

THIRD AMENDED BYLAWS OF
CASPER-ALCOVA IRRIGATION DISTRICT

THESE BYLAWS are adopted this _ day of, 2024, by the Casper-Alcova Irrigation District (hereinafter referred to as "District"), organized under the laws of the State of Wyoming.

ARTICLE I
Operations of the District

The operations of the district shall be governed by the bylaws, as set forth hereafter and as further modified or adopted at meetings of the Board of Commissioners held in accordance herewith.

Section 1.1 Organization. This District was organized and created by the District Court of Natrona County, pursuant to and in conformity with the provisions of Article 7 of Chapter 122 Wyo. Stat. § 41-7-201 (2023).

Section 1.2 Name. The name of the district is "CASPER-ALCOVA IRRIGATION DISTRICT".

Section 1.3 Offices and Addresses. The principal office of the district shall be located at 755 Connie Street, Mills, Natrona County, Wyoming, or at such place or places within said County as may be designated from time to time by the Board of Commissioners. The mailing address for the district shall be P.O. Box 849, Mills, WY 82644.,

ARTICLE II
Board of Commissioners - General

Section 2.1 Subdistricts. The Casper-Alcova Irrigation District is divided into five (5) Commissioner Subdistricts, and therefore, the governing board of the District shall consist of five (5) Commissioners. Subdistrict boundaries as defined by the most recent court approved legal descriptions are attached. Wyo. Stat. § 41-7-210 (2023).

Section 2.2 Qualification of Candidates. Each of the five Commissioners shall be a landowner holding a valid Kendrick water right within the Subdistrict boundaries they are elected to represent. No commissioner can represent more than one subdistrict at a time. Wyo. Stat. § 41-7-318 (2023).

Section 2.3 Term. All elected Commissioners shall serve for a term of three (3) years and until their successors are elected and qualified, except Commissioners elected to fill an unexpired term. No commissioner may serve more than three (3) consecutive terms (9 years) unless no other nominations for the district are received during the election for the year following the third term. Wyo. Stat. § 41-7-316 (2023).

Section 2.4 Annual Meeting. The Commissioners of the District shall fix the hour and place, which should be made convenient to the landowners of the District, for the annual District meeting and shall preside at the same.

Section 2.5 Election of Commissioners / Notice.

1. The Commissioners of the District shall fix the hour and place, which should be made convenient to the landowners of the district, of each election for the purpose of electing a Commissioner and shall preside at the same.

2. It shall be the duty of the Commissioners to provide notice, at least twenty (20) days prior to the date of an election, to mail to each person or corporation entitled to vote thereat, at his/her last known place of residence or business, a notice stating the time, place, and purpose of such election. The above notice requirements are in accord with Wyo. Stat. § 41-7-316 through 318 (2023) and shall remain in full conformity with and compliance with said statute and any subsequent amendment thereto.

Secrecy and privacy in elections guard against coercion and are essential to the integrity of the electoral process. All elections shall be by ballot. All voters shall be guaranteed absolute privacy in the preparation of their ballots, and the secrecy of the ballot shall be made compulsory. TITLE 97 - WYOMING CONSTITUTION Article 6, Section 11 Manner of Holding Elections.

Section 2.6 Qualifications of Voters and Nominations.

1. At an election for the purpose of electing one or more Commissioner(s), every person or corporation owning or entitled by virtue of public land filing to the possession of land situated within and being a part of any Commissioner subdistrict in which an election for that Commissioner is being held, and upon which land no assessment for operation, maintenance or repairs is delinquent for more than four (4) years, shall be entitled to cast, for the Commissioner to be elected, for the Commissioner Subdistrict wherein such land is situated, one (1) vote for each irrigable acre of such land assessed upon the last annual assessment of said District upon or against which land no assessment for operation, maintenance or repairs is delinquent for more than four (4) years. Wyo. Stat. § 41-7-317 (2023).

2. At the hour and place of an election nominations shall only be accepted from qualified voters in the area that is up for election.

Section 2.7 Roll and Proxies. At the hour and place of an election for Commissioner, the Commissioners shall call the roll of those entitled to vote, and the number of votes each is entitled to cast. They shall make a record of the qualified voters present, receive all proxies and prescribe the manner of canvassing votes. All proxies shall be in writing and signed by the person or corporation entitled to vote. Wyo. Stat. § 41-7-317 (2023).

1. A proxy will be included with the mailed notice in Section 2.5. Proxies will have the landowner's name and number of irrigable acres they are eligible to vote. The proxy will also be embossed with the Casper Alcova Irrigation District seal. Only original proxies will be received with an original signature of the proxy holder. Other forms of proxy will not be recognized by the election judges appointed by the Commissioners.

2. A qualified voter may obtain a replacement proxy if the proxy was destroyed, spoiled, lost, or for some other reason not received by the voter. In order to obtain a replacement proxy, the voter will need to request a new proxy be issued from the principal office.

3. Proxies can only be signed over to another member who is qualified to vote in the same area that is up for election.

Section 2.8 Majority Vote/Invalid Election. No person shall be declared elected as a Commissioner who is not a landowner in said Commissioner Subdistrict and who shall not have received a majority of all votes cast by the qualified voters of said Commissioner Subdistrict. No election shall be invalid by reason of the fact that a majority of the acreage within the district was not represented as such election. Wyo. Stat. § 41-7-318 (2023).

Section 2.9 Commencement of Term. The term of each elected Commissioner shall commence not later than the date of the next regular meeting of the Commissioners after the election. Wyo. Stat. § 41-7-316 (2023).

Section 2.10 Compensation. The Commissioners shall receive for their services compensation as the Court or presiding judge may determine. They shall also be reimbursed for their actual reasonable expenses. Wyo. Stat. § 41-7-304(2023).

Section 2.11 Oath and Bond. Before entering upon their duties, Commissioners shall take and subscribe an oath to support the Constitution of the United States and the Constitution of the State of Wyoming, to faithfully and impartially discharge their duties as Commissioners and to render a true account of their doing to the Court by which they are appointed whenever required by law or the order of the Court. Commissioners shall execute a bond running to the Clerk of Court and his successors in office as obliges, to be filed with the Clerk for the benefit of the parties interested, in an amount to be fixed by the Court or presiding judge, and with sureties to be approved by the Court or presiding judge, conditioned for the faithful discharge of their duties

as Commissioners and the faithful accounting of all monies which shall come into their hands as Commissioners. Wyo. Stat. § 41-7-302(2023).

Section 2.12 Vacancies. Whenever the office of any elected Commissioner shall become vacant by reason of death, resignation or other cause, the vacancy shall be filled by the remaining Commissioners within thirty (30) days of the date of the vacancy. A Commissioner appointed by the Board under this Section shall serve the remaining unexpired term until his successor is elected and qualified. Wyo. Stat. § 41-7-318(2023).

ARTICLE III

Board of Commissioners - Powers and Duties

Section 3.1 Powers. The Board of Commissioners shall constitute the authority of the Casper-Alcova Irrigation District, and said Board, and the members thereof, shall have the powers, exercise the functions, and perform the duties specified, conferred and required by the provisions of Wyo. Stat. § 41-7-101 et. seq. (2023) and any and all subsequent amendments thereof and thereto.

Section 3.2 Duties. The Board of Commissioners shall have power, and it shall be their duty, to adopt bylaws, manage and conduct the affairs and business of the District, make and execute all necessary contracts, employ such agents, attorneys, officers and employees as may be required, and prescribe their duties, establish equitable rules and regulations for the distribution and use of water to and upon the lands of the District; provided, always, that such rules shall not be in conflict with or contrary to any statute of this state or law of this nation relative to such matters; and generally to perform all such acts as shall be necessary to fully carry out the purposes of Wyo. Stat. § 41-7-101 et. seq. (2023) and any and all subsequent amendments thereof and thereto.

ARTICLE IV

Board of Commissioners - Meetings and Quorum

Section 4.1 Time and Place. Regular meetings of the Board of Commissioners shall be at such time as the Board may designate, and held at the principal office of the district, or such place within Natrona County, Wyoming, as the Board may otherwise designate from time to time. Meetings of the Board of Commissioners may be recorded and held electronically.

Section 4.2 Special Meetings. Special Meetings may be called at any time by the President or by two members of the Board. Notice shall specify time and place of special meeting and the business to be transacted and shall be issued at least 8 hours prior to the commencement of the meeting. No other business shall be considered at the special meeting. Wyo. Stat. § 16-4-404(2023).

Section 4.3 Quorum. At all meetings of the Board of Commissioners a majority shall constitute a quorum and the concurrence of a majority in any matter within their powers and duties shall be sufficient to its passage or determination. If no quorum is present, the meeting shall be canceled.

Section 4.4 Conduct of Meeting. Shall be conducted pursuant to Wyoming Public Meetings Act.

ARTICLE V

Officers

Section 5.1 Offices. Election and Eligibility.

(a) The Officers of the District shall be selected by the Board of Commissioners and shall consist of a President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same person and may or may not be a member of the board. Wyo. Stat. § 41-7-303(2023).

(b) Officers shall be elected at the next regularly scheduled board meeting following the election. Wyo. Stat. § 41-7-316(2023).

(c) No person except a member of the Board of Commissioners shall be eligible for the position of President or Vice-President. Wyo. Stat. § 41-7-303(2023).

Section 5.2 Term and Removal of Officers. The term of all Officers shall be for one year or until his/her death, resignation, retirement, removal or disqualification. The Board of Commissioners may at any time, by a majority vote, ask for, demand, receive and accept the resignation of any Officer of the District, and upon the Officer's refusal to tender such resignation, the majority of the Board of Commissioners may summarily dismiss him/her from his/her office(s), declaring such office vacant and proceed to elect his successor. Any Officer may resign by giving written notice to the Board of Commissioners, the President, Secretary, or Treasurer of the District. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective. The President, Vice President, Secretary, or Treasurer shall be subject to removal by a majority vote of the full membership of the Board of Commissioners for any misconduct, neglect of duty, disqualification, or malfeasance in office.

Section 5.3 President. The President shall preside at all meetings of the Board of Commissioners, shall sign all contracts authorized by the Board of Commissioners, and shall perform all other duties incident to the office of President.

Section 5.4 Vice-President. In the absence of the President, the Vice President shall perform the duties of the President.

Section 5.5 Secretary and Treasurer.

Secretary: It shall be the duty of the Secretary to keep a record of all the minutes and proceedings of the Board of Commissioners, to carry on the correspondence of Casper-Alcova Irrigation District, to keep and preserve all records and correspondence of Casper-Alcova Irrigation District, The secretary may appoint, with approval of the board, a qualified member of the staff to assist in the performance of all or part of the duties of the secretary.

Treasurer: It shall be the duty of the Treasurer to receive all money belonging to Casper-Alcova Irrigation District and to disburse the same as authorized by the Board of Commissioners; to keep full and complete books and records of all receipts and disbursements and to give bond in such amount as shall be required by the Board of Commissioners. The books of the treasurer shall be open for inspection by the Board of Commissioners at any and all times and said books shall be kept in such form as may be from time to time prescribed by the Board of Commissioners. The treasurer may appoint, with the approval of the board, a qualified member of the staff to assist in the performance of all or part of the duties of the treasurer.

Section 5.7 Bonds. The Board of Commissioners, by resolution, shall require any and all officers, agents and designated employees of the district to be bonded in such sum and with sufficient sureties as the Board of Commissioners may direct conditioned on the faithful performance of the duties of their respective office or positions, and to comply with such other conditions as may from time to time be required by the Board of Commissioners. Wyo. Stat. § 41-7-302(2023).

ARTICLE VI
General Provisions

Section 6.1 Amendments. These Bylaws may be altered, amended or repealed from time to time at any regular meeting of the Board, or at any special meeting called for that purpose by vote of a majority of the Board of Commissioners.

Section 6.2 Seal. The district has a seal composed of two concentric circles between the circumferences of which shall appear the words "Casper-Alcova Irrigation District" and upon the

surface of the interior circle of which shall appear the words "Corporate Seal". The seal shall be in the charge of the Secretary of the District.

Section 6.3 Execution of Instruments. All District instruments and documents shall be signed or countersigned, executed, and, if desired, verified or acknowledged by a proper officer or officers or such other person or persons as the Board of Commissioners may from time to time designate.

Section 6.4 Notice and Waiver.

- (a) All notices, offers, acceptances, requests, and other communications hereunder shall be in writing and shall be deemed to have been duly given if:
 - (i) In the case of District landowner or entry man or Commissioner, such notice is delivered or mailed by certified mail to the individual's or corporation's address as it appears on the records of the district.
 - (ii) In the case of the district, such notice is delivered or mailed by certified mail to its principal office.
 - (iii) In the case of a personal representative, such notice is delivered or mailed by certified mail to the business address of any corporate personal representative or the home address of any individual personal representative.

(b) Whenever any notice is required to be given to any District landowner or entry man or Commissioner under the provisions of the Wyoming Business Corporation Act or under the provisions of the Bylaws of this District or Wyo. Stat. 41-7-101 et seq. (2023) and any subsequent amendments thereto, 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 equivalent to the giving of such notice.

Section 6.5 Fiscal Year. The fiscal year of the district shall be from July 1 to June 30. Wyo. Stat. § 41-7-806.

Section 6.6 Saving Clause. In case any term of these Bylaws shall be held invalid, illegal, or unenforceable in whole or in part, neither the validity of the remaining part of such term, nor the validity of any other term of these bylaws shall in any way be affected thereby.

Section 6.7 Choice of Law. These Bylaws shall be governed and construed in accordance with the laws of the State of Wyoming.

Section 6.8 Headings and Wordings. Whenever used in these Bylaws, all singular terms shall include plural as a particular situation or context may require, and all words or pronouns of gender shall include the other genders as far as the particular situation or context may require.

Section 6.9 Legal Disputes. Legal disputes come at a great cost both to the district and its members. The Board shall attempt every means possible to resolve disputes prior to engaging in legal activities. At a minimum, the Board and complainant shall meet to discuss the issue and propose a compromise or solution to avoid legal proceedings. To avoid legal proceedings the district recognizes mediation as a viable and preferred option to resolve disputes.

The foregoing Third Amended Bylaws of the District were regularly adopted by the Board of Commissioners at its meeting held on the day of _____, 2024.

By: _____
President

ATTEST:

Secretary

Certificate of Secretary I,
the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of the Casper-Alcova Irrigation District; and
2. The foregoing Bylaws, comprised of 8 pages, constitute the Third Amended Bylaws of the District duly adopted at a meeting of the Board of Commissioners of the District held on Month Day 2024.

IN WITNESS WHEREOF, I have hereunto subscribed my hand this _____ day of .
Month 2024.

Secretary