



# Bylaws of the Saddleback Road District

## Article I – Name

The name of this organization is the **SADDLEBACK ROAD DISTRICT (SBRD)**, originally formed and known as the Ghost Canyon Road district.

## Article II – Address

The principal address of the Road District for the transaction of its business will be the address of the current treasurer or as determined by the board. Meetings of members and Trustees can be held at such other places designated by the Board of Trustees.

## Article III – Purposes

**Section 3.1** - This Road District is an organization created and governed by the laws of the State of South Dakota under SDCL 31-12A .

**Section 3.2** - These bylaws represent regulations for the conduct of business of the Road District, its members, and the Board of Trustees.

**Section 3.3** - The Road District is a government entity and is not organized for the private gain of any person.

**Section 3.4** - The Road District shall maintain and repair the roadway, install appropriate safety signage and provide snow removal service on the Public Right-of Way roads for safe vehicular travel within the geographical boundaries approved by the Custer County Board of Commissioners.

**Section 3.5** - The Road District has voted to fund operations through an annual flat per landowner levy in Special Assessment District 113, collected by Custer County, due no later than April 30<sup>th</sup> of each year.

**Section 3.6** - The Road District shall operate on a yearly budget approved by landowners at the District's Annual Meeting. Any unexpended funds in a budget line item shall be reviewed by Trustees and reassigned as deemed appropriate for the next calendar year.

## Article IV – Eligible Voters

**Section 4.1** – All landowners of record of any real property lying within the described boundaries of the Saddleback Road District shall be considered members eligible to vote and participate in the affairs of the Road District.

**Section 4.2** – An owner of land within the road district is entitled to only one vote in road elections regardless of the number of parcels of land owned within the district.  
{per SD Attorney General Opinion No. 23-03}

**Section 4.3 - Landowner Responsibilities:** Water run-off and road safety

1. Water runoff from the landowner's property shall be directed away from the SBRD Public Right-of-ways and toward natural terrain drainage or into the road edge drainage easement.

2. Driveway approach installations, modifications, or relocations require Trustee Board approval, and must meet Custer County Hwy Department requirements. Cost of corrections for violations may be charged back to respective land owner.
3. Grading or alteration of the Public Right-of-Way road surface by a landowner requires prior approval from the SBRD Trustees.
4. Driveway approach culverts and access grade from the SBRD Public Right-of-ways shall be maintained by the landowner after installation.
5. Vehicles shall reduce speed during adverse road conditions, in the presence of authorized maintenance personnel/equipment, or when pedestrians or horses are in the Public Right-of-Way.

**Article V - Meetings**

**Section 5.1 – Meetings:** Meetings of the SBRD shall be held in accordance with SDCL 1-25-1.

1. All meetings shall be called and directed by a quorum of the three SBRD Trustees.
2. The Secretary/Treasurer shall ensure records of proceedings of annual and Trustee Board meetings, proceedings, ordinances, orders, resolutions, rules, and regulations are kept in accordance with SDCL31-12A-20.
3. Meetings may be:
  - a. Open
  - b. Ministerial
  - c. Executive
4. Special meetings of the Board for any purpose may be called at any time by the president, or a majority of Trustees.
5. All Trustee meetings will start with a Conflict of Interest Declaration by attending Trustees, a motion to accept/amend the previous meetings notes, and motion to accept/amend Agenda before proceeding.

**Section 5.2 – Open Meetings:** The following meetings shall be public meetings of the SBRD:

**5.2.1 Annual Meeting:-** There shall be an annual meeting of the members of the Road District, which shall be held on the 1<sup>st</sup> Tuesday in May or by date designated by the board of trustees.

- a. Notice of Annual Meeting: Notice of the annual meeting shall be given in accordance with the requirements outlined in SDCL 31-12A-15.1.
- b. Content of Annual Meeting: The annual meeting shall include activities to; a) elect a new Trustee, b) adopt/addend Bylaws, policies, or ordinances, c) approve Annual Budget, and; d) raise for discussion any other relevant issues the members in attendance deem appropriate.

**5.2.2 Special meeting:**

Special meetings shall be called by a quorum of the Trustees. A public notice of meeting time, location, and agenda shall be posted a minimum of 24hrs in advance on the SBRD public notice board located at the West entrance to Saddleback Drive. The meeting is open to voters of the SBRD for meetings pertaining to:

- a.i.a. SBRD Trustee vacancy due to death, resignation, suspension or removal from office.
- a.i.b. amendments to SBRD budget line-item allocations.
- a.i.c. proposed amendments to SBRD Bylaws.
- a.i.d. adjustments in the Annual SBRD flat levy.
- a.i.e. special situations as required by the SBRD Trustees.
- a.i.f. Special meetings shall also be for such other business as the SBRD Trustees have placed on the meeting agenda. In addition, any member may raise issues for the

Board's consideration by a floor motion and second. The Board may allow discussion but must follow Bylaws and SD statute requirements for any potential actions.

**5.3 Ministerial Meeting:**

Ministerial meetings shall be conducted by a quorum of Trustees solely for purposes of implementing previously publicly adopted policy and budgeted operations; carrying out ministerial functions of the district; or undertaking a factual investigation of conditions related to public safety; and should occur at least once a quarter. Ministerial meetings are exempt from the Notification provisions of the Open Meeting statutes per SDCL 1-25-1.

**Section 5.3.1** Ministerial meetings may be conducted by a quorum of the SBRD Trustees in person, or by means of electronic communications via:

- a. telephone or conference call
- b. cellular SMS/text messages
- c. email messages
- d. computer/cellphone-based communication systems

**Section 5.4 – Executive Meeting:**

Executive meetings shall be conducted by a quorum of Trustees in accordance with SDCL 1-25-2, for purposes of discussing SBRD confidential personal records, correspondence or information, financial account numbers, proprietary data, contractor bids or attorney's work product.

**Section 5.4.1** – Executive meetings may be conducted by a quorum of the SBRD Trustees in person, or by means of electronic communications via:

- a. telephone or conference call
- b. cellular SMS/text messages
- c. email messages
- d. computer/cellphone-based communication systems

**Section 5.5 – Meeting Records:** Records of all District meetings will be collected, retained, and made available in accordance with SDCL 1-25 and 1-27. Any requested release of records beyond Meeting Minute publications, shall be reviewed by the entirety of the Trustee Board {and external counsel when appropriate} to ensure release is thorough and in full accordance with SD statute.

**Article VI – Trustee Elections & Qualifications**

**Section 6.1 – Initial Election:** On January 10, 2016, an initial election was duly conducted for the purpose of electing three (3) trustees to serve on the Board of Trustees of the Road District. The initial Board of Trustees shall serve staggered terms of one (1), two (2) and three (3) years. All subsequent Boards will maintain a minimum of 3 Trustee members.

**Section 6.2– Election of Officers:** Trustees shall serve three (3) year terms upon their election in accordance with the provisions outlined in SDCL 31-12A-16. Nominees for each Trustee position shall meet the following qualifications to serve in that office:

- a. Is an eligible voter as described in article 4.1
- b. No legal, financial, or representative conflicts of interest, that could negatively affect the district.
- c. The ability of such perspective officer to perform duties in accordance with applicable statutes, bylaws, and procedures.

**6.2.1-Nominations for Trustee:** Candidates/Trustees must be an eligible voter/landowner as prescribed in SDCL 31-12A-1.2 and Section 4.1, and able to perform all duties, as defined by SBRD bylaws and Trustee Board procedures.

- a. Interested candidates will submit a Nominating Petition in accordance with SDCL 31-12A-17. The Nomination Petition for SBRD Trustee shall be available from the SBRD Secretary.

- b. If one or more valid nomination petitions are received, only those nominated members shall be on the ballot.
- c. In case of a balloting tie, subsequent rounds of balloting will be conducted until a majority vote is received by one of the candidates.
- d. If no valid Nomination Petitions are received, the existing Trustees shall exercise authority granted under SDCL statute 3-4-3 (5), to select and appoint an interim Trustee who will serve until the next regularly scheduled Annual Meeting, at which time a duly elected Trustee may be chosen by the landowners to fill the remainder of the original 3 year term.

**6.2.2-Election Balloting:** Balloting will be by eligible voters in attendance at the Annual Meeting in accordance with Section 4.1 of these Bylaws. Absentee or Electronic voting is prohibited.

- a. The Election Clerk shall count the ballots with two qualified observers and report the results to the membership present.
- b. The Trustee(s) shall be selected by a simple majority of eligible voter members present.

**Section 6.3- Terms of Officers:** Officer Trustees shall serve staggered three-year terms and until their successors are elected. If an officer's position is vacated prior to the end of their three-year term, the remaining Trustees will appoint a replacement to serve until the next Annual Meeting elections.

**Section 6.4- Positions on Board of Trustees:** After each Annual Meeting/Election, the Board of Trustees will conduct an organizing meeting where they shall elect one of their number to serve as President, one as Treasurer, and one as Secretary until the next Annual Meeting/Election.

**Section 6.5 – Public property and accounts to be delivered to successor in office:** Per SDCL 3-14-2, at the expiration of term, death, resignation, suspension, or removal from office, a Trustees shall forthwith deliver to his successor in office all public money, books, records, accounts, papers, documents and property belonging or appertaining to such office.

## Article VII – Trustee Roles & Authorities

**Section 7.1 – Immunity of volunteers of non-profit organizations and government entities:** Per SDCL 47-23-29, Trustees are immune from civil liability in any court in this state on the basis of any act or omission resulting in damages or injury if the volunteer Trustee was acting in good faith and the action was not caused by gross negligence or willful and wanton misconduct.

**Section 7.2 – Conflicts of Interest:** In accordance with SDCL 6-1-17, no Trustee may participate in discussing or voting on an issue where a direct conflict of interest exists. If an official with a direct pecuniary interest participates in discussion or votes on a matter before the governing body, the legal sole remedy is to invalidate that official's vote. Invalidation shall be done through a vote by two-thirds of the governing body to prohibit such official from voting on a specific matter.

**Section 7.3 – Powers of Trustees:** Pursuant to SDCL 31-12A-21 and 31-12A-22, the Board of Trustees are empowered to:

- 1. Appoint a treasurer and a clerk, an engineer, attorney, and other employees for the road district and fix their compensation. These Trustees/officers shall hold their respective offices at the pleasure of the board, and be bonded for the faithful performance of their duties as may be required by the board;
- 2. Sue and be sued and contract in the name of the district;
- 3. Adopt a corporate seal;
- 4. Construct roadways and maintain them;
- 5. Borrow money, levy taxes, special assessments, special maintenance fees, and issue bonds pursuant to SDCL 31-12A-23 and 9-43;

6. Establish speed and weight limits and other restrictions on roads under the road district's jurisdiction;
7. Pass all necessary ordinances, resolutions, orders, rules, and regulations for the proper management and conduct of the business of said road district, and to carry into effect the ordinances, orders, resolutions, rules, and regulations of said road district for the business for which such district is formed.

**Section 7.3 – President:** Subject to the control of the Board, the president shall be the general manager of the Road District and shall supervise, direct, and control the organization’s activities, affairs, and officers. The president shall preside at all Board meetings. The president shall have such other powers and duties as the Board or bylaws may prescribe.

**Section 7.4 – Secretary:** The secretary shall keep:

1. Books of meeting notes. The secretary shall keep the notes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of the meetings shall include the time and place the meeting was held, whether the meeting was annual or special, and if special, how authorized, the notice given, and the names of those present at the Board or committee meetings.
2. The Secretary shall serve as Election Clerk. For elections where the Secretary position is being filled, a Trustee, whose term is not expiring shall serve as the Election Clerk at the Annual Meeting.
3. Notices, Seal and Other Duties. The secretary shall give notice of all meetings of the Board and of committees of the Board and of the general membership. The secretary shall keep the seal of the organization as well as any copies of the articles of incorporation and bylaws as amended to date.

**Section 7.5 – Treasurer:** The treasurer shall keep:

1. Books of Accounts. The treasurer shall maintain adequate and correct books and accounts of the Association’s properties and transactions. The treasurer shall send or cause to be given to the members such financial statements and reports as are required to be given by law, by these bylaws, or by the Board.
2. The books of account shall be open to visual inspection at all reasonable times.
3. No images shall be made or provided of the SBRD bank account number, Trustee signatures, proprietary information, and/or information exempted from disclosure by SDCL 1-27.---
4. Deposit and Disbursement of Money and Valuables. The treasurer shall deposit all money and other valuables in the name and to the credit of the Road District with such depositories as the Board may designate, shall disburse the organization’s funds as the Board may order, shall render to the president and the Board, when requested, an account of all transactions as treasurer and of the financial condition of the organization, and shall have such other powers and perform such other duties as the Board or bylaws may prescribe.

**Section 7.6 – Removal of Officers:** Trustees must remain a qualified landowner voter as described in Article 4.1 throughout their term in office. In addition, any Trustee/officer may be referred for removal for cause, by a majority vote of Trustees at a meeting of Board members. Cause includes, but is not limited to, loss of voting qualification, an undeclared or unresolvable conflict of interest, dereliction of duty, or inability/refusal of such Trustee/officer to perform duties in accordance with applicable statutes, bylaws, and procedures. Removal will only occur after a special district meeting is conducted, and concurrence for removal is received from a majority of qualified voters.

## **Article VIII – Finances**

**Section 8.1 - Bank Accounts:** The Board of Trustees shall be allowed to maintain such bank accounts as it deems necessary and proper to conduct the business of the Road District.

**Section 8.2 - Use of Road District Funds:** Any expenditure of Road District funds must be voted on and approved by motion, by a majority of the Board members. This vote may be conducted via electronic communication. Receipts for said purchases will need to be provided to the treasurer.

**Section 8.3 - Account Withdrawals:** There shall be documented approval from two Trustees on all such instruments of payments or withdrawal on any said account. When two Trustees are unavailable to cosign on the actual instrument, the same may be accomplished by use of an email approval, which should be attached to the instrument by the Treasurer.

**Section 8.4 – Conflicts of Interest:** Trustees shall abide by all requirements of SDCL 31-12A-24, which prohibit individual gain from Road District activities and financial disbursements.

**Section 8.5 – Contractor & Liability Management:**

1. Trustees will require all suppliers/providers to provide proof of appropriate insurance and licensing prior to formal engagement, when applicable.
2. Selection and awarding of contractor services will be conducted in accordance with Section SDCL 5-18A.
3. In the case of a potential liability incident, SBRD Trustees will make no public statements without approval by a quorum of Trustees, and consideration of legal representation to handle appropriately

**Article IX – Parliamentary Authority**

**Section 9.1 – Rules of Order:** The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the Saddleback Road District in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the Saddleback Road District may adopt.

**Article X– Amendments**

These bylaws may be amended by the Board of Trustees from time to time in any fashion which the Board sees fit, to carry out the purpose of the Road District. Such Amendments shall become effective upon passage by a majority vote of the Eligible Voters at an Annual or Special Meeting of the Saddleback Road District.

The foregoing bylaws were duly adopted by resolution of a majority of the initial Board of Directors of the Saddleback Road District on the 15<sup>th</sup> Day of March 2017, and addended on :

- ! November 19<sup>th</sup>, 2021.
- ! May 6<sup>th</sup>, 2025
- ! May 5<sup>th</sup>, 2026

RESOLUTION 2026 -

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Dale Ruzicka – SBRD President

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Crystal Farrokhi – SBRD Treasurer

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Matthew Christensen – SBRD Secretary