

**CONSTITUTION AND BYLAWS
of the
WYOMING ASSOCIATION OF IRRIGATION DISTRICTS**

First Amended Constitution

The Constitution governs the organization and its members.

Article I. Name

Section 1 This organization shall be known as the **Wyoming Association of Irrigation Districts (WAID)**

Article II. Objects

Section 1 **Mission Statement**

To unite and protect all of Wyoming's Irrigation Water Delivery Systems, organized for the purpose of agricultural production, through the development of relationships and the sharing of information within these organizations.

Section 2

Objectives of the Association

- A. To promote irrigation with the State Legislature
- B. To request funding from the State for rehabilitation.
- C. To promote saving irrigated farmland within the State.
- D. To protect storage, natural flow, and underground water rights associated with but not limited to irrigation, such as stock water or orphan water rights.
- E. To protect water rights in the state.

Article III. Membership

Section 1 **Voting Members:** Any membership or shareholder organization registered with the Wyoming Secretary of State and holding adjudicated Wyoming irrigated water rights for the purpose of production agriculture may join the Association as a Voting Member.

Each Voting Member will have one vote at the Annual Meeting. Each voting member will designate a qualified representative as their delegate to the annual meeting for the purposes of voting.

Section 2 **Individual Membership:** Any person adhering to the purpose of the Association and desiring to assist in the work of the Association may become an Individual Member. This includes any employee, board member, or landowner of an Irrigation District or Mutual Ditch Company that has not joined the Association as a Voting Member. Individual Members will not have Voting Rights.

Section 3 **Associate Membership:** Businesses adhering to the purpose of the Association and desiring to assist in the work of the Association may become an Associate Member. Associate members will not have Voting Rights.

Section 4 Dues for Membership will be determined by the Board of Directors.

Article IV. Board of Directors

- Section 1 The management of this association shall be vested in the Board of Directors.
- Section 2 The Board of Directors shall consist of Seven members. Directors must have an official affiliation with a VOTING MEMBER of the Wyoming Association of Irrigation Districts, i.e. as an employee, elected official and/or board member, or an obtainer of Wyoming Water Rights. Only VOTING MEMBERS can nominate a candidate to the Board of Directors. Nominations to the Board of Directors can be made thirty (30) days prior to the annual meeting but not later than seven (7) days prior to the annual meeting. Candidate names will appear on the ballot along with the Incumbents wishing to be reelected.
- Section 3 At the discretion of the current Board of Directors, nominations can be taken on the floor of the annual meeting.
- Section 4 All Seven positions will be considered “at large” positions. Two of the Seven positions must be filled by a person employed in the management of an Irrigation District.

Article V. Elections

- Section 1 Elections for Directors shall be conducted at the Annual Meeting of the Wyoming Association of Irrigation Districts. Voting will be by the Members present at the meeting and will be done through a ballot system.
- Section 2 The Candidates receiving the highest numbers of votes shall be declared elected to the office of Board of Directors, taking office at the end of the annual meeting.

The Board of Director shall be defined as follows with their initial assigned terms:

- BoD 1 and BoD 2 with a One-year term (2024)
- BoD 3, BoD 4 and BoD District Manager 1 with a Two-year term (2025)
- BoD 5 and BoD District Manager 2 with a Three-year term (2026)

Subsequent elections will be for full (3) three-year terms with the required minimum seats on the ballots.

- Year 2024: Two-person Minimum ballot
- Year 2025: Two-person Minimum ballot and One-District Manager Minimum ballot
- Year 2026: One-person Minimum ballot and One-District Manager Minimum ballot

- Section 3. Vacancies: Any vacancy occurring on the Board of Directors may be filled by the remaining Board of Directors to complete the term of the vacated office, however, any vacancy created by the removal of a director, by a vote of the membership’s authorized delegates at any annual or specified meeting, shall be filled by the members present at the meeting which created the vacancy.
- Section 4 The president, and vice-president shall be elected from the Board of Directors. The Board of Directors may appoint a Secretary/Treasurer who may or may not be a board member.

Article VI. Duties of Officers

- Section 1 It shall be the duty of the president to preside at all meetings of the Association, to enforce the observance of the rules and regulations of the organization, and to perform such other duties as usually pertain to the office.
- Section 2 In the absence of the president, it shall be the duty of the vice-president to preside and perform the duties of the president.
- Section 3 It shall be the duty of the secretary and treasurer to perform such duties as usually pertain to those offices.
- Section 4 All Board Members shall be properly bonded, the amount of such bond to be determined by the Board of Directors and the cost of the same to be borne by the Association.

Article VII. Meetings

- Section 1 There shall be at least (1) meeting annually of the Association. The annual meeting will take place at a centrally located place in the State. The usual date is (to be determined). All Irrigation District Board members, managers and employees can attend. But only current dues paying Districts will have the ability to designate a member representative to vote.
- Section 2 There shall be at least (1) one annual meeting of the Board of Directors, which shall be held immediately after the annual meeting of the members for the purpose of reorganization of the Board and to transact other business of the association.
- Section 3 Special meetings of the Board of Directors shall be held at the call of the President or upon the request of two or more of the Directors. Ten (10) days written notice shall be necessary unless the Directors unanimously agree to meet with less than 10 days notice. Notice may be given by mail, email, or phone.
- Section 4 Meeting agenda items may be submitted to the secretary at any time for consideration at the next meeting.
- Section 5 With the exception of an urgency declaration, action items, including standards and fees, shall come before the membership at the annual meeting. Adoption shall require a majority vote of the membership.
- Section 6 If an agenda item is deemed to be time sensitive, and the timing would make its consideration via the previously described meeting process ineffective, an urgent declaration may be made with a majority vote of the members present at the meeting and subsequent approval of the Board of Directors. Upon such a declaration, action items of a time-sensitive nature may be approved after a vote at either a Board or an annual meeting.

Article VIII Operational and Financial Policy

Section 1 The Fiscal Year for the association shall end on December 31.

Article IX. Amendments

Section 1 This Constitution may be amended by a majority vote of the members present at the duly called annual meeting of the Association.

Section 2 The Board of Directors may submit suggested amendments to the Constitution to the membership, giving at least 45 days notice and review prior to the annual business meeting of the Association.

Bylaws

Bylaws govern the Board of Directors

Article I. Quorum

- Section 1 One half of the voting directors plus one district manager director shall constitute a quorum for a meeting of the Board of Directors.
- Section 2 Members attending a meeting of this association in person or remotely shall constitute a quorum.

Article II. Dues

- Section 1 The amount of annual membership dues shall be determined by the Board of Directors each year and payable by the Irrigation Districts.

Article IV. Rules of Order

- Section 1 All meetings of the Association shall be guided by Robert's Rules of Order.

Article V. Committees

- Section 1 The President shall appoint annually the Financial Review committee, and such other committees as necessary.

Article VI Power to Accept Donations

- Section 1 The Board of Directors shall have the power and authority to accept donations made to the Association for the furtherance of its purposes; provided, however, that the Board of Directors may reject any donation made upon a condition or restriction. If in the discretion of the Board of Directors, the donation, as so contained or restricted will not be in the best interest of the Association.

Article VII Dissolution

- Section 1 In the event of dissolution of the Association, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business property, and assets of the entity shall go and be distributed to such non-profit corporation of like purpose or purposes as Directors of Association may select and designate; and in no event shall assets and property, in the event of dissolution, go to or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members, or for any other such purpose.

Article VIII Adoption

- Section 1 The above and foregoing constitution and bylaws of the Wyoming Association of Irrigation Districts were duly and regularly adopted as the constitution and bylaws of her Association this ____ day of _____, 2024.