

**BYLAWS**  
**of**  
**FARMERS IRRIGATION DISTRICT**

**ARTICLE I**

**Offices**

The principal office of Farmers Irrigation District shall be located at 1985 Country Club Road, Hood River, Oregon. The address of the principal office may be changed by the Board of Directors.

**ARTICLE II**

**Members**

Members of the District are owners of land within the District, or vendees under a contract of purchase of land situated within the District, and subject to the charges and assessments of the District.

**ARTICLE III**

**Meetings**

Section 1. Monthly Meetings. Monthly meetings of the Board shall be held on the third Wednesday of each month. In the event that the meeting falls on a federal or state holiday, it shall be moved to the following Wednesday. The monthly meeting times may be changed by resolution at the annual Board meeting.

Section 2. Annual Meeting. The annual meeting shall take place on the third Wednesday in January, or on such other date as shall be established by the Board in advance of the next previously established annual meeting date. The Board shall elect officers and shall transact such other business as properly comes before the Board at the annual meeting.

Section 3. Special Meetings. Special meetings may be held when ordered, by an order entered of record, by a majority of the Board. Five days' notice of the meeting shall be given by the secretary to each member not joining in the order. The order must specify the business which is to be transacted, and no other business may be transacted unless all of the Board members are present.

Section 4. Place. The monthly Board meetings shall be held at the principal District office.

Section 5. Public Meetings. All regular and special Board meetings shall be public. Minutes shall be kept of all executive board meetings under the criteria set forth in Oregon's Public Meetings and Public Records laws, and those minutes shall be available to the public if availability is required under Oregon's Public Meetings and Public Records laws. All records of the board which are available for public inspection pursuant to Oregon's Public Records laws shall be open to public inspection during business hours.

Section 6. Quorum. A majority of the Board members constitutes a quorum for the purpose of transacting business. A majority of all Board members must concur on all questions requiring a vote.

Section 7. Notice for Monthly Meetings and Annual Meeting. The notice for the annual meeting shall be included in the notice for the monthly meeting for January, unless the Board moves the annual meeting to a date and time which differs from the date and time of the monthly meeting for that month. Written notice shall be delivered to all Directors at least five days prior to the scheduled meeting. If mailed, the Notice shall be deemed to have been delivered if it is deposited in the United States mail, addressed to the Director at the address which appears in the records of the district, with postage prepaid. If a Director attends the meeting, such attendance shall constitute a waiver of written notice.

Section 8. Waiver of Notice. Whenever notice of any monthly or annual meeting is required to be given, a waiver of the notice in writing, signed by the person or persons entitled to the notice, shall be equivalent to the giving of the notice.

## **ARTICLE IV**

### **Board of Directors**

Section 1. Directors shall be elected or appointed pursuant to Oregon laws relating to election or appointment of Directors of irrigation districts. A Director must be a resident of Oregon and a bona fide owner, or a shareholder of a bona fide corporate owner, of land situated within the division from which the Director is elected.

Section 2. Number. The Board of Directors shall consist of five members, one for each of the five District subdivisions.

Section 3. General Powers. The Board of Directors shall exercise all powers and duties allocated to it by the laws pertaining to irrigation districts in the State of Oregon, and it shall generally perform all acts necessary to carry out the purposes of the Irrigation District Act and the administrative rules and regulations pertaining thereto. Among these powers and responsibilities are the following:

- A. Manage and conduct the business affairs of the district.
- B. Make and execute all necessary contracts.
- C. Employ and appoint such agents, officers and employees as necessary to carry out the functions of the district, and prescribe their duties.
- D. Establish equitable bylaws, rules and regulations for the operation of the district and for the distribution of water among landowners.
- E. Apportion the district's water rights in a manner consistent with the Acts of Congress and the rules and regulations of the Secretary of the Interior and the provisions of any contract relating thereto.
- F. Designate, generally or in particular, the points of delivery of water within the district for the use and benefit of members of the district.
- G. Contract for the services of the following professionals and other professionals as needed:
  - (1) Employ a qualified and competent attorney to provide legal advice and guidance to the district.
  - (2) Employ a qualified auditor to make an independent audit of the district's books each year in accordance with State law.
- H. Fix the compensation to be paid to the other officers and employees of the district.
- I. Pay, from the funds of the district, annual membership fees to the National Water Resources Association, Oregon Reclamation Congress and any other irrigation or water users' association, if it decides that membership therein will be of value to the district.
- J. Institute and maintain legal actions necessary to carry out the provisions of the Irrigation District Act or pursue rights of the district created by that Act, and appear and defend in any legal proceeding, in the name of the district.
- K. Establish accounts and maintain funds for the District.

L. Meet on a regular monthly basis to conduct the business of the District, oversee expenditures, and review procedures of the District, as prescribed by Oregon law.

M. Pursue all other rights and perform all other duties provided for or required by law.

Section 4. Qualifications. Once a director has been duly elected, the director shall qualify by subscribing to an oath of office and filing the certificate of election with the secretary of the board within 10 days after receiving the certificate of election.

Section 5. Compensation. No Director shall receive compensation; however, a Director shall be reimbursed for actual and necessary expenses incurred by him or her while engaged in official business of the District by direction of the Board.

Section 6. Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, shall be filled by the Board in the manner provided by law.

Section 7. Control of District Operations. The Board shall establish effective controls for appraising District operations, which shall include but not be limited to the following:

(1) Review District Conservation and Water Resource Managements plans, to determine whether district operations are consistent with those plans;

(2) Review monthly Financial Statements to determine progress of collections and expenditures in relation to the budget.

(3) Review periodic management reports, to determine whether the district is operating in a manner which is consistent with its overall conservation and water resource management plans.

Section 8. Term of Office. Each director shall serve from the first Tuesday in January of the year immediately following the director's election for three years and/or until a successor is elected and qualified.

## **ARTICLE V**

### **OFFICERS**

Section 1. The election of officers of the board shall take place at the annual meeting held in January, and the officer shall take office immediately upon election and shall serve for a one year term, or until the succeeding officer is duly elected, qualified and seated.

Section 2. The Board shall consist of the following officers:

A. Chairperson. The Chairperson shall be the principal executive officer of the district and shall, in general, supervise and control all of the business and affairs of the district. The Chairperson shall preside at the meetings of the Board and shall sign, along with the Secretary-Treasurer all instruments which the Board has authorized to be executed, except in such cases wherein the execution thereof is expressly designated by the Board, by these bylaws, or by statute to some other officer or agent of the District. In general, the Chairperson shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board in the future.

B. Vice-Chairperson. The Vice-Chairperson shall, in the absence of the Chairperson, perform all of the duties assigned herein, or by statute or by subsequent rules or regulations of the district, to the Chairperson and, when so acting, the Vice-Chairperson shall have all the powers and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as may be lawfully assigned to him by the Chairperson or by the Board. If the office of Chairperson is vacated before the term expires, the Vice-Chairperson shall assume the office and duties of the Chairperson for the remainder of the unexpired term. If the office of the Vice-Chairperson is vacated before the term expires, the Board shall elect a new Vice-Chairperson to serve the remainder of the unexpired term either at a special board meeting or at the next monthly board meeting.

C. Secretary/Treasurer. The secretary/treasurer shall keep records of the proceedings of the Board and of the membership, shall administer the membership list and, when requested by the Chairperson, shall sign and execute with the Chairperson all deeds, bonds, contracts and other obligations or instruments, in the name of the district. Charges and assessments of the District shall be collected by the Secretary/Treasurer. The Secretary/Treasurer shall fulfill all additional obligations and duties which are prescribed by these bylaws, by statute, or by the rules and regulations of the district, and all additional duties which are authorized or not proscribed by these bylaws or by statutes or rules and regulations of the board and which the board shall, from time to time, require of the Secretary/Treasurer. If the office of Secretary/Treasurer is vacated before the term expires, the board shall elect a new Secretary/Treasurer to serve the remainder of the unexpired term, either at a special meeting of the board or at the next monthly meeting of the board.

## **ARTICLE VI**

### **ASSESSMENTS**

1. Annual Calculation and Apportionment of Charges and Assessments. The Board shall, on or before the first Tuesday in April of each year, or such other date as is set by statute, compute the entire amount of money necessary for the District to carry out the purposes of the Irrigation District Act for the ensuing year, including the provision of reasonable amounts for operation and maintenance expenses, principal and interest payments, unit development costs known to the District at such time, construction costs, contingency reserves and a reasonable allowance for delinquencies in collections. The Board shall determine the amount to be assessed and shall apportion it throughout the district consistent with the Irrigation District Act. As provided by the Irrigation District Act, the Board may assess certain lands in an amount which the Board determines to be just, the Board may assess special charges against certain small tract and subdivided land, the Board may assess certain lands on a benefit basis, and the Board may create such other categories of special assessments that are permissible for irrigation districts under Oregon law. In calculating the charges and assessments to be billed and collected, System Reserve Account charges shall be calculated separately from general operation and maintenance charges and shall be separately shown on any statement sent to the District's water users.

2. Pressurization Charge. The Board may, in addition to the regular charges and assessment, charge a pressurization charge to those water users who benefit from pressurized water service, pursuant to the provisions of the Irrigation Districts Act.

3. Due Date. Charges and assessments for the irrigation season for any given year are due on April 15 of that year, and they shall be delinquent for purposes of foreclosure if they are not paid in full by the one year anniversary date of the original due date.

4. Notice of Claim of Lien. A notice of claim of lien shall be filed on all assessments which are 90 days or more in arrearage, or which are in arrears for a different amount of time which the Board shall set from time to time.

5. Additional Charges. The Board shall charge for the cost of filing and releasing liens, shall charge interest on overdue charges and assessments in a sum which is permitted by the Irrigation Districts Act, and shall charge attorney fees and costs incurred in collection of assessments which are in arrears, in a sum consistent with Board policy and with the Irrigation Districts Acts and other appropriate laws. In addition, the Board shall have the power to calculate, impose, levy, bill and collect any other fee, charge or assessment reasonably required to maintain and operate all District facilities, to the full extent permitted by all applicable laws of the State of Oregon.

## **ARTICLE VII**

### **COMMITTEES**

The Board may establish standing or temporary committees as the need arises. Committee members shall be appointed by the Chairperson. Committee findings, decisions, and recommendations are advisory only and must be reported to the Board for final action, except when the Board explicitly delegates specific authority to a particular committee.

## **ARTICLE VIII**

### **EMPLOYMENT POLICY**

The Board shall be responsible for establishment and enforcement of employment and personnel policies which comply with state and federal laws and regulations regarding employment.

## **ARTICLE IX**

### **EQUIPMENT POLICY**

Section 1. Purpose. The District owns and operates equipment for the primary purpose of operating and maintaining the irrigation system within the District. When the equipment is not being used by the District, it will be available to members of the District on an actual cost basis.

Section 2. Restrictions. The equipment of the District may only be used by a member for the improvement of water distribution or drainage systems and only at the convenience of the district, but it may not be used outside the boundaries of the district.

Section 3. Equipment Operators. Only employees of the District will be authorized to operate District equipment.

Section 4. Charges. The charges to a member for the use of District equipment shall be set by the Board, or by individuals designated by the Board, and the Board or the designee shall determine the actual cost to the District of making the equipment available to the member and shall charge the member the sum which is consistent with the actual cost.

## **ARTICLE X**

### **CODE OF ETHICS OF BOARD MEMBERS**

Section 1. Oath of Office. Each Director, upon his or her election or appointment, shall take the official oath of office as prescribed by Oregon law, in which he or she swears to uphold the Constitution of the United States and the Constitution and laws of the State of Oregon.

Section 2. Attendance. Each Director will make an honest effort to attend every regular and special meeting called by the Chairperson.

A. Directors who consistently miss meetings without a valid excuse should resign and permit the appointment of a more interested Director.

B. Any action taken by a majority of Board members during a Board meeting does not relieve an absent Board member of that action.

Section 3. Conflict of Interest. No Director shall in any manner be interested in any contract awarded or to be awarded by the Board or in the profits to be derived therefrom, nor shall the Director have any financial interest in the disposition of District owned property.

Section 4. Loyalty.

(A) In all matters related to the District, each Director will at all times give primary loyalty to the overall good of the District rather than to a purely personal benefit to be derived from the matter.

(B) A Director shall openly support the policy or actions of the Board, even if the Director privately disagrees with the policy or action.

Section 5. Authority. A Director's sole authority in District affairs exists only in duly called Board meetings, or within the parameters of any appointment made for that Director by the Board. A Director shall not exercise the authority delegated to the Secretary/Treasurer unless the Director is appointed or elected to the Secretary/Treasurer's position in the Secretary/Treasurer's absence.

Section 6. Self-Interest. No Director shall use his position as a Director to obtain special privileges from employees of the District.

Section 7. Reporting. At any time that a Director learns of any condition or situation which is detrimental to the interests of the District, the Director shall report it immediately to the Secretary for action.

## **ARTICLE XI**

### **DISCLAIMER**

The District disclaims liability for deficiencies in water to parcels of land assessed by the District, if the water supply is interrupted due to leaks which are beyond the control of the District or due to acts of God or sudden inexplicable failure. The District further disclaims liability for all damage or injury for which the District is held to be not liable pursuant to applicable federal or State laws or regulations or pursuant to other policies, rules or regulations of the District.

## **ARTICLE XII**

### **ADDITIONAL POLICIES**

The District shall, from time to time, enact policies and adopt plans pertaining to the overall operations of the District, including pressurization policies, conservation and water resources plans, personnel policies, and other policies required by State or federal laws or necessary to the efficient operation of the District. Those policies and these by-laws shall be interpreted in such a manner that they are consistent with each other and so that the specific takes precedence over the general. The policies and resolutions of the District shall be considered to be an extension of these by-laws, and they shall be enacted in the same manner in which these by-laws are enacted. The by-laws and policies of the District shall be interpreted so as to make them consistent with the current State and federal laws existing at the time of the adoption of the policy by the Board.

## **ARTICLE XIII**

### **BY-LAWS AMENDMENT PROCEDURE**

Following the adoption of these By Laws, any amendment, revision, deletion, or addition to these By Laws will take effect and be incorporated herein only after the proposed amendment or other change has been read at a meeting of the Board of Directors at which a quorum is present, and after it has been approved by a majority vote of the Directors present at the meeting.

## **ARTICLE XIV**

### **SAVING CLAUSE**

In the event that the laws change in such a manner, or a court rules in such a manner as to declare a portion of these by-laws to be invalid, void or unlawful, the balance of the by-laws and of the policies, rules and regulations extending them shall not be invalidated, voided or made unlawful by that one provision, and the balance shall remain in full force and effect.