

TUMALO IRRIGATION DISTRICT

A. BOARD OF DIRECTORS

1. Composition: The Board consists of five Directors. One Director shall be elected from each of five electoral divisions. The term of office shall be from the first Tuesday in January following the election for three years and until a successor is elected and qualified.
2. Election of Directors: Voter qualifications, Director qualifications, and the procedure for nominating and electing Directors shall be as provided in ORS Chapter 545 as it may be amended from time to time.
 - a. Employees serving on the Board of Directors: Any individual who is an employee of the Tumalo Irrigation District is not eligible to serve as a member of the Board of Directors of the Tumalo Irrigation District, by which the individual is employed. This shall take effect immediately upon its adoption by the Board.
3. Resignation of Directors: A Director may resign from the Board at any time. The remaining Directors shall appoint a Director from the affected division to serve until a successor shall be elected at the next regular election to fill out the unexpired term.
4. Vacancy in the Office of Director: An office is vacant before the expiration of the term if the election or appointment of the Director is judicially declared void, or if the Director ceases to qualify in the electoral division from which elected, or if the Director dies, resigns, or is recalled or removed. A Director is removed by the act of missing three consecutive regular meetings of the Board without an absence, excusing an absence on grounds of unavoidable cause. When a Director, to the substantial injury to the interests of the District, is incompetent to perform or is irresponsible or dishonest in the performance of the duties of the office, the remaining Directors by unanimous vote may remove that Director. When a vacancy exists in the office of Director, a majority of the remaining Directors shall appoint an eligible person from the electoral division in which the vacancy exists to serve until a successor shall be elected at the next regular election to fill out unexpired term.
5. Duties and Powers of the Board: The Board shall:
 - a. Manage and conduct the business and affairs of the District.
 - b. Make and execute all necessary contracts, employ and appoint such agents, officers and employees as may be required, and prescribe their duties.
 - c. Establish equitable bylaws and rules and regulations governing the distribution and use of water among the landowners.
 - d. Generally perform all acts necessary to fully carry out the purposes of the Irrigation District Act.

6. Organization: At the Annual Meeting, the Directors shall elect from among their number a President (or Chairman) and a Vice-President and appoint a Secretary, to serve during the pleasure of the Board or until the succeeding Annual Meeting. The President shall serve in all respects as the other Directors, and, in addition, shall sign all contracts approved by the Board, preside over all meetings, and perform the functions of the Chief Executive Officer of the District.

If the President is unavailable, any Director may sign instruments which have received Board approval.

If an officer cannot serve the full term, a majority of the Directors shall appoint a replacement to fill out the Director's term as Officer of the Board.

Signatures for disbursement of District funds shall be approved annually, or as necessary in relation to the composition of the Board. Two of any six of the following shall affix their signature to disburse Districts funds: any Director or Secretary to the Board.

7. Meetings:

- a. Notice: Public notice reasonably calculated to give actual notice to interested persons of the time and place for a meeting, and of the principal subjects anticipated to be considered at the meeting, shall be given.
- b. Annual Meeting: The Board shall hold its Annual Meeting at the District office on the Second Tuesday of each January.
- c. Regular Meetings: The Board shall hold regular meetings at least monthly at the District office. The regular meetings shall ordinarily be held on the same day and at the same time each month, as the Board shall designate at the Annual Meeting; however, for good cause the Board may change the date and time of one or more regular meetings provided that each Director is given notice of the change at least five(5) days in advance of the new date, and that the change be posted in the District office not less than five (5) days in advance.
- d. Special Meetings: When required for the proper transaction of business, special meetings may be held when ordered by a majority of the Board, by order entered in the minute book, five days' notice of which meeting must be given by the Secretary to each member not joining in the order, which specify all the business to be transacted at such special meeting; no business other than specified may be transacted unless all Directors are present.
- e. Emergency Meetings: An emergency meeting may be held upon such notice as is appropriate to the circumstances. Any action taken at an emergency meeting must be ratified at the next regular meeting, and the reason for the emergency meeting recited.
- f. Minutes: Written minutes of each Board Meeting, giving a true reflection of the matters discussed and the views of the participants, which shall be kept by a scribe appointed by the President at the beginning of each meeting. The minutes shall include names of Directors present; all motions or resolutions proposed and their

disposition; results of all votes and the vote of each Director; the substance of all discussion; and reference to any document discussed. A copy of the minutes shall be sent to each Director and be available to the public within a reasonable time after the meeting. Minutes may be amended and shall be approved at the succeeding regular meeting; thereafter they are the complete permanent official record of the business transacted by the board.

- g. Three Directors shall constitute a quorum for the transaction of business. On all questions requiring a vote, there shall be concurrence of three members of the Board.
 - h. Board Meetings shall be conducted in accordance with Robert's Rules of Order, except as otherwise provided in these Bylaws.
 - i. All meetings of the Board are open to the public except as provided in ORS 192.610-670. The Board shall control the participation of the public and make such rulings as may be necessary to guide the decorum of a meeting.
 - j. Directors may receive from the District an attendance fee, in an amount up to that established by law, for each meeting at which they are present, the amount to be set by the Board each year at its Annual Meeting.
8. Records: All District records, except those exempted in ORS 192-501, 192.502 and 192.503 are open to inspection by water users at the District office during business hours. Management or Board approval is required before District records may be copied. No District records may be removed from the District office.
9. Conduct of Directors:
- a. Conflict of Interest Directors shall avoid conflict of interest with the District.
 - b. Reimbursable Expenditures: Directors may be reimbursed for expenditures made on account of the District with Board approval. The Board may advance to a Director estimated travel expenses on account of the District, and shall take a signed receipt. In all cases, the Director shall present to the Board for approval at its next regular meeting an itemized statement of the expenditures, supported by vouchers, and shall return to the District at that time any unexpended balance of any advance.