



## **BYLAWS**

The High Meadow Ranch Water District Board (hereinafter referred to as the “Board”) hereby adopts the following Bylaws to aid in the orderly and lawful management of the District.

All property owners within the District shall be bound by these Bylaws by virtue of owning property in the District.

### **Article I – Declarations**

Section 1. Ownership and Control. The water system of the District shall be owned by the District and maintained, controlled, and managed by the Board.

Section 2. Purpose. The purpose of the District is to improve the water supply and distribution of water to the residents of the High Meadow Ranch Property Owners, Inc. subdivision.

Section 3. Goal. The goal of the Board is to improve the quality of life and property values within the District by improving and maintaining the water supply within the High Meadow Ranch Property Owners, Inc. subdivision. The distribution of clean and tested drinking water, as required by the U.S. Environmental Protection Agency (EPA) and the Wyoming Department of Environmental Quality (DEQ), will be the primary goal of all improvements.

### **Article II – Definitions**

Section 1. Definitions. As used in these Bylaws:

- (i) “Board” shall mean the Board of Directors of the High Meadow Ranch Water District. The Board shall be the governing legislative body for the District.
- (ii) “Director” shall mean a member of the Board.
- (iii) “District” shall mean the High Meadow Ranch Water District defined as the area of land including: Barger Subdivision First Filing, Barger Subdivision Second Filing, Barger Subdivision Third Filing, and Barger Subdivision Fourth Filing.
- (iv) “Owner” shall mean the person that holds record fee title to real property within the District or is a person obligated to pay general property taxes under a contract to purchase real property within the District. It does not include a person who owns only personal property even though such personal property may be subject to levy. The Owner is ultimately responsible for all water service charges, and all other requirements set forth in the District’s Bylaws and Rules.

- (v) “Rules” shall mean the High Meadow Ranch Water District Rules and Regulations as amended and adopted by the Board.
- (vi) “Water District Act” shall mean the Water and Sewer District Laws as set forth in Wyoming Statutes § 41-10-101 *et seq.*
- (vii) “Water Operator” shall mean the individual who is responsible for the day-to-day operation and maintenance of the District’s water system. The Water Operator may be an elected or appointed member of the Board.
- (viii) “Water System” shall mean any and all equipment, including but not limited to wells, pipeline, storage tanks, etc., either above or below ground level, which is used to furnish water to the Owner’s service lines.

### **Article III – Board of Directors**

Section 1. Powers. The Board shall have the following powers for and on behalf of the District, and must act via resolution in the exercise of these powers:

- A. To have perpetual existence.
- B. To have and use a corporate seal.
- C. To sue and be sued, and be a party to suits, actions and proceedings.
- D. To prepare or cause to be prepared and to revise and adopt plans, designs, and estimates of costs, of a system or systems of raw and clear water and distribution storage reservoirs, deep and shallow wells, pumping and gauging stations, tunnels, flumes, conduits, canals, infiltration galleries, hydrants, meters, filtration and treatment plants and works, and any and all other structures, systems, works and things which, in the Board’s judgment, will provide an effective and advantageous means for insuring the District of an adequate supply of domestic water, or such sections or parts of such system or systems as the Board may from time to time deem proper or convenient to construct, consistent with the purposes of the Water District Act, and to take any and all such steps as the Board may deem proper and necessary to effect those purposes consistent with the appropriation laws and the uses prescribed by statute.
- E. Establish, own, construct, improve, lease, operate and maintain, as part of the District’s water system or systems, water treatment plants and systems and all appurtenances and appliances thereunto belonging.
- F. To appropriate and otherwise acquire sources of supply of water within and without the District and to extend its water lines thereto.
- G. To enter into contracts and agreements affecting the District’s affairs, including contracts and agreements as set forth in Wyoming Statute § 41-10-113(a)(xi). In order to preserve governmental immunity, all contracts must include a statement that the District

and the Board do not waive governmental immunity by entering into the contract and specifically retain immunity and all defenses available to them as governmental entities under Wyoming Statute § 1-39-104(a) and all other state law.

H. To borrow money and incur indebtedness and other obligations and evidence the same by certificates, notes or debentures, and to issue bonds, in accordance with the provisions of the Water District Act.

I. To acquire, dispose of and encumber real and personal property, water, water rights, water works and plants, and any interest therein, including leases, easements, and revenues derived from the operation thereof. The Board shall have the constitutional and inherent powers of the legislature for the acquisition, disposal and encumbrance of property provided that the Board shall in no case receive title to property already devoted to public purpose or use, except with the consent of the owners of such property, and except upon approval of a majority of the Board.

J. To enter on any lands, waters and premises for the purposes of making surveys, soundings, examinations, tests and inspections.

K. To consult with the Wyoming Department of Health and/or the DEQ about any system or proposed system of water supply, as to the most appropriate source of water supply and the best method of assuring its purity, and to submit to the department of health for its advice and approval the District's proposed system of water supply. The District shall not proceed to acquire or improve any system of water supply without first obtaining the approval of the DEQ.

L. To have the management, control and supervision of all the District's business and affairs, and the acquisition, improvement, equipment, operation and maintenance of any District project, including but not limited to:

i. Administer the District's finances according to the provisions of the Uniform Municipal Fiscal Procedures Act (Wyoming Statutes § 16-4-101 *et seq.*).

ii. Cause an audit or other oversight to be made of all financial affairs of the District during each fiscal year ending June 30. Except as provided in Wyoming Statute § 9-1-507(d), the audit shall be made by a certified public accountant, who is not otherwise employed by the District. If an audit is required, a summary of the financial statement shall be certified by the person making the audit, which shall be published in a newspaper of general circulation in the District, one (1) issue during the next succeeding two (2) weeks following the audit. The Board shall cause a copy of the audit report to be filed with the Sublette County Clerk and the director of the state department of audit.

iii. Cause a budget to be prepared on or before May 15th of each year. The budget shall be prepared in a format acceptable to the director of the state department of audit. The Board shall enter a summary of the proposed budget into its minutes. The Board shall publish the summary at least one (1) week

before the hearing date in a newspaper having general circulation in Sublette County. The Board shall hold a budget hearing in a regular or special meeting called for this purpose no later than five (5) days after the third Thursday in July or in conjunction with the Sublette County budget hearings. The Board shall cause copies of publications of budget hearings to be furnished to the director of the state department of audit.

a. Within twenty-four (24) hours after the conclusion of the budget hearing, the Board shall, by resolution, make the necessary appropriations and adopt the budget which, subject to future amendment, shall be in effect for the next fiscal year or two (2) fiscal years pursuant to Wyoming Statute § 16-4-104(h).

b. The Board shall furnish a copy of the adopted budget, certified by the Chairman, to the Commissioners for the necessary property tax levies. The Board shall maintain certified copies of the budget for public inspection.

M. Hire and retain agents, employees, servants, engineers and attorneys, and any other persons necessary or desirable to effect its purposes.

N. Prescribe the duties of officers, agents, employees and servants, and fix their compensation provided that the compensation of District employees and officers shall be established as prevailing rates of pay for equivalent work.

O. Have and exercise the power of eminent domain and dominant eminent domain and in the manner provided by law for the condemnation by a city of private property for public use to take any property necessary to the exercise of the powers granted, both within and without the District.

P. Construct and maintain works and establish and maintain facilities across or along any public street and in, upon, or over any vacant public lands which are now or may become the property of the state of Wyoming, and to construct works and establish and maintain facilities across any stream of water or watercourse. The District shall promptly restore the street to its former state of usefulness as nearly as possible, and shall not completely or unnecessarily impair its usefulness. Whenever it is necessary, in making any improvements under the provisions of the Water District Act, to enter upon or cross any property of the state acquired for and utilized in the operation and maintenance of a state highway, the District shall have the right-of-way over the same by filing a plat of the lands and of its proposed improvements with the state department of transportation and acquiring a license from the department. The license shall provide that the utility facility will be constructed in a manner to conform with applicable federal, state or local laws, codes and ordinances and as directed by the state department of transportation.

Q. Fix and from time to time to increase or decrease water rates, tolls or charges, including but not necessarily limited to use charges, connection fees and standby charges, for services or facilities furnished by the District, and to pledge such revenue for the

payment of any indebtedness of the District.

R. Adopt and amend the District's Bylaws and Rules, not in conflict with the constitution and laws of the state of Wyoming for carrying on the business, objects and affairs of the Board and of the District. The Board shall file these Bylaws with the Sublette County Clerk.

S. Have and exercise all rights and powers necessary or incidental to or implied from the specific powers granted in the Water District Act. Such specific powers shall not be considered as a limitation upon any power necessary or appropriate to carry out the purposes and intent of the Water District Act.

T. Levy and collect general (ad valorem) taxes on and against all taxable property within the District. The tax levy shall not exceed eight (8) mills on the dollar in any one (1) year, except for the payment of the District's public debt and the interest thereon.

i. In order to levy and collect taxes, the Board shall determine, by no later than May 1<sup>st</sup> of each year, the amount of money necessary to be raised by taxation, taking into consideration other sources of District revenue, and shall fix a rate of levy, which, when levied upon every dollar of assessed valuation of taxable property within the District, and together with other revenues, will raise the amount required by the District annually to supply funds for paying expenses of organization and the costs of acquiring, operating and maintaining the District's works and equipment, and promptly to pay in full, when due, all interest on and principal of general obligation bonds and other such District obligations, and in the event of accruing defaults or deficiencies, an additional levy may be made as provided in Wyoming Statute § 41-10-116.

ii. In certifying annual levies, the Board shall take into account the maturing indebtedness for the ensuing year as provided in its contracts, maturing general obligation bonds and interest on such bonds, and the deficiencies and defaults of prior years, and shall make ample provision for the payment thereof. In case the moneys produced from the levies, together with other revenues of the District, are not sufficient punctually to pay the annual installments on its contracts or bonds, and interest thereon, and to pay defaults and deficiencies, the Board shall make such additional levies of taxes as may be necessary for such purposes, and notwithstanding any limitations, such taxes shall be made and continue to be levied until the indebtedness of the District shall be fully paid.

iii. Whenever the District incurs any indebtedness, the Board may levy taxes and collect revenue for the purpose of creating a reserve fund in such amount as the Board may determine, which may be used to meet the District's obligations, for maintenance and operating charges and depreciation, and provide extension of and betterments to the District's improvements.

U. Borrow money and issue the following securities to evidence such borrowing:

i. Short-term notes;

- ii. General obligation bonds and other like securities;
- iii. Revenue bonds and other like securities; and
- iv. Special assessment bonds and other like securities.

V. Upon the affirmative vote of four (4) Directors, to borrow money without an election in anticipation of the collection of taxes or other revenues and to issue short-term notes to evidence the amount so borrowed. Such short-term notes shall be payable from the fund for which the money was borrowed; shall mature before the close of the fiscal year in which the money is so borrowed; and shall not be extended or funded except in compliance with Wyoming Statute § 41-10-126.

Section 2. Qualifications and Term of Office. The five initial Directors shall be those individuals named in the Commissioners' Resolution No. 12-100207B and shall serve until the next regular subsequent District election. At the first regular, subsequent director election following the formation of the District, the voters of the District shall elect two (2) Directors of the Board to serve for a term of two (2) years and three (3) Directors to serve for terms of four (4) years. Each Director shall be a voter of the District. Thereafter, Directors shall each serve for a term of four (4) years.

Section 3. Election. The first regular subsequent election following the formation of the District shall be held on the Tuesday next following the first Monday in November. Thereafter the Board shall hold elections every two (2) years.

Section 4. Oath of Office. All Directors, whether elected or appointed, shall, within ten (10) days after notification of election or appointment, take the oath of office provided in Wyoming constitution, Article VI, Section 20, before an officer authorized to administer oaths. The Director shall also complete the written oath and without delay transmit a copy of the oath in writing to the Secretary.

Section 5. Vacancies. A Director office shall be deemed to be vacant upon the occurrence of any of the events listed in Wyoming Statute § 22-29-201, prior to the expiration of the term of office. A Director vacancy shall be filled by appointment by the remaining Directors except as otherwise provided by Wyoming Statute § 22-29-202. The appointee to the office of Director shall serve until the next regular election. The term of office of the appointed Director begins on the day the appointee accepts the appointment unless the letter of resignation of the prior incumbent specifies a later date, which date then shall be the beginning of the appointee's term.

Section 6. Resignation. Any Director may resign at any time by giving written resignation to the Board, and the resignation has been duly accepted by the Board. The resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 7. Removal. The Sublette County Board of County Commissioners may remove a Director for cause shown, on petition and after notice and hearing.

Section 8. Quorum and Manner of Acting. Three (3) Directors constitute a quorum for any meeting. A motion or a resolution approved by a majority affirmative vote of those present is required to perform any authorized Board duty, except that the approval of contracts or services in excess of \$25,000.00 shall require an affirmative vote by four (4) Directors. The Board shall act by resolution as defined in Wyoming Statute § 41-10-101(a)(xv) in the exercise of any legislative power or upon a permanent matter, or both. Otherwise, the Board may act by resolution or verbal motion so adopted. Whenever any other relevant act empowers or requires action, the Board shall act by resolution.

Section 9. Compensation. Except as otherwise provided in Wyoming Statute § 41-10-110(f), each Director shall receive as compensation for his service the sum of twenty-five dollars (\$25.00) for actual attendance at each regular or special meeting of the Board or attendance upon any committee meeting, payable monthly.

Section 10. Conflict of Interest. No Director shall be directly interested financially in any contract, work done or property purchased by the District unless the Director has made full public disclosure and the Board has unanimously approved the Director's financial interest. Directors may be required to abstain from voting in clear cases of personal or private interest, as provided in Wyoming Statute § 9-13-106.

#### **Article IV – Officers**

Section 1. Officers. At least annually, at the first regular meeting in January, the Board shall choose one (1) of its Directors as chairman of the board and president of the District, and a different Director as vice-chairman and vice-president. The Board shall elect a secretary and treasurer of the Board and of the District, who may, or may not, be a Director. The secretary and the treasurer may be one (1) person.

Section 2. Term of Office. The officers shall be installed at the meeting at which they are chosen or elected and shall hold office until their respective successor has been chosen or elected.

Section 3. Chairman/President. In addition to his duties as a Director, the Chairman shall: preside at all meetings of the Board; sign all resolutions adopted by the Board; appoint all committees; and sign, acknowledge and execute all instruments authorized by the Board to be executed by the District. The Chairman signs all general obligation bonds, revenue bonds or special assessment bonds. The Chairman also performs other duties incident to the office of Chairman.

Section 4. Vice-Chairman/Vice-President. In the absence of the Chairman or in case of the Chairman's inability to act, the Vice-Chairman shall perform the duties of the Chairman. The Vice-Chairman also performs other duties incident to the office of Vice-Chairman.

Section 5. Secretary. The Secretary shall:

- A. Keep, in a well-bound book, a record of all of the Boards' proceedings, minutes of all meetings, certificates, contracts, bonds given by employees and all corporate acts.

- B. On or before the fourth Monday in May of each year, the Secretary shall certify to the Commissioners and file with the Sublette County Clerk the rate of levy fixed by the Board.
- C. Not more than one hundred twenty (120) and not less than one hundred (100) days before the District elections, the Secretary shall publish at least once in a newspaper of general circulation in Sublette County, a proclamation setting forth the date of the election, what District officer is the filing officer, what offices are to be elected and the terms of office, the filing period for the offices and other pertinent election information.
- D. Receive candidate applications for election.
- E. Enter vacancy appointments in the minutes.
- F. Affix the District's seal, and attest to the Chairman's signature, on all general obligation bonds, revenue bonds or special assessment bonds.
- G. Publish any notices required for competitive bids, special meetings, public hearings, case hearings, or any other notices requiring publication.
- H. Perform other duties incident to the office of Secretary.

Section 6. Treasurer. The Treasurer shall maintain accurate records of all money received by and disbursed for the District. The Treasurer may accumulate and dispose of these records according to Wyoming Statute § 9-2-411 and § 9-2-412. Unless otherwise authorized by the Board, the Treasurer may not invest any monies received except by placing the same for deposit in financial institutions as authorized by law. The Treasurer shall file with the Sublette County Clerk at the expense of the District, a corporate fidelity bond in an amount not less than five thousand dollars (\$5,000.00), conditioned on the faithful performance of the duties of the office. The Treasurer shall also perform other duties incident to the office of Treasurer.

Section 7. Water Operator. Pursuant to Wyoming Statute § 41-10- 110(f), the Water Operator may be an elected or appointed member of the Board, until that point when the Board hires a full-time manager. The Water Operator will be expected to perform those duties in the Water Operator Job Description adopted by the Board at its regular meeting on August 21, 2013. In accordance with Wyoming's Ethics and Disclosure Act, a Director acting as Water Operator may be requested to abstain from voting in clear cases of personal or private interest, and the abstention must be recorded in the minutes. Wyoming Statute § 9-13-106.

## **Article V – Meetings**

Section 1. Public Meetings. All meetings of the Board are public meetings, open to the public at all times, except as otherwise provided in these Bylaws or by law.

Section 2. Regular Meetings. The Board shall hold a regular meeting at least once a month at the time, day and place that the Board designates.



Section 3. Special Meetings. The Chairman or any two (2) other Directors may call special meetings as often as needed.

A. Board Member Notice. At least three (3) days before the special meeting, personal or mailed notice must be given to each Director. The notice must state the purpose for the special meeting and must be addressed to the Director's last known residence.

B. Public Notice. At least eight (8) hours before commencement of the special meeting, the Board shall give written notice specifying the time, place, and business to be transacted, to each newspaper of general circulation, radio or television station requesting the notice.

Section 4. Emergency Meetings. The Board may hold emergency meetings on matters of serious immediate concern to take temporary action without notice.

Section 5. Executive Session. For any of the reasons set forth in Wyoming Statute § 16-4-405 and pursuant to a motion approved by an affirmative vote of two-thirds (2/3) of the Directors present, the Board may go into executive session and exclude the public. A motion to hold an executive session which specifies any of the reasons set forth in paragraphs (a)(i) through (xi) of Wyoming Statute § 16-4-405 shall be sufficient notice of the issue to be considered in an executive session. The Board shall maintain minutes of any executive session. Except for those parts of the executive session minutes reflecting a Director's objection to the executive session as being in violation of the Wyoming Public Meetings Act, the Board shall keep the minutes of the executive session confidential and produce only in response to a valid court order.

Section 6. Conduct and Order of Business. The Board shall conduct meetings following Robert's Rules of Order. The Order of Business of all regular meetings of the Board shall be as follows:

- A. Roll call / verify quorum
- B. Proof of Notice of Meeting
- C. Reading and Reports of Officers
- D. Reports of committees
- E. Unfinished business
- F. New business
- G. Adjourn

Section 7. Minutes. The Board shall keep a journal of its proceedings. The manner in which each member votes shall be entered in the journal. All Director vacancy appointments shall also be entered in the journal. The Secretary shall maintain the journal. Minutes are required to be recorded but not published from meetings when no Board action is taken.

Section 8. Recess. The Board may order any regular or special meeting be recessed to a place and at a time specified in the recess order. The Board shall conspicuously post the recess order on or near the door of the place where the meeting was held.

#### **Article VI – Elections**

Section 1. Elections. Elections shall be held in accordance with Wyoming’s Special District Elections Act of 1994 (Wyoming Statute § 22-29-101 *et seq*).

#### **Article VII – Public Records**

Section 1. Availability. The records kept by the Secretary are open to inspection by all owners of real property in the District and to all other interested parties.

Section 2. Rules and Regulations. In accordance with the standard rulemaking process set forth in Article XI, the Board, as the official custodian of the Board and District records, may adopt rules and regulations for the inspection of the records as is reasonably necessary for the protection of the records and the prevention of unnecessary interference with the regular discharge of the duties of the Board.

#### **Article VIII – District Facility Connection and Disconnection**

Section 1. Rules. The Board shall adopt, follow, enforce, and amend when desired, the rules and regulations governing the connection to, and the disconnection from, the Water System.

#### **Article IX – Lien Foreclosures**

Section 1. Perpetual Lien. Until paid, all rates, tolls or charges established under Article III, Section 1 (Q) of these Bylaws shall constitute a perpetual lien on and against the property served.

Section 2. Lien Foreclosure. The Board may foreclose any such lien in the same manner as provided by the laws of the State of Wyoming for the foreclosure of mechanics’ liens. Before any such lien is foreclosed the Board shall hold a hearing thereon after notice thereof by publication and by registered first class mail, postage prepaid, addressed to the last known Owner at his last known address according to the records of the District and the real property assessment roll in Sublette County. At said hearing, the Owner or his legal representative may present any relevant evidence to contradict the delinquency or nonpayment of rates, tolls or charges. A quorum of the Board shall hear said information and determine whether to proceed with foreclosure. The hearing is not a contested case hearing as defined by the Wyoming Administrative Procedure Act. (See *Robbins v. South Cheyenne Water and Sewage District*, 792 P. 2d 1380).

Section 3. Shutoff or Discontinue Service. Pursuant to Section 6, Paragraph D, of the High Meadow Ranch Water District Rules and Regulations, the Board may shutoff or discontinue water service for the delinquent or nonpayment of water rates, tolls, or charges, including but not necessarily limited to use charges, connection fees and standby charges, for services or facilities furnished by the District, or in the payment of taxes or assessments levied pursuant to the Water District Act.

## **Article X – Contested Case Hearings**

Section 1. Rules. The Board shall adopt rules of practice setting forth the requirements and procedures available in connection with contested cases, as defined by Wyoming Statute § 16-3-101(a)(ii), that arising out of the Board’s ratemaking actions or the High Meadow Ranch Water District Rules and Regulations.

## **Article XI – Rules and Regulations**

Section 1. Standard Rulemaking Process. The Wyoming Administrative Procedures Act governs the rulemaking process. Before the Board adopts any Rules and Regulations, the Board will provide notice of its intended action and a forty-five (45) day public comment period by publishing notice in accordance with Wyoming Statute § 41-10-101(a)(xiv). The notice must include: the time when, the place where, and the manner in which interested persons may present their views on the Board’s intended action; a statement of the terms and substance of the proposed rule or a description of the subjects and issues involved; a citation to the rule being amended or repealed, or a citation to the statute which authorizes adoption of the new rule; the place where an interested person may obtain a copy of the proposed rules; and a statement whether the rule meets or exceeds minimum substantive state statutory requirements.

A. Hearing. The Board will not hold a hearing on the proposed rules unless twenty-five or more Owners have each submitted a written request to the Board that it hold a hearing on the proposed rules. If a hearing is required, the Board must publish an additional notice for the hearing in accordance with Wyoming Statute § 41-10-101(a)(xiv). The earliest date the hearing may be held is forty-five (45) days after the date the notice of the Board’s intended action was first published.

B. Adoption. After the end of the public comment period and the conclusion of any hearings, the Board may act on the proposed rules. The Board may adopt the rules as proposed or as amended in response to comments.

C. Filing. The Secretary shall file the rules with the Sublette County Clerk.

Section 2. Emergency Rules. Where the Board finds that an emergency requires it to proceed without notice or opportunity for hearing, it may adopt emergency rules. The emergency rules shall be effective for no longer than one hundred twenty (120) days, but if the emergency persists, the Board may adopt the rules a second time as long as the total period for both is less than two hundred forty (240) days. The Board may proceed with the emergency rules upon filing with the Sublette County Clerk.