among other things, elect from its membership a President of the District who shall also be Chairman of the Board, a Vice-President, Secretary and Treasurer, who shall all serve for terms of two (2) years each, and who may be re-elected to such offices so long as they remain as members of the Board. The Board shall also have power to employ a Manager of the District and such other employees of the District, and to contract for the services of engineers, consultants, attorneys, and other service providers, from time to time, as the Board of Directors deems proper or desirable, and shall establish in written policy or by contract, as the case may be, the compensation to be paid them.

Section 3. The Board of Directors shall meet monthly on the first Thursday of each month at 6:30 o'clock p.m. at the principal office of the District, or at such other times and places specified by the Board or by the President of the Board. Special meetings and emergency meetings of the Board of Directors may be held at such times and places as may be designated by the President. Special and emergency meetings shall be also called by the Secretary upon written request therefor made by any three (3) Directors. The Board shall annually place a notice of scheduled regular meetings on the District's Internet site. In all respects, the Board shall comply with the requirements of the Oklahoma Open Meeting Act.

Section 4. The Board of Directors shall perform official actions and business of the District by resolution and a majority of the Board of Directors shall constitute a quorum for the transaction of business. All official actions, including final passage and enactment of all resolutions, must be approved by a majority of the Board of Directors present at a regular or duly called special or emergency meeting at which a quorum is present. The officers of the Board, including the President, Vice President, Secretary, and Treasurer may require the assistance of the Manager and staff in the performance of their official functions, including but not limited to preparation of financial statements, drafting of Board minutes, and other administrative matters. Execution of documents required to be executed by the President or an officer in his or her absence, and voting by any Board member upon resolutions or other proposals before the Board, cannot be delegated. However, officers can execute official documents in electronic or digital format.

Section 5. Any Director may resign office upon giving the Board of Directors written notice.

Section 6. Any Director shall be subject to removal from office for cause according to law. Failure of a Director to attend three (3) consecutive meetings of the Board, or to attend fifty percent (50%) of the regular and/or special meetings within any calendar year, without valid excuse as determined by the Board, or violation of Section 8 of this article, and other grounds provided by law shall be good cause for removal of a Director. Should any Director be removed from office, a successor shall be selected and appointed as provided by law. During the time that any Director may be suspended from office by order of a court of competent jurisdiction, the majority of the remaining members of the Board shall constitute a quorum for the transaction of business and no proceedings of said Board shall be invalidated by virtue of any suspension, absence, failure to vote, or other lack of concurrence of said suspended member, notwithstanding that such member may be subsequently reinstated.

Section 7. Each member of the Board of Directors shall be entitled to the sum of Fifty (\$50.00) Dollars for each regular, special, or emergency meeting of the Board attended by them.

Section 8. Persons who are employees of the District or who are (1) under contract with the District or are (2) a majority or minority owner (other than a passive shareholder), manager, or employee of an entity under contract with the District, or who are (3) under subcontract with an entity under contract to the District, for the performance of some service for the District for hire, shall not be eligible for membership on the Board. No member of the Board shall furnish, in exchange for

consideration, any materials or supplies for use by the District or for use in any project or work in which the District has a financial or operating interest.

Section 9. Any Director shall be entitled to have a matter placed upon the agenda of a regular meeting upon request therefor being made to the President or Secretary, in writing, at least five (5) days prior to said meeting. All votes upon all matters shall be by voice vote except upon request of three (3) Directors for a written ballot, and said meeting shall be conducted in substantial conformity to rules of parliamentary procedure as set forth in "Roberts Rules of Order". By majority vote of those present, or by request of any Board member without objection of another Board member, an item may be stricken from the agenda or added to the agenda to the extent allowed by the Oklahoma Open Meeting Act.

Section 10. Each Director, before entering upon his official duties, shall take and subscribe the following oath of office before a suitable officer, which said oaths shall be filed with the Secretary of the District, to-wit:

"I, the undersigned Member of the Board of Directors of the Central Oklahoma Master Conservancy District, do solemnly affirm that I will support, obey, and defend the Constitution of the United States, and the Constitution of the State of Oklahoma, and that I will not, knowingly, receive, directly or indirectly, any money or other valuable thing, for the performance or nonperformance of any act or duty pertaining to my office, other than the compensation allowed by law; I further affirm that I will faithfully discharge my duties as a Member of the Board of Directors of the Central Oklahoma Master Conservancy District to the best of my ability.

I further affirm that I will honestly, faithfully, and impartially perform the duties of, my office and that I will not be interested directly or indirectly in any contract let by the District."

ARTICLE FIVE

President

The President of the District shall be Chairman and preside at all meetings of the Board of Directors. The President shall execute all contracts, resolutions, and documents of every kind and nature for and on behalf of the District and shall perform such other functions necessary and proper to accomplish the purposes of the District, subject, however, in all cases, to approval of the Board of Directors first obtained. The President shall have and possess such other powers as may be conferred by law or these by-laws; provided, the Board may delegate authority to the General Manager to purchase goods and/or services for the District of such type and/or expenditure limits as it deems appropriate for the efficient operation of the District.

ARTICLE SIX

Vice-President

The Vice President of the District shall have all of the powers and perform all of the duties of the President upon the inability of the President. The Vice President shall assist the President in the discharge of duties, as requested by the President, and perform such other duties as may be delegated by the Board of Directors.

ARTICLE SEVEN

Secretary

The Secretary shall be custodian of the District Seal and attest the signature of the President or Vice President whenever required by law to be attested; the Secretary shall attend and keep accurate and detailed minutes of all meetings of the Board of

Directors, which shall be a part of the permanent records of the District. The Secretary shall further give notice of meetings as required by these by-laws and shall attend to such further duties as the Board of Directors may, from time to time, require.

ARTICLE EIGHT

Treasurer

The Treasurer shall be the custodian of all monies, funds and credits of the District and shall be bonded in the penal sum of Twenty-Five thousand (\$25,000.00) Dollars, or such greater sum as the Board may, from time to time, specify, for the faithful performance of the duties of the office of Treasurer. The Treasurer and Secretary may be one and the same person, in which event the title to said office shall be "Secretary-Treasurer" of the District. The Treasurer shall deposit the funds of the District in such depository and strictly adhere to such fiscal policies and directives as may be, from time to time, established by the Board of Directors, and shall report and account for all funds of the District at each regular meeting of the Board, in writing. The books and records of the District shall be kept in double-entry form and according to established rules of accountancy, and shall be audited annually by a certified public accountant selected by the Board for that purpose.

ARTICLE NINE

Finances

No funds of the District shall be expended except after approval thereof by the Board of Directors and upon the signature of the Treasurer or President, countersigned by the Secretary or Vice President. However, it is provided that the Board may delegate

authority to the General Manager to purchase goods and/or services, make payments, disburse funds, and perform other financial transactions for the District of such type and/or limitations as the Board deems appropriate for the efficient operation of the District.

ARTICLE TEN

Contracts

Section 1. Procurement or acquisition of professional services, equipment, supplies and materials of the District and/or construction of works and improvements of the District involving the sum of One Hundred Thousand Dollars (\$100,000.00), or less, shall be consistent with the District's purchasing policy approved by the Board on March 3, 2022; provided that the Board may adopt rules that supersede and control over provisions of the purchasing policy.

Section 2. Procurement or acquisition of professional services, equipment, supplies, and materials of the District and/or for construction of works and improvements of the District involving amounts in excess of One Hundred Thousand Dollars or such other amount specified by law shall be consistent with the provisions of Title 82 Oklahoma Statutes Section 569.

ARTICLE ELEVEN

Rulemaking

The Board may adopt rules and regulations as allowed by the Conservancy District Act or other applicable laws. The Board will follow the procedures specified herein in adopting any rules and regulations:

1. The Board will adopt proposed rules and regulations by resolution in open meeting pursuant to the provisions of the Oklahoma Open Meeting Act.
2. The Board will provide for notice of the consideration of proposed rules and regulations in one or more newspapers of general circulation in the District. The notice will include a general description of the subject matters of the proposed rules and regulations. It will include information on how members of the public can view or obtain copies of the proposed rules and regulations and how to make comments to the Board thereon, including the address of the internet site of the District where the text of the proposed rules and regulations will be published for public review. The notice will specify the end of the comment period, which shall not be less than twenty (20) days after the publication of the notice in the newspaper and the text of the proposed rules and regulations on the District internet site. The newspaper notice and internet site will state the date of the open meeting of the Board thereafter at which a vote will be taken by the Board on a resolution to approve the proposed rules and regulations. Members of the public may attend such meeting and be heard by the Board on the proposed rules and regulations.
3. The Board may adopt, reject, or amend and adopt the proposed rules and regulations at the specified meeting or at any subsequent meeting of the Board for which it has published an agenda for consideration of such rules and regulations pursuant to the Oklahoma Open Meeting Act.
4. Upon adoption of rules and regulations, the Board will file them of record with the District Court of Cleveland County in Case No. CJ-59-18,422. The Board

will publish a notice on the District internet site that rules and regulations have been adopted by the Board and their effective date. The notice published on the internet site will include the text of the final adopted rules and regulations.

5. The District will file a copy of the rules and regulations with the District Court of Cleveland County.

ARTICLE TWELVE

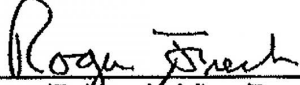
Repeal of and Amendments to By-Laws; Conformance to State Law; Submission for Final Approval to District Court

1. These by-laws repeal and supersede all previously existing by-laws of the Board.
2. These bylaws may be altered, amended, or repealed by a majority vote of the Board of Directors present and voting at any meeting called for said purpose at which a quorum is present. If any provision of these bylaws is in conflict with the laws of the State of Oklahoma, such provision is hereby modified to conform thereto.
3. The Board directs its counsel to submit these bylaws to the District Court of Cleveland County and petition the Court for final consideration and approval.

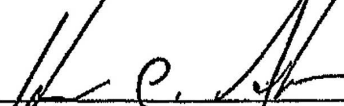
Adopted and approved in open meeting by resolution of the Board of Directors of the Central Oklahoma Master Conservancy District this 4th day of December, 2014:



Jim Bennett, President



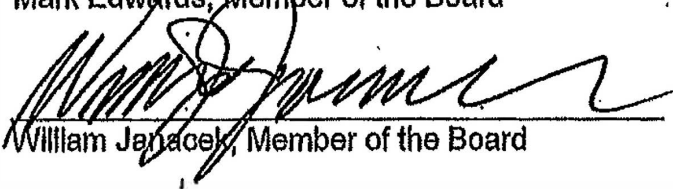
Roger E. Prech, Vice President



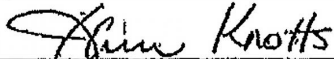
Kevin Anders, Secretary



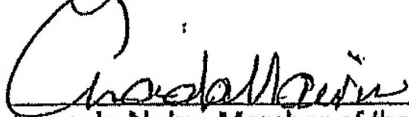
Mark Edwards, Member of the Board



William Janacek, Member of the Board



Jann Knotts, Member of the Board

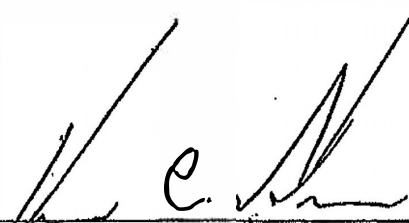


Amanda Nalrn, Member of the Board



District Seal

Attest:



Kevin Anders
Secretary of the Board of Directors
Central Oklahoma Master Conservancy District

FILED

MAY 22 2023

IN THE DISTRICT COURT OF CLEVELAND COUNTY
STATE OF OKLAHOMA

In the office of the
Court Clerk MARILYN WILLIAMS

IN RE: THE CENTRAL OKLAHOMA) CASE NO. CJ-59-18,422
MASTER CONSERVANCY DISTRICT) Judge Thad Balkman

PETITION FOR APPROVAL OF AMENDED BYLAWS OF THE BOARD
OF DIRECTORS OF THE
CENTRAL OKLAHOMA MASTER CONSERVANCY DISTRICT

COMES NOW the Central Oklahoma Master Conservancy District (the "District"), a Master Conservancy District organized and existing under the laws of the State of Oklahoma, and petitions the Court for approval of amended bylaws and in support thereof:

1. On December 4, 1968, the Board of Directors of the District adopted bylaws and pursuant to 82 O.S. §541 submitted the bylaws to this Court for approval, and that those bylaws and number of subsequent amendments thereto were approved by this Court.

2. On March 2, 2023, at a regular meeting of the Board of Directors of the District, held pursuant to the Oklahoma Open Meeting Act, 25 O.S. §301 et seq., the Board of Directors unanimously adopted its resolution approving and requesting this Court to approve the amendments to the bylaws relating to contracts and bidding attached as Exhibit A to this Petition.

3. The District has adopted the amendments to the bylaws for the purpose of confirming them to existing statute 82 O.S. §569 and for the implementation of efficient and effective procurement and acquisition processes for the Board in support of District operations.

WHEREFORE, the Board of Directors of the District prays that this Court enter an order approving the bylaws adopted by the Board on March 2, 2023, in the form and substance of Exhibit A attached.

Respectfully submitted,

A handwritten signature in black ink that reads "Dean A. Couch". The signature is written in a cursive style with a large, sweeping initial "D".

DEAN A. COUCH, OBA No. 1939

Couch H2O Law, P.L.L.C.

17500 North Anderson Road

Arcadia, OK 73007

(405) 921-5575

dacouch1@att.net

Attorney representing the Central Oklahoma

Master Conservancy District

EXHIBIT A
BYLAWS OF CENTRAL OKLAHOMA MASTER
CONSERVANCY DISTRICT

ARTICLE 10

Contracts (amended March 2, 2023)

Section 1. Contracts for the purchase Procurement or acquisition of professional services, equipment, supplies and materials of the District and/or construction of works and improvements of the District involving the sum of Fifty Thousand (\$50,000.00) One Hundred Thousand Dollars (\$100,000.00), or less, shall not be required to be let by advertising and competitive bidding and in such cases the Board may contract therefor without bidding; provided, however, the Board may, if it so desires, solicit private or public bids and award such contract to the lowest and best bidder as determined by it be consistent with the District's purchasing policy approved by the Board on March 3, 2022; provided that the Board may adopt rules that supersede and control over provisions of the purchasing policy.

Section 2. Contracts for the purchase Procurement or acquisition of professional services, equipment, supplies, and materials of the District and/or for construction of works and improvements of the District involving amounts in excess of Fifty Thousand (\$50,000.00) One Hundred Thousand Dollars or such other amount specified by law shall be awarded in accordance consistent with the provisions of Title 82 Oklahoma Statutes Section 569.

Resolution
Of
CENTRAL OKLAHOMA MASTER CONSERVANCY DISTRICT
REGARDING OFFICIAL ACTION
To
APPROVING AMENDMENT TO ARTICLE 10
OF THE DISTRICT BYLAWS

WHEREAS, a quorum of the Board of Directors of the Central Oklahoma Master Conservancy District met in a regular meeting and considered amendments to the bylaws of the District which were last revised and approved by the District on December 4, 2014; and,

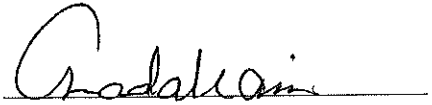
WHEREAS, the amendment to the bylaws relates to Article 10 on Contracts as shown in Exhibit A to this Resolution.

IT IS HEREBY RESOLVED that amendments to Article 10 of the District's bylaws last amended and approved on December 4, 2014, should be and the same are hereby amended as set forth in the Exhibit A to this Resolution.

IT IS FURTHER RESOLVED that the legal counsel shall file a petition requesting the District Court to approve the amended bylaws.

APPROVED by a majority of Board members present on this 2nd

Day of March, 2023.

A handwritten signature in cursive script, appearing to read "Amanda Nairn", written over a horizontal line.

Amanda Nairn, President

FILED

MAY 22 2023

IN THE DISTRICT COURT OF CLEVELAND COUNTY
STATE OF OKLAHOMA
In the office of the
Court Clerk MARILYN WILLIAMS

IN RE: THE CENTRAL OKLAHOMA) CASE NO. CJ-59-18,422
MASTER CONSERVANCY DISTRICT) Judge Thad Balkman

ORDER APPROVING AMENDED BYLAWS OF THE
CENTRAL OKLAHOMA MASTER CONSERVANCY DISTRICT

THIS MATTER came on for consideration by a Petition for Approval of Amendments to Bylaws of the Central Oklahoma Master Conservancy District (the "District"), a Master Conservancy District organized and existing under the laws of the State of Oklahoma.

1. On March 2, 2023, at a regular meeting of the Board of Directors of the District, held pursuant to the Oklahoma Open Meeting Act, 25 O.S. §301 et seq., the Board of Directors unanimously adopted its resolution approving and requesting this Court to approve the amendments to the bylaws relating to contracts and bidding.

2. The District has adopted the amendments to the bylaws for the purpose of conforming them to existing statute 82 O.S. §569 relating to contracting by master conservancy districts and for the implementation of efficient and effective procurement and acquisition processes for the Board in support of District operations.

IT IS THEREFORE ORDERED that the amendments to the bylaws of the Central Oklahoma Master Conservancy District adopted on March 2, 2023, are hereby approved in the form and substance of Exhibit A attached.

DONE this 22 day of May, 2023.

/s/ **S/Thad Balkman**
Thad Balkman, District Judge

