

# Windmere Road District Bylaws

Pennington County  
PO Box 4101  
Rapid City, SD 57709

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## Article I - Name

Name of the organization shall be Windmere Road District. Hereafter referred to as the District.

## Article II - Purpose and Mission

The purpose of the District is to construct and maintain roads in the District. The District is governed by South Dakota statutes including Chapter 31-12A, "County Road Districts", its referenced statutes, and these Bylaws.

## Article III - Members

### Section 1. Eligibility for Membership.

Members are defined as property owners in the District. The Pennington County Auditor's Office maintains a current record of property owners within the District. No individual shall be denied membership based upon race, creed, religion, belief system, political belief, national or ethnic origin, age, sex, sexual orientation, sexual preference, or familial status.

### Section 2. Dues.

There shall be no dues

## Article IV - Board of Trustees

### Section 1. Compensation.

The board of trustees shall serve without pay (SD 31-12A-18).

### Section 2. Composition.

The board of trustees shall consist of three (3) trustees elected by the regular membership (SD) 31-2A-16). The trustees shall be regular members of the District. The board of trustees includes the officers of District. Trustees serve a term of one (1) year. There shall be no limit on the number of terms a trustee may serve. Nominations will be made from the floor at the annual meeting. Nomination petitions are not required.

Qualifications of nominees for the position of Trustee shall be set by the Board of Trustees and may be modified by the Board of Trustees, as they deem necessary. The following qualifications apply to all nominees and appointees:

- A. Must be 18 years of age
- B. Must be a permanent resident of the State of South Dakota
- C. Must be able to attend all meetings of the Board of Directors held in Pennington County
- D. Must be a landowner and resident of property in Windmere Road District

### Section 3. Resignation.

Resignations shall be effective upon receipt of written notification by the secretary of the board of trustees.

### Section 4. Removal.

A trustee may be removed by the membership at a meeting, or by action in writing, whenever a majority of the regular membership determines the best interest of the District will be served by such action.

### Section 5 Vacancies

When a vacancy on the board exists, the Board shall appoint a new member to fill the term until the next annual meeting at which time the general membership shall elect a member to fill the position.

## Article V - Officers

The officers of the District shall be a president, a vice president, a recording secretary, and a treasurer. The board of trustees may appoint additional officers as needed to assist the board of trustees in their duties. The officers shall be trustees of the District. A trustee may hold more than one officer position and title.

### Section 1. Duties of Officers.

- A. President. The president shall serve as chairman of the board of trustees; have the power to appoint special committees subject to the approval of the board of trustees; be responsible for maintaining good public relations with the community; and be an ex officio member of all committees.
- B. Vice President. The vice-president shall assume the duties of president in the absence of the President and shall serve as assistant to the president in his/her efforts for the good of the District. The vice-president shall chair meetings of the board of trustees in the absence of the President, and shall assume the office of president in the event of resignation, disability, or death of the President.
- C. Recording Secretary. The recording secretary shall keep and ensure accurate minutes of the District's meetings. The recording secretary shall maintain records of board of trustees and committee meetings. The recording secretary shall be responsible for sending notices of meetings. The recording secretary shall have other duties as prescribed by the board of trustees.
- D. Treasurer. The treasurer shall ensure the receipt and deposit of financial contributions and income into accounts, as directed by the board of trustees. The treasurer shall keep accurate records of monies received and expended and shall make a financial report at board meetings. The treasurer is responsible for generating and filing all necessary federal and state tax reports.
- E. Appointed Officers. Appointed officers shall have such duties as the board of trustees shall direct in writing.

### Section 2. Election and Appointment of Trustees.

- A. Elected Trustees. Three (3) Trustees at Large shall be elected. Trustees are elected to an office for a one (1) year term at the annual meeting.
- B. They shall take office immediately following the election.
- C. Appointed Officers. Appointed officers may be appointed at any time by the board of trustees and shall take office immediately upon notification of the appointment. The term of office shall be determined by the board of trustees, but in no case shall the term exceed that of other officers.
- D. Vacancies in Office. Vacancies in office shall be filled by election (SD 31-12A-15.1) At the first board of trustees meeting following a vacancy, the board of trustees shall initiate the notification, nomination and election proceedings.
- E. Multiple Offices. A trustee may hold multiple offices.

## Article VI - Meetings

### Section 1. Annual Meeting and Election of Officers.

An annual meeting of the regular District membership shall be held the first Tuesday of May each year (SD 31-12A-15) for the purpose of electing the officer whose term is ending and to conduct business as needed. Notification of the meeting shall follow state statutory requirements (31-12A-15.1).

### Section 2. Special Meetings.

Special meetings of the membership may be called at any time by the president or any two (2) trustees. Notice shall be provided via electronic or telephonic or postal methods.

### Section 3. Board of Trustees Meetings.

Board of Trustees meetings shall be held at least once per year prior to the annual meeting of the Membership. A majority of the trustees shall constitute a quorum. (31-13a-19)

#### **Section 4. Special Meetings of the Board of trustees.**

Special meetings of the board of trustees may be called by the president or any two (2) trustees. Notice of the special meeting shall be sent to trustees via electronic or telephonic or postal methods.

#### **Section 5. Electronic and Teleconference Meetings.**

Meetings of members or the board of trustees may be held through email or teleconference as long as voting records are maintained by the recording secretary and all votes are presented and recorded in the minutes of the next meeting of the membership.

### **Article VII - Voting**

Qualifications to be eligible to vote in the annual election of Trustee, or to vote on any action being taken by the Board of Trustees that requires Landowner approval, shall be set by SD 31-12A-1.2

Landowner/Corporation who own a lot, parcel or tract within the district. Only one vote per lot, parcel or tract even if a person owns more than one lot, parcel or tract. A person can only vote once no matter if person owns multiple lots, parcels or tracts. A couple will have to determine who will cast the one vote between them, even if they own multiple lots, parcels or tracts. A parent, conservator, or legal representative of the minor or protected person may be cast a vote for a minor or corporation and still cast a vote for himself/herself on a lot parcel or tract he/she own, as long as it is not the same lot, parcel, tract. A corporation only gets one vote, even if it owns multiple lots, parcels or tracts. 31.12A-1.2

### **Article VIII - Committees**

By resolution approved from time to time by the board of trustees, the District may establish committees for advisory purposes or having the powers of the District to the extent provided in such resolution. Such committees may be standing committees and shall have the rights, powers, authority, duties and responsibilities determined by the resolution of the board of trustees but shall be subject at all times to direction and control of the board of trustees. Every committee shall have a trustee of the District as its chairperson. Committee members shall be natural persons and need not be members of the District. The chairperson shall appoint committee members, with the direction and approval of the president.

### **Article IX -- Fiscal Policies**

#### **Section 1. Funding Source.**

The primary source of funding the operations of the District is to be by the annual assessment using the property tax format. This tax is to be levied by the Pennington County Auditor and is to be included in the annual property tax notice issued by the county to the landowners of property in District.

#### **Section 2. Use of Funds.**

Funds collected by the Pennington County Auditor in behalf of the District are to be used exclusively for the development, maintenance, and improvement of the roads in District and to cover any administrative costs of the District.

#### **Section 3. Assessment.**

The District Board of Trustees shall determine the total tax assessment to be levied each year. The Pennington County property tax format will be used to levy each landowner of property in the District

#### **Section 4. Notice to Auditor.**

The Board of Trustees shall notify the Pennington County Auditor of the annual tax assessment for the District.

## Article X - Records

### Section 1. Corporate Records. 31-12A-20

The secretary and treasurer shall maintain, at a location determined by the board or trustees, a full, complete, accurate and itemized account of all its proceedings, bylaws and amendments currently in effect. Minutes or records of all proceedings of the board of trustees and committees shall be maintained by the recording secretary for at least five years. The treasurer shall ensure and maintain appropriate financial records. Other corporate records shall be maintained by the secretary, at a location determined by the board of trustees.

### Section 2. Access to Records.

Any trustee or regular member, for a proper purpose, shall have the right upon written request, to examine in person or by legal representative, at any reasonable time, all records and documents referred to in this Article X, Section 1, unless the District obtains a protective order permitting the District to withhold portions of the records.

## Article XI - Amendments

### Section 1. Bylaws.

These Bylaws may be amended at any regular or special business meeting of the board of trustees by a two-thirds vote of the trustees, provided the amendment has been submitted in writing at the previous business meeting (SD 31-12A-19). The bylaws of the District may be amended to contain any provision relating to the management of the business or the regulation of the affairs of the District not inconsistent with South Dakota statutes.

### Section 2. Power of the Board

The board of trustees shall have the sole power and authority to adopt, amend, or repeal bylaws of the District.

### Section 3. Power of Members.

Members shall not have the authority to amend, alter or repeal any provisions of these bylaws.

## Article XII - Dissolution

The District may be dissolved in accordance with law. Any assets remaining after payment of costs and expenses of the dissolution proceedings, payment of debts, obligations and liabilities of the District shall; be distributed to nonprofit Corporations engaged in the construction and maintenance of roads in the District. 31-12A-27, 31-12A-28

**The undersigned hereby certify that the foregoing sections were adopted as the Bylaws of the District at a duly held meeting of the board of trustees of the District on this date.**

**04.17.2021**



Kevin L. Segrud, President

Evie Klewicki, Sec./Treas.