

**AMENDED BYLAWS OF THE
WALLOWA LAKE IRRIGATION DISTRICT
(12/17/19)**

ARTICLE I. OFFICE

The principal office of the Wallowa Lake Irrigation District (" District") in the State of Oregon shall be located at 65196 Dobbin Road, Joseph, OR 97846. The Board of Directors (" Board" or " Directors") may change the principal office of the District within the State of Oregon as it may determine from time to time in its sole discretion.

ARTICLE II. ELECTORS

Section 1. Electors. Electors of the District include every person 18 years of age or older, whether a resident of the District or state or not, who is an owner or a purchaser under contract of purchase of land situated within the District and subject to the charges or assessments of the District. ORS 545.002(3).

Section 2. Voting Rights of Electors.

- (A) **Multiple Ownerships.** If ownership is in estates by the entirety, tenants in common, or in other cases of multiple ownership, only one vote shall be allowed on behalf of all the owners under each, multiple ownership. The vote may be cast by any one of the multiple owners. When two or more persons attempt to cast a vote under this paragraph, only the vote of the person who first casts a vote shall be counted.
- (B) **Corporate Ownerships.** Any corporation may vote as a single owner of land through any officer or agent when the officer or agent is authorized to vote by the corporation and the written authorization is filed with the secretary of the District.
- (C) **Partnership and Limited Liability Company Ownership.** Any general partnership, limited partnership or limited liability company may vote as a single owner of land through any general partner, member or agent when the general partner, member or agent is authorized to vote by the entity and written evidence of the authority of the general partner, member or agent is filed with the secretary of the Board of Directors of the District.
- (D) **Representative Ownerships.** Any trustee of a trust, guardian, administrator or executor authorized to act as such a person or estate owning land within the District shall be considered an owner of land for the purposes of the Irrigation District Law, when the owner in fee is not otherwise entitled to vote.
- (E) **Weighted Voting.** An owner of land or elector may vote according to the total amount of acreage within the District as follows:
 - 1) One vote for up to 40 acres;
 - 2) Two votes for 40 acres or more but not more than 160 acres; and
 - 3) Three votes for more than 160 acres.

Section 3. Termination as Elector. One ceases to be an elector if one is no longer an owner of land within the District subject to the charges or assessments of the District.

Section 4. Annual Meeting of District. An annual meeting of the District shall be held on the third Tuesday in January or at such other time as set by the Directors. ORS 545.18 I (1)(c). During the meeting, the Directors shall:

- 1) Administer the Oath of Office to newly elected directors;
- 2) Elect a president and a vice president from among the directors;
- 3) Appoint a secretary, who may be a director or manager of the district;
- 4) Establish the time for regular monthly meetings of the Board; and
- 5) Establish, by resolution, the date of the next annual organizational meeting.

ARTICLE III. ELECTIONS

Section 1. Annual Elections. An election shall be held on the second Tuesday of November of each year, at which one or more directors shall be elected. ORS 545.135. Except when conducted by mail ballot, the election shall be conducted as provided in ORS 545.135 to 545.153.

Section 2. Mail Ballot Elections. Upon resolution adopted by the Directors, any regular or special election may be conducted by mail as provided in ORS 545.163.

Section 3. Special Elections. A special election may be called by resolution of the Directors at any time an election is required or permitted by law. Such election shall be conducted as required by any law providing for the election, and otherwise, as nearly as practicable as provided in ORS 545.135 to 545.153 or by mail ballot election as provided in ORS 545.163.

Section 4. Absentee Voting. Electors of the District shall be entitled to vote by absentee ballot as provided by ORS 253.550. ORS 545.141.

ARTICLE IV. DIRECTORS

Section 1. Board of Directors. The affairs of the District shall be managed by a Board of Directors. Directors must be residents of the State of Oregon and owners, or shareholders of a corporate owner, or partners of a partnership or members of a limited liability company that is an owner of land in the division into which the District has been divided. The District has been divided into five (5) divisions. ORS 545.043.

Section 2. Number and Term of Office. The number of Directors constituting the Board of Directors will be five (5). Voting for a director of each division shall be by qualified electors within the division. However, the qualified electors of the District may, by majority vote, determine that voting for directors shall be by the qualified electors of the entire district. ORS 545.207.

Except as provided in the order forming the District regarding the terms of the initial directors, the term of office of a Director is three years. A Director shall hold office from the first Tuesday in January next following the election and until a successor is elected and qualified. ORS 545.135(1).

Section 3. Regular Meetings. The Directors shall hold regular monthly meetings in the office of the District as required by ORS 545.185. Meeting dates shall be set and noticed by the Board pursuant to ORS 545.181 and ORS 545.185.

Section 4. Special Meetings. Special meetings of the Directors may be held when ordered by a majority of the Directors. ORS 545.185.

Section 5. Emergency Meetings. Emergency meetings of the Directors may be called by any Board member when an actual emergency exists. ORS 192.640(3).

Section 6. Executive Sessions. The Directors are authorized to meet in executive or closed session when authorized under Oregon's Public Meetings law, ORS 192.660. Such sessions shall be conducted as required by law.

An Executive Session may be held for any of the reasons enumerated in ORS 192.660(2). The authorization under ORS 192.660(2) for the executive session must be identified when holding the executive session. Representatives of the news media shall be allowed to attend executive sessions, but the Board may require that specified information be undisclosed. ORS 192.660(4).

No final action or making of any final decision may occur during the executive session. ORS 192.660(6).

Notice of an executive session shall be given to the members of the Board, the news media which have requested notice, and the general public stating the specific provision of law authorizing the executive session. ORS 192.640(2).

Section 7. Notice of Board of Directors' Meetings. Written notice of any regular monthly or special meeting of the Board of Directors shall be provided to Directors not less than five days before the date of such meeting. Such notice shall specify the time and place of the meeting and, in the event of a special meeting, the purpose(s) for which the meeting has been called. The notice shall be delivered either by mail or in person. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Directors at the Directors' addresses as they appear on the records of the District, with postage prepaid thereon. Any Directors may waive notice of any meeting.

Notices of meetings shall be given to the public as required under ORS 192.640, Oregon's Public Meetings law. The Board shall provide for and give public notice, reasonably calculated to give actual notice to interested persons, including news media which have requested the notice, of the time and place for holding regular meetings. The notice shall also include a list of the principal subjects anticipated to be considered at the meeting, although additional subjects may be considered. ORS 192.640(1).

Special meetings shall not be held without at least 24 hours' notice to the members of the Board, the news media which have requested notice, and the general public. ORS 192.640(3).

In the case of an actual emergency, a meeting may be held upon such notice as is appropriate to the circumstances, and the minutes for such a meeting shall describe the emergency justifying less than 24 hours' notice. ORS 192.640(3).

Section 8. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business by the District. However, on all questions requiring a vote, there shall be concurrence of a majority of the Directors.

Section 9. Public Meetings and Records. All meetings of the Directors shall be public, and all records of the Board of Directors shall be open to public inspection during business hours. ORS 545.185.

Section 10. Vacancies. Any vacancy on the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors, at any regular monthly meeting or special meeting called for such purposes. A vacancy shall be filled as provided by law. ORS 545.187; 198.320.

If a Director ceases to be a resident of the State of Oregon, or ceases to be an owner of land, or a shareholder of a corporate owner of land, a representative of an owner of land, a partner of a partnership or a member of a limited liability company that owns land that is subject to the charges or assessments of the District situated in the division from which the Director was elected or appointed, the position of the Director shall become vacant and the vacancy shall be filled by appointment. ORS 545.187.

A vacancy in the Board of Directors shall be filled by appointment by a majority of the remaining members of the Board. If a majority of the Board is vacant or if a majority cannot agree, the vacancies shall be filled promptly by the county court of the county in which the administrative office of the district is located. ORS 198.320(1).

The period of service of an appointed Director shall expire upon the election of a qualified successor. The successor shall be elected to serve the remainder, if any, of the term for which the appointment was made. If the term for which the appointment was made expires on the second Tuesday in January after the election of a successor, the successor shall be elected to a full term. In either case, the successor shall take office on the second Tuesday in January of the year next following the election. ORS 198.320(3); ORS 545.135.

Section 11. Recall of Directors. A Director may be removed from office only by recall as provided in ORS 545.189 and ORS 198.410 to 198.440.

Section 12. Telephonic/Electronic Meeting. Subject to compliance with Oregon's Public Meetings Law, any meeting of the Board may be accomplished in whole or in part by telephonic conference call or other electronic communication. ORS 192.670(1).

ARTICLE V. OFFICERS

Section 1. Officers. The District shall have the following officers: a President; one or more Vice Presidents (as determined by the Board of Directors); a Secretary; and such other officers as may be elected by the Board of Directors in accordance with these Bylaws and ORS 545.181. Such officers who are elected or appointed by the Board shall have such authority and perform such duties as are designated from time to time by the Board. The same persons may not hold more than one office.

Section 2. Election and Term of Office. The Board of Directors shall elect a President and Vice President (as determined by the Board of Directors) from their number, and shall appoint a Secretary of the District on an annual basis at the annual meeting of the Board, or as soon thereafter as practicable. At

any annual meeting thereof, the Board may create such new offices and elect new officers as they deem appropriate. Each officer shall hold office until such officer's successor shall be elected or appointed.

Section 3. Vacancies. Any office of the District that becomes vacant prior to expiration of the normal term for any reason, including resignation, removal, disqualification or death, may be filled by the Board for the unexpired portion of such normal term.

Section 4. Removal of Officers. The Board of Directors may remove any officer of the District at any time, provided it determines removal is in the best interests of the District.

Section 5. President. The President of the District shall preside at all meetings of the Board of Directors of the District. The President may sign, together with the Secretary, or any other officer designated by the District, any contract, deed, mortgage, evidence of indebtedness or other document authorized to be executed by the Board of Directors, except where the Board of Directors, these Bylaws, or applicable law has authorized execution by other parties. To the extent permitted in these Bylaws, the President shall have all powers and perform all duties incident to the office of President, or as otherwise designated by the Board.

Section 6. Vice President. In the absence of the President, the Vice President shall act in place of the President and possess all the authority, powers and duties of the President during such time. To the extent permitted in these Bylaws, the Vice President shall have all powers and perform all duties incident to the office of Vice President, or as otherwise designated by the Board.

Section 7. Secretary. The Secretary shall keep the minutes of all meetings of the District and the Board and provide appropriate individuals with notice of such meetings; act as custodian of the corporate records and corporate seal; and execute documents on behalf of the District as provided by these Bylaws and by authority of the Board.

The Secretary shall collect all charges and assessments of the District, shall be responsible for preservation and maintenance of all funds, securities and related items of the District, and shall maintain full and complete books of account with respect thereto. The Secretary shall deposit funds of the District in such banks or other depositories and in such manner as is provided in these Bylaws, as directed by the Board, or as required by law.

The Secretary shall perform all duties and functions of Secretary in the conduct of district elections as provided by ORS 545 to the extent permitted or required by ORS 545 and these Bylaws, the Secretary shall have all powers and perform all duties incident to the office of Secretary, or as otherwise designated by the Board.

The Secretary shall have the authority to appoint, with Board approval, an Assistant-Secretary, who shall assist the Secretary with his/her obligations set out in this Section 7. The Assistant-Secretary will be an employee of the District and will be compensated for his/her services in an amount determined by the Board.

Section 8. Bond Requirements. Before handling or receiving any funds or collecting any charges or assessments, the Secretary of the District shall give a good and sufficient surety bond by an authorized surety company, in an amount that the Board may determine. The cost of the bond shall be paid by the District. ORS 545.498. In addition, the Board shall require a bond or an irrevocable letter of credit of any

Board member or any officer or employee of the District who is in charge of possession and control of District funds and properties as provided in ORS 198.220.

ARTICLE VI. MANAGER

Section 1. Employment of Manager. The Board shall employ a full time manager of the District who shall serve at the pleasure of the Board.

Section 2. Duties of Manager. The Manger shall perform such duties and have such powers and authority as shall be prescribed from time to time by the Board. Except as provided in these Bylaws and the powers conferred on the District Officers or otherwise prescribed by the Board, the Manager will supervise the distribution of water in the District and those employees over the Manger is responsible.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the District, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the District, and such authority may be general or confined to specific instances.

Section 2. Checks, Other Instruments. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the District, shall be signed by such officer, officers, agent or agents and in such manner as shall be designated by the Board from time to time. In the absence of such designation, such instruments shall be signed by the President or Vice President and/or the Secretary of the District.

Section 3. Deposits. All funds of the District shall be deposited from time to time to the credit of the District in such banks, trust companies or other depositories as the Board may select. Where required by law, as with payments for bonded or contractual indebtedness, deposits shall be made to designated accounts.

ARTICLE VIII. BOOKS AND RECORDS

The District shall keep and maintain books and records of account, minutes of all meetings of the Board, and shall keep at its principal office a record giving the names of the owners of lands subject to the charges and assessments of the District. In addition, the District shall keep and maintain, and make available for inspection, such records as may be required by federal and state law. Any books and records of the District, not subject to exclusion under Oregon's Public Records Law, shall be open to public inspection during business hours. ORS 545.185; 192.410 - 192.505.

ARTICLE IX. FISCAL YEAR

The fiscal year of the District shall be January 1 to December 31st.

ARTICLE X. AMENDMENT TO BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by a majority of the Board at the annual meeting thereof, or at any duly noticed and constituted meeting thereof.

IN WITNESS WHEREOF, the undersigned hereby certify that these Bylaws of the Wallowa Lake Irrigation District were adopted at a duly constituted meeting of the Board of Directors held on December 17, 2019.

President	Vice President
	Secretary