

# **BYLAWS**

## **FLAT CREEK WATER IMPROVEMENT DISTRICT**

**ADOPTED: March 2, 2015 by the Flat Creek Water Improvement  
District  
Board of Directors**

**AFFIRMED: \_\_\_\_\_, 2015 by the Teton Conservation District  
Board of Supervisors**

## BYLAWS

### FLAT CREEK WATER IMPROVEMENT DISTRICT

#### ARTICLE I

##### Definitions.

- A. "District" means the Flat Creek Water Improvement District.
- B. "Board of Directors" or "Board" means the governing body of the Flat Creek Water Improvement District.
- C. "Board of Supervisors" or "Supervisors" means the governing body of the Teton Conservation District.

#### ARTICLE II

- A. Organization. The Flat Creek Water Improvement District was formed by Referendum pursuant to Wyoming Statutes §41-8-103 through 110.

#### ARTICLE III

- A. Board of Directors. The Board of Directors shall consist of five (5) members. No person shall be eligible to be a director of the District who is not an owner of land within the District, or is not by written document authorized to represent such owner, or who is a member of the Teton Conservation District Board of Supervisors.
- B. Term of Office. The first Board of Directors shall determine by lot from among its members, two (2) members to serve terms of one (1) year, two (2) members to serve terms of two (2) years, and one (1) member to serve a term of three (3) years and until their successors are elected at a regular subsequent director election. Thereafter as these initial terms expire, the members of the Board of Directors shall be elected for terms of three (3) years. The Teton Conservation District Board of Supervisors shall conduct these elections annually. These elections shall be in accordance with the Special District Elections Act of 1994. Vacancies occurring before the expiration of a term shall be filled for the unexpired term by appointment by the remaining members of the Board of Directors with the approval of the Board of Supervisors.
- C. Authority. The Board of Directors shall, under the supervision of the Board of Supervisors, be the governing body of the Flat Creek Water Improvement District.

## ARTICLE IV

- A. Election of Officers. The Board of Directors shall elect from its members a chairman, vice-chairman, secretary, and treasurer, said officers to serve a term of one (1) year. Election of officers shall take place at the January meeting of each year and as otherwise required to fill vacancies. The Treasurer shall execute a surety bond for the faithful performance of the duties of his office, which bond shall be approved by the Board of Directors. Any premium for the bond shall be paid by the District.

## ARTICLE V

- A. Board of Directors; powers generally. Under the supervision of the Board of Supervisors, and in accordance with Wyo. Stat. §41-8-113, the Board of Directors shall have the power to;
- (i) Levy and collect assessments for special benefits accruing to land;
  - (ii) Acquire by purchase, exchange, lease, gift, grant, bequest, devise, or otherwise any property, real or personal, or rights or interests therein; maintain, administer, and improve any such property; and sell, lease, or otherwise dispose of any such property in furtherance of the purpose and provisions of the Watershed Improvement District Act;
  - (iii) Exercise the power of eminent domain and in the manner provided by law for the condemnation of private property for public use;
  - (iv) Construct, improve, operate and contract for the maintenance of such structures as may be necessary for the performance of any authorized function of the district;
  - (v) Borrow such money as is necessary to carry out any of the purposes and provisions of the Watershed Improvement District Act, and issue, negotiate, sell its bonds or other evidence of indebtedness as provided in Wyoming Statute §41-8-114;
  - (vi) Cooperate with and receive from or grant assistance to, towns, cities, counties, and state and federal agencies in carrying out the purposes and provisions of the Watershed Improvement District Act;
  - (vii) Abide by all other powers and authorities granted by Wyoming Statute §41-8-113, as amended from time to time.

## ARTICLE VI

- A. Meetings: Meetings of the board shall be open to the public and shall be conducted in accordance with Wyoming Statutes §16-4-402 et seq. Regular meetings of the board shall be held on the first Monday of each month from 09:00 to 10:30 a.m. at the Teton Conservation District Building located at 420 W. Pearl Ave., Jackson, Wyoming, or at such other time and location as established by the Board of Directors upon resolution. The chairman of the Board or a majority of board members may call special or emergency meetings. No meeting shall be conducted by electronic means or any other form of communication that does not permit the public to hear, read or otherwise discern meeting discussion contemporaneously. Communications outside a meeting, including, but not limited to, sequential communications among members of the board, shall not be used to circumvent the purpose of the open meeting laws of Wyoming.
- B. Executive sessions: The Board of Directors may hold Executive Sessions in accordance with Wyoming Statute §16-4-405.
- C. Notice of Board meetings:
- (i) Notice of regular meetings of the Board shall be provided in accordance with Wyoming Statutes §16-4-404. The Board shall provide notice of meetings to those requesting notice. Requests to the District for notice of meetings must be in writing and renewed annually.
  - (ii) Notice of special meetings shall be sent by giving verbal, electronic or written notice of the meeting accompanied by the proposed agenda to each member of the Board and to each newspaper of general circulation, radio or television station requesting the notice. Notice shall specify the time and place of the special meeting and the business to be transacted and shall be issued at least eight (8) hours prior to the commencement of the meeting. No other business shall be considered at a special meeting.
  - (iii) The Board of Directors may hold an emergency meeting on matters of serious immediate concern to take temporary action without notice. Reasonable effort shall be made to offer public notice. All action taken at an emergency meeting is of a temporary nature and in order to become permanent shall be reconsidered and acted upon at an open public meeting within forty-eight (48) hours, excluding weekends and holidays, unless the event constituting the emergency continues to exist after forty-eight (48) hours. In such case the Board of Directors may reconsider and act upon the temporary action at the next regularly scheduled meeting of the District, but in no event later than thirty (30) days from the date of the emergency action.
- D. Meeting with the Teton Conservation District. On at least a quarterly basis, the Board shall meet with the Board of Supervisors to consult and advise upon the

activities of the District. One of such quarterly meetings shall consist of an inspection tour of the District by the boards jointly. The Board of Directors shall file an annual report with the Board of Supervisors before the first day of March containing a financial statement, operation and maintenance activities for the preceding year and the District's proposed developments for the current year. A copy of the annual report shall be filed in the state conservation commission by the Board of Supervisors.

- E. Record of Proceedings. The secretary of the Board or his/her designee shall record minutes of each regular, special, and emergency meetings of the Board, shall transcribe and distribute the minutes to the members of the Board. Minutes of the previous meeting(s) shall be voted on by the Board at each regular Board meeting. Meeting minutes shall be distributed to members of the public upon request but not until approved by the Board.
- F. Quorum. Members of the Board are required to regularly attend all Board meetings. Three (3) members shall constitute a quorum. In the event that a board member must be unavoidably absent, he/she shall notify the chairman or other designated officer as soon as possible prior to the meeting.
- G. Voting. Votes may not be taken without a quorum of voting members present. A member of the Board may attend a Board meeting via telephone or video conferencing if approved by the Chair, so long as the member is able to participate in the full discussion of the issue and that the proceedings are in compliance with Article VI.A, above.
- H. Compensation. Members of the Board shall serve without compensation, but shall be reimbursed for travel and per diem expenses as directed by Teton Conservation District policies and approved by its Supervisors.
- I. Conflicts of Interest. Any Board member who has a pecuniary interest in a matter pending before the Board, or who is likely to derive direct and tangible personal or professional benefit from particular resolution of the matter, shall declare a conflict of interest and shall not vote on any issue connected with the matter, and his/her presence at the meeting shall be disregarded for the purposes of obtaining a quorum for voting. The Board member that declares a conflict shall remove him or herself from the meeting room in order to not influence the vote with his or her presence.

## ARTICLE VII

- A. Amendments. These bylaws may be amended by the Board, upon a majority vote of the Board, and approval by the Teton Conservation District Board of Supervisors.

IN WITNESS WHEREOF, the undersigned have executed this agreement on the day and year indicated, but to be effective as of the day and year above written.

FLAT CREEK WATER IMPROVEMENT DISTRICT

W.H. Wotky -  
William H. Wotkyns, Chairman

Attest:  
J. Falcey  
Julianne Falcey, Secretary

Date: 6/16/15

Affirmed:

TETON CONSERVATION DISTRICT

\_\_\_\_\_  
\_\_\_\_\_, Chairman

Attest:  
\_\_\_\_\_  
\_\_\_\_\_, Secretary

Date: \_\_\_\_\_