

402864

B Y - L A W S

COUNTRY SIDE WATER USERS COMPANY

ARTICLE I

POWERS AND PURPOSES

The purposes for which this association is formed and the powers it may exercise are set forth in the articles of incorporation of the COUNTRY SIDE WATER USERS COMPANY.

ARTICLE II

MEMBERSHIPS

Section One: Qualifications. Any person, firm, partnership, corporation, or association, who is now a landowner, or becomes a landowner in the future, within the Outer Limits Subdivision, Campbell County, Wyoming, and is a bona fide user of water and agrees to be a patron of this cooperative, and who pays such membership fees, assessments and meets such other conditions as may be prescribed by the Board of Directors, shall be eligible to become a member of the cooperative.

Section Two: Suspension or Termination. If the Board of Directors shall find that a member has ceased to be a water user of the cooperative, has failed to pay his assessments and membership fees, or has moved out of the territory in which the cooperative is operating, the Board of Directors may suspend his rights as a member and terminate his membership and service is forthwith terminated.

ARTICLE III

MEETING OF MEMBERS

Section One: Annual Meeting. The annual meeting of the members of this association shall be held at the cooperative business office in the City of Gillette, County of Campbell, State of Wyoming, at ten o'clock A.M. on the first day of January

STATE OF WYOMING

Campbell County, 3rd day of March, 1976 at 9:24 o'clock P.M. and recorded in Book 340 of Photos on page 470 Fees \$ 19.50
Clarence E. Addison
 County Clerk and Ex-Officio Register of Deeds

RECORDED BY *Linn V. Watabaugh*
 ASSISTANT Deputy
 INDEXED
 SERIALIZED
 402864
 THE MULL COMPANY, SHERIDAN WYOMING 82201

of each year, or on any other date or place which the Board of Directors may designate at least ten (10) days in advance of the date specified above. The location of the meeting shall be the business office of the Country Side Water Users Company unless otherwise designated ten (10) days prior to said date.

Section Two: Special Meetings. Special meetings of the members of the cooperative may be called at any time by order of the Board of Directors and shall be called at any time on written request of at least thirty (30%) per cent of the members. The request shall state the time, place and object of the meeting.

Section Three: Notice of Meetings. Written or printed notice of every regular and special meeting of members shall be prepared and mailed to the last known post office address of each member not less than ten days before such meeting. No business shall be transacted at special meeting other than that referred to in the notice.

Section Four: Voting. Each member shall be entitled to only one vote. Voting by proxy or cumulative voting shall not be permitted. Absent members may vote on specific questions other than the removal of directors by ballots transmitted to the secretary by mail, and such ballots shall be counted only in the meeting at the time in which such vote is taken, provided that all members have been notified in writing, pursuant to action by the Board of Directors, of the exact wording of the motion or resolution on which such vote is taken, and a copy thereof is forwarded with and attached to the vote of the member voting.

Section Five: Quorum. Eight members or fifty percent of the total members whichever is greater, shall constitute a quorum for the transacting of business, at a general membership meeting. In the event a quorum is not present, such meeting may be adjourned from time to time by those present until a quorum has been obtained.

Section Six: Order of Business. The order of business at the annual meeting shall be:

- (a) Roll call.
- (b) Proof of due notice of meeting.
- (c) Reading and disposal of minutes.
- (d) Annual reports of officers and committees.
- (e) Unfinished business.
- (f) New Business.
- (g) Election of directors.
- (h) Adjournment.

ARTICLE IV

DIRECTORS AND OFFICERS

Section One: Number and qualifications of Directors.

The cooperative shall have a Board of Directors comprised of seven members. Each directors shall be a member of the cooperative in good standing.

Section Two: Election of Directors. At the first annual meeting of the members of this cooperative, directors shall be elected to succeed the steering or organizing committee; three (3) directors shall be elected for one year; two (2) directors for two years; and two (2) directors for three years; thereafter each director shall be elected for three years. The nominee receiving the greatest number of votes shall be elected.

Section Three: Election of Officers. The Board of Directors shall meet within five (5) days after their election and within five (5) days after each annual membership meeting thereafter and shall elect by ballot a president, vice-president, and secretary-treasurer, each of whom shall hold office until the election and qualification of his successor unless earlier removed by death, resignation or for cause. Only the president and vice-president of the association must be members of the Board of Directors in the cooperative.

Section Four: Vacancies. Whenever a vacancy occurs in

the Board of Directors other than from the expiration of a term of office, the remaining Directors shall appoint a member to fill the vacancy until the next regular meeting of the members of the cooperative.

Section Five: Board Meetings. In addition to the meetings mentioned above, regular meetings of the Board of Directors shall be held at such other times and at such places as the Board may determine.

Section Six: Special Meetings. A special meeting of the Board of Directors shall be held whenever called by the president or by a majority of the Directors. Any and all requests for special meetings shall be in writing, signed by the person or persons making same, addressed and delivered to the secretary and shall state the time and place of such meeting. On the signing of a waiver of notice of a meeting, a meeting of the Board of Directors may be held at any time.

Section Seven: Notice of Board Meetings. Oral or written notice of each meeting of the Board of Directors shall be given each Director by or under the supervision of the secretary of the association not less than twenty-four hours prior to the time of the meeting, but such notice may be waived by all the directors, and appearance at a meeting shall constitute a waiver of notice thereof.

Section Eight: Compensation. The compensation, if any, of the members of the Board of Directors and of the executive committee shall be determined by the members of the cooperative at any annual or special meeting of the cooperative.

Section Nine: Quorum. Four (4) members of the Board of Directors shall constitute a quorum at any meeting of the Board.

ARTICLE V

DUTIES OF DIRECTORS

Section One: Management of Business. The Board of

Directors shall have general supervision and control of the business and the affairs of the cooperative and shall make all rules and regulations not inconsistent with law or with these by-laws for the management of the business and the guidance of the members, officers, employees and agents of the cooperative. It shall have installed an accounting system which shall be adequate to the requirements of the business and it shall require proper records to be kept of all business transactions.

Section Two: Employment of Manager. The Board of Directors shall have the power to employ a manager if in its opinion a manager is desirable, define his duties, fix his compensation and dismiss him with or without cause at any time. The manager shall have charge of the business of the association under the directions of the Board of Directors.

The Board shall employ or authorize the employment of such employees, agents and counsel as it from time to time deems necessary or advisable in the interests of the association, prescribe their duties, and fix their compensation.

Section Three: Insurance. The Board of Directors may obtain adequate insurance coverage for the property of the cooperative not otherwise adequately insured and in addition, the Board of Directors may obtain insurance covering liability for accidents to all employees and the public.

Section Four: Audits. At least once in each year the Board of Directors shall secure the services of a competent and disinterested public auditor or accountant, who shall make a careful audit of the books and accounts of the cooperative and render a report in writing thereon, which reports shall be submitted to the members of the cooperative at their annual meeting. This report shall include at least:

(a) A balance sheet showing the true assets and liabilities of the cooperative; and

such executive committee any and all stated portion of the functions and powers of the Board of Directors, subject to the general direction, approval and control of the Board. Copies of the minutes of any meeting of the executive committee shall be mailed to all directors within three (3) days following such meeting.

Section Two: Other Committees. The Board of Directors may in its discretion, appoint such other committees as may be necessary or useful.

ARTICLE VIII

DUTIES OF MANAGER

Section One: In General. Under the direction of the Board of Directors, a manager may be appointed to have general charge of the ordinary and usual business operation of the cooperative. He shall so far as practical, endeavor to conduct the business in such a manner that the members and patrons will receive just and fair treatment. The manager shall deposit all moneys belonging to the cooperative that comes into his possession in the name of the cooperative in a bank selected by the Board of Directors, and if authorized to do so by the Board of Directors, shall make all disbursements by check therefrom for the ordinary and necessary expenses of the business in the manner and form prescribed by the Board of Directors. On the appointment of his successor, the manager shall deliver to him all money and property belonging to the cooperative which he has in his possession or over which he has control.

Section Two: Duty to Account. The manager shall be required to maintain his records and accounts in such a manner that the true and correct condition of the business may be ascertained therefrom at any time. He shall render annual and periodic statements in the form and in the manner prescribed by the Board of Directors. He shall carefully preserve all

(b) An operating statement for the fiscal period under review which shall show the receipts from members and a statement of all expenses for the period under review.

Section Five: Agreements with Members. The Board of Directors shall have the power to carry out all agreements of the cooperative with its members in every way advantageous to the cooperative representing the members collectively.

Section Six: Depository. The Board of Directors shall have the power to select one or more banks to act as depositories of the funds of the cooperative and to determine the manner of receiving, depositing and disbursing the funds of the cooperative, the form of checks, and the person or persons by whom they shall be signed with the power to change such banks and the person signing such checks and the form thereof at will. That the Board of Directors shall require a sufficient bond, the amount as they might determine of the fiscal officer.

ARTICLE VI

DUTIES OF OFFICERS

Section One: Duties of President. The president shall;

(a) Preside over all meetings of the cooperative and of the Board of Directors.

(b) Call special meetings of the Board of Directors.

(c) Perform all acts and duties usually performed by an executive and presiding officer.

(d) Sign all papers of the cooperative as he may be authorized or directed to sign by the Board of Directors; provided however, that the Board of Directors may authorize any person to sign any or all checks, contracts, and other instruments in writing on behalf of the cooperative.

The president shall perform such other duties as may be prescribed by the Board of Directors.

Section Two: Duties of the Vice-President. In the absence or disability of the president, the vice-president shall perform the duties of the president.

Section Three: Duties of the Secretary. The secretary shall:

(a) Keep a complete record of all meetings of the cooperative and of the Board of Directors and have general charge and supervision of the books and records of the cooperative.

(b) Sign all papers with the president pertaining to the cooperative as the Secretary may be authorized or directed to sign by the Board of Directors.

(c) Serve all notices required by law and by these by-laws and make a full report of all matters and business pertaining to his office to the members at the annual meeting.

(d) Keep all books complete and countersign all papers issued.

(e) Keep complete membership records.

(f) Act as secretary of the executive committee.

(g) Make all reports required by law and perform such other duties as may be required of him by the cooperative or the Board of Directors.

On the election of his successor, the secretary shall turn over to him all books and other property belonging to the cooperative that he may have in his possession.

Section Four: Duties of Treasurer. The treasurer shall perform such duties with respect to the finances of the cooperative as may be prescribed by the Board of Directors.

ARTICLE VII

EXECUTIVE AND OTHER COMMITTEES

Section One: Powers and Duties. The Board of Directors may at its discretion appoint from its own membership an executive committee of two (2) members and determine their tenure of office and their power and duties. The Board of Directors may allot to

books, documents, correspondence, and records of whatever kind pertaining to the business that may come into his possession.

Section Three: Control of Employees. Subject to the approval of the Board of Directors, the manager shall employ, supervise and dismiss any or all employees of the cooperative except agents or counsel specifically employed by the Board of Directors.

ARTICLE X

SINKING FUND

Section One: Purpose. This association may establish and maintain a revolving fund for the purpose of acquiring and maintaining adequate capital to finance its business.

Section Two: Investment in Fund. This association may require investment in its revolving fund used for maintenance of facilities, purchase of distribution facilities and services by its members in accounts as determined by the Board of Directors. Proper entries shall be made in the books and records of this association so that the net credit to each holder of an interest in the revolving fund in each year can be ascertained at any time.

Section Three: Operation. Investments in the sink fund need not be segregated from, but on the contrary may be invested in or co-mingled with, any other assets of this cooperative. This association shall have a first lien on each sinking fund credit for all indebtedness of the holder thereof to this association.

ARTICLE XI

On the dissolution of this association, all its debts and liabilities shall be paid first according to their respective priorities. The holders of credits in the sinking fund shall be paid the amount of their credits in the fund. Holders of membership in the association shall then be paid an amount equal to the membership fee they paid in order to acquire membership in the

association. Any remainder of such property shall be distributed among the landowners in good standing who patronized the association preceding dissolution.

ARTICLE XIII

FISCAL YEAR

The fiscal year of this cooperative shall commence on the Second day of January of each year and shall end on the First day of January of the following year.

ARTICLE XIV

DISTRIBUTION OF BY-LAWS

After adoption, these by-laws, preceded by the articles of incorporation shall be if the Board of Directors deems such advisable, printed and a copy thereof shall be delivered to each member and to each person who later becomes a member of the association as shown on the books of record.

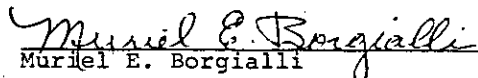
ARTICLE XV

AMENDMENTS

If notice of the character of the amendment proposed has been given in the notice of the meeting, these by-laws may be altered or amended at any regular or special meeting of the members by the affirmative vote of a majority of the members present or voting by mail.

IN WITNESS WHEREOF, we, the undersigned, being all the incorporators and members of the Country Side Water Users Company do hereby assent to the foregoing by-laws and do adopt the same as the by-laws of the association, and have hereto subscribed our names in Gillette, Wyoming, this 4th day of January, 1973.


James L. Borgialli


Muriel E. Borgialli

Donald P. Dunn

Donald P. Dunn

Minnie Jo Dunn

Minnie Jo Dunn

James A. Frank

James A. Frank

Betty L. Frank

Betty L. Frank

J. D. Gilliam

J. D. Gilliam

Janet Gilliam

Janet Gilliam

Timothy E. Gresens

Timothy E. Gresens

Ruth A. Gresens

Ruth A. Gresens

Kenneth Hollingshead

Kenneth Hollingshead

Darlene Hollingshead

Darlene Hollingshead

Ron R. Hedlund

Ron R. Hedlund

Linda L. Hedlund

Linda L. Hedlund

Gary L. Jahnke

Gary L. Jahnke

Marilyn J. Jahnke

Marilyn J. Jahnke

Craig Jones

Craig Jones

Annie B. Jones

Annie B. Jones

Charles S. Kenitzer

David A. Kimball

David A. Kimball

Delores J. Kimball
Delores J. Kimball

Robert E. Luthe
Robert E. Luthe

Thomas McMahon, Jr.
Thomas McMahon, Jr.

Ralph R. Rock
Ralph R. Rock

Charlotte M. Rock
Charlotte M. Rock

Harold V. Shipley
Harold V. Shipley

Hattie Belle Shipley
Hattie Belle Shipley

Dennis R. Teske
Dennis R. Teske

Rita M. Teske
Rita M. Teske

Richard Thatcher
Richard Thatcher

Mabel J. Thatcher
Mabel J. Thatcher

Bernard E. Thomason
Bernard E. Thomason

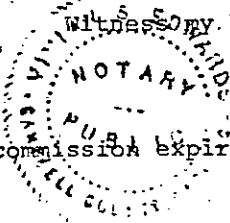
Collene Thomason
Collene Thomason

Luther Williams
Luther Williams

STATE OF WYOMING)
) ss.
County of Campbell)

Subscribed and sworn to and acknowledged before
me this 9th day of February, 1973.

Witness my hand and official seal.



Bernard E. Edwards
Notary Public

My commission expires: June 23, 1973