

**By-Laws
Of
Baggs Solid Waste Disposal District**

ARTICLE I

The name of this organization shall be the Baggs Solid Waste Disposal District, hereinafter referred to as the "District" and the District shall be run by a Board.

ARTICLE II

The overall mission of the District shall be to provide waste and recycling disposal to members within its District boundaries pursuant to the applicable provisions under Wyoming law. The District shall also be responsible for the day-to-day operation of the Baggs Solid Waste landfill.

ARTICLE III

Regulations

The regulation of the business and conduct of the affairs of the Board shall be determined and governed by Robert's Rules of Order, these By-laws and by additional rules of procedure as may be lawfully adopted from time to time.

ARTICLE IV

Appointment

Section 1. The Board of Carbon County Commissioners shall appoint not less than three (3) and no more than nine (9) residents of the District to constitute the Governing Board of the District.

Section 2. The Members of the Board shall be appointed for a term of three (3) years and may be reappointed for up to three (3) additional terms, for a total term of twelve (12) years. Terms of office shall be staggered. All members shall hold office until their successors are appointed and qualified. Any member may be removed for cause, upon a majority vote of the Board. Cause for removal shall include, but not be limited to, gross neglect of duty or malfeasance in office. Any vacancy shall be filled for the unexpired term by application to the Board of Carbon County Commissioners.

Section 3. Members of the Board shall serve without compensation, except for reasonable and actual expenses.

ARTICLE V

Officers

Section 1. The Board shall organize annually, including the election of officers, at the first regular meeting of the calendar year.

Section 2. The Board shall elect a chairperson, vice chairperson, secretary and treasurer, as well as other officers as deemed necessary. The chairperson, vice chairperson, secretary and treasurer shall be eligible for re-election.

Section 3. The chairperson shall preside at all meeting of the Board and shall decide all points of order of procedure. The chairperson shall have such powers as may be conferred by these By-laws or assigned to him or her by the Board.

Section 4. The vice chairperson shall assume the duties of the chairperson in the chairperson's absence.

ARTICLE VI

Meetings

Section 1. The Board shall hold at least one regular meeting each month on the second Monday at such time and place as may be fixed by the Board. Public notice shall be given of all Board meetings. Members may be allowed to appear telephonically at any meeting, if the Board has been notified at least four (4) hours prior to the start of a meeting and the Member has received all material necessary to deliberate and vote on any matter scheduled to come before the Board. Telephonic appearance at a meeting shall be granted under extraordinary circumstances, where personal attendance of the Member would create undue hardship.

Section 2. Special meetings of the Board may be called by the chairperson, or in the chairperson's absence, by any of the members of the Board, provided at least three (3) days prior to any special meeting, notice is given to each Board Member.

Section 3. The order of business at meeting shall be as follows:

- (a) Call to order;
- (b) Reports;
- (c) Approval of the minutes;
- (d) Treasurer's report;
- (e) Correspondence;
- (f) Old business;
- (g) New business;
- (h) Executive session if necessary;
- (i) Adjournment

Section 4. Meetings of the Board shall be open to the public and conducted in accordance with Wyoming law. The Board may adjourn into executive session pursuant to those permissible exceptions as set forth by Wyoming law.

Section 5. A majority of the Board shall constitute a quorum for the transaction of business.

Section 6. An affirmative vote of a majority of a quorum of the Board shall be necessary to authorize any official action of the Board. All Members shall have one vote and shall vote when present. The chairperson shall only vote in the event of a tie, or as a necessity of a quorum. Members shall automatically be disqualified from voting on any decision which there may be a conflict of interest.

Section 7. Members shall be required to attend a majority of all meetings in any given calendar year. No Member who misses three consecutive meetings, without an excused absence, shall be allowed to remain on the Board. Excessive absenteeism by a Board member may be dealt with through an executive session of the Board to determine any recommendation to the Board member in question.

ARTICLE VII

Function and Duty

Section 1. The Board shall establish rules and regulations for the day to day operations of the District, including operation and maintenance of the landfill.

Section 2. The Board may establish such committees as it deems advisable and assign each committee specific duties and functions.

Section 3. The chairperson shall designate the members of any such committees, and shall name the chairman of each committee. The chairperson shall make appointments to fill such vacancies to committees as they are created.

Section 4. The Board may recommend or request that the Baggs Solid Waste Disposal District contract with engineers, architects, legal counsel, accountants or other consultants for such services as may be necessary to achieve the purposes of the Board.

Section 5. The Board shall, when it deems necessary or appropriate, recommend to the District that it contract for, accept, and expand grants from the federal government available for the purpose of the operation or maintenance of the landfill and from any agency of the State of County which might have funds available for such purposes.

Section 6. All monies appropriated by the District and all monies received from grants, gifts and other sources for the use of and for the benefit of the District shall be deposited with the treasurer and shall paid out only on warrants approved by the Board.

Section 7. Limitation of Liability. No person serving on behalf of the Board shall be liable to the District for any loss or damage suffered by the District, on account of any action taken or omitted to be taken by them as a Board member, officer, agent or employee of the District when said action or omission is taken in good faith, and in a manner he reasonably believed to be in the best interest of the District.

ARTICLE VIII

Records and Reports

Section 1. The Board shall keep a record of its resolutions, transactions, findings and determinations.

Section 2. All minutes of the Board shall be available for public review as per Wyoming law. All documents of the Board shall be maintained and disclosed in accordance with Wyoming law.

Section 3. The Board shall cause to be established and maintained a complete accounting system, which, among other things, subject to applicable laws and rules and regulations of any regulatory body, shall conform to such accounting system as may from time to time be designated by the Wyoming Department of Audit. The Board shall cause to be made a full and complete audit of

the accounts, books and financial condition of the District as of the close of each fiscal year.

ARTICLE IX

Agenda

Section 1. Agendas shall be e-mailed, or otherwise delivered to all Members of the Board by the Friday prior to the Board meeting.

Section 2. Subjects which are not listed on an office Board agenda shall not be considered at a meeting, unless unusual conditions approved by the Board justify such action, or unless the subject pertains to a petition, communication or recommendation made by a member of the public pursuant to the order of business established in Article VI, Section 3.

ARTICLE X

Publicity

Section 1. The Board shall encourage the public to attend its meetings and shall take positive action to keep its activities before the public by supplying newspapers and Internet based programs with information and having members of management appear before groups to discuss the purpose of the work of the Board.

ARTICLE XI

Expenses

Section 1. The Board may request Members and/or staff to attend conferences, meetings or visit other communities and request authorization of payment of reasonable travel and other expenses incidental to such attendance or visit.

ARTILCE XII

Amendments

Section 1. These rules of procedure may be amended by affirmative vote of a majority of the Members of the Board, provided such proposed amendment has been submitted in writing to each Member of the Board at least three (3) days prior to the meeting at which action is taken.

Section 2. The Board may adopt such rules and regulations governing its organization and procedures as it may deem necessary, which rules and regulations shall not be inconsistent with the laws of the State of Wyoming, or the United States.

ARTICLE XIII

Disposition of Property

Section 1. The District may not sell, lease or otherwise dispose of any of its property, unless said sale, lease or disposition of property is done in accordance with Wyoming law.

ARTICLE XIV

Repeal of Rules and Procedure

Section 1. These By-laws shall repeal and replace all other rules of procedure which the Board has previously adopted or abided by.

Dated this 14 day of May, 2015.

Baggs Solid Waste Disposal District

Cynthia L Cobb
Chairperson

AD Crowder
Secretary/Treasurer