

2005
AMENDED BY-LAWS
for
SANTIAM WATER CONTROL DISTRICT
As revised

ARTICLE 1. OFFICES

The Santiam Water Control District shall have a principal office which shall be located at 284 E. Water Street, Stayton, Marion County, Oregon. The address of the principal office may be changed from time to time by the Board of Directors.

ARTICLE 2. ELECTORS

- Section 1. A "Qualified Voter" is an elector who is registered to vote in the district. (ORS 553.035(3))
Section 2. Directors shall be owners, stockholder of a corporation or partners within a partnership of land within the District subject to current charges and assessments of the District. (ORS 553.210) However, the Directors need not reside within the District.
Section 3. Elections: District Directors shall be elected in accordance with Oregon State Law.

ARTICLE 3. MEETINGS

- Section 1. Board Meetings.
A. Monthly Board meetings will be held on the second Monday of every month.
B. Special Board sessions may be called at any time by the President or two Directors of the Board.

ARTICLE 4. BOARD OF DIRECTORS

- Section 1. General Powers. The Board of Directors shall:
- 1) Set policy for the Management of the affairs of the district.
 - 2) Adopt a Seal.
 - 3) Make and execute all necessary contracts.
 - 4) Employ and appoint such agents, officers, and employees as may be required, and prescribe their duties and fix their compensation.
 - A. Employ a qualified Attorney for legal advice and guidance to the District.
 - B. Employ a qualified Auditor to make an independent audit of the District's books each year in accordance with the State Law.
 - C. Appoint a Secretary-Treasurer.
 - a. He will be delegated specific responsibilities with adequate authority to carry them out.
 - b. Fix his compensation.
 - c. Establish other needed positions to assist him.
 - 5) Establish reasonable rules and regulations for the administration of the affairs of the district.
 - 6) Withhold deliveries of water to lands upon which there are delinquent charges or assessments.
 - 7) Impose charges or levy assessments for special benefits and apportion the same among the lands, or owners or occupants of the lands within the district liable therefore as provided in this chapter.
 - 8) Acquire water rights for the purposes of the district or sub district and the lands served thereby.
 - 9) Establish and maintain funds and accounts for the funds of the district and of any sub district

with in the district.

1. Approve all expenditures.
- 10) Fix the location of the principal office of the district at some convenient place.
- 11) Keep a record of all the proceedings of the board.
- 12) Furnish a record book to the county clerk of each county in which lands within the district are located, in which shall be recorded all contracts, orders, levying assessments and creating sub districts, and other documents required by law to be recorded.
- 13) Levy special assessments as provided in ORS 553.510 and set charges, fees and tolls for use of services and facilities made available by the district or sub district.
- 14) Issue notes, bonds, and other evidence of indebtedness incurred in connection with the construction, acquisition, improvement, or operation and maintenance of works authorized by this chapter.
- 15) Be responsible for the District and all Sub-Districts.
- 16) Elect a President and Vice-President.
- 17) Perform any other power authorized to it by law.

Section 2. Number, Tenure and Qualifications.

The Directors shall be seven in number. Each Director shall qualify by subscribing to an oath of office.

Section 3. Compensation.

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

Section 4. Removal.

An officer elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interest of the Water Control District would be serviced thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors until the next election.

Section 6. The Board shall establish effective controls for appraising District operations:

- A. Require periodic reports from the Sec/Treas. to reflect how operations are progressing and to determine where changes in procedures are needed.
- B. Review monthly Financial Statements to determine progress of collections and expenditures in relation to the budget.
- C. Participate in periodic examination of storage and distribution facilities to determine the adequacy of maintenance standards and operating procedures.
- D. Participate in area wide field tours and conferences in search of technical advances and improvements in operating and maintenance procedures.

Section 7. Board of Director Code of Ethics:

- A. Each Director upon his election will take the official oath of office in which he swears to uphold the Constitution of the United States and the laws of Oregon.
- B. Each Director will make an honest effort to attend every regular and special meeting called by the President.
- C. In consideration of matters that come before the Board, each Director will at all times give primary importance to the over-all good of the District rather than a purely personal point of view.
- D. Each Director is reminded that his only authority in District affairs exists in duly called Board meetings.
- E. No Director will use his membership on the Board of Directors as a lever to obtain

- F. special privileges from District employees.
- F. An individual Board member may disagree with a policy or action adopted by majority vote of the Board, but he should support such policy or action as being the considered judgment of the entire Board.
- G. A director shall not exercise the authority delegated to the Secretary-Treasurer.
- H. The Board shall share with the Secretary-Treasurer in the responsibility for the end results of any action involved in a decision, should it direct him to make a specific managerial decision.

Section 8. Election of President and Vice-President.

- A. At the first meeting of the Board of Directors in July of odd-numbered years, following the taking of the oath of office by newly-elected Directors, the Board shall elect a President and a Vice-President, who shall take office immediately upon election.
- B. The President and the Vice-President shall each service 2 year terms.
- C. If the office of President is vacated before the term expires, the Vice-President shall assume the office and duties of President for the remainder of the unexpired term.
- D. If the office of Vice-President is vacated before the term expires, the Board shall elect a new Vice-President to serve the remainder of the unexpired term.

ARTICLE 5. PRESIDENT

President. The President shall be the principal executive officer of the Water Control District. He shall preside at all meetings of the electors and of the Board of Directors. He shall sign, with the Secretary-Treasurer all instruments which the Board has authorized to be executed, except in cases where the execution thereof shall be expressly delegated by the Board, or by these by-laws, or by statute, to some other officer or agent of the District; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

ARTICLE 6. VICE PRESIDENT

Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE 7. SECRETARY-TREASURER

Section 1. The Secretary-Treasurer is the administrator for the Board of Directors and is responsible for carrying out duties delegated by the Board of Directors.

Section 2. The Secretary-Treasurer is also the manager of the district and all sub-districts and is responsible for:

- A. The formulation of current and long range plans to improve the system.
- B. Periodically review all activities of the District and recommend to the Board of Directors changes and improvements to the District.
- C. Purchase of supplies, materials and repairs for operation, maintenance and betterment of the District facilities.
- D. Administering the policies adopted by the Board.
- E. Delegation of responsibility to key personnel in order to obtain satisfactory performance of District employees.
- F. Advise the Board in establishment of personnel salary scales, rules and regulations.
- G. Employ, supervise and, terminate employees and prescribe their duties.
- H. Acquire adequate bonds for officers, directors, agents and employees of the District.

ARTICLE 8. GENERAL PROVISIONS

Section 1. Contracts. The Board of Directors authorizes the President and the Secretary-Treasurer of the District, to enter into contracts, execute and deliver instruments in the name, and on behalf, of the District, as the Board of Directors may authorize.

Section 2. Checks, and Evidences of Indebtedness. All checks, drafts, or orders for the payments of money, notes, or other evidences of indebtedness issued in the name of the District, shall be signed by the President or Vice-President and countersigned by the Secretary-Treasurer of the District. In the event that the Secretary – Treasurer is not available, these instruments may be signed by the President or Vice President and countersigned by any other board member.

Section 3. Deposits. All funds of the District shall be deposited as received to the credit of the District in such banks, or other depositories as the Board of Directors may select.

Section 4. Books and Records. The Secretary-Treasurer shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of meeting of land-owners, the Board of Directors, and committees established by the Board of Directors. All books and records of the District may be inspected by any member, his agent or attorney for any proper purpose at any reasonable time.

Section 5. Prepare an operating budget for approval by the Board of Directors and administer the approved budget.

Section 6. Expenditure Limit. The Secretary-Treasurer will not spend more than \$1,000 for equipment and facilities without the approval of the Board of Directors.

ARTICLE 9. BY-LAWS AMENDMENT PROCEDURE

Following the adoption of this Article, any amendment, revision, deletion, or addition to these by-laws will take effect and be incorporated herein only after each of the following has been compiled with:

- A) The proposed amendment or other change must be read at 2 duly held meetings of the Board of Directors at which a quorum is present, and be approved by two-thirds the Directors present at each meeting, but not less than four
- B) Second reading and approval will only be valid if:
 - 1) A written copy of the proposed amendment or other change, containing the precise language of the change, was mailed to each Director prior to the meeting at which second reading and approval occur, and
 - 2) The second reading appears as an agenda item on the meeting notice.
- C) If upon second reading, the Board elects to modify the language of the amendment or other change from that which was approved at first reading, the resulting new language shall be considered to have received first reading approval only, and is still subject to a second reading at a later meeting.

1. FIRST AMENDMENT - Committees.

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

2. SECOND AMENDMENT - Employment Policy

Section 1. Positions

- A. Secretary-Treasurer (Manager)
 - 1. Is appointed by the Board of Directors.
 - 2. Is the chief administrative officer of the District.
 - 3. Is responsible for all of the functions of the District and sub-district delegated by

- the Board.
- 4. Shall employ competent personnel to fill positions created by the Board of Directors.
- 5. Is responsible for hiring temporary personnel.

B. District Field Superintendent

- 1. This position is created by the board of Directors, filled by the Secretary-Treasurer, and is primarily responsible to him for the performance of assignments.
- 2. Is responsible for overseeing and coordinating field operations under direction of the Secretary-Treasurer.
- 3. Is responsible for assigning specific tasks to and supervising the work of the crew chiefs.
- 4. Is responsible for the coordination of field work and land-owner contacts necessary to complete the field work.
- 5. Is responsible for the proper operation and maintenance of District Equipment.

Section 2. Work Time

- A. The Districts "work year" is from January 1 to December 31, based on a 40 hour week for 52 week a year.
- B. Normal Working days are from 8:00 am to 4:30 pm with 30 minutes off for lunch and one 15 minute work "break" morning and afternoon. Minor adjustments to the start time and the lunch period may be made with the approval of the Secretary-Treasurer.
- C. Compensatory Time
 - 1. Extra time hours accumulated by exempt full time employees shall be taken off during the off season and at the convenience of the District.(you must pay overtime to non-exempt employees)
 - 2. Any compensatory time over 40 hours will not carry over after April 1 of each year.
 - 3. The maximum compensatory time that can be accumulated is 240 hours.

Section 3. Annual Leave

- A. Employees with less than 3 years employment with the District will accumulate five days of annual leave earned at the rate of 3.33 hours for each 30 days of successfully completed employment, and employees with 3 or more years employment with the District will accumulate 7-1/2 days of annual leave, for each six months of successfully completed work for the District. Upon the termination from District employment, an employee's accrued annual leave will be calculated to the nearest hour, and will be paid to the employee, up to 20 days or 160 hours. The maximum accumulated annual leave which may be carried over from one year to the next is 160 hours or 20 days.
- B. Annual leave is to be taken upon the approval of the Secretary-Treasurer. It is expected that all employees who have earned more than ten days leave annually will take at least 50% of their accumulated leave during the off season. Every effort will be made to see that all employees who have accumulated vacation time will be given an opportunity to take five days off during the months of June, July, and August, provided that the District workload is considered to be normal or average. This will be determined by the Secretary-Treasurer.
- C. Sick Leave
 - 1. Sick leave time will be earned by all employees of the District who have successfully completed six months of satisfactory performance with the District.
 - 2. Sick leave earning schedule is as follows:
 - a. Six days annually will be earned at the rate of 1/2 day per month. There will be no limit to the number of hours an employee may accumulate to his sick leave credit.
 - b. Sick leave is intended to be an insurance against loss of pay because of illness or of accidents, and is therefore, not to be used indiscriminately by

the employee. Its use must be confirmed and approved by the Secretary-Treasurer. It is not payable upon termination of employment.

Section 4. Legal Holidays. There are six recognized holidays to be observed by the District and they are considered as days worked unless they fall on Saturday or Sunday. If these legal holidays should fall on a Saturday or Sunday, the day prior to the Saturday holiday or the day following a Sunday holiday, shall be considered a day off. These holidays are: New Year's Day, Memorial Day, Fourth of July, Labor Day, Thanksgiving day, and Christmas Day.

Section 5. Pay Period. The District's pay is semimonthly.

Section 6. Earnings Records.

- A. The District maintains for each employee a complete and accurate record of hours worked, hours of annual and sick leave earned, wages earned, wages paid, and leave used. These records are subject to review during the annual audit of the District's accounts by a CPA.
- B. Payroll deductions include Federal and State withholdings, social security taxes, and such others as are authorized by law or by the employee.

Section 7. Nepotism and Employment of Members of a Family.

It is the policy of the Board of Directors that the Secretary-Treasurer shall not employ any member of his own family, members of a Board of Director's family, or any member of an employee's family for more than two weeks without the consent of the Board.

Section 8. Private Vehicle Mileage.

Employees using their private vehicles on District business which has been approved by the Secretary-Treasurer, are reimbursed monthly for the mileage driven at a rate set by the Board of Directors.

Section 9. Purchases of Supplies, Repairs, etc., for the District.

Although the District does not adhere strictly to purchase order methods, all purchases must be directly authorized by the Secretary-Treasurer. The invoices must be marked to show where the item is to be used, and signed by the person getting the material. The invoice copies or tickets must be turned into the office without delay.

Section 10. All Employees need to maintain valid current driver's license.

Section 11. Dismissal, Lay-Off, or Voluntary Termination of Employment.

- A. Employees are expected to give two weeks advance notice if they decide to terminate their employment with the District.
- B. Employees may be subject to dismissal or lay-off without pay, by the Secretary-Treasurer or by action of the Board of Directors, for the following reasons:
 1. Incompetence.
 2. Disregard for authority, and the willful failure to follow orders.
 3. Abuse of District property.
 4. Deceit or falsification of reports or records.
 5. Intoxication or drinking on the job.
 6. Abuse of sick leave privilege.
 7. Theft.
 8. Continued tardiness.
 9. Conducting District business with other than authorized persons.
 10. Other.

3. THIRD AMENDMENT - Equipment Policy

Section 1. Purpose. The District owns and operates equipment for the primary purpose of operating and maintaining the irrigation Sub-District. When the equipment is not being used for the district, the district, at the discretion of the Manager, may make it available to landowners on a rental basis.

Section 2. Equipment Operators. Only employees of the District are authorized to operate District equipment.

Section 3. Rules and Regulations Governing Charges and Operation of Equipment

- A. The Secretary-Treasurer is authorized to charge up to 25% more for work done outside of the District.
- B. The Secretary-Treasurer is allowed to make an additional charge for equipment operating under adverse conditions.
- C. There will be a minimum charge for two hours on all District equipment, except when work is done in conjunction with, and at the same site as, an ongoing District project.
- D. Travel time will be charged at least one way for work done in the District.
- E. There will be no charge for digging pumping sites or annually cleaning pumping sites as long as such work is at the convenience of the District.
- F. In the event there is a question concerning operator or equipment efficiency, the Secretary-Treasurer may set the charge on a yardage basis or such other rate as he might deem equitable.

4. FOURTH AMENDMENT – Operation Objectives

Operation objectives of the Santiam Water Control District are to acquire, purchase, construct, improve, operate, and maintain irrigation, drainage, and flood and surface water control works in order to prevent damage and destruction of life and property to flood, to improve the agricultural and other uses of the lands and to improve public health, welfare and safety. The secondary purpose of the district is the delivery of domestic, municipal and industrial water, recreation, wildlife, fish life and water quality enhancement. Subsidiary objectives in the administration of District affairs shall be as follows:

- 1. To provide, maintain, and protect appropriate agricultural drainage for lands within the District. The maintenance obligation of the District shall be restricted to drains having legal right-of-ways or easements to either the United States or the Santiam Water Control District, or such other drainage systems as may be specifically designated in writing by the Board of Directors.
- 2. To manage plant and animal pests on District right-of-ways and property.
- 3. To promote conservation of water and soil within the District.
- 4. To provide adequate financial and administrative capabilities for the efficient and economical operation of the District.
- 5. To keep the public informed, and defend the District from actions that would diminish its effectiveness and function.
- 6. To represent its water users before governmental agencies, the legislature, Congress, and in such other forums as appropriate for the perfection and protection of their water rights.

C. OPERATIONAL PROCEDURES

1. Water Delivery and General Service.

- a. Guidelines for District water users shall designate, in general, the points at which the District will make water deliveries for the use and benefit of member users at District expense. Water deliveries so made shall be a full and complete discharge of District's obligation of water deliveries to member users.
- b. The District shall deliver water to land owners within the District on demand, subject to the other provisions of bylaws.

- c. In time of short water supply due to over demand on certain sections of the delivery system or other causes, water delivery will be based upon a rotational use system among water users. The Manager shall have direct supervisory responsibility for organizing and implementing a system of apportioning water. (such as a conservation plan) Water users may appeal decisions of the Manager to a hearing before the Board of Directors.
- d. The District reserves the right to stop delivery of water any time a water user is allowing waste. The District may also suspend or defer delivery to fields that are not properly ditched or checked up to make efficient use of water ordered. The District will cooperate with law enforcement or other agencies who request suspension of water deliveries if sufficient cause is presented to justify such action in the general interest of the community.
- e. No one shall be permitted to take water, or turn water off without authorization. Pumped delivery shall be governed by the same applicable rules and regulations as gravity delivery. Water users shall not adjust nor regulate check, turnouts, spills, or other facilities without specific permission from the responsible District representative.
- f. Each parcel of land within the District shall be charged for specific irrigable acreage. Use of District water, whether by gravity or sprinkler, shall be limited to the recognized irrigable acreage. Delivery of water shall be immediately suspended for any parcel upon which unauthorized acreage is being irrigated.
- g. The Board or Manager may authorize a District employee to shut off turnouts or pumps in matters concerning subsections (d), (e), and (f).
- h. All drain discharges must be made into the water area of the receiving drain. Each water user will be responsible for the quality of his drain discharges. Anyone placing unauthorized material or creating a silt blockage in a drain or lateral through improper drainage, or pump placement, or other cause, shall be responsible for cost of maintenance, repair, and/or correction by the District.
- i. By special arrangement with the District, stock grazing may be allowed on right of ways. Damage, however, to ditch or drain profiles may be repaired at the land owner's expense. Gates meeting District specifications will be required on traveled ditch banks that are fenced for private use. Gates not meeting specifications may be removed or replaced with gates by District personnel at the owner's expense.
- j. The use and removal of excavated materials placed on right-of-ways in the construction or maintenance of District facilities is reserved exclusively for the District. No land owner or water user may remove or take any excavated material from its original location without express written consent from the District.
- l. The District shall withhold delivery of water, unless otherwise approved by the Board of Directors, from any tract of land until all charges and fees against that parcel have been paid in full.

2. Banking Procedures.

- a. The District shall maintain such banking and investment accounts as the Board of Directors deems appropriate. All such accounts shall conform to the requirements of Oregon law for the deposit and investment of public funds. A Resolution of the Board of Directors approving an account shall remain effective until revoked by the Board of Directors.
- b. The President and Vice President, the District's Manager, are authorized and empowered to make deposits and withdrawals from each account. All withdrawals shall require the signatures of two of the people authorized to make withdrawals. The

District's Manager is authorized to certify to each financial institution the signatures of the authorized signatories.

- c. All deposits and withdrawals shall be made in writing and copies shall be maintained in the District's records for not less than ten years.
- d. All vouchers supporting all withdrawals from each account for the prior month shall be reviewed and confirmed by the Board of Directors at the following monthly meeting.
- e. The District may maintain one or more bank safe deposit boxes. The Manager of the District shall maintain an inventory of the contents of each such box in the District office. The District's Manager, Office Manager, and attorney are authorized to enter into the bank safe deposit box(es).

3. Public Contracting Provisions.

- a. The Board of Directors has designated itself as the local contract review board for the District.
- b. The Board of Directors has adopted policies and procedures governing the purchase of supplies, material, and equipment for the District and the award of public contracts by the District. The Board may amend, waive, or suspend any such policy or procedure as it may, in its sole discretion, deem appropriate under the circumstances then existing.