

WOLD IMPROVEMENT & SERVICE DISTRICT BYLAWS (January 30, 2024, Approved)

Article 1: General Provisions

1.1 Establishment

Established under Title 18 Chapter 12 and Title 22 Chapter 29 of the Wyoming statutes by the Albany County Board of County Commissioners through acceptance on the 15th day of November, 2011 of affirmative district formation election results (which was approved by 75% of the voting proposed district property owners).

1.2 Name of District

The name of this organization is: Wold Improvement & Service District hereinafter may be referred to as the "District" or "Wold Tract".

1.3 Definition of the Wold Improvement and Service District

The Wold Improvement & Service District is a special district under the Wyoming Special District Elections Act and is composed of the properties known as "Wold Tract" in Albany County, Wyoming.

1.4 Purpose

The purpose of the Wold Improvement & Service District is to protect and enhance the area known as Wold Tract and to protect and safeguard the property and owners. Also, the Wold Improvement & Service District provides an assessment funding mechanism to benefit all property owners within the District.

Article 2: Definition of Terms and Abbreviations

2.1 *Board* means Board of Directors of the Wold Improvement & Service District.

2.2 *District* means Wold Improvement & Service District.

2.3 *Electronic submission* means submitted by electronic method such as email or a web form on the internet, provided that such electronic transmission shall either set forth or be submitted with information from which it can be determined that the member or the member's proxy authorized the electronic transmission.

2.4 *Owner* means person or persons holding title to one or more parcels of real property within Wold Tract recorded with the Albany County Assessor, or a person or persons who are obligated to pay general property taxes under a contract to purchase real property within Wold Tract.

2.5 *Meeting* means an assembly of the District which has been called by proper authority of the District for the expressed purpose of discussion, deliberation, presentation of information or acting on District business.

2.6 *Member* means a person who owns property within Wold Tract boundaries, or a person who is renting from an owner and is a qualified voter in Albany County with a permanent living address within Wold Tract.

2.7 *Qualified elector* means a person who: is a citizen of the United States; is a full-time resident of the District; will be at least eighteen years of age on the day of the election; is not currently adjudicated mentally incompetent; has not been convicted of a felony, or, if so convicted, has had his civil or voting rights restored; and has registered to vote.

2.8 *Voter* means a person who is a qualified voter in Albany County with a permanent living address within Wold Tract, or owner(s) of land within the District. This includes any corporation, partnership, trust, or LLC owning land in the District. The terms "elector" or "voter" shall include qualified electors and landowners.

2.9 *Wyoming Statutes (W.S.)* means a written law passed by the Wyoming legislature.

Article 3: Membership

3.1 Membership Qualification

District membership automatically is conferred upon and restricted to 1) current legal owners of all properties located within the boundaries of the Wold Tract and 2) registered voters whose registration address is within the District as defined by the Albany County Board of County Commissioners.

Article 4: Voting

4.1 Voting Rights

- a. Board of Director Elections and other elections, required by the Elections Act, are voted on by landowners and qualified electors.

- b. Votes on all other district business, including motions, improvements, amendments to Bylaws, or bond issuance, are voted on by landowners only.
- c. Any person who is not a qualified elector as defined in W.S. § 18-12-102(vii) or a landowner as defined in W.S. § 18-12-102(x) as of the date of the election or meeting shall not be eligible to vote in any election for District board members or District initiatives, including motions, improvements, or bond issuance.
- d. Each qualified elector or individual landowner listed will have one vote each except as may otherwise be specified herein.
- e. Properties owned by a corporation, partnership, trust, or LLC shall have only one vote on behalf of all owners in any election.

4.2 Method of Voting

- a. Votes for all elections of Board Directors and other elections required by the Elections Act shall be accomplished by mail ballot election, the procedures of which are set forth in W.S. § 22-29-116.
- b. Voting for initiatives of the District may be accomplished during the annual District meeting or any other special meeting as may be called by the District Board of Directors or by the board President, or by mail ballot. Any vote held at a meeting will be decided by a simple majority of those members present, provided there is a quorum. Mail ballot elections will be decided by a simple majority of ballots returned, except as may otherwise be specified herein.
- c. A mail ballot may be submitted by electronic transmission, including electronic mail, provided that the electronic transmission is submitted with information from which it can be determined that the member or the member's proxy authorized it.

4.3 Voting by Proxy

- a. If a District member cannot attend a District meeting, such member may assign his/her voting right, by proxy, to another District member or director. The proxy shall be given to a board member or a member of Wold Tract in advance of the meeting and/or turned in at meeting registration. Proxies may be submitted by electronic transmission, including electronic mail, provided that the electronic transmission is submitted with information from which it can be determined that the member or the member's proxy authorized it. Approved proxies count towards the quorum total.
- b. The Board secretary approves proxies when they are submitted. To be approved, such proxy shall be in writing, naming the meeting, its date and the assigned member's name; and shall include the printed and signed name of the assigning member.
- c. If a representative for a property owned by a corporation, partnership, trust, or LLC is unable to attend a District meeting, he/she may assign one vote on behalf of all owners, by proxy, to another District member or Director. The rules for individual proxies apply to a corporation, partnership, trust, or LLC proxies except as may otherwise be specified herein.

Article 5: District Funding

5.1 Annual Funding

- a. Fiscal Year
The District fiscal and organization year shall be a fiscal year starting on July 1st and ending June 30th of the following year.
- b. Budget
District expenses and activities including routine maintenance of common access routes and common parking areas and any other activities approved in the budget are funded by the levying of a special assessment solely on the properties located within the District subject to the provisions of W.S. § 18-12-116 and § 18-12-117. Such special assessment is based upon an approved budget.
- c. Budget Adoption
The Board will consider and develop the proposed budget based upon their estimate of the costs to accomplish an approved set of activities or initiatives for the budget/assessment year. The budget shall be approved by vote of membership at the Budget Hearing. A quorum of membership is not required at the Budget Hearing if the proposed budget results in an assessment against a taxable parcel for the upcoming budget/assessment year that

is ten percent (10%) or less increase over the prior year's assessment. Otherwise, the quorum requirements are to apply to the Budget Hearing. Following a public hearing as provided in W.S. § 16-4-109, and approval by the membership in the manner set forth in this Section 5.1c, the Board of Directors shall adopt the budget by resolution (by means of a vote).

- i. Each ownership shall be assessed with one assessment fee.
 - ii. Owners of more than one tax parcel (land only, residential, or a combination of both) shall only be assessed one assessment fee.
 - iii. Owners of property within Wold Tract boundaries but are accessed from Fishworm Road shall be assessed one-half of an assessment fee because Fishworm Road is not within the District boundaries and will not be maintained by the District.
 - iv. Funds not used within the budget year are carried over to the following year or future years. Such funds may be used in the following year's budget or held in reserve for unforeseen future expenses.
- d. Each ownership shall be assessed with one assessment fee.
- i. Owners of more than one tax parcel (land only, residential, or a combination of both) shall only be assessed one assessment fee.
 - ii. Owners of property within Wold Tract boundaries but are accessed from Fishworm Road shall be assessed one-half of an assessment fee because Fishworm Road is not within the District boundaries and will not be maintained by the District.
 - iii. Funds not used within the budget year are carried over to the following year or future years. Such funds may be used in the following year's budget or held in reserve for unforeseen future expenses.

5.2 Special Improvements Project Funding

District expenses for approved special improvements are funded through assessments as described above for normal annual expenses.

Article 6: Board of Directors

6.1 Board Membership

- a. The Board of Directors shall consist of five (5) members who shall be elected at the organizational election as outlined in accordance with W.S. § 18-12-113(a).
- b. At any time, the District may change the number of directors upon submission of a proposal to the qualified electors in the District so long as a majority of those who return ballots vote in favor of the change.

6.2 Election Terms

Directors shall be elected to four-year terms by mail ballot election, the procedures of which are set forth in W.S. § 22-29-1. Newly elected Directors will take office at the next scheduled Board of Directors meeting following the election. The term of a member filling a vacancy is addressed in *Section 6.5 Vacancies*.

6.3 Election Management

Elections will be held in accordance with Wyoming State Statutes. Requirements pertaining to elections and changes in the organization of the District, where the principal act is silent or unclear, are governed by the Special District Elections Act of 1994. In accordance with W.S. § 22-29-112(c), not more than one hundred twenty (120) and not less than one hundred (100) days before a Mail Ballot election, the Secretary of the District shall publish at least once in the Laramie Boomerang or other newspaper of general circulation within Albany County, Wyoming, a proclamation setting forth the dates of mailing out and return deadlines of the election; which District officer is the filing officer; which offices are to be elected and the terms of each office; the filing period for the office(s); any special initiatives that may be presented for approval or rejection, and other pertinent election information. Such notification is also to be made by the Board directly to the District membership through mail and/or by electronic mail to the best of its abilities.

6.4 Application for Election as Director

In accordance with W.S. § 22-29-112(d), not more than ninety (90) nor less than (70) days prior to the holding of a Director election, candidates for the position of director apply for election to the District secretary using the form provided by the District.

6.5 Vacancies

Board of Directors vacancies may occur due to resignation, removal, or by a Director no longer qualifying as a district member. Vacancies are filled by a majority vote of the remaining directors. A Director elected to fill a vacancy shall serve until the next regular election of Directors. If the vacated seat is not up for re-election at the next regular election of directors, then it will be elected as a special two-year term in that election.

6.6 Resignation

A director may resign from the Board at any time in writing.

6.7 Removal of Directors

Directors may be removed at any time by a two-thirds vote of the qualified voters within the District upon petition to the Board of Directors for a special election pursuant to W.S. § 22-29-113, signed by half of the qualified electors within the District. Any vacancies under this section shall be filled in accordance with the terms of these Bylaws.

6.8 Compensation of Directors

Directors shall serve the Board on a voluntary basis and will not be compensated for their time or incidental costs related to their participation in Board-related activities. The Board may, at its discretion, reimburse an individual Director for necessary expenses incurred on behalf of the District.

6.9 Board Authority

The Board of Directors is to serve at the discretion of the District membership. As such, no initiatives or expenses for activities not previously approved in the budget are to be undertaken by the Board. The Board shall not approve any disbursement of funds beyond those available in the accounts of the District.

6.10 Indemnification of Directors

In accordance with Wyoming State Statutes (W.S. § 1-39-104), Directors shall not be subject to personal liability for his or her actions as a Director.

6.11 Board Officers

- a. Officers
All officers of the Wold Improvement & Service District shall be Directors.
- b. Officer Positions
The officers shall consist of: President, Secretary/Vice President, and Treasurer.
- c. Election of Officers
Officers will be elected by the Board of Directors from among their number at the first board meeting following each election of Directors.

6.12 Officer Duties

- a. The President shall preside over all Board meetings as well as any special or community/town hall meetings (e.g., Annual District Meeting) of the Wold Improvement District general population.
- a. The Secretary/Vice President shall maintain accurate records of the District; regularly record and submit minutes at all District meetings; and manage the elections of District Directors; and perform all other duties normally associated with the office of Secretary. He/She shall also preside in the absence of the President; and perform all other duties typically associated with the office of secretary.
- b. The Treasurer shall generate an annual financial statement of District expenditures, and perform all other duties typically associated with this office.

6.13 Board Meetings

- a. Meetings
Directors are to hold at least two meetings per year. The meetings are open to any member of the District. Special Board Meetings may be called at any time by either the board president, vice president/secretary, or any two directors. The Board has the option to hold Board meetings electronically only if this format is in addition to an identified physical location for people to attend and participate in person.
- b. Notice of Meetings
 - i. Notice to the Public: The Board Secretary shall post a public notification of any meeting to inform and facilitate public involvement. The meeting notice will include the date, time, and place designated for the meeting along with the meeting agenda. This notice will be posted in three conspicuous locations and emailed to all owners at least three days prior to the meeting.

- ii. Notice to Board Members: A minimum of a seven-day prior notification shall be given to each individual Board member for a Regular Meeting, Special Meeting, or training/workshop by text message, email, or phone call.

Article 7: District Meetings

7.1 Annual Meeting

A meeting of the District membership shall be held once a year. The purpose of the meeting is to review the financial and status reports of the District, approve activities and initiatives and address items of interest or concern to the membership. Meetings are to be held in accordance with the agenda.

a. Annual Meeting Schedule

The annual meeting is to be held at a time approved by the District membership at its previous Annual Meeting. All Regular meeting provisions apply to the Annual Meeting.

7.1 Quorum

A quorum for meetings must exceed 33% of the District owners or qualified electors. A quorum must be present to vote on any initiative. A quorum is determined by the registration of attendees at any District meeting. If a quorum is not present, approval of any motions must be sought through a mail ballot. If it is determined that the 33% figure is not practical, this section may be changed by mail ballot as a revision to the Bylaws. Providing that a quorum is present, the vote is decided by a simple majority of votes.

7.3 Special Meetings

Special meetings of the District membership may be called at any time by the Board or by the President.

Article 8: Amendment of Bylaws

Amendments to these Bylaws may be proposed at any meeting of the District for which due notice has been given or upon Board recommendation when such an amendment has been approved by a majority of the Board. The proposed amendment must be approved by two-thirds majority vote of the owners voting in a special mail ballot election called for that purpose pursuant to W.S. § 22-29-113.

Article 9: Rules of Order

The rules contained in the current edition of Roberts' Rules of Order (Newly Revised) shall govern the convention in all cases to which they are applicable, and which are not governed by the Bylaws of the District.

Article 10: Supremacy of Laws.

The laws of the United States of America and the State of Wyoming supersede all provisions of these Bylaws. If there is any Article or Section within these Bylaws that may be interpreted as violating the laws of the United States of America or the State of Wyoming, that Article will be interpreted in such a manner as to comply with the law. Any Article or Section of these Bylaws that plainly violates any Law of the United States of America or the State of Wyoming shall be stricken from the Bylaws and, if necessary, replaced by amendment as outlined herein.

Certified and Signed:

Ann Erickson, January 30, 2024
Ann Erickson, Board President

Julie D. Kokes, January 30, 2024
Julie D. Kokes, Board Secretary