

# OSMOND IMPROVEMENT AND SERVICE DISTRICT

## BY-LAWS

### Article I. Name, Location and Purpose

Section 1.1 District name: The name of the district shall be The Osmond Improvement and Service District (District). It is organized and functions in accord with Chapter 12, Title 18 of the Wyoming Statutes.

Section 1.2 Principal Office: The principal office of the District in the state of Wyoming shall be located in the community of Osmond, County of Lincoln. The District may have such other offices, either within or without the State of Wyoming as the Board of Directors may designate or as the business of the District may require from time to time.

Section 1.3 Purpose: The first priority and purpose of the District is to provide adequate and safe drinking water to members or customers of the District.

Section 1.4 Powers; The District acting through its Board of Directors shall have such powers necessary or convenient to conduct the business of providing potable water to its members or customers, including, but not limited to, the authority to:

- a. Construct, maintain, repair, and operate water distribution systems and related infrastructure;
- b. Acquire, own, lease, or otherwise manage real and personal property necessary for its operations;
- c. Enter into contracts for goods, services, and labor;
- d. Set, collect, and enforce rates, fees, and charges for water service;
- e. Borrow money and incur indebtedness for corporate purposes;
- f. Apply for and receive permits, licenses, grants, or other governmental approvals;
- g. Exercise all rights and powers conferred by applicable local, state, and federal law for the operation of a public water utility or private water distribution company.

### Article II. Members of District

Section 2.1 Annual Meeting: The Annual Meeting of the Members shall be held at any given date and time chosen by the Directors, between February 1st and May 31st of each year, as long as it does not fall on a Sunday or legal holiday in the State of Wyoming, for the purpose of reviewing & approving a budget, electing Directors and for the transaction of such other business as may come before the meeting.

Section 2.2 Special Meeting: A Special Meeting of the District may be called at any time of a majority vote of the Board of Directors or at the call of more than 30% of the Members.

Section 2.3 Notice of Meeting: Written, printed or electronic notice stating the date, time and location of the meeting, and in the case of a Special Meeting, the purposes for which the meeting is called shall be delivered not less than 10 days nor more than 20 days before the date of the

meeting, either personally, by mail or other means, including electronic mail, by or at the direction of the President or Secretary-Treasurer, or the officer or persons calling the meeting as approved by the Directors, to each Member of record entitled to vote at such meeting. If mailed, such notice shall deem to be delivered when deposited with the United States Postal Service, and addressed to the member at his or her address as it appears on assessment rolls of the district, with posted thereon prepaid. If emailed, such notice shall be deemed to be delivered when sent by the Directors or their designee to an email address provided by such Member for the purpose of District notifications.

Section 2.4 Quorum: A majority of the outstanding Members of the District entitled to vote, represented in person or by proxies, shall constitute a quorum at a meeting of Members. If less than a majority of the Members are represented at a meeting, a majority of the Members so represented may adjourn the meeting without further notice. The Members present at a duly organized meeting may continue to transact business until adjournment, provided a quorum is maintained throughout the meeting.

Section 2.5 Proxies: At all meetings of Members, a Member may vote by proxy, executed in writing by the Member or by their duly authorized representative. Such proxy shall be filed with the Secretary-Treasurer of the District before or at the time of the meeting. No proxy shall be valid after one month from the time of the date its execution, unless otherwise provided in the proxy.

Section 2.6 Voting Members: Each outstanding Member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the Members.

### **Article III. Board of Directors**

Section 3.1 General Powers: The business and affairs of the District shall be managed by its Board of Directors. The Directors shall have and exercise all powers granted to the District by Wyo. Stat. Sec. 18-12-106 (a). The Directors may adopt reasonable rules and regulations not inconsistent with the law for the government and control of the District and provision of services in accord with W. S. Sec. 18-12-139.

Section 3.2 Number, Tenure and Qualifications: The number of Directors of the District shall be five. The Director positions shall be numbered 1 to 5. The initial Directors shall serve for the terms listed below. Therefore after, Directors shall be elected for terms of four (4) years. In addition, advisors may be appointed, as needed, by the Directors. Directors shall all be Members of District and any appointed advisors must have a residence within the District.

Director #1: 2 years from date of election (2026)  
Director #2: 2 years from date of election (2026)  
Director #3: 2 years from date of election (2026)  
Director #4: 4 years from date of election (2028)  
Director #5: 4 years from date of election (2028)

Section 3.3 Election of Directors: Subsequent director elections shall be held on the first Tuesday of November in conjunction with the Federal General Election. Not more than one hundred

twenty (120) and not less than one hundred (100) days before said election on the first Tuesday of November, the Secretary-Treasurer of the District shall publish at least once in a newspaper of general circulation in Lincoln County, a proclamation setting forth the date of the election, what district officer is the filing officer, what offices are to be elected and the terms of office, the filing period for the offices and other pertinent election information. The name of all qualified candidates shall be published in a news of general circulation in Lincoln County not later than ten (10) business days prior to the date of such election.

Section 3.4 Assumption of Office: Oath of Office: All Directors, whether elected or appointed, shall, within ten (10) business days after notification of election or appointment, take the oath of office provided in Wyoming Constitution Article VI, Section 20 before an officer authorized to administer oaths. The Director shall also complete the written oath and without delay transmit a copy of the oath in writing to the respective county clerks for the first election and to the Secretary-Treasurer of the District thereafter.

Section 3.5 Quorum: A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 3.6 Manner of Acting: The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.7 Vacancies: Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. If a vacancy exists in a majority of the offices of Director, or if the majority of the Directors cannot agree on an appointment, then notice of a vacancy shall be given to the county commission. The county commission shall fill the vacancy consistent with Wyo. Stat. S 22-29-202.

Section 3.8 Compensation: The Directors shall serve without compensation, but shall receive reimbursement for actual and necessary expenses incurred in connection with the performance of their duties.

#### **Article IV. Officers**

Section 4.1 Number: The officers of the District shall be President, Vice-President and Secretary-Treasurer, each of whom shall be elected by the Board of Directors. Other officers, assistant officers, advisors and maintenance personnel, such as water master and chief operator, as deemed necessary, may be elected, appointed or filled by the Board of Directors.

Section 4.2 Election and Term of Office: The Officers of the District shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after the annual meeting of Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until his successor shall have

been duly elected and shall have qualified, or, until their death, or until they shall resign, or shall have been removed in the manner hereafter provided.

Section 4.3 Removal: Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment, the best interest of the District would be served thereby, but such removal shall be without prejudice to the contract rights if any, of the person so removed.

Section 4.4 Vacancies: A vacancy in any office because of death, resignation, disqualification, removal, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.5 President: The President shall be the principal officer of the District and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the District. The President shall, when present, preside at all meetings of the Members and the Board of Directors. The President may sign, with the Secretary-Treasurer or any other proper Officer of the District thereunto authorized by the Board of Directors, any deeds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other Officer or agent of the District, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4.6 Vice-President: The Vice-president shall function as, and carry out the responsibilities of the President, only in the absence of the duly elected President and only until a new President is elected by the Board of Directors for such purposes as; death, removal, resignation, disqualification, extended leave of absence because of illness or employment or any other circumstance which might render the President ineffective or unable to fulfill the responsibilities.

Section 4.7 Secretary-Treasurer: The Secretary-Treasurer duties shall be as follows:

- (a) Keep the minutes of the Member meetings and the Board of Directors meetings.
- (b) Ensure all notices are duly given in accordance with the provisions of these by-laws and as required by law.
- (c) Be custodian of the District records and of the seal of the District and see that the seal of the District is affixed to all documents, the execution of which on behalf of the District under its seal, is duly authorized.
- (d) Keep a register of the mailing address of each Member which shall be provided by such Member.
- (e) In general, perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.
- (f) If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety of sureties as the Board of Directors shall determine and shall have charge and custody of and be responsible for all funds and securities of the District; receive and give for monies due and payable to the

District from any source whatsoever, and deposit all such monies in the same name of the District in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these by-laws.

## **Article V. Meetings**

Section 5.1 Regular Meetings: Monthly meetings shall be held by the Board of Directors on the second Thursday of each month, at 7:00 p.m., at City of Afton town hall or at another location as determined by the Board of Directors, which may provide, by resolution, the time and location, either within or without the State of Wyoming for the holding of additional regular meetings without other notice than such resolution.

Section 5.2 The President or other presiding officer may, at his or her discretion, prepare an order of business or agenda, as may be appropriate for any meeting. In the absence of a specific order of business, the following may be utilized:

- a. Meeting called to order
- b. Determination and announcement of quorum
- c. Reading of Minutes of previous appropriately related meeting
- d. Report of the officers and committees
- e. Old business
- f. New Business
- g. Other
- h. Adjournment

Section 5.3 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors.

Section 5.4 Notices: Notice of any Special Meeting shall be given at least two (2) days previously thereto by written notice, delivered personally or mailed to each Director at his business or home address. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver notice of any meeting, except where a Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor for the purpose of, any Regular Meeting or Special Meeting of the Board of Directors need to be specified in the notice or waiver or notice of such meetings.

Section 5.5 Waiver of Notice: Whenever any notice is required to be given to any Member or Director of the District under the provision of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

Section 5.6 Roberts Rules of Order: In the government of the District meetings, Robert's Rule of Order shall prevail unless otherwise specifically waived by the Board of Directors.

## **Article VI. Indemnification**

The District shall indemnify persons or individuals who were or are a party or are or were threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that they are or were a Director, Officer, employee, or agent or are or were serving at the request of the District as a Director, Officer, employee, agent, or trustee of another corporation, partnership, joint venture, trust employee benefit plan, or other enterprises, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action by the individuals or persons for acts taken within the scope of their official duties and consistent with good faith and applicable law. Such indemnification may, at the discretion of the Board of Directors, include advances of their expenses in advance of final disposition of such action, suit or proceeding.

## **Article VII. Contracts, Loans, Checks and Deposits**

Section 7.1 Contracts: The Board of Directors is the only party able to enter into any contract or execute and deliver any instrument in the name of and on behalf of the District and their authority is general and not confined to a specific instance. All contracts shall be voted on and approved by a simple majority of the Directors.

Section 7.2 Loans: No loans shall be contracted on behalf of the District and evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances. All loans shall be voted on and approved by a simple majority of the Directors.

Section 7.3 Checks, Drafts, etc.: All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the District shall be signed by such officer or officers, agent or agents of the District in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.4 Deposits: All funds of the District not otherwise employed shall be deposited from time to time to the credit of the District in such banks, trust companies, or other depositories as the Board of Directors may select.

## **Article VIII. Assessments**

Section 8.1 Authority to Levy: The District shall have the power to establish and collect charges for the expenses of the District. An assessment roll shall be created by the County Assessor's office, from membership information received from the Secretary-Treasurer, to facilitate the collection of the District's assessments.

Section 8.2 Assessment Procedure: Assessments shall be levied and assessed by the County and collected at the time and in the form and manner with like interest and penalties as property is assessed and other taxes are collected.

**Article IX. Expenditures**

Section 9.1 Capital Expenditures: It is expressly provided that the Directors of the District cannot by their vote alone decide to or begin the building of any capital expenditures over the sum of \$ 25,000.00, but in the event that they feel such a construction is required, they must obtain the affirmative vote of 75% of the Members at a meeting specifically called for such purposes. Exceptions would be in an emergency; the Directors may approve expenditures over \$25,000.00 only after declaring an emergency in writing and providing post-approval notice to Members of the 75% of the Members.

**Article X. Miscellaneous**

Section 10.1 The fiscal year of the District shall begin on the first day of July of the current year and end on the thirtieth day of June the following year.

Section 10.2 District Seal: The Board of Directors shall provide a District seal which shall be circular in form and shall have inscribed thereon the name of the District and the State of Wyoming and the words, "District Seal".

**Article XI. Amendments**

Section 11.1 Amendments: These by-laws supersede any by-laws previously created but may be altered, amended or repealed and new by-laws may be adopted by the Board of Directors at any regular or special meeting of said Board of Directors.

These by-laws were approved by a vote of a quorum of the Board on: June 20, 2025

Director acceptance and approval:

Kim Tippetts

Colt Nehring

Cory Jenkins

Jeff Tippetts

Lynn Veigel