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FAYETTE IRRIGATION DISTRICT

BY LAWS

ARTICLE I

Property and Location

Section 1. All headgates, ditches, sand traps and lateral turnouts from the Fall Creek diversion to the lowest point in the District supported by District resources shall be considered District property.

Section 2. The principle office of the District shall be located in Big Country Ranches in Sublette County in the State of Wyoming.

Section 3. Other offices for the transaction of business shall be located at such places as the Board of Commissioners from time to time determine.

ARTICLE II

Landowner's Meetings

Section 1. An annual meeting of the Landowners shall be held at 8:00 P.M. on the 1st Friday in February in each year at such place as may be designated in the notice of said meeting, if this day is a legal holiday the meeting will be moved to the 2nd Friday in February. *See amendment 1 as of June 16, 2009*

Section 2. A special meeting of the Landowners may be called at any time by the Board of Commissioners. It shall be the duty of the Board of Commissioners to call such a special meeting whenever so requested by landowners holding 30% or more of the adjudicated acreage within the District.

Section 3. Notice of the time and place of all annual and special meetings shall be mailed by the Secretary to each Landowner not less than 20 days before the date of the meeting.

Section 4. The president, or in his absence any other Commissioner shall preside at all such meetings.

Section 5. At every such meeting each Landowner shall be entitled to cast one vote for each whole adjudicated acre held in his name. Joint tenants, tenants by the entireties, tenants in common, or other multiple owners of lands shall designate one person to cast their votes and shall be entitled to only one vote per acre regardless of the number of owners of the property. This vote may be cast by the Landowner either in person or by a person acting in behalf of the Landowner with permission in writing or by proxy. All proxies shall be in writing, signed by the Landowner or Landowner's designate and shall be filed with the Secretary and by him entered of record in the minutes of the meeting.

Section 6. A quorum for the transaction of business at any meeting shall consist of all adjudicated acres represented in person or by designate or by proxy. A majority of Landowners present at any meeting may adjourn the meeting to a future date.

ARTICLE III

Commissioners

Section 1. The business and property of the District shall be managed by a board of three Commissioners who shall be elected by the Landowners. Each Commissioner shall be a Landowner and shall receive such compensation as the court may direct. The transfer by a Commissioner of all his land in the district shall operate as a resignation of the office. If a Commissioners position is vacated before the end of his term the remaining Commissioners may at their discretion appoint a Commissioner to fill the vacancy until the next annual meeting.

Section 2. One Commissioner shall be elected from the Landowners with land in the following three areas.

District I: Lands West of Blair Road (635 acres).

District II: Lands between Blair Road and BJ Road (660 acres).

District III: Land East of BJ Road including the Christmann Ranch (859 acres).

All commissioners must live in the District.

Section 3. At each succeeding annual meeting one Commissioner shall be elected to serve for a term of three years as provided in Wyoming Statutes. Any retiring Commissioner may be re-elected.

Section 4. The regular meeting of the Commissioners shall be held in the principle office of the district immediately after the annual Landowner's meeting.

Section 5. Special meetings of the Board of Commissioners may be called by the President, in his absence by any other Commissioner.

Section 6. Notice of all special meetings shall be mailed to each Commissioner by the Secretary at least three days previous to the date of the meeting. All notices of special meetings shall state the purpose there of.

Section 7. A quorum for the transaction of business at any meeting of the Commissioners shall consist of two members of the Board, less than a majority shall have the power to adjourn any meeting to a future date.

Section 8. The Commissioners shall elect the officers of the District, such election is to be held at the Commissioner's meeting following each annual Landowners meeting. An officer may be removed at any time by two-thirds vote of the Board of Commissioners.

Section 9. The President of the District may at his discretion appoint one or more members of the board to manage the business of the District.

Section 10. At each annual Landowner's meeting the Commissioners shall submit as provided in Wyoming Statutes, in writing a statement of the business done during the preceding year together with a report of the general financial condition of the District and of the condition of the District's tangible property.

ARTICLE IV

Officers

Section 1. The officers of this District shall be a President, a Secretary-Treasurer and a Water Master all of whom shall be appointed for a term of one year. The office of the President must be held by a Commissioner from one of the three Districts. The office of Secretary-Treasurer may be held by one person. If the Commissioners are unable to find individuals to appoint to the offices of the District the Commissioners will assume the responsibilities of the offices.

Section 2. The President shall preside at all Commissioner's and Landowner's meeting, shall have general supervision over the affairs of the District and over the other officers, shall sign written contracts of the District and shall perform all such other duties as are incident to his office. In case of the absence of the President his duties shall be performed by another Commissioner.

Section 3. The Secretary-Treasurer shall issue notices of all Commissioner's and Landowner's meetings and shall attend and keep minutes of the same, shall have charge of all District books and papers, shall attest with his signature all written contracts of the District and shall perform all such duties as are incident to his office. As Treasurer he shall have custody of all money and securities of the District with such securities as the Court may require, conditioned upon the faithful performance of his office. He shall sign all checks of the District, shall keep regular books of accounts and shall submit them together with all his vouchers, receipts, records and other papers to the Commissioners for their examination and approval as often as they may require and shall perform all the duties as are incident to his office.

Section 4. The Water Master shall have charge of the Fayette Irrigation System and shall carry out the instructions of the Board of Commissioners. He shall have sole charge of equitable distribution of water among all lateral ditches in proportion to the adjudicated acreage serviced by each lateral. He shall report on the condition of the canal system and shall make estimates of construction cost and keep time book records of all work performed. The Water Master is directly responsible for supervising the lateral turn outs and enforcing the RULES for distribution of water as designated by the Commissioners.

ARTICLE V

Finance

Section 1. The budget of the District shall be submitted to the clerk of the District Court on or before the 1st Tuesday in June, as provided in Wyoming Statutes.

Section 2. The funds of the District shall be deposited in such a bank as the Board of Commissioners shall designate, shall be with drawn only upon the check of the Treasurer, countersigned by any Commissioner.

Section 3. At each annual meeting the President shall appoint an auditing committee of three Landowners in the district to audit the records and accounts of the Secretary-Treasurer. The auditing committee shall audit the records and accounts immediately after the annual meeting and report to the Board of Commissioners on the condition of the records and accounts.

Section 4. An annual fee will be charged each Landowner to pay for administrative cost.

ARTICLE VI

Amendments

Section 1. Amendments to these by laws may be made by a majority of adjudicated acres represented in person or by designate or by proxy at any annual Landowner's or special meeting where the proposed amendment has been set out in the notice of such meeting.

Section 2. Items to be placed on the meeting agenda must be sent to the District Secretary by November 1st of the year previous to the next annual meeting and must be ratified by the Commissioners as a District issue.

Fayette Irrigation District

Amendments to bylaws

Amendment 1. At a special meeting held June 16, 2009 at the Sublette County Courthouse it was unanimously passed to amend bylaws Article II, Section 1 so that the date and time of the annual meeting is now the 3rd Monday in February at 6 PM without regard to it's being a legal holiday.

Fayette Irrigation District

Amendments to bylaws