

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

**Constitution**

**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**

Our mission is to promote the development, education and relationships with Wyoming's Irrigation Districts for the present and future generations.

Section 2 **Objects 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, example; stock water or orphan water rights.
- E. To protect water rights in the state.

**Article III. Membership**

Section 1 All Irrigation Districts registered with the Wyoming Secretary of State may join the Association.

- A. Dues will be determined by the Board of Directors
- B. Irrigation Districts with current membership in WAID are voting members.
- C. Each member irrigation district will have one vote when voting occurs at the annual meeting.
  - Each voting member will designate any qualified representative as their delegate to the annual meeting for purposes of voting at the annual meeting.
- D. Employees, Board members or landowners of individual districts may join as "individual" members. Individual members will not have voting rights. Any person adhering to the purpose of the Association and desiring to assist in the work of the Association may become an Individual Member.

**Article IV. Board of Directors**

Section1 The management of this association shall be vested in a Board of Directors.

Section 2 The Board of Directors of this Association shall consist of at least seven bona fide members of the Wyoming Association of Irrigation Districts. (1) One member of the Board will be chosen from each Board of Control District making District board representation not to exceed (4) four members. (1) One member of Board will be chosen from Irrigation District members and will serve an “at large” position. (2) Two members of the Board will be chosen from member irrigation district Managers and will serve an “at large” position.

Section 3 The president, vice-president and Secretary/Treasurer shall be elected from the Board of Directors.

#### **Article V. 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 VI. Elections**

Section 1 Elections of directors shall be conducted at an annual meeting of the WAID, with directors serving three year terms. Voting will be by the members present at the meeting and may be by secret ballot at the discretion of the meeting chair or at any member’s request.

Section 2 The member receiving the highest number of votes shall be declared elected to the office of director for the WAID for a term of three (3) years, taking office at the end of the current meeting.

- Initial board members shall have terms as follows: Three (3) directors shall be elected to serve a (3) three year term; (2) two directors shall be elected to serve (2) two year term and (2) two directors will be elected to serve (1) one year terms.
- Subsequent elections will be for full (3) three year terms.
- The initial determination of terms will be done by drawing from a hat for each “category” of board member. (control board districts; at large districts; at large managers.

- Section 3 Qualifications: Directors must be official representatives of voting members of the Association. Official representative shall be an employee , elected official, landowner or board member of voting member districts.
- Section 4 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 an any annual or specified meeting, shall be filled by the members present at the meeting which created the vacancy.

### **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 3 Meeting agenda items may be submitted to the secretary at any time for consideration at the next meeting.
- Section 4 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 5 If an agenda item is deemed to be time sensitive, and the timing would make its consideration via the previously describe meeting process ineffective, an urgency 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 declaration, action items of a time-sensitive nature may be approved after a majority 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**

### **Article I. Quorum**

- Section 1 One half of the voting directors plus one 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 the 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 \_\_\_\_\_, 2023.