

**WEST EXTENSION IRRIGATION DISTRICT
RESOLUTION NO. 21-003**

A RESOLUTION MODIFYING THE WEID BY-LAWS

WHEREAS, the WEID By-Laws allow for amendment by the Board of Directors at its organizational or annual meeting under Article 14, and

WHEREAS, the Board has reviewed the Statues and discussed the amendments proposed by the District's attorney, now

THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF the WEST EXTENSION IRRIGATION DISTRICT;

That the District shall amend its By-Laws in the following ways:

Article 4, Section 4: Add statutory reference ORS 545.007 (1) (e)

Article 7. Section 6: Change the wording and add statutory reference

Add Article 12: Board Director Vacancy

Renumber current Articles 12, 13, 14 and 15 to 13, 14, 15, 16.

Add Amendment statement and date at end of document

Authorize District Manager to sign the document, affirming its validity.

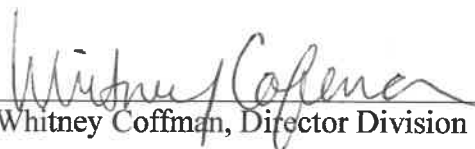
ADOPTED BY BOARD OF DIRECTORS THIS 21st DAY OF JANUARY, 2021.



Robert Mueller, Director Division One




Abraham McNamee, Director Division Two



Whitney Coffman, Director Division Three



Vern F. Frederickson, Director Division Four



Dalarie Philippi, Director Division Five

COMMENTS AND PROPOSED CHANGES TO WEST EXTENSION IRRIGATION
DISTRICT BY-LAWS

As the attorney for West Extension Irrigation District, I reviewed the District's By-Laws as currently enacted. With a few exceptions, the By-Laws are in order, well drafted, and up to date. The By-Laws are annotated with applicable statutes, a process I commend and recommend keeping.

Some changes are needed to align the By-Laws with statutory changes. Here are my recommended changes:

Article 4. Section 4: Add the statutory reference – ORS 545.007(1)(e).

Article 7. Section 6: Change the wording of the section to read:

“Special meetings of the Directors may be held when ordered by the Chairman or a majority of the Directors by an order entered in the records of the Board. Five days’ notice of the special meeting must be given by the Secretary to each Director not joining in the order. The order must specify the business to be transacted at the special meeting and business other than specified may not be transacted at the special meeting unless all Directors are present. No special meeting shall be held without at least 24 hours’ notice to the members of the governing body, the news media which have requested notice and the general public. In case of an actual emergency, a meeting may be held upon such notice as is appropriate to the circumstances, but the minutes for such a meeting shall describe the emergency justifying less than 24 hours’ notice. ORS 545.185 & 192.640 (3).”

Article 12: Change the wording to read:

New Section Board Director vacancy

“Any vacancy in the Board shall be filled [for the unexpired portion of the term^{*}] by a majority vote of the remaining Directors, at any regular monthly meeting or special meeting called for that purpose. The appointee shall be resident of the State of Oregon who is a bona fide owner, or a shareholder of a bona fide corporate owner, of land situated in the division where the vacancy occurred. A vacancy shall be filled as provided at law. ORS 545.188 & 198.320.”

The By-Laws set the officers as Chairman, Vice-Chairman and Secretary. ORS 545.181 provides for the selection of President and Secretary. The Board has the authority to select a Vice even though it is not specifically provided for in the statute. The statute designates the presiding officer as President while the By-Laws refer to the presiding officer as Chairman. I do not see that the nomenclature difference warrants a change in the By-Laws.

WEID/BY LAWS/PROPOSED CHANGES TO BY-LAWS (01/15/21)

*Bev recommends * until the annual meeting
next following an election to fill the
vacancy * . . .*

ORS 545.188¹

Filling vacancy in office of director

- [Text](#)
- [News](#)
- [Annotations](#)
- [Related Statutes](#)

If the office of director of a board of directors of an irrigation district becomes vacant for any reason, notwithstanding ORS [198.320 \(Filling of vacancies on governing bodies of certain districts\)](#), the remaining directors on the board shall:

(1) If the district has been divided, appoint a resident of the State of Oregon who is a bona fide owner, or a shareholder of a bona fide corporate owner, of land situated in the division to serve until the annual meeting next following an election to fill the vacancy. The electors of the division shall elect a successor, from within the division, to replace the appointed director, who shall take office at the annual meeting next following the election and shall serve the remainder of the term of the director who vacated the office.

(2) If the district has not been divided, appoint a resident of the State of Oregon who is a bona fide owner, or a shareholder of a bona fide corporate owner, of land situated in the district to serve until the annual meeting next following an election to fill the vacancy. The electors of the district shall elect a successor, at large, to replace the appointed director, who shall take office at the annual meeting next following the election and shall serve the remainder of the term of the director who vacated the office. [2009 c.282 §2]

[REMOVE ADS](#)

BYLAWS OF THE WEST EXTENSION IRRIGATION DISTRICT

PREAMBLE

The West Extension Irrigation District (District) is incorporated in the State of Oregon under Oregon Revised Statutes (ORS) Chapter 545. The District has all powers and authorities granted it under State and federal law and contracts.

The District recognizes its predecessors, the Bailey Ditch Company and the Oregon Land and Water Company. The District was formed in 1919 as part of the federal U. S. Reclamation project for the Umatilla Basin. The District forms the West End of the 1905 Umatilla Basin Project.

ARTICLE 1. PURPOSE

The purpose of the District is to deliver irrigation water in an efficient and cost effective manner, as provided by the laws of Oregon, federal Reclamation laws, and the policies and procedures established by the Board of Directors.

ARTICLE 2. NAME AND OFFICE

Section 1. Name The name of the District shall be the West Extension Irrigation District.

Section 2. Office The principal office of the District shall be located at 840 E. Hwy 730, Irrigon, Oregon 97844. The Board of Directors (Board or Directors) may change the principal office of the District within the State of Oregon and the boundaries of the District as it may determine from time to time in its sole discretion.

Section 3. Registered Agent The Registered Agent of the District shall be the District Secretary/Manager. Notices and correspondence shall be addressed to:

West Extension Irrigation District
Attn: District Secretary/Manager
P. O. Box 100
Irrigon, Oregon 97844

ARTICLE 3. BOUNDARIES

The boundaries of the District shall be those prescribed by State and federal law. The Board may choose to change the boundaries of the District from time to time in the manner prescribed by State and federal law. However, a change of the boundaries of the District resulting in an inclusion or exclusion of lands from the district shall not impair or affect the organization of the District, its right in or on the property or any of its rights and privileges.

Section 1. Inclusion of Lands Inclusion of Lands within the District shall be completed under the provisions of ORS 545.057 to ORS 545.091 and the provisions of the U.S. Bureau of Reclamation.

Section 2. Exclusion of Lands Exclusion of land within the District shall be completed under the provisions of ORS 545.097 to 545.126 and the provisions of the U.S. Bureau of Reclamation. Exclusion of lands from the District shall not impair or discharge any contract, obligation, lien or charge for or upon which the district would be liable or chargeable if the change of the boundaries had not been made or if the land had not been excluded from the District. ORS 545.097

ARTICLE 4. MEMBERS AND ELECTORS

Section 1. Members Members of the District shall be those persons owning land within District boundaries that are subject to the charges and assessments of the District.

Section 2. Electors Electors of the District include every person 18 years of age or older, whether a resident of the District or State or not, who is an owner or a purchaser under a recorded contract of purchase of land situated within the District and subject to the incurred charges or assessments of the District. ORS 545.002(3).

Section 3. Voting Rights of Electors (ORS 545.007)

(a) Multiple Ownership If ownership is in estates by the entirety, tenants in common, or in other cases of multiple ownership, only one vote shall be allowed on behalf of all the owners under each multiple ownership. The vote may be cast by any one of the multiple owners. When two or more persons attempt to cast a vote under this paragraph, only the vote of the person who first casts a vote shall be counted. Voting by proxy is not allowed in irrigation district elections.

(b) Corporate Ownerships Any corporation may vote as a single owner of land through any officer or agent when the officer or agent is authorized to vote by the corporation and the written authorization is filed with the Secretary of the District.

(c) General Partnership, etc. Any general partnership, limited partnership or limited liability company may vote as a single owner of land through any general partner, member or agent when the general partner, member or agent is authorized to vote by the entity and written evidence of the authority of the general partner, member or agent is filed with the Secretary of the District.

(d) Representative Ownerships. Any trustee of a trust, guardian, administrator or executor authorized to act as such of a person or estate owning land with the District shall be considered an owner of land for the purposes of the Irrigation District Law, when the owner in fee is not otherwise entitled to vote.

Section 4. Weighted Voting An owner or elector may vote according to the total amount of acreage within the District owned by the owner or elector that is subject to the charges or assessments of the District on the basis of:

- (a) One vote for up to 40 acres
- (b) Two votes for 40 acres or more but not more than 160 acres
- (c) Three votes for more than 160 acres.

Section 5. Termination as Elector One ceases to be an elector if one is no longer an owner of land within the District and subject to the charges or assessments of the District.

ARTICLE 5. DIVISION OF DISTRICT

Section 1. Voting Voting for Directors shall be by Divisions. Each division shall be as nearly equal as practicable in the number of acres that will be subject to the charges or assessments of the district. The divisions shall be numbered one through five. ORS 545.033 (2)

Section 2. Redivision When land is included or excluded in the District, redivision shall be done in the same manner as provided above.

a) When land is included within the District by proceedings under ORS 545.057 to 545.085, and as a result of the inclusion of the land the deviation in acreage is greater than 10 percent, the Board of Directors, not earlier than 30 days after the final order making the inclusion, shall make an order redividing the district.

ORS 545.089 (1)

b) When land is excluded from the District by proceedings under ORS 545.097, 545.099, 545.101, 545.105 or 545.104, and as a result of the exclusion of the land the deviation in acreage is greater than 10 percent, the Board of Directors, not earlier than 30 days after the final order making the exclusion, shall make an order redividing the district.

ORS 545.123 (1)

ARTICLE 6. ELECTIONS

Section 1. Annual Elections An election shall be held on the second Tuesday in November of each year or on the Wednesday following the second Tuesday if the second Tuesday is a holiday. At that time, one or more Directors shall be elected. ORS 545.135. District elections shall be conducted as provided in ORS 545.135 to 545.153.

Section 2. Mail Ballot Elections The Board has adopted a resolution allowing for mail-in elections. Any regular or special election may be conducted by mail as provided in ORS 545.163, unless changed by resolution of the Board.

Section 3. Special Elections A special election may be called by resolution of the Board at any time an election is required or permitted by law. Such election shall be conducted as required by any law providing for the election, and otherwise, as nearly as practicable, as provided in ORS 545.135 to 545.163.

Section 4. Absentee Voting Electors of the District shall be entitled to vote by absentee ballot, in accordance with State law.

ARTICLE 7. DIRECTORS AND MEETINGS

Section 1. Board of Directors The Board of Directors shall manage and conduct the business and affairs of the District. They shall make and execute all necessary contracts, employ and appoint such agents, officers and employees as may be required, and prescribe their duties. They shall establish equitable bylaws, rules and regulations for the administration of the district and for the distribution and use of the water among the landowners. The Board shall generally perform all acts necessary to fully carry out the purpose of the Irrigation District Law. ORS 545.221 (1)

Section 2. Qualifications Directors must be residents of the State of Oregon and an owner, or shareholder of a corporate owner, of land within the District. ORS 545.043.

Section 3. Number and Term of Office The number of Directors constituting the Board of Directors will be five. The term of office of a Director is three years. A Director shall hold office from the organizational in January next following the election and until a successor is elected and qualified. ORS 545.135(1).

Section 4. Organizational Meeting An organizational meeting of the Directors will be held in conjunction with the regular meeting of the District at the regular meeting in January, or at such other time as set by the Board. ORS 545.181(1)(c).

Section 5. Regular Meetings The Directors shall hold regular monthly meetings on the third Wednesday of each month, or at such other time as set by the Directors. Regular monthly meetings shall be held in the office of the District. ORS 545.185.

Section 6. Special Meetings Special meeting of the Directors may be held when ordered by the Chairman or a majority of the Directors. Twenty-four hours notice will be provided in the event of a special meeting.

Section 7. Emergency Meetings Emergency meetings of the Board of Directors may be called by the Secretary/Manager or any Board Chairman when an actual emergency exists. ORS 192.640(3).

Section 8. Executive Sessions The Directors are authorized to meet in executive, or closed session, when authorized under Oregon's Public Meetings Law, ORS 192.660. Such sessions shall be conducted as required by law.

Section 9. Notice of Board of Directors Meetings The Board of Directors sets its monthly meeting dates and time for each year at the organizational meeting in January. Such meetings will be held at the district office, unless notified otherwise. Such notice shall specify the time and place of the meeting and, in the event of a special meeting, the purpose(s) for which the meeting has been called. The notice shall be delivered either by mail or in person. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at the Directors address as it appears on the records of the District, with postage prepaid thereon. Any Directors may waive notice of any meeting. Notice of meetings shall be given to the public as required under ORS 192.640, Oregon's Public Meetings Law.

Section 10. Quorum A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business by the District. However, on all questions requiring a vote there shall be concurrence of a majority of all the Directors.

Section 11. Public Meetings and Records All meetings of the Directors shall be public and all records of the Board of Directors shall be open to public inspection during business hours. ORS 545.185.

Section 12. Vacancies Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors, at any regular monthly meeting or special meeting called for such purpose. A vacancy shall be filled as provided by law. ORS 545.187; 198.320.

Section 13. Election to Fill Vacancy If a vacancy in the Board occurs less than 35 days before a regular annual director election, the vacancy shall be filled at the next regular annual director election.

Section 14. Recall of Directors A Director may be removed from office only by recall as provided in ORS 545.189 and 198.410 to 198.440.

Section 15. Telephonic/Electronic Meeting Subject to compliance with Oregon's Public Meetings Law, any meeting of the Board may be accomplished in whole or in part by telephonic conference call or other electronic communication. ORS 192.670(1).

ARTICLE 8. OFFICERS

Section 1. Officers The District shall have the following officers: a Chairman, a Vice-Chairman, and a Secretary. Such officers who are elected or appointed by the Board shall have such authority and perform such duties as are designated from time to time by the Board. The same person may not hold more than one office.

Section 2. Election and Term of Office The Board of Directors shall elect a Chairman and a Vice-Chairman from their number and shall appoint a Secretary of the District on an annual basis at the organizational meeting of the Board, or as soon thereafter as practicable. Each officer shall hold office until such officer's successor shall be elected or appointed.

Section 3. Vacancies Any office of the District which becomes vacant prior to expiration of the normal term thereof for any reason, including resignation, removal, disqualification or death, may be filled by the Board for the unexpired portion of such normal term or until the next regular election, which ever comes first.

Section 4. Removal of Officers The Board of Directors may remove any officer of the District at any time, provided they determine that such removal is in the best interests of the District.

Section 5. Duties

a) Chairman The Chairman of the District shall preside at all meetings of the Board of Directors of the District. The Chairman may sign, together with the Secretary-Manager, or any other officer designated by the District, any contract, deed, mortgage, evidence of indebtedness or other document authorized to be executed by the Board of Directors, except where the Board of Directors, these Bylaws or applicable law has authorized execution by other parties. To the extent permitted by applicable law and these Bylaws, the Chairman shall have all powers and perform all duties incident to the Office of Chairman, or as otherwise designated by the Board.

b) Vice Chairman In the absence of the Chairman, the Vice-Chairman shall act in place of the Chairman and possess all the authority, powers and duties of the Chairman during such time. To the extent permitted by applicable law and these Bylaws, the Vice-Chairman shall have all powers and perform all duties incident to the Office of Vice-Chairman, or as otherwise designated by the Board.

c) Secretary The Secretary shall keep the minutes of all meetings of the District and the Board and provide appropriate individuals with notice of such meetings; act as custodian of the corporate records and corporate seal; execute documents on behalf of the District as provided by these Bylaws, by authority of the Board or applicable law.

The Secretary shall collect all charges and assessments of the District; shall be responsible for preservation and maintenance of all funds, securities and related items of the District, and shall maintain full and complete books of account with respect thereto.

The Secretary shall deposit funds of the District in such banks or other depositories and in such manner as is provided in these Bylaws, as directed by the Board, or as required by law.

The Secretary shall cause an annual audit of the District's financial records to be conducted, presented to the Board of Directors and filed with the Secretary of State.

The Secretary shall perform all duties and functions of Secretary in the conduct of District Elections as provided by law.

To the extent permitted or required by applicable law and these Bylaws, the Secretary shall have all powers and perform all duties incident to the Office of Secretary, or as otherwise designated by the Board.

Section 6. Bond Requirements Before handling or receiving any funds or collecting any charges or assessments, the Secretary of the District shall obtain a good and sufficient surety bond by an authorized surety company, in an amount that the Board may determine. The cost of the bond shall be paid by the District. (ORS 545.498)

ARTICLE 9. DISTRICT MANAGER

Section 1. Employment of Manager The Board shall employ a full time Manager of the District. The Manager shall act as Secretary to the Board of Directors.

Section 2. Duties of Manager The Manager shall supervise the business and affairs of the District and shall perform such duties and have such powers and authority as shall be prescribed from time to time by the Board

ARTICLE 10. COLLECTION OF INCURRED CHARGES

Section 1. Collection The Board of Directors, by resolution, provides for the billing and collection of incurred charges of the District in the manner provided in ORS 545.482 to 545.508.

Section 2. Mailing The bills are mailed annually to the last known address of landowners of lands subject to the incurred charges, as evidenced by the District records and Morrow or Umatilla County records.

Section 3. Due Dates The bills are due in two payments. The first half is due by April 15 of each year and the second half is due by July 15 of each year. The Board may change the due date from time to time with proper notice provided to the landowners.

Section 4. Delinquency If any incurred charge remains unpaid at the time of the due date of the incurred charge, the Secretary of the District may file a notice of claim of lien with the recording officer of the county of each county in which the land is situated. The notice of claim of lien shall be in the manner described in ORS 545.494.

Section 5. Foreclosure At any time after the date of delinquency date fixed by resolution and upon the filing of the notice of claim of lien under ORS 545.494, the Board by resolution may direct that all delinquent incurred charges then unpaid shall be foreclosed by the District. Foreclosure shall follow ORS 545.502 to 545.506.

ARTICLE 11. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts The Board may authorize any Director, officer, manager, or agents of the District, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the District, and such authority may be general or confined to specific instances.

Section 2. Checks, Other Instruments All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the District, shall be signed by such Director, officer, manager or agents of the District and in such manner as shall be designated by the Board from time to time. In the absence of such designation, such instruments shall be signed by the Chairman, Vice-Chairman and/or the Secretary of the District.

Section 3. Deposits All funds of the District shall be deposited from time to time to the credit of the District in such banks, trust companies or other depositories as the Board may select. Where required by law, as with payments for bonded or contractual indebtedness, deposits shall be made to designated accounts.

ARTICLE 12. BOOKS AND RECORDS

The District shall keep and maintain books and records of account, minutes of all meetings of the Board, and shall keep at its principal office a record giving the names of the owners of lands subject to the incurred charges and assessments of the District. In addition, the District shall keep and maintain, and make available for inspection, such records as may be required by federal and state law. Any books and records of the District, not subject to exclusion under Oregon's Public Records law, shall be open to public inspection during business hours. ORS 545.185; 192.410 to 192.505. All requests for copies of public records must be submitted in writing to the District Manager. The District will charge employee time and material fees for public information requests.

ARTICLE 13. FISCAL YEAR

The fiscal year of the District shall be from January 1st to December 31st.

ARTICLE 14. AMENDMENT TO BYLAWS

These Bylaws may be amended, or repealed and new Bylaws adopted, by a majority of the Board at any regular annual meeting thereof, or at any duly noticed and constituted meeting thereof.

IN WITNESS WHEREOF, the undersigned hereby certifies that these Bylaws of the West Extension Irrigation District were adopted at a duly constituted meeting of the Board of Directors held on Wednesday, February 16, 2005. Directors in attendance were:

John Martin, Director Division One

Douglas Strebin, Director Division Two

Max Hellberg, Director Division Three

Heather Forsythe, Director Division Four & Vice-Chairman, Board of Directors

Dalarie Philippi, Director Division Five & Chairman, Board of Directors

Beverly J. Bridgewater
Manager/Secretary, Board of Directors