

BYLAWS

The West Great Falls Flood Control and Drainage District

ARTICLE I.

Section 1. Name: West Great Falls Flood Control and Drainage District or WGFFCDD or District.

ARTICLE II.

PURPOSE

Pursuant to Montana Statute / Montana Code Annotated / MCA
MCA Title 85 Water Use, Chapter 8 Drainage Districts.

Mission Statement

The WGFFCDD was created by the Montana Eighth Judicial District Court (Court) to cooperate with the Federal government for construction, preservation, protection, and keeping in repair the (west) Great Falls, Montana Flood Protection Project (Project). By Agreement with the Federal government, the WGFFCDD serves as the non-Federal Local Sponsor for the Project designed, engineered, constructed, and annually inspected by the U.S. Army Corps of Engineers (Corps). The mission of the WGFFCDD is to operate and maintain the Project in accordance with Corps rules, regulations, guidelines, annual inspections, etc. and to operate the District "...at all times under the control or direction of the court or presiding judge..." MCA 85-8-314(1).

ARTICLE III.

WGFFCDD Business Office and Work Session Location – presently the work sessions are held at 617 10th Avenue South.

Section 1. Business Office

PO Box 356, Great Falls, Mt 59403; the WGFFCDD Board of Commissioners may, from time to time, designate a physical address if required.

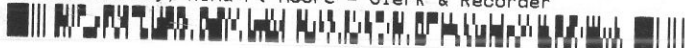
Section 2. Regular Meetings

WGFFCDD shall hold regular meetings at the designation provided, however, the commissioners may adjourn to other meeting places. Regular meetings shall be held on the first Tuesday of each month at 7:00 p.m.

ARTICLE IV.

BOARD OF COMMISSIONERS

Section 1. Composition of WGFFCDD Board of Commissioners



WGFFCDD is composed of three (3) commissioner divisions. Each Commissioner represents his/her commissioner division within the District: Commissioner Divisions A, B & C.

Section 2. Term of Office

A commissioner's elected term is three (3) years, or until a successor is elected or appointed.

Section 3. Bonding

The Board, at the District's expense, will provide a Public Official bond for each commissioner in accordance with MCA 85-8-308 (1)(b).

Section 4. Vacancies

Any Commissioner who is unable to fulfill his/her three-year term of office on the WGFFCDD Board of Commissioners shall notify the Board President. The commissioner will inform the board of his/her intentions to vacate the position. The remaining Board members shall elect another commissioner as soon as possible to complete the departing commissioner's term of office in accordance with MCA 85-8-307.

Section 5. Compensation

Pursuant to 85-8-314(1) "The commissioners must receive for their services compensation that the court or presiding judge may determine. They must also receive their actual reasonable expenses. They are at all times under the control or direction of the court or presiding judge..." At the Annual Meeting, the Board of Commissioners will determine a stipend to be paid for regular meetings and work performed in the duty as commissioner. Mileage will be reimbursed at a rate consistent with the current IRS business mileage rate. At no time will this rate exceed the amount allowed under current Montana State Statute. The compensation of commissioners for meetings and for performance of other necessary duties may not exceed \$125.00 a day. *Commissioners are entitled to reimbursement for traveling and other necessary expenses incurred in the performance of official duties.*

Section 6. Submission of Commissioners' Expenses

A claim form shall be filled out by each commissioner and submitted to the WGFFCDD office to be processed and approved in the same manner as other claims.

Section 7. Requests for Payment

(a) All invoices and requests for payment shall be sent to the Board. No payment of invoices submitted to the Board shall occur without a majority vote of the commissioners approving the expenditure.

(b) Claim forms for payment will be either in the form of an invoice or a commissioner Reimbursement for Expenses/per diem form. Invoices must show date, type of work and amount. Commissioners must submit a receipt for reimbursable expenses.

(c) Each original invoice or request for payment shall be available at the Board Meeting for review by the Commissioners. The Commissioners shall direct the Administrator to prepare a list of the bills to be paid by type and class, to be incorporated in the Minutes of the regular monthly meeting.

Section 8. District Liability Insurance

(a) WGFFCDD shall maintain a public officials' liability insurance policy to protect the commissioners from lawsuits brought about by the performance of their duties as commissioners for the District and a Commercial General Liability insurance policy to protect the District. WGFFCDD shall pay the full initial policy premium as well as any deductible amounts provided for by the policies.

Section 9. Attendance

Commissioners are expected to attend meetings of the Board of Commissioners.

A commissioner's failure to physically attend two (2) consecutive meetings, or exhibits a pattern of failing to attend multiple meetings, may be reported, at the Board's discretion, to the District Court having jurisdiction.

Section 10. Conflicts of Interest

MCA 85-8-362 "The commissioners may not, during their term of office, be interested, directly or indirectly, in any contract...or other work in the drainage district...."

Any commissioner with any direct or indirect conflict of interest on any matter before the Board shall so state and recuse himself/herself from any formal or informal vote on said matter.

ARTICLE V.

OFFICERS

Section 1. Election of Officers

i. The following officers shall be elected each calendar year or before the first regularly scheduled meeting in May following the annual commissioner election: President and Secretary. The secretary may or may not be a member of the board. The term is for one-year unless re-elected. In the event an officer cannot complete his or her term of office, the Board will immediately elect from among its members an individual who will complete the unexpired portion of the term.

ii. The Administrator will be a Board appointed position.

Section 2. Duties of Officers

(a) The Board President shall:

i. Chair all meetings of monthly work sessions;

ii. Sign all contracts;

iii. Delegate responsibilities to commissioners;

iv. Direct the District's Administrator;

v. Give direction to vendors and contracted services at any time after consultation with the Board;

vi. Have such other powers and perform such other duties as the Board may from time to time prescribe.

(b) The Secretary shall:

i. Be responsible for preparation of the minutes;

ii. Be responsible for retention of files;

iii. Certify levies, records, and proceedings of the District;

iv. Reconcile the County Treasurer's monthly financial reports;

v. Give an oral report on the financial status of the District at each regular monthly meeting;

vi. Be responsible for maintaining accurate and current information for all WGFFCDD financial accounts.

Section 3. Delegation of Secretary Duties

The Board may approve delegation of any duty of the Secretary to the District's Administrator or other District staff member. The Administrator or other staff member will only have authority to act as directed by the Board.

ARTICLE VI.

MEETINGS OF WGFFCDD BOARD OF COMMISSIONERS

Section 1. Regular Set Meetings

The commissioners shall have regular meetings on the first Tuesday of each month; said meetings shall be noticed as legally required.

Section 2. Special Meetings

Special meetings to conduct the business of the WGFFCDD may be held as the commissioners may deem necessary, and shall be noticed as legally required.

Section 3. Public Hearings

Public hearings and meetings of the WGFFCDD shall be conducted pursuant to State Statute or any other provision requiring a public hearing.

Section 4. Quorum

A quorum shall consist of any two (2) commissioners present. No meeting shall be opened without a quorum. MCA 85-8-308(2) "A majority shall constitute a quorum, and a concurrence of a majority in any matter within their duties is sufficient to its determination."

Section 5. Notice of Meetings

Notice of meetings other than regular monthly meetings shall be posted and/or mailed as required by Montana Statutes.

Section 6. Call of Meetings

Special meetings may be called by any commissioner. Any commissioner may cause the secretary to issue a call for a meeting, provided that the secretary shall cause written notice of said meeting to be emailed to each commissioner at least four (4) days before the meeting. The four-day written notice may be waived by any commissioner either before or after the meeting to which notice was given. A special meeting may be called by any commissioner at any regular meeting.

Section 7. Conduct of Meetings

- (a) Meetings shall be presided over by the Board President.
- (b) In the absence of the President, the next senior commissioner shall chair the meeting.
- (c) The meetings of commissioners shall be open public meetings, unless closed under the authority of Montana statutes, and the Board President may call upon other persons to speak on any question before the commissioners.
- (d) Any commissioner may require the Board President to call upon other persons to speak on any question before the commissioners.
- (e) The Board President may refuse to recognize any person who has already spoken twice on any single question until other persons have been heard.
- (f) The meetings of the commissioners shall be informal but questions of the parliamentary procedure shall be resolved by application of Robert's Rules of Parliamentary Law, Newly Revised Edition.
- (g) The Board President may appoint a parliamentarian who may be one of the commissioners or the attorney for the District. The function of the parliamentarian is to advise the Board President at his or her request.
- (h) At a regular meeting anything can be considered that may properly be brought before the commissioners.

Section 8. Minutes

(a) The format for the minutes shall take the form of one (1) paragraph for each subject matter and should show all main motions and the wording in which each motion was adopted or otherwise disposed of (with the facts as to how the motion may have been debated or amended before disposition being mentioned parenthetically). MCA 85-8-311 "the commissioners ... shall keep full, accurate, and true minutes of all their proceedings."

(b) Minutes shall be distributed at least 5 days prior to the next regular meeting, and shall normally be read and approved at the beginning of the next regular meeting after the call to order.

(c) Special meeting minutes, unless written as a separate set of minutes, shall be included in the minutes of the next regular meeting.

(d) Corrections, if any, and approval of the minutes shall be done by majority consent.

(e) By majority vote, the reading of the minutes can be dispensed with, provided the minutes were written and made available to the commissioners for their review. Approval of the minutes by majority vote shall take place prior to any subsequent meeting minutes being read or approved.

Section 9. Annual Meeting

The annual meeting of the WGFFCDD will be held at the regular meeting in May of each year. At the annual meeting the commissioners will elect Board officers for the term of one year. The commissioners will proceed to elect among themselves the following officers: President and Secretary. In addition to the election of officers, on a bi-annual basis, the commissioners shall appoint or re-appoint for the ensuing two (2) year period a consulting engineer, legal counsel, and such other professional assistance as the District may require. The County Treasurer shall be the custodian of all funds belonging to the District (MCA 85-8-312)

ARTICLE VII.

MISCELLANEOUS

Section 1. Rules and Regulations

The WGFFCDD will operate in accordance with Montana Code Annotated (MCA) Title 85. Water Use, Chapter 8. Drainage Districts, Part 3. Organization and Operation

Section 2. Administrator

The administrator will ensure bonding for each commissioner and keep the liability & officers and directors insurances up to date.

Section 3. Fiscal Year

The fiscal year of the WGFFCDD is July 1 to June 30.

Section 4. Annual Court Reports

An annual court report and newsletter shall be prepared by the Administrator and shall be approved for submission pursuant to MCA, upon a majority vote of the commissioners.

i. MCA 85-8-304 requires a statement-Results of Election be filed with the court and entered in the minutes of the Board.

ii. MCA 85-8-308 (1) (a) requires a commissioner's oath.

iii. MCA 85-8-313 requires an annual financial report be filed with the court.

iv. MCA 85-8-368 requires a Commissioners' annual report be filed with the court.

Section 5. Audit of Accounts

The commissioners may cause, at District expense, an audit of the books and accounts of the District at any time.

ARTICLE VIII:

AMENDMENT TO BYLAWS

Section 1. Adoption and Revision

These Bylaws may be adopted by affirmative vote of two (2) of the commissioners.

Revised/Dated 3 / 7 /2017

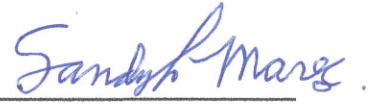
West Great Falls Flood Control and Drainage District Board of Commissioners:



Daniel D. Kleinjan
President



Eric Bailey
Commissioner



Sandy Jo Mares
Secretary