



# ***Trout Canyon Land and Water Users Association***

## **BYLAWS OF**

### **THE TROUT CANYON LAND AND WATER USERS ASSOCIATION**

#### **BYLAW I**

##### **FISCAL YEAR**

The FISCAL YEAR of this Association shall begin October 1 and end on September 30 of each year beginning in the year 2013.

#### **BYLAW II**

##### **SEAL**

The CORPORATE SEAL of this Association shall be a circular seal with the name of the Association and the word "NEVADA" around the border and the date and year of its incorporation and the word "INCORPORATED" in the center. Additional illustration may be added to the interior of the seal as approved by the Board.

#### **BYLAW III**

##### **MEETINGS OF MEMBERS**

Section 1. The Annual Meeting of the Members of this Association shall be held at such place in Southern Nevada, as the Board of Trustees shall designate during the month of August, at which time, starting in 2013, there shall be elected by the Members of the Association by Ballot, Trustees as provided in the Certificate of Incorporation, and at which time the Members shall transact such other business as shall properly come before them.

Section 2. Notice setting out the time and place of such Annual Meeting shall be mailed electronically to those members who have provided valid electronic mail addresses to the Board Secretary, and otherwise mailed to those members who have not provided valid electronic mail addresses, at the last known mail address of the member, a minimum of one week in advance of the meeting. The number of members present at any properly noticed meeting shall constitute a quorum.

Section 3. Special meetings shall be held outside the Annual Meeting, as necessary to conduct the business of the Association designated in the notice calling such meeting. Such meeting may be called by the President, any two Trustees, or one fourth of the Membership of this Association. The Secretary shall post notice as described in Section 2, above. When a Special meeting is called, only the purpose for that meeting outlined in the notice may be discussed, no other business shall be transacted during the meeting.

Section 4. Each Member in good standing will be entitled to one vote, which shall be cast in person and/ or by ballot. No more than one vote per parcel shall be allowed. Members must be a minimum of eighteen (18) years of age. In the case of property ownership by Trusts, or Corporations, or multiple owners, membership for voting purposes, will be restricted to the trustee or designated in writing proxy. In no case shall any one member have more than one vote per parcel owned. Members may attend meetings remotely via phone, computer, or using any other technology, provided there is no additional cost to the association.

Section 5. The following order of business shall be observed at all Annual, Meetings of the Members as far as practical:

1. Roll Call
2. Approval of minutes and agenda
3. Financial Report
4. Unfinished Business
5. New Business
6. Questions from the Floor
7. Adjournment

#### **BYLAW IV**

##### **TRUSTEES**

Section 1. A Board of Trustees shall be elected by the Members as provided in the Certificate of Incorporation.

Section 2. The Annual Meeting of the Board of Trustees of the Association shall be held during the month of August, after the annual meeting of the Members, and such Trustees' meeting shall elect from their number a President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, and a Treasurer who shall hold office for a year and until their successors shall be elected. Such other regular meetings of the Trustees shall be held at such time and place in, Nevada, as the Board of Trustees shall by resolution appoint. Special Meetings of the Board may be called by the President or any two Trustees by giving three (3) working days' notice in writing to each Trustee. A majority of the Trustees shall constitute a quorum for the transaction of business. In the event of an emergency, the Board of Trustees shall be allowed to meet on less than three (3) days written notice given to each Board Member. A special meeting in an emergency situation shall be allowed to be held upon giving such written or oral notice as may be appropriate given the nature of the emergency. An emergency shall be defined as an unforeseen circumstance affecting the health and/or safety of the public or causing an undue financial hard ship on the organization.

Section 3. The Trustees shall serve without compensation, except for special expenses incurred as the same may be approved by the Trustees.

## **BYLAW V**

### **OFFICERS**

Section 1. The President shall preside at all meetings of the Members and Trustees and shall insure that the affairs of the Association are in compliance with the By Laws and Rules of Operation of the Association. The President will insure that any and all decisions are voted on by the Board of Trustees at a regular or special meeting, unless specified differently in a By-Law or Rules of Operation. The President has the authority to request a Board Member to oversee specific situations concerning the Association. The president will also serve as or designate in writing, with the approval of the Board, the official spokesperson for the Board, approve all news releases, and in general, coordinate communications to the public

Section 2. The 1<sup>st</sup> Vice President is to assume the responsibilities in the absence, or disability of the President, and perform the duties in accordance with the By-Laws and Rules of Operation.

Section 3. The 2<sup>nd</sup> Vice President is to assume the responsibilities in the case of absence, or disability of the 1<sup>st</sup> Vice President and perform the duties in accordance with the By-Laws and Rules of Operation.

Section 4. The Secretary shall be responsible for the records of the minutes and proceedings of the meetings of the Members and Trustees and shall insure that notice is properly posted concerning said meetings. The Secretary shall insure that all changes, additions or deletion as approved by the Board of Trustees to the By-Laws and/or Rules of Operation of the Association are properly documented. The secretary shall maintain a current list of voting members, and affix the Corporate Seal on all legal papers as far as practical.

Section 5. The Treasurer shall be responsible for the accounts of all monies in the name of and to the credit of the Association in such banks and depositories as the Board of Trustees shall designate. The Treasurer will insure that all checks and payments of monies shall be signed by any two (2) members of the Board of Trustees. The Treasure shall report the financial status of the organization at the annual meetings and as otherwise directed by the president.

## **BYLAW VI**

### **VACANCIES**

In the case of the death, disability, resignation, or refusal to serve, of one or more of the Trustees, the remaining Trustees, shall appoint by majority vote, a Member or Members in good standing to fill the vacancy (ies) for the unexpired term or terms. Unexcused or un-noticed absence from three consecutive Trustee meetings will automatically constitute a refusal to serve.

## **BYLAW VII**

### **WAIVER OF NOTICE**

Any Member, Officer, or Trustee may at any time waive any notice required to be given under the Certificate of Incorporation and/or the By Laws. The presence of a Member in person at any Members' meeting and the presence of a Trustee in person at any Trustees' meeting shall be deemed a waiver.

## **BYLAW VIII**

### **RESPONSIBILITIES OF THE ASSOCIATION**

Section 1. The Association shall install, maintain and operate or cause the installment, maintenance, or operation of a water supply and distribution pipeline or lines to the service of each Member in good standing. The Association shall also purchase and install a cutoff valve and water meter, owned and maintained by the Association and to be installed on some portion of the service line extending from the Association distribution line. The Association shall have the sole right to use such water meter and cutoff valve and to turn it on and off. The connection fee will be determined by the size of meter installed and rates as established.

Section 2. No new service line or change in an existing service line may be made which will interfere with an existing service line or the delivery of water therein. Each service line shall connect with the Association water main system at the nearest available place to the place of desired use by the Member, provided the Association's water system shall be of sufficient capacity to permit the delivery of water through a service line at that place without interfering with the delivery of water through a prior service line. If the Association's water system shall be inadequate to permit the delivery of water through a prior service line, then such line shall be installed at such a place as to be designated by the Association. Each Member will install, at their own expense, a service line or lines from the distribution line, or property line of the Member to their dwelling or other portion of their premises. Such line or lines shall be owned and maintained by the Member.

Section 3. Where an extension of the distribution line is necessary or a substantial investment is required to furnish service, the applicant will be informed by the Association as to the terms and conditions under which such extension may be made. A cost beyond the connection fee will be added, for the extension of water or installation. (Please refer to the Rules for Water Main Line Extensions and Service Connection.)

Section 2. In the event the total water supply shall be insufficient to meet all of the needs of the Members or in the event there is a shortage of water, the Association shall prorate the water available among the various members on such basis as is deemed equitable by the board.

Section 3. The Board of Trustees shall not extend water service beyond the limits of the existing service without a feasibility study to be paid by the member requesting service.

Section 4. The Board of Trustees shall determine the rate to be charged and shall determine whether the rate shall be on a monthly, quarterly, or annual basis. A Member, to be entitled to the delivery of water shall pay such charges to the Association on or prior to the date fixed by the Board of Trustees.

Section 5. The Board of Trustees shall be authorized to require each new Member to enter into a Water Users Agreement, which shall embody the principles set forth in the By-Laws of the Association.

## **BYLAW IX**

## POWER TO SHUT OFF WATER

Section 1. The Board of Trustees may shut off water of any Member who allows a connection or extension to be made at any lateral serving their premises for the supplying of water to any other user without the written approval of the Board of Trustees.

Section 2. The failure to pay water charges duly imposed shall result in the automatic imposition of the following penalties:

A. Failure to pay in full for sixty calendar days from the billing date, the water may be shut off to a member's property.

B. Failure to pay in full for ninety calendar days, the water shall be shut off to the delinquent Member's property unless prior arrangements have been made.

Section 3. For any reconnection to the system after the water has been shut off as provided in this By Law, or for any other lawful cause whatever a fee shall be assessed and collected for reconnection.

## BYLAW X

### DISTRIBUTION OF SURPLUS FUNDS

Section 1. It is not anticipated that there will be any net income. If there should be any then at the end of the fiscal year, after paying the expenses of the Association for operations, maintenance, and otherwise and after setting aside such other reserves as the Board of Trustees may deem proper, after providing for payments on interest and principal of obligations and amortized debts of the Association, and after providing for the purchase of proper supplies and equipment, the net earnings shall be accumulated in a surplus fund for the purpose of replacing, enlarging, extending and repairing the system and property of the Association and for such other purposes as the Board of Trustees may determine to be for the best interest of the Association. The said surplus fund or any portion thereof may from time to time at the discretion of the Board of Trustees be distributed to the Members on the basis of assessments and charges made and levied against and paid by such Members, during the income period for which said net earnings are distributed.

Section 2. No such distribution shall be made, however, so long as any agency holds a lien on the property or revenues of this Association for money loaned to the Association without the written consent of such agency.

## BYLAW XI

### CONFLICT OF INTEREST

Section 1. Due to the possible conflicts of interest, the Association shall not employ in any capacity a member currently serving on the Board of Trustees, any relative of such a person who is within the second degree of consanguinity or affinity. Except that if the Association provides notice in the newspaper for three (3) weeks and no one applies except a relative with qualifications, then the Association may employ such a relative. Should

a situation arise that requires a vote for or against the employee, then the related Board Member will abstain from any discussions or votes concerning his or her relative. (Consanguinity means by blood. Affinity means by marriage. Second degree includes children, grandchildren, grandparents, parents or brothers/sisters.)

Section 2. No Board Member shall take part in any discussion of any matter nor shall any Board Member vote on any matter that would provide a direct or indirect benefit to that Board Member that is not otherwise providing the same direct or indirect benefit to other Board Members except as provided in By Law IV.

Section 3. Due to possible conflicts of interest, a Board Member, or a relative who is within the second degree of consanguinity or affinity, may not be allowed to bid on, or negotiate for a contract or subcontract related to the construction of an Association project.

**BYLAW XII**

**AMENDING BY-LAWS**

These By Laws may be repealed or amended, or new By Laws may be adopted, at the Annual Meeting or at any other lawful meeting of the Members called for that purpose by the Trustees, by the vote of two thirds (2/3) of the Members present.

**KNOW ALL MEN BY THESE PRESENTS**

That we, the undersigned, being the Board of Trustees of The Trout Canyon Land and Water Users Association, do hereby consent to the foregoing By Laws and adopt the same as and for the By Laws of said Association.

IN WITNESS WHEREOF we the hereunto set our hands and the seal of The Trout Canyon Land and Water Users Association on the \_\_\_ th day of August 2013.

Ron Love \_\_\_\_\_

Dianna Lutes \_\_\_\_\_

Deborah J Mallory \_\_\_\_\_

Robert McCormick \_\_\_\_\_

John Stelmaszczyk \_\_\_\_\_