

**BYLAWS  
OF THE  
SAVERY-LITTLE SNAKE RIVER WATER CONSERVANCY DISTRICT**

**Section 1. Name of Organization; Authority.** The name of the organization is the Savery-Little Snake River Water Conservancy District. (“District”). W.S. 41-3-742(a)(xiv) authorizes the Board to adopt bylaws in order to carry on the business, objects and affairs of the Board of Directors (“Board”) and the Savery-Little Snake River Water Conservancy District (“District”).

**Section 2. Mission Statement.** The overall mission of the Savery-Little Snake River Water Conservancy District is to provide for the conservation of the water resources of the State of Wyoming and for the greatest beneficial use of water within the State and more specifically, to the residents, water, and lands within the District boundaries, and to discharge those purposes as described in *Article 7-Water Conservancy Districts* of the Wyoming Statutes [W.S. 41-3-701-779, as may be amended from time to time]. The Board is charged with indirectly benefitting all industries of the state, directly benefitting municipalities, lands under irrigation or to be irrigated, and to obtain from water in Wyoming the highest duty for domestic uses and irrigation of lands in Wyoming within the terms of interstate compacts as well as to discharge those other purposes as set forth in *Article 7-Water Conservancy Districts*.

**Section 3. Political Subdivision of State; Regulations.**

(a) W.S. 41-3-724(g) states that the water conservancy district, once organized pursuant to Wyoming law, “...shall be a political subdivision of the state of Wyoming and a body corporate with all the powers of a public or municipal corporation.” As such, the District is subject to a number of statutory requirements, including, but not limited to, the Public Meetings Act, Public Records Act, Special District Public Records and Meeting Act, Ethics and Disclosure Act, among others.

(b) The regulation of the business, objects, and conduct of the affairs of the Board and the District shall be determined and governed by the Wyoming Constitution, Wyoming Statutes, these bylaws, and by such additional rules of procedure that, from time to time, may be adopted by the Board. In the event of any inconsistency between these bylaws and any applicable state and federal law, the applicable law will control.

**Section 4. Election of Board of Directors; Number of Members; Term; Oath; Compensation; Expense Reimbursement.**

(a) The Board of Directors of the District shall consist of no fewer than five (5) persons and no more than nine (9) persons. In order to be qualified to serve on the Board of Directors, a person must be a resident of Carbon County, where the water conservancy district is situated, and must be the owner of land/real property in the District.

(b) A person is considered the owner of land/real property in the District, eligible to serve on the Board of Directors, if the person holds title to land/real property: 1) in their individual name; 2) jointly with another as tenants in common, joint tenants or tenants by the entireties; 3) in the capacity of trustee of a trust; or if the person is a member of a limited liability company, partner in a partnership, shareholder in a corporation, or general partner in a limited partnership which holds title to land/real property and such person presents written documentation acceptable to the Board which establishes such ownership interest in the entity which holds title to land/real property located in the District.

(c) Members of the Board of Directors shall be elected for a term of five (5) years; which terms will be staggered over a five (5) year period as established by the Board. The term of each member elected to the Board of Director begins in February of the year of election.

(d) Elections for board members shall be held in accordance with Wyoming law. [W.S. 41-3-740(b), which provides that the election shall be in the manner provided for the election of irrigation district commissioners in W.S. 41-7-316 through 41-7-318, as amended or as may be amended by the legislature hereafter]. Notice of the election, those qualified to vote, and the manner of casting votes and recording votes and determination of the person elected will be in accordance with those Wyoming statutes. All proxies shall be in writing and signed by the person, corporation or other entity entitled to vote and shall be valid only for one particular election. Land/property standing in the name of a corporation, partnership, limited liability company or other business entity may be voted by such officer, partner, manager or designated member, agent or proxy as the bylaws or minutes of such entity may prescribe or, in the absence of such provision, as the governing body, shareholders, partners or members of such entity may determine. Land/real property held by a trustee of a trust may be voted by the trustee of such trust. Land/real property held by a personal representative, administrator, executor, guardian or conservator may be voted by him/her, either in person or by proxy.

(e) The election shall take place at the annual meeting of the Board of Directors and the residents of the conservancy district, which annual meeting is held in February of each year. All members shall hold office until their successors are elected and qualified.

(f) Vacancies occurring otherwise than through the expiration of a term may be filled until the next succeeding regular election by application to the District Court. At the next succeeding regular election, a board member will be elected to fill the unexpired term.

(g) Each director, before entering upon his official duties, shall take and subscribe to an oath as required by W.S. 41-3-741(a), as may be amended from time to time and the District will provide a corporate surety bond for the directors as required by W.S. 41-3-740(b).

(h) Any member may be removed for cause, upon a majority vote of the Board. Cause for removal shall include, but not be limited to, gross neglect of duty, malfeasance in office, or failure to comply with the requirements of the Ethics and Disclosure Act or any other applicable provision of Wyoming law.

(i) Directors may be reimbursed for necessary travel expenses which have actually been expended in traveling on behalf of the District, including expenses to attend conferences or meetings or to visit other communities and projects relative to the purposes of the District. Travel by personal vehicle will be reimbursed at the applicable mileage rate as established by the IRS from time to time. Where group meals are provided at a meeting, directors are expected to participate in that group function at no additional cost to the District. No reimbursement is allowed for alcoholic beverages, in-room movies, or personal telephone calls. In order to be reimbursed, itemized receipts for all expenses for which reimbursement is sought must be submitted. When using a credit card, copies of the credit card receipt plus the itemized receipt must be submitted. Expenses which are not supported by the required itemized receipts or which are not reasonable in amount are considered personal expenditures and will not be reimbursed.

## **Section 5. Officers.**

(a) The Board shall organize annually, including election of officers, at a regular meeting of the Board which occurs immediately following the annual meeting.

(b) The Board shall elect from its members a chairperson, vice chairperson, secretary and treasurer, as well as other officers as deemed necessary. The chairperson, vice chairperson, secretary and treasurer shall be eligible for re-election to office. Each Officer shall hold office from the date of his/her election until his/her successor shall have been elected, unless he/she shall sooner resign or be removed.

(c) The chairperson shall preside at all meetings of the Board and shall decide all points of order of procedure. The chairperson shall have such powers as may be conferred by these bylaws or assigned to him/ her by the Board. The chairperson shall be responsible

for effectuating the decisions of the Board of Directors relative to the business and affairs of the District. The chairperson may sign on behalf of the District such documents, contracts or other instruments which have been specifically authorized by the Board to be executed by the chairperson on behalf of the District. The chairperson shall keep the Board of Directors advised in all matters pertaining to the operation of the District.

(d) The vice chairperson shall assume the duties of the chairperson in the chairperson's absence.

(e) The Secretary shall prepare minutes of each regular, special and annual meeting and deliver a copy of the draft minutes to each board member no later than thirty (30) days after each meeting. Draft minutes, as finally approved by the Board at the next meeting, shall be placed in the District records. The Secretary shall maintain all records of the District, in an orderly and businesslike manner, including all reports, contracts, minutes, correspondence, resolutions adopted by the Board. The Secretary shall file all reports regarding organization of the District and shall comply with the requirements of record maintenance set forth in W.S. 16-12-101, et. seq as may be in effect from time to time. The Secretary shall attest such documents approved by the Board and shall have possession of the District seal and shall affix such seal to documents signed on behalf of the District.

(f) The Treasurer, shall report and account for revenues and expenses of the District, and shall report the financial position of the District to the Board on an annual basis and at such other times as may be requested by the Board. The Treasurer, together with such additional officer(s) as may be required by the Board, shall sign all checks drawing on the accounts of the District unless the Treasurer is unavailable. The Treasurer shall make recommendations to the Board as to depositories and investments of the District's funds, and shall make certain that all funds are properly secured as required by Wyoming law. The Treasurer shall prepare an annual budget for the District, give the appropriate notices regarding adoption and file the budget in a timely fashion with the County Clerk. The Treasurer shall do all things necessary to comply with Wyoming law concerning the public funds. The Treasurer shall be bonded in such amount as may be determined by the Board from time to time.

(g) Any Officer may be removed at any time by the Board of Directors with or without cause.

(h) A vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors.

#### **Section 6. Meetings; Order of Business; Quorum; Affirmative Vote of Board.**

(a) The Board holds its annual meeting in the month of February. The purpose

of the annual meeting is to elect directors, to provide annual reports, and for the transaction of such other business as may come before the meeting. A regular meeting will be held immediately following the annual meeting, at which time the newly elected directors assume their positions, and the Board elects its officers and transacts such other organizational business of the Board and business of the District.

(b) The Board may, by resolution, prescribe the time and place for the holding of regular meetings and may provide that the adoption of such resolution, and publication of the same, shall constitute notice of such regular meetings. Other meetings will be called by the chairman of the Board of Directors at such time and place as may be fixed by the Board. Public notice shall be given of all Board meetings in accordance with the Wyoming Public Meetings Act, as may be in effect from time to time.

(c) Special meetings of the Board may be called by the chairperson, or in the chairperson's absence, by any of the member of the Board, provided notice is given to each member, either by mail or e-mail, prior to any special meeting date and that public notice of the special meeting is given in accordance with the Wyoming Public Meetings Act, as may be in effect from time to time.

(d) The order of business at meetings, except for special meetings, shall be as follows:

- (i) Call to order;
- (ii) Reports;
- (iii) Approval of the minutes;
- (iv) Treasurer's report;
- (v) Correspondence;
- (vi) Old business;
- (vii) New business;
- (viii) Executive session if necessary;
- (ix) Adjournment.

(e) Meetings of the Board of Directors shall be open to the public and shall be held in a location assessable to the general public or made assessable to the public for purposes of the meeting. Notice of meetings will be given in compliance with the Wyoming Open Meetings Act as is effect from time to time. The Board may adjourn into executive session pursuant to those permissible exceptions as set forth by Wyoming Statute.

(f) A majority of the Board shall constitute a quorum for the transaction of business.

(g) An affirmative vote of a majority of a quorum of the Board shall be necessary

to authorize any official action of the Board. Each member of the Board of Directors, including the chairperson, shall have a vote, and shall vote when present, upon each matter presented to the Board, except a director shall automatically be disqualified from voting on any decision which there is a conflict of interest or other matter disqualifying the director from participating in the vote.

(h) Each member of the Board of Directors is encouraged to maintain a minimum of a seventy-five percent (75%) attendance record. Excessive absenteeism by a Board member will be dealt with through an executive session of the Board to determine any recommendation that needs to be made to the board member in question.

(i) Agendas, with attachments and reports, shall be mailed or e-mailed to members of the Board prior to the Board meeting. Items not included on an agenda will generally not be considered at the meeting, unless the Board votes to amend the agenda to include that item due to unusual circumstances which justify such action, or unless the item pertains to a petition, communication, or recommendation made by a member of the public during the course of the meeting under some section of the order of business which is established in paragraph (d) above.

(j) Members of the Board of Directors may participate in any meeting by means of conference telephone, internet, or similar communication if all persons participating in such meeting can hear one another for the entire discussion of the matter(s) to be voted upon. Participating in a meeting pursuant to this paragraph shall constitute presence in person at such meeting. The minutes of the meeting shall reflect the nature of the presence of each person participating, if participation is by conference telephone, internet, or similar communication.

## **Section 7. Function and Duty.**

(a) The Board of Directors has the power, generally, on behalf of the District, to do all things which are set forth in W.S. 41-3-732. The Board of Directors possesses the power under that statute to enter into agreements with the Wyoming Water Development Commission and other agencies, both state and federal; to engage in construction and rehabilitation projects; to work cooperatively with other agencies to further the purposes of the District; to collect fees.

(b) The Board may establish such committees as it deems advisable and assign each committee specific duties and functions. The committee may recommend or request that the Board approve course(s) of action, but the committee shall make no decisions or commitments on behalf of the Board or District.

(c) The chairperson shall designate the members of any such committees, and

shall name the chairman of each committee. The chairperson shall make appointments to fill such vacancies to committees as they arise.

(d) Each member of the Board of Directors, as well as the District, enjoy certain immunities from suit, claims and liability for damages, as provided by law. No member of the Board of Directors shall be liable to the District for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as Director, officer, or agent of the District so long as the person has acted in good faith, in a manner reasonably believed to be in the best interest of the District and within the scope of his/her duties.

#### **Section 8. Fiscal and Business Matters; Records and Reports.**

(a) The Board shall keep a record of its minutes, resolutions, transactions, budgets, contracts, and fiscal matters.

(b) All minutes of the Board meetings and budgets of the District shall be readily available for public review. Other document requests must be in writing and reviewed by the Board prior to being released.

(c) The books and records of the District shall be kept at the principal office of the District or at such other places, within Carbon County, Wyoming, as the Board shall from time to time determine. The Board shall maintain the District's records and documents in an orderly fashion and in compliance with W.S. 16-2-101 et.seq. as may be in effect from time to time.

(d) All financial records shall be maintained and reported based on generally accepted accounting practices. The Board shall cause to be established and shall maintain a complete accounting system, which, among other things, subject to applicable laws and rules and regulations of any regulatory body, shall conform to such accounting system requirements for public funds as may, from time to time, be designated by the Wyoming Department of Audit. The Board of Directors shall cause to be made a full and complete audit of the accounts, books and financial condition of the District as of the close of each fiscal year.

(e) All monies appropriated by the District and all monies received from grants, gifts and other sources for the use of and for the benefit of the District shall be deposited with the Treasurer for the benefit of the District in depositories as approved by the Board. District funds shall be paid out only after approval by the Board.

(f) All checks, drafts or other orders for the payment of money issued in the name of the District shall be signed by the Treasurer and one additional designated officer as approved by the Board, or in the absence of the Treasurer, by two designated officers as

approved by the Board.

(g) The fiscal year of the District shall begin on July 1 and end on the following June 30.

(h) The Board may authorize the chairperson or any officer, director or agent of the District to enter into any contract or execute any instrument in the name of and on behalf of the District, and such authority may be general or confined to specific instances.

(i) An accountant may be selected from time to time by the Board to perform such accounting services as may, from time to time, be required and to report to the Board and/or Officers with respect thereto. The Accountant may be removed by the Board without assigning any cause.

(j) One or more attorney may be selected, from time to time, by the Board to review the legal affairs of the District and to perform such other services as may be required and to report to the Board and/or Officers with respect thereto. The attorney may be removed by the Board without assigning any cause.

(k) The Board may, from time to time, secure insurance at the expense of the District, insuring against such risks, losses, and casualties as the Board deems appropriate, including errors and omissions /director's liability insurance for the Board.

#### **Section 9. District Participation in Construction/Rehabilitation Projects Funded by Outside Sources.**

The District, from time to time, applies to outside sources, such as the Wyoming Water Development Commission, the federal government, other agencies, and non-profit organizations, for funding in order to facilitate construction/rehabilitation projects on irrigation structures and other improvements. No funds will be disbursed for such projects until all documents with the District necessary to secure funding and all documents required by the funding agency, have been signed by the ditch company, individual, or entity receiving the benefits of the project and/or owner of the structures/other improvements. In order to maintain consistency between projects and funding recipients, the preconditions of funding any project include that the ditch company, individual, or entity receiving the benefits of the project and/or owner of the structure/improvements: agree to pay the loan portion of the funding, with credit given for grants, if any, that are in place and funded prior to construction on the project beginning, and all documents necessary to secure funding, in the form/format determined by the District and/or required by the funding source, be executed. No funds will be disbursed except upon the approval of the Board.

**Section 10. Prioritization & Administration of Storage Water from the High Savery Dam and Reservoir Project.**

(a) Attached as Exhibit A are the bylaws which were adopted on March 8, 2007, as amended on April 25, 2007, as approved by the Savery-Little Snake River Water Conservancy District, a Wyoming Water Conservancy District and the Pot Hook Water Conservancy District, a Colorado Water Conservancy District, pursuant to the Wyoming Water Conservancy Act, W.S. §§ 41-3-701, *et seq.*, the Colorado Water Conservancy Act, C.R.S. § 37-45-101, *et seq.*, the respective water appropriation laws of each state and the Upper Colorado River Basin Compact of 1948. Each respective Water Conservancy District adopted these Bylaws provisions by resolution and provisions to govern the use of the High Savery Dam & Reservoir Project water so long as their respective resolutions are in effect and the water is within their control.

(b) These bylaws are incorporated hereby by this reference, and are not affected in any respect by the adoption of these bylaws, and remain in full force and effect.

**Section 11. Public Involvement.** The Board shall encourage the public to attend its meetings and shall take positive action to keep its activities before the public by supplying newspapers and internet based programs with information concerning the District and its projects. The Board will participate in public forums and appear before community and other groups to discuss the purpose and the work of the District.

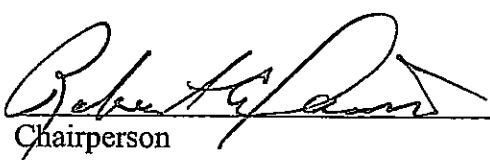
**Section 12. Amendments.**

(a) These bylaws do not confer any rights or privileges to any person, and may be amended, restated, or repealed at any time as the Board of Directors deems necessary or desirable, by the affirmative vote of a quorum of the Board, provided such proposed amendment has been submitted in writing to each member of the Board prior to the meeting.

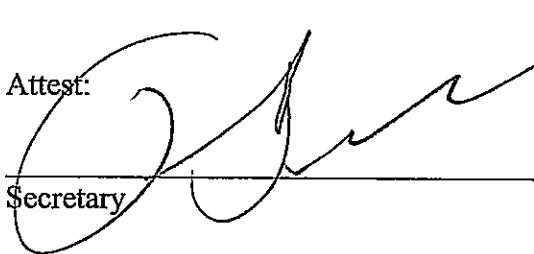
Dated this 21 day of January, 2015.

SAVERY-LITTLE SNAKE RIVER WATER  
CONSERVANCY DISTRICT

By:

  
Robert H. Fland  
Chairperson

Attest:

  
Secretary



RESOLUTION BY THE DIRECTORS  
OF

LITTLE SNAKE RIVER CONSERVANCY DISTRICT

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WHEREAS, W.S. Section 41-7-303 grants to the Board of Directors the power, and it is their duty, to adopt bylaws,

BE IT RESOLVED,

That the Bylaws of the Little Snake River Conservancy District be amended as follows:

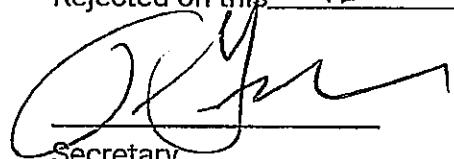
1. The last sentence of Section 4, entitled "Election of Board of Directors; Number of Members: Term; Oath; Compensation; Expense Reimbursement", subparagraph (c), is deleted and the following is added: "The term of each member elected to the Board of Director begins on the date of election."
2. The first sentence of Section 4, entitled "Election of Board of Directors; Number of Members: Term; Oath; Compensation; Expense Reimbursement", subparagraph (e), is deleted and the following is added: "The election shall take place at the annual meeting of the Board of Directors and the residents of the conservancy district, which annual meeting is held on the date selected by the Board that shall be between the first day of February and the last day in March of that year."
3. In Section 6, entitled "Meetings; Order of Business; Quorum; Affirmative Vote of Board", subparagraph (a), the phrase "in February" is deleted and the following is added: "on or after the first day of February and before the last day in March."

RESOLUTION OF DIRECTORS REGARDING ANNUAL MEETING DATE AND DATE OF ELECTIONS

After discussion, on motion duly made, seconded, the Board of Directors voted as follows:

Directors in favor 3 and Directors in opposition 2.

THEREFORE, the above Resolution is [check one] X Adopted or  
Rejected on this 12<sup>th</sup> day of February, 2019.



Secretary