

Wold Improvement & Service District

Board of Directors' Policies and Procedures Manual

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Article 1: Policies

1.1 Special District Governing Authority

Wold Improvement & Service District was established in November 2011. As a Wyoming Special District, it was formed as a local, independent government agency to deliver specific services within the defined boundaries of the geographical area known as the “Wold Tract” in Albany County, Wyoming. It is governed by Wyoming State Statutes.

1.2 Governing by Policy

The District Board of Directors serves as the governing body representing the people for Wold Improvement & Service District. As such, the Board of Directors of the Wold Improvement & Service District have developed and set forth a series of policies and procedural rules to guide Directors as they fulfill the mandate of the Wold Improvement & Service District.

These policies are intended to:

- a. Govern how Directors carry out the daily functions of the District.
- b. Reflect the Board’s commitment to order, consistency, responsiveness, and transparency in its actions.
- c. Ensure accessibility for all people.
- d. Make clear and readily available all relevant information about the operations of the Board.

1.3 District Board Policies

It is the intent of the District Board to be governed by a set of policies and procedures maintained in a Policy & Procedures Manual (“Manual”). The Manual will serve as a resource for Directors, owners, and members of the public in determining how matters of the District business are to be conducted.

1.3.1 Adoption of Board Policies

The policies of the District Board shall be drafted, adopted, and amended with full consideration for the Board's aim of best serving the purposes of the District. The Policies & Procedures Manual is to be always readily available as a public document, in print and electronic form.

1.3.2 Hierarchy of Rules

If any portion of a policy contained within the Policy & Procedures Manual conflicts with rules, regulations, or legislation having authority over the Wold Improvement and Service District, said rules, regulations, or statutes shall prevail.

1.3.3 Interpretation of Policies

If disagreement over the application, extent, or interpretation of a policy arises, the resolution of the conflict will be based on the majority opinion of the Board, at a public meeting. If such an interpretation is deemed to have future significance, an amendment will be added to the applicable policy specifying the Board’s reasoning and intent for their interpretation.

1.3.4 Policy Adoption, Changes, Deletions, Additions, and Review

The District recognizes that all Board policies should remain flexible and subject to review or change as needed. Requests to review or change policies may happen at any time. Additionally, and as a safeguard, the Manual will be reviewed annually and documented in the meeting minutes.

1.4 Policies for Purposes of District

It is the intent of the District Board to maintain policies and procedures that align and support the purposes of the District. Therefore, the Board of Directors shall govern based the purposes set forth in the Articles of Formation and the current District Bylaws.

1.4.1 Act of Formation Purposes

Purposes from which Wold Improvement District was formed (As defined by the Articles of Formation 2011):

- Acquire road easements within the District for all members
- Maintain platted roads within the District
- Provide signage
- Maintain lighting in Tic's parking lot
- Lease land from the United States Forest Service (USFS) for slash pile

The complete Articles of Formation (2011) are publicly accessible and can be found on the Wold website.

1.4.2 District Bylaws Purposes

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. The Wold Improvement & Service District additionally provides an assessment funding mechanism to benefit all property owners within the District (*Wold Improvement & Service District Bylaws 2022*). The complete Bylaws (2022) are publicly accessible and can be found on the Wold website.

1.4.3 Additional Purposes

The Wold Improvement & Service District additionally interfaces with various government agencies on behalf of Wold property owners.

Article 2: Organization of the Board of Directors

2.1 Board of Directors

The Board of Directors is the governing body of the Wold Improvement & Service District and shall be responsible for all aspects of the administration, operations, finances, and day-to-day functions of the District.

2.1.1 Majority Vote

The Board can act only through a majority vote of the Board members. Individual Board members have no power or authority to take any action or make any statement on behalf of the Board or District. No Individual Director(s) shall commit the District to any policy, act, agreement, contract, or expenditure without specific Board authority and direction.

2.1.2 Individual Right to Free Speech

Nothing in the Bylaws or any other District rule, policy, or procedure is intended to, and shall not be construed as, prohibiting an individual Board member from exercising their First Amendment right to state their personal opinion on any matter of public interest, as long as the individual Board member does so in a manner that ensures the recipients understand that the Board member is expressing their personal opinion and is not authorized to express, and is not expressing, the opinion or position of the Board (See Article 2.1.1).

2.2 Oath and Bond of Directors

2.2.1 Oath of Director

Each Director, within thirty (30) days after their election, except for good cause shown, shall appear before an authorized authority to take the Oath of Office promising that they will faithfully perform the duties of the office as required by the

Wyoming Constitution. Completion of taking the Oath shall be transmitted, without delay, to the Albany County Clerk and the Secretary of the District.

Policies for Re-Election: Directors who are re-elected to the Board of Directors are not required to take the oath a second time.

2.2.2 Surety Bond of Director

A “Custodian of public funds” is defined as any Director designated as an account signatory and/or having access to District finances. *Wyoming Statute 38-2-101* requires each Director designated as a Custodian for the District to furnish a surety bond annually. In Wold, the officers of “Treasurer” and “President” will be account signatories (thus Custodians) and shall be bonded annually. The expense of a Director being bonded is a District expense. The surety bond must be notarized and filed with the Albany County Clerk. All surety bonds must follow the guidelines set forth in Wyoming Statutes.

2.3 Board of Directors Election and Terms

The Wold Improvement & Service District Bylaws (Article 6) explicitly sets forth the requirements related to Board of Directors membership including qualifications, elections, vacancies, resignations, compensation, and indemnification of Directors.

2.4 Conflict of Interest

A “conflict of interest” includes but is not limited to obtaining confidential information not available to the public; acceptance of substantial financial gift, donation, or service (See Article 2.5); gain of economic benefit because of action as Director; gain of direct or indirect benefit of contract; or any other act which benefits a Director(s).

Directors are required to publicly disclose any potential conflict of interest related to an issue being discussed or acted on by the Board. Following the disclosure, a Director may proceed to discuss, vote, or act on the issue.

2.4.1 Self-Disqualification by a Director

An individual Director may, but is not required to, disqualify themselves from an issue with a conflict of interest.

2.4.2 Disqualification by the Board

The Board may, but is not required to, disqualify a Director from an issue in which the Director has a conflict of interest. Such a disqualification due to conflict of interest requires a majority vote by the Board members. The vote for disqualification is an option regardless of whether the Director followed or refrained from disclosing the conflict of interest.

2.5 Gifts

2.5.1 Acceptance of Gifts

Acceptance of gifts by a Director(s) of substantial value or economic benefit which would influence a reasonable person to depart from faithful and impartial performance of duties is prohibited. Directors are required to publicly disclose any gifts or compensation over \$25. Gifts include but are not limited to: any money including cash, loans, or promise of such; any item of real or personal property; payment for appearance, speech, or travel; or tickets to an event.

2.5.2 Gifts by the District

The District is prohibited from donating or gifting to a private individual or entity more than \$100.00 without a public Motion and formal vote of the Board membership. District support or donations to non-profit groups or community

organizations and events is not prohibited given that it is reasonably tied, directly or indirectly, to the purposes of the District.

Article 3: Meetings of Board of Directors

All meetings of the Board of Directors are public and always open to the public, unless otherwise allowed. All business in the District shall be conducted only during a duly posted public meeting at which a majority of the Board of Directors is present. No actions or decisions shall be made except at a public meeting.

3.1 Meeting Date, Time, and Location

Meetings of the Wold District Board shall be held at a date, time, and location to be designated by the Board of Directors providing reasonable accessibility to all people. The meeting agenda shall be posted publicly along with the notification of meeting information.

3.1.1 Electronic Meetings

The Board has the option to hold Board meetings electronically only if there is also an identified physical location for people to attend and participate. This location shall provide reasonable access for all people. The electronic meeting audio must be available at the location. At least one Board member shall be present at the meeting location.

While every effort will be made to provide electronic access to meetings, Board meetings are not required to be streamed electronically. If electronic access is provided, the Board is not responsible for the quality of transmission or technology issues.

3.2 Notice of Meetings

Public notification of any meeting is required to inform and facilitate public involvement. The meeting notice and agenda will include the date, time, and place designated for the meeting. If the meeting has an electronic attendance option, a link/access information will be provided in addition to the required physical location.

1. Notices will be posted in at least three public places, including but not limited to: Wold Community Bulletin Board located at the entrance of Wold Tract
2. Albany County Courthouse
3. WyColo Lodge or other community location within Albany County

Currently, Wyoming statutes do not consider electronic and social media as accessible for all people. However, it is the policy of this Board to use the District website and email account to communicate with membership in addition to posting the notification. Therefore, notice of meetings and agendas will also be shared on:

- Wold Improvement Service District website under “Announcements”.
- Email correspondence sent to all members from official Wold Improvement account (woldimprovement@outlook.com).

Optional notification by means of other official Wold Improvement & Service District social media accounts will be made as determined by the Board Secretary.

It is a requirement that the notice and agenda be recorded with the Albany County Clerk by emailing the clerk.

3.2.1 Change in Meeting Time or Location

The notice will remain posted through the date and time of the meeting. The Board should not deviate from the notice of date, time, location, etc. If an unavoidable change must occur, every effort will be made to give eight (8) hours’ notice.

This applies to change in meeting location and/or time, or cancellation of the meeting. The notification and agenda shall be changed if the date, time, or place of the scheduled meeting is changed. Changes will be communicated to membership by reposting the notification and by email. Limited exceptions to changes or cancellations with less than an 8-hour notice are allowed due to weather, illness, or other unforeseen circumstances.

3.2.2 Prior Notification of Meetings to Public

Regular and special meetings along with Board trainings or workshops require a 24-hour notice to the public. Due to the unknown factors related to an Emergency Meeting, no minimum prior-notice requirement is required. However, every reasonable effort to give public notice of an Emergency Meeting must be made.

3.2.3 Prior Notification of Meetings to Directors

Notification of Board Meetings along with Board training and workshops is required for each *individual* Board member. Individual notification will be made by text message, email, or phone call.

- a. **Regular Board Meetings:** Regular Board Meetings along with Board training or workshops require a 3-day notice to each individual Director.
- b. **Special Board Meetings:** Each individual Director shall be notified of any special Board meeting. The purpose/(s) for which it is called must be given at least 8 hours prior to the meeting.
- c. **Emergency Meetings:** Due to the unknown factors related to an Emergency Meeting, no minimum prior-notice requirement is required. However, every individual Board member shall be notified of the emergency meeting by text message, email, and/or phone call.

3.2.4 Waiver of Notification

- a. **Public Notification:** Directors may not waive the public posting of the notice of a regular or special meeting as required by law.
- b. **Director Waiver of Notification:** A Director may waive notice to any meeting of the Board of Directors either orally or in writing to the President or Secretary before or during the meeting. Their waiver of notice shall be recorded in the meeting minutes. The attendance of a Director at a meeting shall constitute a waiver of notice of that meeting unless the Director attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

3.3 Regular Board Meetings

The Board of Directors will hold at least two meetings per year. Additional Board meetings can be scheduled as needed to conduct the business of the District. Meetings may be called at any time by either the Board President; Vice President/Secretary; or any two Directors. Meetings will follow all principles of notification described in Article 3.2.

- **Definition of a Regular Meeting:** It is considered a meeting where three (3) or more Board members are present, and business is discussed.
- Training courses or workshops specifically planned for the Board of Directors are considered a meeting and are subject to all meeting requirements. If 3 or more Board members participate in a wider training or workshop where other public members are also participating, this shall not be considered a public meeting.
- Decisions voted on at a Regular Meeting are permanent.

3.4 Special Meetings

Special Board Meetings may be called at any time by the Board President; Vice President/Secretary; or any two Directors by giving verbal, written, or electronic notice to every Director and to the public in accordance with Articles 3.2.2-3 of this Manual. The notice will include the purpose for the Special Meeting along with the date, time, and location.

- **Definition of a Special meeting:** Any separate meeting that is not part of any other Regular meeting or training.

Decisions voted on at a Special Meeting are permanent. No closed or executive sessions may be held during a Special Meeting. Unless specially addressed, all Regular meeting provisions apply to special meetings.

3.5 Emergency Meetings

- **Definition of Emergency Meeting:** An Emergency Meeting may be called by the District Board for emergency situations that pose a serious, immediate concern to the District or members and/or require the immediate action of the Board.

An Emergency Meeting may be held as soon as a quorum of the Board can be convened. Unless specifically addressed, all special meeting provisions of notification apply to emergency meetings (See Article 3.4).

Due to the unknown factors related to an Emergency Meeting, no minimum public or Director prior-notice requirement is required. However, every reasonable effort to give public notice of an Emergency Meeting must be made and every individual Board member shall be notified of the emergency meeting by text message, email, and/or phone call.

At such Emergency Meeting, the Board, by majority vote, may take any action necessary for the safety and protection the citizens and property within Wold Tract. All actions and decisions are temporary.

A subsequent Special Meeting of the Board must occur within 48 hours to vote on the actions and decisions taken at the Emergency Meeting. At this time, the decisions will become permanent. If a Special Meeting is not called within 48 hours or if the vote to ratify the decisions does not pass, then the emergency acts shall be deemed rescinded.

3.6 Meeting Agenda

The Board Secretary, in conjunction with the President, will prepare an agenda for each Board meeting. The agenda shall be posted with the meeting notice in the 3 public places, and electronically, as identified in Meeting Notices (See Article 3.2).

The agenda shall list the items for the Board's consideration. The business of each Regular meeting of the Board shall be conducted in order as printed on the agenda or as directed by the Presiding Officer. It is the presiding officer's decision as to the specific order of agenda. They may adjust the order as needed without a motion. At any Special Meeting, only those items of business listed in the call for the meeting shall be considered by the Board.

Outline Agenda:

1. Call to order
 - a. Pledge of Allegiance
 - b. Attendance and Determination of Quorum
2. Review/Approval of agenda
3. Approval of Minutes
4. Reports
 - a. Treasurer's Report
 - i. Claims for payment should be made at this time
 - b. Committee Reports
 - c. Presentations to Board
 - d. Public Correspondence
5. Unfinished Business (previously tabled or unfinished items)

6. New Business
 - a. Items of business not addressed at previous meetings.
 - b. Review of Board Calendar & Timeline for tasks due or reports due to agencies.
 - i. Minutes should reflect duties performed by individual officers including actions, reviews, and reports filed
7. Open Comments & Discussion
8. Closed Session (if required)
9. Adjournment

3.6.1 Director Input

Any Director may contact the Secretary prior to the Board Meeting and request any item to be placed on the agenda under *New Business*. During the Agenda section of the meeting, should the Board determine the added item is not appropriate for consideration, a motion may be made to remove the agenda item and/or give input to add to a future meeting with information sufficient for a Board action.

3.6.2 Public Input

Any member of the public may request that a matter directly related to District business be placed on the agenda of a regularly scheduled meeting of the Board of Directors under *New Business*. Any Director receiving communication for an agenda item request should notify the Board President or Secretary of the request.

A public request for item placement on the agenda may be denied by one of two ways:

- a. **Denied by President:** The Board President may deny the public request based on the reason that it is not a matter directly related to District business. If denied, the President is required to notify the public member in writing stating the reason for denial.
 - i. If denied for agenda placement, the public member requesting the agenda item may appeal the President's decision. The appeal must be made in writing and given to any Director prior to the next Board Meeting.
- b. **Denied by Board:** The Board may deny the public request for an agenda item. During the Agenda section of the meeting, should the Board determine the added item under *New Business* is not appropriate for consideration, a motion may be made to remove the agenda item and/or give input to add to a future meeting with information sufficient for a Board action.
 - i. If the item is not placed on the *New Business* section of the agenda, any member of the Public may still attend any Board Meeting and discuss the item under the *Open Comments & Discussion* section of the agenda.

3.7 Recording of Meetings

Board meetings and committee meetings shall not be electronically recorded by any Director or member of the public unless public notification of the recording has been made.

3.8 Ad-Hoc Committees

From time to time, by motion of the majority, the Board of Directors may appoint a committee for a specific purpose. Members of the committee must be owners or members of the District.

The motion for appointment must include the purpose and timeline for the committee. This ad-hoc committee generally will have a limited purpose and/or a limited span or time frame - existing as long as necessary to accomplish its goal after which they are disbanded

3.8.1 Policies for Ad Hoc Committees

- a. A committee chair should be appointed and is authorized to schedule committee meetings as deemed necessary to discuss and meet its purpose.
 - i. One or two Directors will serve on the committee to best meet the interests of the District. The maximum number of directors that may be on any committee is two.
 - ii. The ad-hoc committee will meet as necessary in accordance with their specific mission and purpose.
- b. There are no notices, agenda, or minutes requirements for ad-hoc committee meetings.
- c. A written report summarizing the information and giving recommendations shall be presented in writing to the Board once the Ad-Hoc Committee's task is complete. The report should be given to the Board president or secretary prior to the Board meeting. No Board action is taken on the report outside of a meeting.
 - i. The report should be a summary organized with headings, subheadings, indentions, and paragraphs.
 - ii. If the report contains misleading, inaccurate, slanderous, or unrelated information, the Board has the right to request a revised report or deny the report. The report will not be presented at a public meeting if the information contained within does not meet the requirements.
 - iii. If a committee fails to revise the report to comply with the revision requirements, the Board has the right to disband the committee; appoint a new committee; or take whatever action they feel is necessary by vote of the majority.
- d. Committee recommendations and/or reports shall be advisory to the Board and shall not commit the District to any policy, act, expenditure, or contract; nor may any committee direct the Board of Directors or individual Board members to perform specific duties unless otherwise authorized by the Board.

3.9 Study Sessions, Workshops, Trainings, Work Sessions

Study Sessions, workshops, or training may be scheduled from time to time to allow the Board to focus closely on a specific subject or training. The notice and agenda requirements for these sessions are the same as those for a regular Board meeting if a quorum is to be present. If the training workshop is by an outside agency with numerous people present in addition to the Board, notification is not required. No action may be taken at one of these sessions except to direct the Secretary to add an agenda item to a future Board Meetings.

- **Board Workshop/Study Session/Work Session:** This is a gathering of Board members and interested public to discuss topics of interest or to hear presentations. It intended to provide opportunities for Board members to gather and analyze information, study issues, work through problems, and clarify information. The session is conducive to discussion. No formal business is ever conducted.
- **Training:** Training provides Board members with the skills, clarity, skills they need to fully engage in organizational decision-making. It often teaches Board members about the bylaws, resolutions, county requirements, and state statutes. Training may be put on by one individual Board member, agency, or other information with authority and/or qualifications.

3.10 Closed Session (Executive Session)

The Board of Directors may hold a closed session not open to the public. However, the decision must be communicated in an open public meeting. A motion must be made and seconded to enter a Closed Session.

- **Definition of a Closed Session (Executive Session):** A session of the Board of Directors not open to the public, to be called *only* to for reasons permitted by state statute and to discuss: contract negotiations, personnel matters, receive legal counsel, threat to security, litigation.

By an affirmative vote of the quorum present, the Board may recess a public meeting to closed session only to discuss contract negotiations, personnel matters, receive legal counsel. No member of the public, unless invited by the Board due to directly being involved in the closed session issue, may be present in the closed session.

In no case shall the Board act on any matter during the closed session.

Following the closed session, the Board resumes the public meeting. A motion for action may or may not be made.

A breakout to go into closed session must be noted in the minutes. The minutes do not include any details of the closed session, only the entering and exiting the session and the general topic of discussion. (Ex. Legal advice, personnel, etc.)

3.10.1 Closed Session Limitations

Closed sessions may only be convened as part of a regular or special Board meeting. The Board may only go into a closed session for reasons permitted by state statute such as threat to security; personnel matters; or litigation.

3.10.2 Closed Session Minutes

The Secretary records separate minutes from the closed session. These minutes are then read aloud and approved for accuracy at the end of the closed session. The closed session minutes are sealed in a manilla envelope with Board signatures across the seal. The minutes remain sealed in the District's official files for one year, unless otherwise determined.

3.11 Public Comment

The public shall be given an opportunity to offer comments or ask questions at any meeting of the Board open to the public. This is allowed during the *Open Comments & Discussion* section of the agenda, which shall be noted on the agenda of the meeting.

All comments during the *Open Comments & Discussion* section may be subject to the following procedures:

- a. The Board of Directors *may* place limitations on the total time devoted to a public comment or question at any meeting. Time allowed for any one person to speak on the issue at the meeting *may* be limited to three to five minutes. Opportunity to speak on a single issue *may* be limited to one time.
- b. Speakers must begin their remarks by stating their full name and address.
- c. Speakers must direct their comments to the Board and address the Board as a whole. Speakers are not allowed to direct their comments to the audience, individuals, or to individual Board members.
- d. The Board may but is not required to respond to comments or questions.
- e. Speakers must be courteous in their language, presentation, and remarks. Speakers must refrain from personal attacks, the use of profanity, and other inappropriate conduct.

3.12 Presiding Officer

The Board President shall normally preside at meetings of the Board. In the absence of the Board President, the Board Vice President shall preside. In the absence of both the President and the Vice President, the first order of business at the Board meeting shall be the appointment, by the Board members present, of a presiding Board member to chair the meeting.

Article 4: Powers & Duties of the Board

It is the policy of the Wold Improvement & Service District to grant the powers and duties to elected and appointed Board members to carry out those duties to meet the purposes and needs of the District.

4.1 Officers

All officers of the Wold Improvement & Service District shall be Directors. The officers of the Board of Directors shall consist of a President, Secretary/Vice President, and Treasurer. Officers will be elected by the Board of Directors from among their number at the first Board meeting following each election of Directors. A Director assumes the office at the next board meeting after they have taken the oath of office (See Article 2.2.1).

4.2 Board of Directors Meeting Participation

The elementary way Directors fulfill their role is consistent attendance and participation at all regular, special, committee, or workshop meetings. Attendance and participation are a matter of public record. The method of participation is discussion, deliberation, debate, and voting. All members, including the President, are expected to attend Board meetings and participate fully in deliberation and voting. From time to time, a Board member may be excused from attending a meeting due to a prior conflict. This should be the exception, with attendance at most of the meetings being the expectation.

4.3 Director Conduct

To foster a cooperative environment and to support the District's purposes, Board members shall observe the following code of ethical conduct during their term of office:

- a. Be independent, impartial, and fair in their judgment and actions.
- b. Use their public office for the public good, not for personal gain; and
- c. Unless legally confidential, Conduct public deliberations and processes openly, in an atmosphere of respect, civility and transparency.
- d. Respect the dignity, style, values, and opinions of each Director.
- e. Endeavor to be responsive and attentive in communications with other Directors, property owners, and the public.
- f. Focus on topics and issues, not personalities.
- g. Encourage input, different points of view, and opinions from others.
- h. Once the Board has discussed and voted on an issue, individual Directors shall not take any actions or make statements that would impede the District's ability to implement the Board's decision.
- i. Directors shall always conduct themselves with courtesy to property owners, District members, and the public at Board meetings and Board activities.

4.4 Directors' Responsibility to Constituents

Board Members, individually and collectively, act as representatives of the citizens of the Wold Tract in maintaining and support the purposes and needs of the District.

4.5 Board Members Action and Service

Board Members' decisions and actions shall best serve the needs of District citizens considering available resources and information available to the Board at the time such decisions or actions are made.

4.6 Directors Roles & Responsibilities

Annually, prior to Jan. 1, the Board Secretary will prepare the *Board Calendar & Timeline* document which will be reviewed and approved by majority vote. This document contains critically important duties and responsibilities along with corresponding due dates for Board members. This document should be referenced at every meeting.

4.6.1 Roles, Obligations, and Responsibilities of Board Members:

- a. Assume overall responsibility for the business of the community.
- b. Attend and participate fully and openly in meetings by sharing insights, ideas, and suggestions. Individuals are expected to actively participate, discuss, review, and approve major decisions, commitments, and plans including expenditures. Decisions on issues are based on careful consideration of the facts and all relevant data.
- c. Perform duties explicitly listed in *Board Calendar & Timeline*.
- d. Ensure the continuity of the District.
- e. Provide leadership and organization structure for District.
- f. Maintain open avenues of communication and transparency with membership.
- g. Know and follow all statutes and regulations set forth by Albany County, and in both the Wyoming Special District Statute and Wyoming Special District Handbook.
- h. Annual Board Orientation and Training
- i. Consistent Board Meeting attendance
- j. Timely reading of information: Agendas, minutes, budget, District historical documents, state statutes, and other documentation
- k. Wyoming Public Officer Training as required by state statute.
- l. Review and follow District documents including Act of Formation; Bylaws; Handbook; and Policies & Procedures Manual.
 - o To form an effective Board, directors must have a clear understanding of the strengths and weaknesses of the District, its history and what is to be accomplished, and the governing documents upon which the entity itself was created.
- m. Establish sound operating procedures and policies.
- n. Develop a workable budget, keeping in mind the needs, requirements and expectations of the Wold Improvement and Service District Community.
- o. Appoint committees and delegate authority to it including its mission and timeline.
- p. Plan and prepare for the Annual Meeting for the District.
- q. Speaking as One Voice: Board members may not speak individually for the District unless authorized by the full Board.
- r. Board members may not attempt to exercise individual authority except as explicitly set forth in Board Bylaws and/or policies.

4.7 President

The President of the District is vested with all the powers given by county, state laws and as directed in the Wold By-laws:

- a. Serves as Chairperson at all meetings at which they are in attendance.

- b. Responsible for the integrity of the Board process.
- c. Ensures the Board's work is complete including the Board *Calendar & Timeline*.
- d. The President will sign documents in the name of the District as its agent as directed by the membership and/or Board of Directors. The President's signature, under most circumstances, will bind the District under a doctrine of inherent powers. When signing documents, the President should indicate the capacity in which they are signing to avoid any personal liability. '
- e. The President serves at the will of the Board of Directors and can be removed with or without cause at any time by the majority of the full Board.
- f. The President acts as a signatory on all District accounts and will be bonded annually (See Article 2.2.2).

4.6 Vice President / Secretary (Clerk)

The Vice President / Secretary is vested with all the powers which are required to perform the duties of the District president in the absence of the president. They also preside in the absence of the President at any meeting.

The Vice President will:

- a. Handle frontline, day-to-day duties for the District through communication and interaction with the membership.
- b. Post notification and agendas for Board Meetings.
- c. Prepare and distribute minutes and all documents of the Board.
- d. Be Responsible for taking minutes which will serve as a record of all meetings of the Board and the membership and is the custodian for most of the official records of the District through a filing system (See Article 5)
- e. Communicate meeting minutes and any other needed information with members via posting on website and email.
- f. As custodian for the minutes and other official records of the District, the Secretary ensures access to those records by the members of the District and their authorized representatives.
 - i. Email or deliver a copy of all Board records to the Albany County Clerk per county and state statute, including but not limited to: Meeting Notice(s), Agenda, Minutes, Reports
 - ii. Maintain an electronic and/or physical copy of all Board documents.
- g. Be responsible for the website, which will include announcements, meeting notices, minutes, and financial documents. They may do so by:
 - i. Assuming responsibility for maintaining and updating the website; or
 - ii. Facilitating the formation of a Website Standing Committee
- h. Update the website with information provided by officers and members.
- i. Compile owner contact information in a Community Directory and distribute to membership annually.
- j. Maintain the official record of property owners, mailing addresses and other contact information. This document is shared quarterly with other Board members.
- k. Manage the proper maintenance and disposition of District records and information according to the Wyoming Retention Statutes and help to preserve District history.
- l. File all signed leases and agreements with Albany County Clerk and keep a copy in the Board files.

4.7 Treasurer

The Treasurer is the custodian of the funds. They are solely responsible for all duties related to maintaining up-to-date financial records of the District. It is a requirement that the Treasurer be bonded annually, at the expense of the District (See Article 2.2.2).

The Treasurer:

- a. Maintains the finances for the community.
- b. Keeps day-to-day financial books.
- c. Maintains a ledger; financial records; or other means of documenting all financial transactions of the District.
Note: The Department of Audit highly recommends the use of an electronic/computerized accounting system for security and internal control. It also allows for system generated reports, expenditure tracking, etc.
- d. Reconciliates monthly bank statements.
- e. Generates and presents financial reports, that can be easily read, for every meeting (The Board decides which reports are required at its Annual Review. See Article 8.2).
- f. Coordinates the development of the proposed annual budget including Actual vs. Budget Expenses Report; Proposed Annual Budget; and
- g. Prepares, copies, and presents the annual financial reports for the Annual Meeting on the financial status of the District (The Board decides which reports are required. See Article 8.2).
- h. Works with Albany County Assessor to help facilitate the tax fee; reviews ownership list for correct tax assignment; and performs other tasks related to statute for Albany County.
- i. Acts as a signatory on all accounts for the District. Makes deposits and writes/signs checks for expenditures based on budget. Is responsible for paying the bills of the District in a timely manner.
- j. Is responsible for filing the F-32 Wold Improvement and Service District Financials to the State of Wyoming.
- k. The Treasurer does not have the authority to bind the District or the Board of Directors in dealings with third parties unless the Board has provided express authority to do so.
- l. Ultimately responsible for ensuring that the financial records of the District have been maintained properly in accordance with sound accounting practices.
- m. Assures that an audit of the financials is performed every three years by:
 - i. Committee: No less than two Wold Improvement and Service District members appointed at the annual meeting. Responsible for auditing the previous year's financials and reporting to the Board of Directors and the membership, or
 - ii. Accountant or CPA: Practicing professional accountant not related to the Treasurer.
- n. Ensures audit findings are addressed.

4.8 Acting Officers

A majority of the Board may appoint a Director to serve in an acting position for any other officer who is temporarily unable to perform their duties for a period of time. Once appointed, the acting officer shall perform the duties of the office to which the appointment is made.

Article 5: Meeting Minutes & Public Records

5.1 Board Meeting Minutes

Minutes are a legal record of the meetings and must be approved at the subsequent meeting. They are not a record of conversations, but rather of formal actions taken. The minutes of the meetings of the Wold District Board shall provide the information required by law and Board policies. Minutes shall be maintained in the Albany County Clerk's office. Additionally, meeting minutes will be posted on the Wold Improvement website and emailed directly to the membership from the official Wold account.

5.2 Board Meeting Minutes - Public Record

The official minutes of Board meetings, including supporting documents, shall be prepared by the District Secretary.

The process for preparing the minutes is:

1. The Board Secretary prepares the draft copy of the meeting minutes. Note: The minutes will stay as a draft copy until approved at the next Board meeting.
2. The draft copy is emailed to all Board members for input, review, and revisions. Individual Board members may offer suggestions; however, the minutes are at the discretion of the Secretary. Input must be made in a timely manner to be considered, typically one day.
3. The Board Secretary posts the draft copy minutes to the website and emails a copy to the membership from the official Wold account.
4. The Board minutes should be drafted within 8 days of the meeting. The draft minutes should be posted in the same locations as meeting notification for at least 10 days.

5.2.1 Content of Minutes

The meeting minutes should follow the general order of the meeting agenda reviewed at the Board Meeting (See Article 3.6). Specific and common language should be used to communicate clearly with the membership. Minutes should be prepared using headings, subheadings, bullets, indentions, paragraphs, etc.

The order of topics present in the minutes should generally follow the posted agenda. However, it is not critical that the minutes are in the exact chronological order of the meeting. It is critical that the content represents the items discussed, actions taken, and all relevant information. The content should include at a minimum:

- Title (Minutes of _____)
- Date, place, time, and type of each meeting.
- Directors present and absent by first and last name.
- District membership in attendance by first and last name if less than 15 individuals. If more than 15 individuals are present, the total number in attendance is recorded.
- Guests or other public individuals not part of the membership in attendance by first and last name and title, if applicable.
- Time the meeting is called to order.
- Approval or amended approval of the Minutes from previous Board meetings.
 - Board meeting minutes are approved at the next Board meeting. Annual meeting minutes are approved annually at the next Annual Meeting for the District.
- Summary only, of discussion for each agenda item.
- Documentation of motion by specific name and of vote for each agenda topic action motion. If a roll call vote is taken, it must be listed by Director's name and vote (aye, nay, abstain or absent). If an item is tabled, the discussion and motion to table the item must be documented in the minutes.
- Name and address (if provided) of any person giving public comment during the designated time.
- If a Closed Session is used, the time the Board enters and returns from the Closed Session must be documented in the meeting. Any action taken following the Closed Session must be documented.
- Time meeting is adjourned.

The following items shall also be included in Minutes, when relevant:

- The arrival time of tardy Directors, by name.

- Any pre-adjournment departure time of Directors, by name, or if an absence takes place when any agenda items are acted upon.

Article 6: Procedure of Meetings

Meetings of the Board of Directors shall be conducted by the Board President in a manner consistent with the policies of the District.

6.1 Rules of Order

The Board's goal is to create a flexible and open meeting atmosphere where interaction takes place in a friendly, laid-back manner that fosters community relationships and engagement rather than a strict formally structured meeting.

To the extent practicable, the Board will follow the latest edition of Roberts' Rules of Order as a general guideline for meeting protocol. These rules of order are intended to be informal and applied flexibly; they will provide the general structure of the meetings but not be used as a 'policing tool' by any Directors or members of the public. Failure of the Board to abide by any provision or in the formality of *Roberts' Rules of Order* shall not invalidate any Board action otherwise taken in compliance with the Wyoming statutes. Notwithstanding the foregoing, the following actions may be taken despite any provision of *Roberts' Rules of Order* to the contrary:

- a. The President or Chairperson may vote on any motion or resolution brought before the Board of Directors; and
- b. The President may make any motion or initiate action on any proposed resolution.

6.2 Meeting Order and Decorum

The Presiding Officer is responsible for the maintenance of order and decorum at all times and shall take whatever actions are necessary and appropriate to preserve order and decorum during all meetings and workshops.

6.2.1 Recess

The President may declare a short recess during any portion of the meeting. This is especially helpful if a topic becomes passionately debated. The President will declare the recess stating how long of a recess is to take. The recess time and length are noted in the minutes. During a recess, no business may be discussed between Board members, with the membership, or in any other matter. To resume the meeting, the President will call the meeting to reconvene.

6.2.2 Disruption

Willful disruption of any of the meetings of the Board of Directors shall not be permitted. If the President finds that there is in fact willful disruption of any meeting of the Board, they may order the disrupting party/ies out of the room and subsequently conduct the Board's business without them present. Reasons for removal are at the discretion of the President including but not limited to any person or persons making personal, impertinent, or slanderous remarks; refusing to abide by a request from the Board President; or otherwise disrupting the meeting or hearing.

6.2.3 Point of Order

If a Director believes order is not being maintained or procedures are not adequate, then they should raise a point of order – not requiring a second – to the Board President. If the ruling of the Board President is not satisfactory to the Director, then it may be appealed to the entire Board. A majority of the Board will govern and determine the point of order.

6.3 General Procedure

Action items shall be brought before and considered by the Board by motion in accordance with this policy.

6.3.1 Motions & Vote

The Board President or any Director may make a motion. The motion must receive a second. If successfully seconded, the Board President will ask for discussion. The President will allow discussion until it comes to a natural conclusion, or they deem that the discussion needs to cease. Discussion will be suspended by calling for a vote, at which point a vote is taken. The Board President may ask for a roll call vote when deemed necessary.

Motions can include:

- a. **Secondary Motions.** Ordinarily, only one motion can be considered at a time and a motion must be disposed of before any other motions or business is considered. However, some exceptions may be made to this general rule, where a secondary motion concerning the main motion may be made and considered before voting on the main motion.
- b. **Motion to Amend.** A main motion may be amended before it is voted on, either by the consent of the Directors who moved and seconded, or by a new motion and second.
- c. **Motion to Table.** A main motion may be tabled to a date certain or indefinitely tabled before it is voted on by motion made to table, which is then seconded and approved by a majority vote of the Board.
- d. **Motion to Refer to Committee.** A main motion may be referred to a Board committee for further study and recommendation by a motion to refer to committee, which is then seconded and approved by a majority vote of the Board.
- e. **Motion to Close Debate and Vote Immediately.** As provided above, any Director may move to close debate and immediately vote on a main motion.

6.4 Suspend *Roberts' Rules of Order*

By motion made, seconded, and approved by majority vote, the Board at any meeting and at its discretion, may temporarily suspend and/or amend these Rules of Order in whole or in part.

Article 7: Board Electronic Communications Policy

The purpose of this policy is to ensure the proper use of District technologies. All District Board members are accountable under the policy.

7.1 Password and Account Information

All Board members shall have full access including passwords to the Wold website, <https://www.woldimprovement.com>, and Wold email account, woldimprovement@outlook.com. This account information is not to be shared with anyone else. Following an election or appointment of a new Board member(s), the password and account login information must be changed to ensure that only current and active Board members have access to the website and email account.

7.2 Membership Information

Board members are not allowed to share or give others personal contact information including email addresses to third parties, the public, or anyone outside of the Wold community. Note: A community directory is handed out annually and available electronically for all current members.

7.3 Use of Accounts

The Wold website and email account can only be used for official Board business. Individual Directors may not use the website or accounts for personal use. Additionally, individual directors may not email members from the official account for personal reasons, opinions, jokes, or other items unrelated to the business of the District.

7.3.1 Public Records

Email messages are considered public records and are subject to disclosure through the provisions of the Public Records Act, with rare exceptions. They may also be subpoenaed in a court of law, even if deleted.

Article 8: Finances

8.1 Fiscal Year

Per Wyoming statute and purpose of financial accounting, the District shall operate on a fiscal year beginning on July 1st and ending on June 30th.

The Department of Audit highly recommends the use of an electronic/computerized accounting system for security and internal control. It also allows for system generated reports, expenditure tracking, etc.

8.2 Budget Process

Annually, the Board develops a budget. The process is as follows:

1. Board develops a proposed budget.
 - a. The treasurer generates proposed budget and reports based on input from Board planning.
2. June 1: Proposed budget is submitted to the Department of Audit and County Clerk
3. Notification and advertising of Budget Hearing
 - a. Follows meeting notification protocol.
4. Budget Hearing Meeting
5. Proposed Budget is approved within 3 days of budget hearing.
 - a. Funds cannot be used until budget is approved
6. Budget is filed with the Department of Audit and County Clerk by July 31.

8.3 Depository

The Board will select a depository from the approved list provided on the state website. This will take place during a Board meeting and is recorded in the minutes. The Board will review the approval of depository selection annually or anytime there is a significant change in Board membership.

8.4 Signatories & Bonding

The President and Treasurer will both be signatories on the account, which legally makes them a custodian of public funds. A custodian is any person who is an account signatory for a government entity, any person with physical access, or access to financial assets. See also Article 2.2.2.

Both President and Treasurer are required to be bonded under Wyoming Statute 38-2-101, which requires custodians of governmental funds to furnish a bond in the amount required by the law.

The bond shall be reviewed and renewed annually at a public meeting, where The Board compares current Board members to the current signatories and individuals currently bonded. The bonding is at the expense of the District.

Article 9: Bidding, Contracts, & Independent Contractors

In determining how to best meet the purposes and needs of the District, especially related to road maintenance, the Board has the right to determine the best method to accomplish its goals. The solicitation of bids or the hiring of an independent contractor are both practical options for services, goods, and materials needed.

At a public meeting, the Board will discuss the feasibility of soliciting bids or hiring an independent contractor. At the conclusion of the discussion, a motion may be made as to the method of contracting services.

9.1 Bidding Process

- **Definition of Bidding:** The formal, public, and competitive procedure during which offers for services are requested, received, and evaluated, and after which the related contract is awarded to the bidder that best complies with the conditions specified in the notice.

The Process is as follows:

1. Bid Preparation
 - a. Bid documents are prepared with specifications/requirements that identify the product and services needed. Bid proposals include title; short description; timeline/due date; materials and services required; deadline for submission (a minimum of 1-3 weeks for official sealed bids to be submitted is used); address where bids should be emailed and/or mailed; and the date, place, and time of bid opening.
 - b. Prepared Bidding documents will be mailed to the potential bidders. Official sealed bids must be publicly advertised in the newspaper on record.
2. Bid Submission
 - a. Bids are received and remain unopened until the specified meeting.
3. Bid Selection
 - a. Bids are opened, reviewed, discussed, and acted upon at the next Board meeting. The bids are opened one at a time with the Secretary recording the name and amount of each bid. Minutes should reflect a sub-topic for each individual bid with bid details.
 - b. Each bid is considered. When comparing bids, the following elements will be considered: price, conformity with ORIGINAL specifications, timeline; delivery date.
 - i. Unless justification has been provided and approved for a specific brand, model, etc., solicitations will be requested allowing "equal alternate material" to be bid on to encourage competition.
 - ii. If vendors submit bids for a product or service different from that specified, a determination must be made if the alternate item is an equal substitution. The vendor must provide sufficient product information for the user to evaluate the alternate item.
 - c. Action taken by Board (contract awarded, tabled, or all bids rejected). Upon reviewing bid results, the Board may elect to solicit additional bids.
 - i. Bids that do not meet the minimum requirements will be considered non-compliant.
 - ii. If the contract is awarded to a bid other than the lowest quote, the reason(s) for the choice must be clearly stated.
 - d. After the bid is awarded, the Board reserves the right to negotiate the final contract.

9.2 Hiring an Independent Contractor

The Board may hire an independent contractor instead of soliciting bids for materials, goods, and services. An independent contractor is a self-employed person or entity contracted to perform work for or provide services to the District. They are not employees. The independent contractor is hired on a project-to-project basis.

The process for hiring:

1. At a public meeting, the Board considers what goods and services are needed. Consideration is given to materials, equipment, and timeline.
2. The Secretary prepares an independent contractor agreement, which is a legal written contract that explains the District's relationship and outlines the contractor's work including where and when the work will be performed; equipment to be used; materials; flat fee or hourly rate; payment method; and contact information.

- a. Note: If the Board uses a contractor new to the project, a portion of the project will be completed followed by a Board inspection of the quality of work. If satisfactory, the remainder of the project will be completed.
3. The Board president and at least one other Director meet with the contractor to go over terms of the agreement clarifying the bid, amount, timeline, and other relevant details.
4. Independent Contractors who are awarded a bid will be required to comply with all applicable tax laws.
5. Once all terms have been agreed upon, the agreement will be signed by the contractor and two Directors. One must be the Board president. Any changes to the document must be written and initialed by all parties.

Article 10: Road Maintenance and Improvement

Wold Improvement & Service District was formed with the purpose to improve and maintain the roads within Wold Tract, and this remains one of its primary mandates.

10.1 Named Roads

Improvement and maintenance will occur on all named roads within Wold Tract during the late spring and summer months after the snow has melted. The Board gives consideration to melting, weather, and road conditions to determine the timeline each year. The platted and named roads within Wold Tract are Clock Road; Guffey Road; Sommers Road; Upper Road; and Valley Road.

Improvements and maintenance will take place on all roads regardless of whether the owner has signed an easement. This includes adding and leveling of road base.

Right to refuse: Owners have the right to refuse improvements or maintenance on their property. The Board reserves the right to refuse improving roads of a specific property as decided by a majority vote.

10.1.1 Forest Service and Utility Roads

There are two sections of named roads that are either the property of the Forest Service or Walden Power and Gas that will be maintained and improved by the District. Improving these two sections directly improves the quality and improvements of named Wold roads near their location. These sections are described as follows:

- The section of road in the northwest portion of Wold that is between the end of Valley and Guffy Roads. Owned by the Forest Service.
- The section of road in the northeast portion of Wold is located on Upper Road. It begins a few hundred yards to the north of Valley Road and continues past the emergency exit until the property marker indicates a property line.

The Board has secured permission from both the Forest Service and Walden gas to maintain and improve these roads at the District's expense.

10.2 Road Committee

As maintaining roads is one of the main purposes of the District, by default, the Board will serve as the Road Committee. The membership of the District can offer input to individual Directors or the Board as a whole. If an individual Director receives input, they should share it with the rest of the Board. An individual Director cannot promise or commit to improvements to individuals.

10.3 3-Year Road Plan

To facilitate the maintenance and improvement of platted roads within Wold Tract, the Board of Directors will develop a Long-Term Road Improvement Plan. The plan provides long-term goals and guidance for road improvement in Wold. It is

considered a fluid plan without specific timelines, allowing the Board of Directors to readily adjust and respond to current road conditions, as needed.

Every three years, the Board of Directors inspects the roads, reviews the plan, and develops a new plan to improve and maintain the named roads within Wold (2020, 2023, 2026, 2029, etc). The Long-term Road Plan is presented at the Annual Meeting and will remain available for review on the website.

10.4 Materials & Equipment

The Board of Directors will determine the materials and equipment to be used to improve and maintain the roads with consideration given to availability and costs of materials.