

BYLAWS OF THE BARLOW WATER IMPROVEMENT DISTRICT
(Hereafter known as the District or BWID)

ARTICLE I
District Policies

Section 1. Type of Corporation and Intent

I. BWID is a mutual benefit nonprofit corporation organized pursuant to ORS Chapter 65 that operates as a nonprofit water improvement district pursuant to ORS Chapter 554. The purpose of the District is to provide potable water to all Landowners (the terms "Landowner" and "Member" shall have the same meaning, and which is defined by Article VIII of the Restated Articles of Incorporation) within the District. BWID will also provide local fire departments a water source for fighting fire in the surrounding area of Southern Wasco County. The water for fire suppression shall be taken from the BWID delivery system at no charge to the fire department. The delivery system includes fire fills and fire hydrants for use by fire and tanker trucks that are installed and maintained at no charge to the fire department. In addition, certain Pine Hollow Reservoir access lots and other land as deeded to the District shall be held, insured and maintained by BWID for approved and lawful use by lot owners and their guests. The District's responsibilities include system maintenance and improvements to assure that the delivery system is efficiently operated. As deemed necessary by the Board of Directors, the District is also responsible for upgrading the delivery system to assure compliance with required standards and to accommodate growth within the service boundaries. In addition, BWID shall hold and maintain all land deeded to the District until such time, as recommended by the Board of Directors and approved by a majority vote of Landowners, to sell or to change use of said land.

Section 2. Policies.

Majority vote of the Board of Directors shall determine all policies of the District.

Section 3. Regular Meetings of Board of Directors.

The regular meeting of the Board of Directors shall be held without other notice than this bylaw on the second Saturday of each month, beginning at 9:00 am, at the WRFD Community Meeting Room or at such other time on such other day as shall be fixed by the Board of Directors, for the purposes of transacting District business. If such day should be a legal holiday, the Board of Directors shall set the meeting for another date at a prior meeting. Public notice of all such meeting shall be in conformance with State statutes. The annual meeting shall be held the second (2nd) Saturday of June at 9:00 a.m. at the WRFD Community Meeting Room or other place to be designated by the Board of Directors at least two weeks prior to the meeting.

Section 4. Special Meetings.

Any Director of this District may call special meetings of the Board of Directors by giving notice. Notice of any special meeting shall be given at least three days prior to the meeting by written notice delivered personally, or mailed, or e-mailed to each director at his/her residence address. If mailed, such notice shall be deemed to be delivered the day after it is deposited in the United States Mail so addressed with postage prepaid. Any Director may waive (reject) notice of any meeting by writing, or e-mail, signed by the director entitled to such notice, whether the waiver is signed before or after the time stated therein. A waiver by any director or attendance at the meeting shall be deemed the equivalent of giving notice for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A brief statement of the object or objects of such special meeting shall be included in the notice.

Section 5. Conduct of Meetings.

At all meetings of the Board of Directors, the Chairperson or, in their absence, the Vice-Chairperson, shall preside.

The order of business at all meetings of the Board of Directors shall be as follows:

- A. Roll call
- B. Reading of the minutes of the preceding meeting
- C. Reports
- D. Elections
- E. Unfinished business
- F. New business

Section 6. Record of Proceedings.

Except when exempt from public disclosure under State law, the record of all Board meetings shall be open for public inspection at the District Offices during normal business hours.

The District shall operate in full compliance with Oregon's Public Records Laws as covered by Oregon Revised Statutes 192.410 – 192.505.

ARTICLE II Board of Directors

Section 1. Number and Eligibility.

The business and the property of the District shall be managed and controlled by a Board of Directors. The Board of Directors shall be comprised of seven (7) Members. No person shall be eligible to be a Director unless the person is a Member of the District.

Section 2. Authority.

The Board has a moral and ethical responsibility to discharge its functions courageously and impartially in the interest of the greatest good to the greatest number of District residents at all times. The Board shall have the power and authority to make rules consistent with the laws of the state of Oregon and Bylaws of this District, for the guidance of officers and employees of the District and for the transaction of the District's business; to prescribe and fix the compensation and work rules of the employees of the District; to call meetings of the Board and public meetings of District patrons when deemed advisable; and generally to exercise all powers necessary for the transaction of the District's business. It is expressly understood that nothing herein contained shall be deemed to limit or restrict the general authority vested in said Board pursuant to ORS 554.110 for the management and control of the District.

Section 3. Election.

The Directors shall be elected by the Members of the District in conformance with ORS Chapter 554, and shall exercise all powers in connection therewith, or any other provisions applicable in State statute.

The terms of office of such Directors shall begin July 1, following the election, and they shall serve for three years and until their successors are elected and sworn in.

Section 4. Vacancies.

Whenever any vacancy shall occur in the Board of Directors by death, resignation, and disqualification or from any other cause, the vacancy shall be filled at a special meeting of the Board of Directors called for that purpose, without undue delay. Nominees for the new Director must meet the same criteria as would be necessary to qualify to run for the office in a regular election. The new Director shall be elected at such special meeting by a majority of existing Directors. The successor shall serve the remainder of the term for which the appointment was made.

A vacancy on the Board will not preclude the Board from conducting District business as permitted by these Bylaws and the laws of the state of Oregon.

Section 4. Quorum.

A majority of the members of the Board shall constitute a quorum necessary for the transaction of any and all business of the District. In the event there shall be in attendance at any meeting of the Board a lesser number than a quorum, that number may adjourn the meeting to another day. The meeting notice requirements shall be by phone, by e-mail, or in writing at least one (1) day in advance of any meeting.

It is further required that all members of the Board of Directors must be present at any meeting at which changes are proposed to the Restated Articles of Incorporation or the Bylaws of the District.

ARTICLE III Members

Section 1. Members

The corporation shall have one class of Members who shall be those persons described in Article VIII of the Restated Articles of Incorporation. Voting by the membership of this District shall be on the basis of one (1) vote for each property, regardless of the number of owners of the lot. No individual Member shall have more than one (1) vote regardless of the number of lots owned.

Section 2. Voting

A majority of the votes of the Members shall be represented by votes received after ballots have been mailed to all Members of the District. Ballots must be received prior to the predetermined due date. Those ballots shall constitute a quorum of Members in any election or for the transaction of business of the district subject to a vote of the membership. The election for Directors shall be in advance of the annual meeting and ballots must be received by mail or delivered in person at the time of the annual meeting. Election results shall be sent out within thirty (30) days of said meeting. Membership voting shall be by written ballot only. A majority vote is considered a majority of the ballots returned by the due date.

ARTICLE IV Officers/Employees

Section 1. Duties of Officers.

A. The Chairperson shall be the principal executive officer of the District, and, subject to the control of the Directors, shall, in general, supervise and control all of the business affairs of the District. He/She may sign, with the Secretary or any other proper officer of the District, deeds, mortgages, bonds, leases, agreements, contracts or other instruments, which the Directors have authorized to be executed.

B. The Vice-Chairperson shall conduct meetings in the absence of the Chairperson.

C. The Secretary or authorized representative shall keep the minutes of all meetings of the Board of Directors, see that notices are duly given, be custodian of the District records and perform other administrative duties assigned to him/her by the Board of Directors.

D. The Treasurer or authorized representative shall give and receive receipts for moneys due and payable to the District or paid by the District, deposit moneys in the bank, and, in general, perform the duties incident to the office of Treasurer.

Section 2. Duties of Employees.

A The BWID District Manager shall be responsible to the Board for the management of the water system including, budgeting, cost tracking, all operations and maintenance of the entire system including wells, water delivery equipment, reservoir tank, pumps, vehicles, and all supporting equipment and properties. The District Manager's duties shall be set out in the job description approved by the Board.

B The BWID Support Staff shall report to the District Manager as set out in the job description(s) as approved by the Board of Directors.

ARTICLE V Financial Management

Section 1. Contracts.

A. The Directors may authorize any officer or agent of the District to enter into contracts, or execute and deliver instruments in the name of, or on behalf of the District, and such authority may be general or confined to specific instances.

Section 2. Loans.

A. No loans shall be contracted on behalf of the District, and no evidence of indebtedness shall be issued in its name unless authorized by two or more Directors in writing.

B. No loan shall be made by the District to any of its Directors or Officers.

Section 3. Checks and Deposits.

A. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness, issued in the name of the District for payment shall be signed by Two Directors or by pre-authorized electronic signatures.

C. All funds of the District not otherwise employed shall be deposited from time to time to the credit of the District in a bank account held at US Bank, or any other similar organization the Directors may select.

D. Real property or personal property owned by the District, improvements thereon, real property or personal property acquired by the District, and improvements thereon, shall not be sold, conveyed, or transferred in any manner, share or form without a resolution in writing being adopted by the Board of Directors, and being approved by a majority vote

of the Board of Directors, subject to other limitations imposed by these Bylaws or the laws of the State of Oregon

E. All vendor invoices for material and equipment purchased by the District shall be approved by the District Manager and one director for amounts less than \$1000.00. Invoices for more than \$1000.00 require approval of two directors.

F. All assessments, including for water delivery and related services, shall be billed monthly by the District to the Landowners. . If the landowner does not make timely and current payments, the District will have the right to lien real property of such owner in accordance with the laws of the State of Oregon. The detailed procedure(s) and rules for the District's collection and lien process shall be in accordance with the Rules and Regulations of the District.

F. Effective January 1, 2010, for accounting and reporting purposes, BWID will change from a calendar year to a fiscal year. The change to fiscal year shall be established from July 1st through June 30th beginning July 1, 2010.

ARTICLE VI Amendment of Bylaws

The Bylaws may be amended, modified or repealed and new bylaws may be adopted by a majority vote of the Board of Directors, and the Membership. This may be done at the annual meeting or at any time deemed necessary by the entire Board of Directors. All of the Districts' Members shall have an opportunity to vote in writing by mail, or hand delivery of their qualified ballot to the BWID office in advance of a scheduled meeting.

Approved:

Linda Cheek, Chairperson, Linda Cheek Date 6-19-12
Mel Barlow, Vice Chair Person, me Ba Date 6-20-12
Gary Hackett, Secretary, Gary Hackett Date 6-16-2012
Sandi Chamberlain, Treasurer, Sandi Chamberlain Date 6-19-2012
Karl Rebstock, Director, Karl Rebstock Date 7/5/12
Laurie Hackett, Director, Laurie Hackett Date 6/16/12
Gary Olin, Director Gary Olin Date 7/5/12
By Membership Majority Vote, Date 6-16-2012 GA