

Nordic Ranches Community Water and Sewer District Bylaws

Article I – Name and Boundaries

Section 1 – Name: This district shall be known as Nordic Ranches Community Water and Sewer District hereafter referred to as 'District'.

Section 2 – Boundaries: The boundaries of the District encompass the property located within the Nordic Ranches Subdivision, phases 1-14 – Reference Appendix A, Nordic Ranches Water and Sewer Map (NRCMap).

Article II – Purpose and Powers

Section 1 – Purpose: The District shall have its purpose as set forth in the Wyoming Water and Sewer District Statutes – Reference Appendix B: W.S. 41-10-101 through 41-10-157, including but not limited to performing the following functions:

- a) Acquisition of the current water system that is owned/operated and known as Nordic Ranches Water, LLC.
- b) Operation and maintenance of the water system for the benefit of the members residing within the district boundaries described in Article 1, Section 2.
- c) Construction and expansion of the system as necessary to provide safe, clean water to the consumers in the district.

Section 2 – Powers: The District shall have all of those powers specified in the Wyoming Water and Sewer District Statutes W.S. 41-10-101 through 41-10-157 – Reference Appendix B, including but not limited to, the power to:

- a) Have and use a Corporate Seal
- b) Sue and be sued, and be party to suits, actions and proceedings
- c) Enter into contracts for the purpose of providing any authorized improvements and the maintenance and operation thereof, or otherwise to carry out the purposes of the district
- d) Accept from any public or private source grants, preferred loans, contributions and any other benefits available for the use in the furtherance of its purpose
- e) Borrow money and incur indebtedness and other obligations and evidence the same by certificates, notes or debentures, and issue bonds
- f) Assess the costs of improvements within the District against the property specially benefited upon a frontage, zone or other equitable basis, in accordance with benefits
- g) Adopt Bylaws, Rules and Regulations, as well as establish policy and procedure not inconsistent with law and the Wyoming Water and Sewer District Statutes
- h) Establish and collect charges for water and the use of improvements or services provided by the District, including authority to change the amount or rate thereof, and to pledge the revenues wherefrom for the payment of District indebtedness

- i) Acquire and own or lease real or personal property, including easements and rights-of-way, within or without the District for District purposes
- j) Contract with other Districts for common use of improvements and services for the benefit of the inhabitants of all contracting Districts
- k) Supply the members of the District with water for domestic or any other lawful use by any available means, including provision for the collection of water, the storage of water, the treatment of such water and its distribution, the acquisition of water rights, treatment facilities and lines for a water system, and appurtenant facilities, within and without its corporate limits
- l) Do any and all other things necessary to carry out the purposes of the District
- m) Implement all lawful methods for financing improvements and services including and without limitation:
 - i. Charges for water and related services and for the use of improvements or services provided by the District in the form of user fees, service fees, hook-up fees, or such other like fees or charges as stated in W.S. 41-10-113 (xxi) – Reference Appendix B
 - ii. Charges for the cost of operating and maintaining improvements as stated in W.S. 41-10-112 (a)(xxi) – Reference Appendix B
 - iii. Special assessments levied against and taxes collected from members within the District as authorized, levied, and collected in accordance with procedures set forth in the W.S. 41-10-114 through W.S. 41-10-119 – Reference Appendix B
 - iv. The issuance of bonds as authorized by and in accordance with procedures set forth in the W.S. 41-10-114 through W.S. 41-10-119 – Reference Appendix B
 - v. Grants, preferred loans, contributions or any other benefits available for use in the furtherance of the District's purposes, whether accepted from public or private sources
 - vi. Borrowing money and incurring indebtedness and other obligations, whether evidenced by certificates, notes, debentures, or otherwise as stated in W.S. 40-10-112 (a)(xii) – Reference Appendix B
 - vii. Applying any and all other lawful monies, including federal, state or local taxes which may now or hereafter be lawfully available for the payment of acquisition, improvements, and services

Article III – Membership, Meetings, and Voting Qualifications

Section 1 – Membership/Voting Qualifications: Membership shall consist of District qualified electors or any Landowner owning real property within the District. For purposes of Voting Qualifications and application of the Special District Elections Act of 1994 to the District, the term "electors" or "voters" include qualified electors as defined in W.S. 22-29-104(a)(v) and landowners as defined in W.S. 22-29-104(a)(ii) – Reference Appendix C.

Section 2 – Member Meetings: Upon determination by the District Board a General Membership Meeting may be held at the date, time and location as determined by the Board of Directors.

- a. Notice of general membership meetings shall be communicated to all members of the District at least 21 days prior to the meeting by utilizing Postal services and email. Attempt will be made to reach all members of the District. A minimum of twenty five (25%) of the District Qualified Electors, as defined by the Special District Elections Act of 1994 – Reference W.S. 22-29-112; voting can be by mail, in-person, or by proxy, shall be required to establish a quorum on matters put to a vote of the members – Reference Appendix C.
- b. Members of the District are encouraged to attend the District Board Meetings that meet monthly. Any member may request the Board address a topic of concern. The request shall be made in writing, no less than two (2) weeks prior to the board meeting that they wish to attend. Request shall include the matter that will be discussed so that it may be added to the published agenda.

Article IV – Board of Directors

Section 1 – The Board of Directors Role, Size, and Compensation:

- a. The District shall be governed by a Board of Directors (the 'Board') comprised of five (5) elected individuals living or owning real property within the boundaries of the District as defined by the NCMAP – Reference Appendix A.
- b. The Board is responsible for District policies and direction, and delegation of day-to-day operations and responsibilities to staff, contractors, employees, and committees.
- c. The Board shall receive no compensation other than reasonable reimbursement for expenses incurred in the duties of the position served.

Section 2 – Election & Term Limits:

- a. Election to a Board of Directors position will be as outlined in the Special District Elections Act of 1994. W.S. 22-29-112 – Reference Appendix C.
- b. Formational Directors serve for one (1) year; At the first regular subsequent Director election following the formation of the District there shall be elected by the qualified voters of the District two (2) Directors to serve for a term of two (2) years and three (3) Directors to serve for terms of four (4) years. Thereafter elections shall be held every two (2) years and all Directors will serve a term of 4 years – Reference W.S. 41-10-112 (d).
- c. When electing Directors, the person or persons receiving the largest number of votes is elected to office. The election will be governed by the Special District Elections Act – Reference Appendix C, and the Special District Board Elections Guidelines as provided by the county clerk.
- d. Elections will be held in conjunction with a General or Statewide election or by Special Election by mail or designated polling place – Reference Appendix C: W.S. 22-29-113.

Section 3 – Board Officers: The Board itself will elect a President, Vice President, Secretary, and Treasurer every two (2) years from its seated Directors. One Director may hold the office of both Secretary and Treasurer.

Section 4 – District Board Meetings: The Board shall meet monthly at a time and place that is mutually agreed upon by majority vote of Board members. Special meetings called by the President or any two (2) other Directors may be held as often as the needs of the District require. Special meetings require 3 days notice to all Board members. Three (3) Directors constitute a quorum at any given Board meeting. A majority of those present is required to perform any duty authorized by this act except if the governing documents of the District require a larger percentage of voting members for any certain action.

Section 5 – Resignation, Removal and Subsequent Vacancy of Director Positions:

- a. A Director may resign at any time by giving written notice to the Board. Unless otherwise specified, the resignation will become effective immediately following acceptance by the Board.
- b. A Director may request Temporary Absence from duties on the board for situations of a personal or medical nature for no more than a 6-month period of the term of service. No more than one Director may be excused at any one time. A member of the community will be assigned by the remaining Board Directors to fill the vacant position during the time of the elected Director's absence.
- c. A Director may be removed from service on the Board by majority vote of the Board Directors for:
 - i. Failure to act in a manner that is orderly and respectful in all matters of their duties while in service to the District.
 - ii. Incurring 3 consecutive, unexcused absences to scheduled board meetings – Reference W.S. 22-29-201 (vii).
 - iii. Failure to carry out the sworn duties agreed upon at election to the position.
- d. Notice of pending removal shall be made to the Director in question no less than 5 days prior to the meeting where this potential action appears on the agenda.
- e. Vacancies on the board due to Resignation, Removal or Temporary Absence of any one director shall be filled as provided for in the Special District Election Act of 1994 – Reference Appendix C.
- f. A vacancy of the President shall immediately be filled by the Vice President until such a time as nominations and an election can be held.

Article V: Advisors and Advisory Committees

Section 1 – Advisors: Advisors may be appointed to the Board based on their experience and/or service to the District. These individuals shall be recognized for the value of wisdom that they may provide and the experiences that may positively benefit the District and its business decisions. The nature of an advisor may be practical, financial, or organizational. An advisor shall act as a neutral party and shall hold no voting right on the Board.

Section 2 – Advisory Committee: The Board may appoint one or more Advisory Committees from among such persons as the Board may see fit. The members of such committees shall serve in the capacity of the committee at the discretion of the Board to further the duties and needs of the District. The members of any Advisory Committee shall not receive any stated salary or compensation for their service to the District.

Article VI: Bonds and Indemnification

Section 1 – Bonds: If required by law or if resolved by the Board, Directors shall each have a bond approved by the Board of one thousand dollars (\$1000.00) or an amount otherwise specified by the Board. The Secretary and Treasurer shall each have a bond in an amount approved by the Directors, but in no event less than five thousand dollars (\$5000.00) – Reference Wyoming Statute W.S. 9-2-411. Bond shall be with an approved surety of guarantee company or bondsman pursuant to W.S. 38-2-102.

Section 2 – Indemnification: The District agrees to indemnify, defend and hold harmless the board members, its officers, directors and employees, from and against all liability, loss, cost of expense (including attorney's fees) by reason of liability imposed upon the District, arising out of or related to the organization's activities, wherein caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member of any other party indemnified herein. The District may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.

Article VII: Rules, Regulations and Policy

The Board shall adopt reasonable Rules & Regulations, and policies as needed, not inconsistent with Wyoming law, in order to govern and control the District and to facilitate the collection of levies, assessments, or charges as required.

Article VIII: Borrowing and Tax Levy

Section 1: It is the duty of the board to explore all financing options prior to consideration of a tax levy.

Section 2: A district may borrow money and issue the following securities to evidence such borrowing:

- a. Short-term notes: Upon an affirmative vote of four (4) directors, short-term notes defined as maturing before the close of the fiscal year, may be issued in accordance with W.S. 41-10-125 – Reference Appendix B.
- b. Creating indebtedness – Reference W.S. 41-10-130: Whenever the board shall determine, by resolution, that the interest of said district and the public interest or necessity demand the acquisition or improvement of any project, or the making of any contract to carry out the objects or purposes of said district, requiring the creation of an indebtedness or the issuance of securities herein required to be authorized by the electors of the district, said board shall order the submission of the proposition of creating such indebtedness or securities to the qualified electors of the district at an election in accordance with the Political Subdivision Bond Election Law, W.S. 22-21-101 through 22-21-112 – Reference Appendix C.

Section 3: Tax Levy: The board has authority to levy and collect general (ad valorem) taxes in addition to the other means providing revenue for the district W.S. 41-10-114 through 41-10-119 – Reference Appendix B.

Article IX: Bylaw Amendments

These Bylaws may be amended by a simple majority of the general membership present at any regular or special meeting of the District provided that notice of proposed amendments have been mailed to members by the Board of Directors at least 21 days prior to said meeting; or by a simple majority of the members of the District voting via a special mailing with response required 21 days from postmark.

Appendices

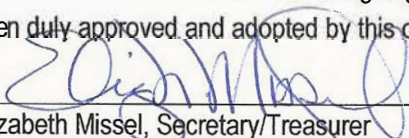
Appendix A: Nordic Ranches Water and Sewer District map

Appendix B: W.S. Title 41 Chapter 10 -- Water and Sewer District Law

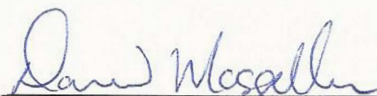
Appendix C: W.S. Title 22 Chapter 29 -- Special District Elections Act of 1994


Secretary's Certificate

THIS IS TO CERTIFY THAT the foregoing Bylaws of the Nordic Ranches Community Water and Sewer District have been duly approved and adopted by this organization, effective on April 17, 2020


Elizabeth Missel, Secretary/Treasurer

2020 Board Directors:


David Mosgeller, President


Steve Munger, Vice President


Jack Leaven, Director


Gary Carvalho, Director

