

BY-LAWS

OF

WESTERN REGION ECONOMIC DEVELOPMENT

Revised October, 1995; February, 1996; November, 1998; June, 2006;
February, 2011; May 23, 2013, April 24, 2014, April 28, 2016,
February 22, 2018, January 31, 2019, October 28, 2021

ARTICLE 1. OFFICES

Section 1. Office Location. The principal office of the corporation in the State of North Dakota shall be located in the City of Williston, County of Williams, P.O. Box 1306, 113 4th Street East, Williston, North Dakota 58802-1306.

ARTICLE 2. MEMBERS

Section 1. Members - Classes of Members. The Corporation shall have listed under its policies the definition of any membership classes. The annual fee for membership shall be defined in the policies. All members shall be equal and shall be entitled to only one vote. Business and organizations which are members shall designate a representative to act for and on behalf of said organization or business, and the Secretary of the Corporation shall be notified as to whom this voting member shall be from time to time.

Section 2. Members - Approved by Board. Members shall be approved by the Board of Directors. An affirmative vote of two-thirds of the directors shall be required for election.

Section 3. Expulsion/Suspension of Members. The Board of Directors by affirmative vote of two-thirds of all of the members of the Board may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in payment of dues.

Section 4. Resignation of Members. Any member may resign by filing a written resignation with the secretary.

Section 5. Membership Not Transferable. Membership in this corporation is not transferable or assignable.

ARTICLE 3. MEETING OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held between October 1 and January 31 at 7:30 a.m., or at a time to be determined on an annual basis for the purposes of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the president, three members of the Board of Directors, or not less than one-tenth of the members.

Section 3. Place of Meeting. The place of the meeting for an annual meeting shall be determined by the Board of Directors, and is to be used for any special or annual meeting of the membership, and also as the regular meeting place of the Board of Directors, or such other place as may be determined by the Board of Directors.

Section 4. Notice of Meetings. Written or printed notice stating the place, date and hour of any meeting of members shall be delivered either personally, electronically or by mail to each member entitled to vote at such a meeting not less than ten (10) nor more than fifty (50) days before the date of said meeting, by or at the direction of the president, secretary, or the officer or persons calling the meeting. In case of a special meeting or when required by statute or these by-laws, the purpose or purposes of which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as appears on the records of the corporation with postage thereon paid.

Section 5. Action. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if the consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. A majority of the members of the Board of Directors shall constitute a quorum at any membership meeting.

Section 7. Proxy Permitted. At any meeting of members a member entitled to vote may vote by proxy executed in writing. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Election of Directors. When directors or officers are elected by members, such election shall be conducted at the annual meeting in such manner as the Board of Directors shall determine.

ARTICLE 4. BOARD OF DIRECTORS

Section 1. Board of Directors/Powers. The affairs of the corporation shall be managed by its Board of Directors. The directors must be residents of the State of North Dakota and members of the corporation.

Section 2. Number of Directors. The number of directors shall not be less than fifteen nor more than twenty-three. The Board of Directors shall include no more than eleven ex-officio members. All other members shall be elected to staggered three year terms. Members may serve up to two consecutive terms with the exception of the Secretary and Treasurer whose positions will be appointed each year at the discretion of the Board of Directors. In addition, the limitation of two consecutive terms shall not apply to a member elected as Vice President, President or is the immediate past President, all of whom may serve an extended term to fulfill their term of office and to allow the immediate past president to remain on the board for one additional year.

The ex-officio members shall have voting power at all meetings and should be included in the quorum. Ex-officio shall mean that said members serve by virtue of their office and shall include at least one representative from each of the following: Williston Economic Development; Williston City Commission, Divide County Economic Development, McKenzie County Economic Development, Mountrail County Economic Development, Williams County Economic Development other than Williston, North Dakota Legislation for District 1, 2, 4 or 39, Williston State College and Job Service North Dakota – Williston.

Section 3. Regular Meeting - Board of Directors. A regular annual meeting of the Board of Directors shall be held without other notice than this by-law immediately after and at the same place as the annual meeting of the members. The Board of Directors may provide by resolution the time and place of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings - Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors.

Section 5. Notice of Meeting - Board of Directors. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by written notice delivered personally or by mail to each director at the address shown by the records of the corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of any such meeting, except where a director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board

need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these by-laws.

Section 6. Quorum-Board of Directors. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the directors are present at such meeting, the majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Quorum - Actions Effective. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Directors-No Salary. Directors as such shall not receive any stated salaries or compensation, but by resolution of the Board of Directors, directors may be reimbursed for their expenses actually incurred while conducting business for and on behalf of the corporation.

Section 9. Actions by Directors - Outside of Meeting. Any action required by law to be taken at a meeting of the directors or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors.

ARTICLE 5. OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, one or more vice president (s), the number thereof to be determined by the Board of Directors, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Article. All officers will be elected for a term of one year, except the Secretary and Treasurer, whose position shall be appointed each year.

Section 2. Officers Elected Annually. The officers of the corporation shall be elected annually (except the Treasurer and Secretary) by the Board of Directors at their regular annual meeting of the Board of Directors. If the election of such officer shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have been qualified.

Section 3. Officer - Removed. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors by affirmative vote of two-thirds of all of the members of the Board, whenever in its judgment the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President - Directors. The president shall be the principal executive officer of the corporation and shall in general supervise, control, and care for all of the business and affairs of the corporation. He shall preside at all meetings of the members of the Board of Directors. He may sign with the secretary or any other proper officer of the corporation authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be especially delegated by the Board of Directors or by these by-laws or by the statutes to some other officer or agent of the corporation, and in general he/she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President - Directors. In the absence of the president or in the event of his/her inability or refusal to act, the vice president shall perform the duties of the president and when so acting, shall have all the powers of the office and be subject to all restrictions upon the president. Any vice president shall perform such other duties as may be from time to time assigned to him/her by the president of the Board of Directors.

Section 7. Treasurer - Bond May be Required - Duties. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such bank or other depository as shall be selected in accordance with the provisions of Article 7 of these by-laws; and in general, perform all of the duties incident to the office of treasurer, and such other duties as from time to time may be assigned to him/her by the president or the Board of Directors.

Section 8. Secretary - Duties. The secretary shall keep the minutes of the meetings of members and of the Board of Directors, in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the secretary by such member, and in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

Section 9. Executive Officer. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint an Executive Officer and designate the duties and responsibilities of the position.

ARTICLE 6. COMMITTEES

Section 1. Board May Appoint Committees. The Board of Directors by resolution adopted by a majority of the directors in office may designate and appoint one or more committees.

Designation and appointment of any such committee or committees and the delegation thereto or authority shall not operate to relive the Board of Directors, or any individual director, or any responsibility imposed upon it or him/her by law. All committees shall and have to exercise the authority of the Board of Directors as delineated and outlined in their appointment; however, no committee shall have the authority of the Board of Directors in reference to the amending, altering, or repealing of the by-laws, and all acts of the committee shall be subject to the approval of the Board of Directors.

Section 2. Committee Service. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation until his/her successor is appointed, unless the committee shall be sooner terminated, unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairman. One member of a committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

Section 4. Vacancy. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE 7. CONTRACTS, INSTRUMENTS, DEPOSITS & FUNDS

Section 1. Execution of Contracts. The Board of Directors may authorize any officer or officer's agent or agents of the corporation, in addition to the officers so authorized by those by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Endorsement - Negotiating Instruments. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officer's agent or agents of the corporation in such manner as shall from time to time be

determined by resolution of the Board of Directors. In the absence of such determination of the Board of Directors, such instruments shall be signed by the treasurer and counter-signed by the president or the vice-president.

Section 3. Corporate Funds - Depositing. All funds of the corporation shall be deposited from time to time to the credit of the corporation at such banks or other depositories as the Board of Directors may select.

Section 4. Gifts, Bequests. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

ARTICLE 8. BOOKS AND RECORDS

Section 1. Record Keeping. The corporation shall keep correct and complete books and records of account and also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

Section 2. Access to Records. All books and records of the corporation may be inspected by any member or his/her agent or attorney for any proper purpose. Requests for examination of corporate records and the purpose shall be made to the Board of Directors who shall act upon each request promptly.

ARTICLE 9. FISCAL YEAR

Section 1. Fiscal Calendar. The fiscal year of the corporation shall begin on the 1st day of October and shall end on the last day of September of each year.

ARTICLE 10. NOTICES

Section 1. Waiver of Notice. Whenever any notice is required to be given under the provisions of the North Dakota Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-laws of the corporation a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 11. AMENDMENT OF BY-LAWS

Section 1. Notice of Amendment of By-Laws. These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a majority of the

directors present at any regular meeting or at any special meeting if at least five (5) days written notice is given to the board of directors of intention to alter or amend or repeal or adopt new by-laws at such regular or special meeting.

ARTICLE 12. DISSOLUTION

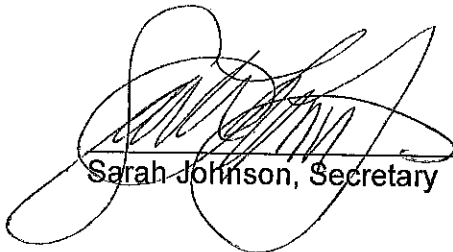
Section 1. Distribution of Dissolution. In the event of the dissolution of the corporation, no director, officer of the corporation or any private individual or corporate individual or corporate member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively for purposes within the intent of and which qualify under and pursuant to Section 501 (c) of the Internal Revenue Code as the same now exists or as it may be amended from time to time.

ARTICLE 13. CERTIFICATE OF ADOPTION OF BY-LAWS


Section 1. Secretary's Certificate. These by-laws were adopted by a roll-call vote of two-thirds of the members present at a regular meeting of the Corporation Board of Directors.

Article 4, Section 2 is to change secretary/treasurer to secretary and treasurer. Amend The ex-officio members shall have voting power at all meetings and should be included in the quorum. It now includes "should be included in the quorum." Ex-officio list updated to remove Williston STAR Fund Board, NDSU Williston Research Extension Center and Western Area Builders Association and add Job Service North Dakota – Williston and amended to include the ex-officio members in the quorum.

These by-laws were revised this 28th day of October 2021.



Sarah Johnson, Secretary



Ken Callahan, President