

BYLAWS WYOMING ASSOCIATION OF SPECIAL DISTRICTS

The **WYOMING ASSOCIATION OF SPECIAL DISTRICTS** is a Wyoming Non-Profit Mutual Benefit Corporation, hereinafter and commonly known as "WASD".

Office: The principal and the registered office of WASD shall be located in Cheyenne, Wyoming, unless changed by the Directors as the affairs of WASD may require.

WASD's Mission, Purposes & Constituencies: The Mission of WASD is to promote the common interests of special districts established under the laws of the State of Wyoming thereby assisting Districts in fulfilling their respective missions.

The purposes for which WASD was formed and shall be operated are to develop productive relationships with state officials and governmental agencies, and both state and local governments and the associations thereof; to coordinate or develop Member education supporting a thorough understanding of applicable state laws and regulations in order to facilitate the proper and efficient operation of special districts and foster peer mentoring among Members to address financial and operational deficiencies/challenges, thereby improving outcomes and compliance.

IRS Compliance: To address Internal Revenue Code (IRC) Section 501(c)(6), WASD's purpose is the promotion of the common business interests of its Members, its net earnings shall not inure to the benefit of any Member or its Voting Delegates, it shall not engage in a regular business of any kind ordinarily carried on for profit, and its principal activity is not the performance of particular services for individual persons. Upon dissolution of WASD, the remaining assets within the organization shall be distributed by the WASD Board of Directors to each Member in in the same proportion as the current-year dues paid by said Members.

Application: These Bylaws are to be applied and interpreted in conformance, and consistently with the Wyoming Nonprofit Corporation Act (the "Act") and with IRC Section 501(c)(6). Terms defined in the Act shall have the same meanings in these Bylaws, unless otherwise noted.

Definitions of Terms specific to WASD:

“Member”- Any Special District authorized, organized and existing under the statutes and rules/regulations of the State Wyoming governing the following classes of Wyoming Special Districts: ((i) Airport joint powers board (ii) Boards of Cooperative Educational Services; (iii) Cemetery districts; (iv) Conservation districts; (v) Downtown Development Authorities; (vi) Drainage Districts; (vii) Fire protection districts (viii) Flood control districts; (ix) Hospital Districts; (x) Housing authorities; (xi) Improvement and Service districts; (xii) Irrigation Districts; (xiii) Joint powers boards; (xiv) Local Improvement districts; (xv) Museum districts; (xvi) Predator management districts; (xvii) Recreation districts (xviii) Recreation joint powers boards; (xix) Regional transportation authorities; (xx) Resort districts; (xxi) Rural health care districts; (xxii) Sanitary and improvement districts; (xxiii) Senior citizens districts; (xxiv)

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Solid waste disposal districts; (xxv) Water and sewer districts; (xxvi) Water conservancy districts; (xxvii) Watershed improvement districts; and (xxviii) Weed and pest districts; and any new type of special district as created from time to time by the Wyoming legislature. The term Member for all purposes herein is defined as the entity (Special District) itself. Each Member shall appoint a Voting Delegate and Alternative to represent the Member in matters that are put to a vote of the Members.

“District Class”- All Members who are of a like-class district as set out above constitute a District Class. Each of the 28 District Classes may, from a consensus vote of its Districts, appoint one Director to serve on the WASD Board of Directors with the terms, responsibilities and authorities as set out in Section 3.2 below.

I. Members

1.1 Eligibility. Any Special District may become a Member of WASD by submitting the WASD Membership Information Form signed by the Special District’s Governance Board.

It is the obligation and responsibility of each Member to inform WASD in the event of a change in the Voting Delegate or in the event the District has been dissolved. [W.S. Sections 17-19-601 & 17-19-613]

1.2 Application. The WASD Board of Directors shall adopt a Membership Information Form. The Secretary of WASD shall review each submission on a timely basis, and forward it to the President for acceptance by the Board. If a form is not complete or is not accepted, the Secretary may request additional information from the District. [W.S. Section 17-19-601]

1.3 List of Members. The WASD Board of Directors shall maintain a current list of all Members who are entitled to notice of meetings and to vote. The list shall include each Member's contact/ mailing information as well as contact information for the Voting Delegate. The Members' List shall only be available upon request in conjunction with a meeting for the limited purpose set forth under Section 17-19-720 of the Act. Section 17-19-1605 of the Act prohibits the use of such list or any information contained therein for any purpose unrelated to a Member's interest as a member. [W.S. Sections 17-19-720 & 1605]

1.4 Voting. The Member’s Governance Board shall designate an officer, manager or agent as its Voting Delegate and Alternate Voting Delegate to represent the Member in matters of WASD. Each Member through its Voting Delegate shall have one (1) vote on each matter submitted to a vote of all of the Members. [W.S. Section 17-19-721]

1.5 Certificates & Transfer. WASD shall not issue certificates of Membership. No Member may transfer its Membership or any rights thereto. [W.S. Section 17-19-611(a)]

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- 1.6 Dues.** The WASD Board of Directors may adopt, from time to time, a schedule for annual dues to be paid by Members. [W.S. Sections 17-19-602 & 613]
- 1.7 Resignation.** Any Member may resign from WASD at any time by submitting to the WASD Board of Directors a written resignation. [W.S. Section 17-19-620]
- 1.8 Termination.** A Member may be suspended, or its Membership terminated, by the WASD Board of Directors pursuant to a fair and reasonable procedure carried out in good faith as set out in W.S. Section 17-19-621.

II. Meetings of Members

- 2.1 Annual Meeting.** The Annual Meeting of the Members shall be held at a time and place determined by the board of directors. The purpose of the Annual Meeting shall be to present the annual reports of the President and Treasurer, elect the President and Vice President of WASD and act upon such other matters as properly noticed or otherwise required W.S. Section 17-19-701.
- 2.2 Other Membership Meetings.** Special meetings of the Members for any purpose(s) unless otherwise prescribed by the Act shall held (i) on the call of the WASD Board of Directors or(ii)by delivery to any WASD officer written demand(s) by not less than five percent (5%) of the Members entitled to vote, as further set forth in W.S. Section 17-19-702. The business to be transacted at a special meeting shall be stated in the notice thereof, and no other business may be considered at that time.
- 2.3 Place of Meeting.** The WASD Board of Directors with proper notice may designate any place within the State of Wyoming as the place of meeting for any Members Meeting. [W.S. Sections 17-19-701(c) & 17-19-702(d)]
- 2.4 Notice of Meeting.** Written or printed notice of the date, time and place of each annual meeting shall be given to all members at least (30) days prior to the date thereof. Such notice shall be deemed delivered if sent by e-mail or U.S. Mail to each Member entitled to vote at such meeting. [W.S. Section 17-19-705]
- 2.5 Record Date.** For the purpose of determining Members entitled to notice of or to vote at any meeting of Members, those who are Members on the date of the notice are entitled to vote at said meeting. [W.S. Section 17-19-707]
- 2.6 Members list.** The List of Members required by Paragraph 1.03 above shall be current as of the record date and shall be available for inspection not later than two (2) business days after the date of the Notice of Meeting at WASD's principal office. Such List shall also be available and subject to inspection by any Member during the meeting. [W.S. Section 17-19-720]
- 2.7 Quorum.** Excluding the question of dissolution of WASD, the presence or remote participation of a majority of Voting Delegates shall constitute a Quorum at an annual

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or special meeting of the Members. [W.S. Section 17-19-722]

- 2.8 Remote Participation.** A Voting Delegate or Alternate may participate in any meeting of the Members through the use of (i) a conference telephone or electronically by means of which all persons participating in the meeting can communicate with one another or through any technology allowable under law, but only to the extent allowed by consensus of the WASD Board of Directors; or (ii) a Voting Delegate may vote by proxy by completing and executing an appointment form provided or as specified by WASD, provided only that such proxy may only be issued to an individual who is also a Voting Delegate. A11 such participation in a meeting shall constitute presence of the Voting Delegate at the meeting for quorum purposes.
- 2.9 Manner of Acting.** The act of the majority of the Voting Delegates voting at a meeting, or by electronic written ballot without a meeting, at which a quorum is present or participates, shall be the act of the Members. [W.S. Section 17-19-723]
- 2.10 Action by Written Ballot.** At the discretion of the WASD Board of Directors, any action to be put to a vote of the Members may be taken without a meeting by written ballot, provided that the Secretary delivers to every Member in good standing a written ballot setting forth each proposed action. The solicitation and written ballot may be delivered by e-mail or by U.S. Mail. An electronic transmission may be used to consent to and return a completed ballot. [W.S. Section 17-19-708]

III. Directors

- 3.1 General Powers.** The affairs of WASD shall be managed by its Board of Directors. [W.S. Section 17-19-801]
- 3.2 Number, Term & Qualifications.**
- a. Number.** Interim Directors shall serve until the first formal Annual Meeting of the Members. Thence forth, the maximum number of Directors constituting the Board of Directors shall be equal to the number of District Classes and will consist of no more than one director from each District Class as selected by the Districts in each District Class.
- b. Term.** Interim Directors shall serve until the first formal Annual meeting of the Members. Then to create staggered terms, the initial 2-year and 1-year terms shall be determined by draw. Thereafter, Directors shall serve a term of two (2) years or until their successor has been duly elected and qualified. The term of any newly selected director shall commence immediately upon selection by the respective District Class. Directors may be selected to consecutive terms.
- 3.3 Resignation; Removal.** A Director may resign at any time by submitting a written resignation to the Board and the Director's District Class. A Director may be removed by the consensus of their District Class. [W.S. Section 17-19-807 thru 809]

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- 3.4 Vacancy.** If a vacancy occurs on the Board of Directors, the respective District Class may fill the vacancy by appointment. A director appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor. The term of office of a director appointed to fill a vacancy shall commence upon appointment [W.S. Section 17-19-811]
- 3.5 Meetings; Notice.** The Board of Directors will hold regular meetings at least quarterly, and special meetings, from time to time, as may be called by the President or by twenty percent (20%) of the then serving Directors. Directors may participate in all such meetings remotely, provided only that the means of communication utilized shall allow all of the Directors to communicate simultaneously with one another. A notice of each meeting, specifying the location, date, and time, and arrangements for remote participation, shall be provided to each Director prior to the meeting. A Director may waive notice, and participation in a meeting without objection to the notice shall also constitute a waiver of notice. [W.S. Sections 17-19-820, 17-19-822 & 17-19-823]
- 3.6 Quorum; Manner of Acting.** The presence in person or via teleconference or other similar electronic means of a majority of Directors shall constitute a quorum for the transaction of business at any meeting, but a lesser number may adjourn. If a quorum is present, then the affirmative vote of a majority of those Directors present is the act of the Board, unless the Act or these bylaws require the vote of a greater number of Directors.
- a.** The Board of Directors may also undertake any action without a meeting, provided only that a majority of the quorum of Directors acknowledge consent specifying the action taken; the action shall be effective on the date the last Director acknowledges the required consent. The action so taken shall be reported in the minutes and filed with the supporting consents in the WASD records. [W.S. Sections 17-19-821 & 17-19- 824]
- b.** A Director may vote by proxy at a particular meeting by completing and executing an appointment form provided or as specified by WASD, provided only that such proxy may only be issued to an individual who is also a Director. A Director may hold and vote no more than two (2) proxies at a particular meeting.
- 3.7 Compensation.** Directors shall not be compensated by WASD for their service as directors.
- 3.8 Committees.** The Board of Directors may appoint committees for such purposes as the Board may from time to time determine:
- a. Committees of Directors.** The Board of Directors may appoint committees of the Board, which shall consist of two or more Directors and which shall have and exercise such authority of the Board as the Board may specifically delegate to such committee.
- b. Standing Advisory or Special Committees.** The Board of Directors may appoint standing advisory, special or informal committees, which shall not have nor exercise any of the authority of the Board, and which shall consist of two or more

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Members (e.g., Training Committee, Communications Committee, Legislative Committee, Finance Committee and Event Committee). [W.S. Section 17-19-825)

- 3.9 Conflict of Interest; Loans to Directors.** Each Director shall familiarize herself or himself with Section 17-19-831 of the Act, and the Board and Directors shall comply with the conflict of interest provisions contained in such section. WASD shall not lend money to or guarantee the obligation of any Director or Officer in violation of Section 17-19-832 to the Act. [W.S. Section 17-19-831 & 17-19-832)

IV. Officers

- 4.1 Officers.** WASD shall have a President, First Vice President, Second Vice President, Secretary and Treasurer, and such other Officers as may from time to time be established by the Board of Directors. The President and Vice President shall be nominated by the Board of Directors and voted on at the annual meeting of the Members and the remaining Officers shall be appointed by the Board. The Board is authorized to contract for WASD staff or professional services at such time and on such terms as the Board may in the future determine.

4.2 Term of Office. Each Officer shall hold office at the will of the Board until her or his successor shall have been duly elected/appointed and shall have qualified or until her or his death or until she or he shall resign or shall have been removed in the manner provided in Section **4.03** below. The Board of Directors may choose to leave any office vacant except the offices of President, Secretary and Treasurer.

- 4.3 Removal.** Any Officer, agent, committee lead or committee member, elected or appointed by the Board of Directors, may be removed solely by the Board of Directors, at any time, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed.

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

- 4.5 President.** One of the Directors shall be elected or appointed by the Board of Directors to serve as the President of WASD. The President is the Chief Executive Officer of WASD, and, subject to the provisions of these Bylaws and control of the Board of Directors, shall assure that all directives, orders, and resolutions of the Board are carried into effect, and shall have general and active management, direction, supervision, and signatory authority over the business and affairs of WASD. The President shall perform the following functions: (a) set the agenda and preside at meetings of the Members and Board of Directors; (b) have principle responsibility for development and promulgation of WASD's strategic and business plan; and (c) ensure representation of WASD at meetings of other appropriate organizations.

- 4.6 Vice Presidents.** In the absence of the President, as determined by the President or the Board of Directors, or upon the death or disability of the President, the First Vice

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President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. In addition, the Vice President shall perform such other duties as from time to time may be assigned to her/him by the President or by the Board of Directors. In the absence of the President and First Vice President the Second Vice President shall perform and assume the duties of the First Vice President described in this paragraph.

- 4.7 Secretary.** The Secretary shall: (a) keep the minutes of Annual Meetings of the Members and meetings of the Board of Directors in one or more books provided for that purpose; (b) ensure distribution of agendas and meeting notices in accordance with the provisions of these Bylaws or as required by law; (c) maintain and authenticate records of WASD as required by law; (d) ensure the List of Members is maintained as set forth in Paragraph 1.03 above; (e) in general, perform duties incident to the office of Secretary (e.g. file annual report(s) of WASD); and such other duties (e.g. maintain policies and procedures) as from time to time may be assigned to her/him by the President or by the Board of Directors.
- 4.8 Treasurer.** The Treasurer shall: (a) prepare an annual budget for Board approval, and account for all revenue, disbursements, and associated financial records of WASD; (b) provide reports of WASD's finances at Board and Annual Meetings; (c) provide information to assist WASD's accountants with financial reports and ensure completion and filing of applicable IRS tax report(s); (d) develop and assist with appropriate fund-raising activities; (e) deposit all payments and moneys received in WASD's name in such banks or other depositories as shall be selected by the Board; and (f) be the primary signatory WASD's checking account and other financial accounts, and have primary responsibility for ensuring timely payment of payables and employee wages, if any.
- 4.9 Assistant Secretary and Assistant Treasurer.** WASD may have an Assistant Secretary or Assistant Treasurer from time to time as established and appointed by the Board of Directors. The Assistant Secretary and Assistant Treasurer, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

V. Miscellaneous

5.1 Indemnification.

- a. Mandatory Indemnification of Directors.** WASD shall indemnify a Director of WASD who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because she/he is or was a Director of WASD against reasonable expenses actually incurred by the Director in connection with the proceeding.
- b. Reimbursement or Advancement of Expenses for Directors.** The Board of Directors may decide to pay for or reimburse reasonable expenses incurred by a

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Director who is a party to a proceeding in advance of final disposition of the proceeding, if WASD is furnished a written undertaking, executed personally or on the individual's behalf, to repay the advance if such individual is not wholly successful.

c. Indemnification & Advancement of Expenses for Officers, Employees & Agents. WASD shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of WASD) by reason of the fact that the person is or was an officer, employee, or agent of WASD (or committee member of WASD) against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in accordance with such action, suit, or proceeding, if the person acted in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interest of WASD, and, with respect to any criminal action or proceeding, had no reasonable cause to believe said conduct was unlawful.

d. Insurance/Bonding. The Officers of WASD shall be bonded. At the discretion of the Board of Directors, WASD may also purchase and maintain insurance on behalf of an individual who is or was a director, officer, committee member, employee or agent of WASD, against liability asserted against or incurred by her/him in that capacity or arising from her/his status as a director, officer, committee member, employee or agent, whether or not WASD would have power to indemnify the person against the same liability under W.S. Sections 17-19-852 or 17-19-856.

5.2 Dissolution. Dissolution of WASD is authorized if it is called by the WASD Board of Directors and put to a vote of the Members. The presence in person or by electronic means of two-thirds of the Voting Delegates shall constitute a Quorum for the question of dissolution. The act of the majority of the Members voting at a meeting, or by electronic written ballot without a meeting, at which a quorum is present or participates, shall be the act of the Members. In the event WASD is legally dissolved the assets remaining after creditors are paid in full will be conveyed by the WASD's Board of Directors to each Member at the time of dissolution in the same proportion as the current-year dues paid by said Members. W.S. 17-19-1402

5.3 Amendments to Bylaws. Amendments to the Bylaws shall require two-thirds (2/3) of the votes cast by the Members at a meeting of the Members where quorum is present (or without a meeting under Paragraph 2.10 above. No action to amend or repeal any provision of these Bylaws or to adopt new Bylaws shall be effective, the result of which would be to disqualify the WASD from recognition as a not for profit Corporation under Wyoming law or as an entity recognized by the Internal Revenue Service as tax exempt under Section 501(c)(6) of the IRC (or corresponding section of applicable future federal tax code), unless such action is approved by all Members present at an Annual Meeting of the Members at which a quorum is present.

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These Bylaws have been reviewed, approved and adopted by the Interim Directors of the Wyoming Association of Special Districts on this 27th day of August, 2018. The Bylaws shall be ratified by the Members at the first formal Annual Meeting of the Members.

Certification by Secretary: These Bylaws have been duly adopted and approved by the Interim Directors.

ATTEST:

By: _____
Secretary