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To: Jim Thompson, Chairperson
Papio-Missouri River Natural Resources District

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Subject: draft Policy Manual changes

As you requested, following are a few possible alternative proposed revisions to the NRD's policy governing appointments of persons to fill vacancies on the Board of Directors.

Option 1 clarifies and extends most of the tenor of the present policy, but in actuality this may be more restrictive than the Board might desire in that it mandates that the Board fill a vacancy from the slate of applicants who both apply in time and appear at the appointed Board meeting. However, the Board may want the latitude to re-start the appointment process with a new notice of vacancy if for some reason it is unable to develop a majority favoring one applicant.

Option 2 provides that, in case of an impasse, for example, the Board can order that the notice of vacancy be re-published, re-starting the cycle at the application stage, thus enabling additional candidates to be enlisted.

Option 3 would be to cancel the existing policy and not attempt to devise a quasi-mandatory method for filling vacancies on the Board of Directors.

In all these revisions, the concept of a secret ballot is eliminated, thus foreseeably mandating considerable ingenuity in framing roll-call resolutions for various election scenarios.

Option 1

2.1 Directors - Vacancies. Sec. 2-3215 R.R.S., 1943, governs when a vacancy exists in the office of directors. Any such vacancy shall be filled in the following manner: (1) Notice of such vacancy shall be given by the Chairperson to the Board at the first regular meeting of the Board after notification has been received by the Chairperson of the vacancy; (2) the General Manager then shall publish notice of such vacancy and in such notice request that persons interested in being considered for appointment to the position submit a letter of application to the Board no later than two weeks prior to the next regular meeting of the Board; and, (3) at such next regular meeting of the Board ~~candidates~~such applicants may appear before the Board, and, at such meeting, ~~from such~~

~~slate of applicants, the Board shall nominate two persons by secret ballot, and by majority resolution elect one of such nominees~~applicants to fill such vacancy.

Option 2

2.1 Directors - Vacancies. Sec. 2-3215 R.R.S., 1943, governs when a vacancy exists in the office of directors. Any such vacancy shall be filled in the following manner: (1) Notice of such vacancy shall be given by the Chairperson to the Board at the first regular meeting of the Board after notification has been received by the Chairperson of the vacancy; (2) the General Manager then shall publish notice of such vacancy and in such notice request that persons interested in being considered for appointment to the position submit a letter of application to the Board no later than two weeks prior to the next regular meeting of the Board; and, (3) at such next regular meeting of the Board ~~candidates~~such applicants may appear before the Board, and, at such meeting, ~~from such slate of applicants, the Board shall nominate two persons by secret ballot, and by majority resolution either~~ elect one of such nomineesapplicants to fill such vacancy or order the General Manager to re-publish such notice of such vacancy.

[December 5, 1986, August 10, 2007]

Option 4

2.1 Directors - Vacancies. Sec. 2-3215 R.R.S., 1943, governs when a vacancy exists in the office of director. Unless the Board elects to use a different procedure, Any any such vacancy shall be filled in the following manner: (1) Notice of such vacancy shall be given by the Chairperson to the Board at the first regular meeting of the Board after notification has been received by the Chairperson of the vacancy; (2) the General Manager then shall publish notice of such vacancy and in such notice request that persons interested in being considered for appointment to the position submit a letter of application to the Board no later than two weeks prior to the next regular meeting of the Board; and, (3) at such next regular meeting of the Board ~~candidates~~such applicants may appear before the Board, and, at such meeting, ~~from such slate of applicants,~~ the Board shall ~~nominate two persons by secret ballot, and~~ by majority resolution either elect one of such ~~nominees~~applicants to fill such vacancy or order the General Manager to re-publish such notice of such vacancy.