

BY-LAWS
OF
EAGLE ISLAND WATER USERS ASSOCIATION, INCORPORATED

ARTICLE I

Meetings of Stockholders

Section 1. Stockholders' meetings shall be held at Eagle, County of Ada, State of Idaho, or they may be held at such other place or places as shall be determined from time to time by the Board of Directors, and the place at which such meetings shall be held will be stated in the notice and call of such meeting.

Section 2. The annual meeting of the shareholders shall be held, commencing with the year 1968, on the first Monday in the month of March. At this meeting, the directors for the year shall be elected, the officers shall present their annual reports and such other business may be transacted as may come before the meeting.

Section 3. At each regular or special shareholders' meeting, each shareholder shall be entitled to one vote, either in person or by proxy, for each share of voting stock standing registered in his or her name at the time of the closing of the transfer books for said meeting.

In voting for the election of directors, each shareholder shall have the right to vote the number of shares of stock owned by him of record for each of as many persons as there are directors to be elected or to cumulate said shares and give one candidate as many votes as the number of directors multiplied by the number of his shares of stock shall equal, or to distribute them on the same principal among as many candidates as he shall see fit; and such directors shall not be elected in any other manner.

Section 4. Except to the extent prohibited by law, each shareholder entitled to vote may be represented at any regular or special meeting of shareholders by a duly executed proxy which shall be in writing and properly signed, but shall require no other attestation. No proxy shall be recognized unless executed within eleven months of the date of the meeting at which it is presented. No officer, director or employee of the corporation shall act as proxy for any other person at any meeting of the stockholders.

Section 5. A complete list of the shareholders entitled to vote at the ensuing election, arranged in alphabetical order, and the number of voting shares held by each, shall be prepared by the Secretary at least five days before the meeting at which such election is to occur, and during the usual hours of business, and during the whole time of said election, shall be open to examination of any shareholder.

Section 6. Special meetings of the shareholders may be held whenever called by the Board of Directors, or by a majority of the members thereof, or by the President, and shall be called by the President or Vice President upon the request in writing of shareholders owning forty per cent (40%) of the outstanding shares of stock of the corporation entitled to vote at such meeting. Calls for special meetings shall state the time, place and object or objects thereof, and no business other than that specified in the call shall be considered at any such meeting.

Section 7. A written or printed notice of every regular or special meeting of shareholders stating the time and place, and in case of special meetings, the objects thereof, shall be prepared and mailed by the Secretary, postage prepaid, to the last known post office address of each shareholder at least ten days before the date of any such meeting.

Notice of the time, place and purpose of any meeting of the shareholders shall not be required to be given to any shareholder who shall attend such meeting, in person or by proxy; and if any shareholder, in writing, filed with the records of the meeting, either before or after the holding thereof, shall waive notice of any shareholders' meeting, notice thereof need not be given to him. No notice of an adjourned meeting of the shareholders need be given.

Section 8. Except as may otherwise be provided by the Articles of Incorporation, a quorum at any annual or special meeting shall consist of those stockholders who are represented in person or by proxy, as provided by Section 42-2401, Idaho, Code, subject to the limitations of Section 30-140, Idaho Code.

ARTICLE II

Stock

Section 1. Each individual, or corporation, or municipal corporation, who has been allotted storage space in Lucky Peak Reservoir by the United States Department of the Interior, Bureau of Reclamation, for purchase on contract by this corporation, shall be entitled to purchase one (1) share of stock for each one acre foot of allotted space so allotted to such individual, corporation, or municipal corporation, upon payment in cash of the sum of Twenty Cents (20¢) per share.

Section 2. The corporation has no canal system and, therefore, assumes no responsibility and is under no obligation to deliver water to stockholders, but merely acts as contracting agent for stockholders in contracting with the United States of America, acting through the Secretary of the Interior, for storage space in Lucky Peak Reservoir for its stockholders. Water will be delivered to stockholders at outlet of Lucky Peak Reservoir and each stockholder shall provide his own carrying right.

Section 3. Each share of stock shall entitle the holder to one (1) acre foot of storage in Lucky Peak Reservoir, subject to terms and conditions of the contract of purchase between the corporation and the United States of America. In the years when the Lucky Peak Reservoir does not fill, each stockholder shall be entitled to; (1) the balance of the acre feet of water allotted to that stockholder which remains unused, together with; (2) his proportionate amount of any refill stored in Lucky Peak Reservoir during the year, in accordance with the provisions of these By-Laws and the contract with the United States of America.

Section 4. Each share of stock and the rights of the owner thereof shall be subject to all the terms and conditions of that certain contract between the corporation and the United States of America, acting through the Secretary of the Interior.

Section 5. The stockholders shall notify the Watermaster of District 12A, the amount of stored water that they will require, either individually, or in groups, as the irrigation season progresses. The notice to the Watermaster shall be given in sufficient time to allow the Watermaster to deliver the water demanded. The Watermaster shall not be obligated to deliver water unless the demand for water shall be accompanied with sufficient payment therefor as in the contract provided.

Section 6. All shares of stock shall be subject to assessment in accordance with the laws of the State of Idaho for paying for storage space in Lucky Peak Reservoir in accordance with the terms of the contract to be entered into with the United States of America; for the corporation's pro rata share of costs for maintenance and operation of Lucky Peak Reservoir; and for the other necessary expenses of the corporation.

Section 7. Each shareholder of the corporation whose stock has been paid for in full, shall be entitled to a certificate, or certificates, showing the amount of stock of the corporation standing on the books in his name. Stock certificates shall be issued in numerical order from the Stock Certificate Book, shall bear the serial number and date of issuance, shall be signed by the President and Secretary, shall have affixed thereto the seal of the corporation, and subject to statutory requirements, shall be in the form prescribed by the Board of Directors. A full record of each certificate of stock, as issued, shall be entered on the corresponding stub of the Stock Certificate Book.

Section 8. Transfers of stock shall be made only upon the transfer books of the corporation, kept at the office of the corporation or respective transfer agents designated to transfer the stock, and before a new certificate is issued the old certificates shall be surrendered for cancellation. Before a new certificate is issued, all assessments against the shares therein represented must be fully paid. The Secretary shall be allowed a fee of fifty cent (50¢) to be paid by the party making the transfer.

Section 9. The following is a list of individuals allotted space for purchase by this corporation in Lucky Peak Reservoir, and opposite each name is the amount of Lucky Peak storage space allotted to such individual.

		<i>Canal & Storage Water</i>	
		<u>Acre Feet Per Individual</u>	<u>Total Acre Feet in Ditch</u>
1. THOMAS-AIKEN DITCH:			
1)	Quarter Circle D.J. Ranch	428	428
2. CONWAY-HAMMING DITCH:			
1)	Harlan Joplin	413	
2)	Leonard Mace	362	
3)	Frank Mace	35	
		810	810
3. GRAHAM-GILBERT DITCH:			
1)	Harlan Joplin	271	
2)	W. H. Muffley	90	
3)	James Wroten	149	
		510	510

	<u>Acre Feet Per Individual</u>	<u>Total Acre Feet in Ditch</u>
4. HART-DAVIS DITCH:		
1) State Prison Farm	840	
2) Eugene Irminger	563	
3) Floyd Thomas	53	
4) Norman Marshall	125	
5) T. O. Clark	25	
6) Dean Hibbard	30	
7) Albert Hearther	64	
8) Mr. Flynn	13	
9) Mr. Rippie	25	
10) Don Pitkin	141	
11) Milt Rogers	22	
12) Mr. Flint	5	
13) Ernest Rogers	31	
	<u>1937</u>	1937
5. LEMP DITCH:		
1) Sylvan Williamson	581	581
6. MACE-CATLIN DITCH:		
1) Mr. Varwig	53	
2) Mr. Crane	18	
3) James Wroten	259	
4) Herman Andregg	55	
5) Harry Balcom	52	
6) Leonard Mace	<u>150</u>	
7) J. B. Davison	67	
8) Wesley Mace	67	
9) State of Idaho Prison Farm	568	
10) James Ward	33	
11) Herbert Menzel	8	
	<u>1230</u>	1230
7. MACE & MACE DITCH:		
1) Leonard Mace	200	
2) Wesley Mace	360	
	<u>560</u>	560
8. SEVEN SUCKERS DITCH:		
1) Mr. Gray	65	
2) Mr. Ugalde	65	
3) State of Idaho Fish & Game	57	
4) Hog Farm (Oink, Inc.)	<u>105</u>	
	292	292
9. WARM SPRINGS SLOUGH:		
1) L. Mace	571	
2) Mr. Clark	217	
3) June Walters	300	
	<u>1088</u>	1088
10. UNNAMED SLOUGH:		
1) Wesley Mace	193	<u>193</u>
TOTAL		7629

The price for said stock shall be Twenty Cents (20¢) per share, payable within ninety (90) days from the time notice is sent by mail by the Secretary advising that the stock is available for purchase. In the event that any person or corporation authorized to purchase stock in the corporation, refuses, after notice is given as above provided, to pay for said stock within ninety (90) days after the giving of the notice, the Secretary shall give a second notice to the refusing party, that at a time fixed by the Board of Directors, the refusing party's stock will be sold or otherwise disposed of by the Board of Directors. Within ten (10) days after the giving of said second notice, the Board of Directors may sell, or otherwise dispose of said stock to such person and upon such terms and in such manner as they deem to be just, or the Board may purchase said stock on behalf of the corporation.

Section 10. In the event that the contract with the United States of America, Bureau of Reclamation, is amended in future years to increase the amount of storage space allotted to any individual, or corporation, or in the event that additional individuals are allotted space in Lucky Peak Reservoir, and said contract between this corporation and the United States of America, Bureau of Reclamation, is so amended, ARTICLE II, Section 9 of these By-Laws shall be amended to conform to the amendment of the contract and to include the additional individuals, corporations, or municipal corporations, showing their entitlement to stock in this corporation.

Section 11. Registered shareholders only shall be entitled to be treated by the corporation as the holders in fact of the stock standing in their respective names, and the corporation shall not be bound to recognize any equitable or other claim to, or interest in, any share on the part of any other persons, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

Section 12. In case of loss or destruction of any certificate of stock, another may be issued in its place upon proof of such loss or destruction and upon the giving of a satisfactory bond of indemnity to the corporation in such sum as the directors may provide, not exceeding double the value of the stock.

Section 13. At the beginning of each irrigation season, the Secretary shall certify to the Watermaster of District 12A a list of all of the shareholders of the corporation and the shares of stock owned by them standing on the books and records of the corporation at the time of the making of the list. In addition, the Secretary shall certify to the Watermaster of District 12A, all transfers of stock on the books of the corporation made since the last list was certified to the Watermaster, said transfer list to show the transferors, the transferees, and the amount of stock involved. Only those persons contained on said lists shall be entitled to order supplemental water, and then not to exceed the amount of carry-over water to which said stock is entitled.

ARTICLE III

Board of Directors

Section 1. The management of the affairs, property and interests of the corporation shall be vested in a Board of Directors consisting of five members to be selected from among the stockholders of the company at the regular annual meeting of stockholders, and the persons so selected shall constitute the Board of Directors for the ensuing year and until their successors are elected and qualified.

Section 2. The Board of Directors shall have all power and authority conferred upon such Board by law, by the Articles of Incorporation and by the By-Laws, and the Board of Directors is given the power to do all lawful acts and things in furtherance of the business purposes of the corporation.

Section 3. All vacancies in the Board of Directors shall be filled by the remaining director or directors, at any regular or special meeting. A director thus elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until the successor is elected and qualified.

Section 4. Special meetings of the Board may be called at any time by the President, or in his absence or disability, by the Vice President or by any two directors, such call stating the time and place of such meeting and the purposes for which it is to be held.

Section 5. Notice of special meetings of the Board of Directors shall be given by the Secretary by mailing notice thereof to each member's last known post office address, postage prepaid, at least five (5) days before the time fixed for such meeting, such notice giving the time, place and objects thereof, and no business shall be transacted at such special meeting, except as shall be indicated in the notice. Notice of any meeting need not be given to a director if he shall waive notice in writing, filed within records of the meeting, either before or after the holding. Any business may be transacted at any meeting at which every director is present, though without notice. Any meeting of the Board shall be a legal meeting, without any notice being given, if all the directors shall be present thereat.

Section 6. A majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of business, and a majority of the members in attendance at any Board meeting shall, in the presence of a quorum, decide its action, except as otherwise provided in the By-Laws, or in the Articles of Incorporation, or as required by law; provided, however, that after resignation of more than a majority of the directors, the remaining directors, although less than a quorum, may meet and fill vacancies as herein provided.

Section 7. The directors shall receive no salary, but shall be paid their expenses actually and necessarily incurred in attending meetings of the Board of Directors. All such expenses shall be approved by the Board of Directors before payment, at a regular meeting of the Board of Directors at which a quorum is present.

ARTICLE IV

Assessments

Section 1. Revenue necessary for the payment of the indebtedness of the corporation, and for carrying on the business of the corporation, and for any other purpose which the directors may believe to be for the best interests of the corporation, in conformity with the laws of the State of Idaho, shall be raised by assessments from time to time as required upon and against the shareholders.

Section 2. The directors shall give notice as provided in Section 30-157, Idaho Code, to the stockholders of any assessments so levied, requiring each stockholder to pay to the Secretary or Treasurer, the amount of said assessment on a date to be fixed in said notice, and upon failure or refusal of the stockholders to pay the amount so assessed against their shares, so much of the shares of said stockholder so failing or refusing to pay shall be sold by said directors at public auction to only the following: (1) a person or corporation who is already a stockholder of this corporation, or (2) to any person who owns land which receives, or is contiguous to and capable of receiving water from any of the ten ditches described in ARTICLE II, Section 9 of these By-Laws. Said sale shall be to the highest and best bidder for cash. No more shares shall be sold than are necessary to raise sufficient money to pay the amount of the unpaid assessment and the costs of

advertising and sale. In the event that the proceeds from said sale of said stock shall not be sufficient to pay said unpaid assessment, then it is agreed that the stockholder in question shall be liable to the corporation for the amount of the deficiency. The procedure upon sale shall be as provided in 30-157, Idaho Code.

ARTICLE V

Officers

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, who shall be elected for one year by the directors at their first meeting after each annual meeting of the shareholders and who shall hold office until their successors are elected and qualify. The President and Vice President shall be elected from among the directors. At the discretion of the Board, the office of Secretary may be united with that of Treasurer and both held by the same person.

The Board of Directors may elect such other officers and appoint such agents as it may deem necessary or expedient, to hold office during its pleasure and to have such authority and perform such duties as shall be prescribed from time to time by the Board.

Section 2. President. The President shall preside at all meetings of shareholders and directors and shall have general supervision of the affairs of the corporation; he shall sign all certificates of stock issued by the corporation; shall sign or countersign, as may be necessary, all such bills, notes, checks, contracts and other instruments as may pertain to the ordinary course of the corporation business, and shall sign, when duly authorized by the Board of Directors, all contracts, deeds, bonds, mortgages and other instruments of a special nature. He shall perform such other duties as may properly be required of him by the Board of Directors.

Section 3. Vice President. The Vice President shall possess all of the powers and perform all the duties of the President, in the event of the death, absence, disability or refusal to act, of that officer, and shall have such other powers and discharge such other duties as may be assigned to him from time to time by the Board of Directors.

Section 4. Secretary. The Secretary shall keep full minutes of all meetings of the shareholders and directors; he shall give notice of meetings of shareholders and directors in accordance with the provisions of these By-Laws; he shall sign, with the President, all certificates of stock issued by the corporation and he shall be custodian of the corporate seal and shall attest all contracts and other documents requiring the corporate seal, and shall affix the seal thereto; he shall perform such other duties as may be prescribed by the Board of Directors.

Section 5. Treasurer. The Treasurer shall have custody of and be responsible for all monies and securities of the corporation; he shall keep a full and accurate record of accounts in books belonging to the corporation, showing the transactions of the corporation, its accounts, liabilities and financial conditions; he shall deposit in the name of the corporation all monies, checks, and obligations that may come into his hands for the corporation's accounts in such depository or depositories as are designated by the directors; he shall disburse the funds of the corporation in payment of just demands against the corporation or in accordance with the general or special discretions of the Board of Directors, taking proper vouchers for such disbursements.

He shall submit a full report of the financial condition of the corporation to the annual meeting of the shareholders and, generally, shall perform all duties incident to the position of Treasurer, subject to the control of the Board of Directors.

He shall give such bonded indemnity as the Board of Directors may require for the faithful performance of the duties of his office and the restoration to the corporation, in case of his death, resignation or removal from office, of all books, papers, vouchers, money or other property of whatsoever kind in his possession belonging to the corporation.

Section 6. In case of the absence or inability to act of any officer of the corporation and of any person herein authorized to act in his place, the Board of Directors from time to time may delegate the powers and duties of such office to any other officer, or to any director or to any other person whom it may select.

Section 7. Vacancies in any office, arising from any cause, may be filled by the directors at any regular meeting or any special meeting called for that purpose.

Section 8. The salaries of all officers and agents of the corporation shall be fixed by the Board of Directors.

Section 9. Any officer elected by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

ARTICLE VI

Section 1. The monies of the corporation shall be deposited in the name of the corporation in such depository as may be designated by the Board of Directors and shall be withdrawn therefrom only by checks signed by the officer or officers designated by resolution of the Board of Directors.

Section 2. All books and papers of the corporation in the hands of the Secretary-Treasurer or other officer of the corporation shall be subject to the inspection of the directors or any other stockholder of this corporation.

ARTICLE VII

Section 1. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any regular or special meeting of the stockholders upon a two-thirds vote of the stockholders voting in favor thereof.

ARTICLE VIII

Seal

Section 1. The seal of the corporation shall consist of two concentric circles, between which shall appear the name of the corporation, plus the word "Idaho", and in the center shall be inscribed the words "Corporate Seal". An impression of said seal appears on the margin hereof.

We, the undersigned, being a majority of the directors in office of Eagle Island Water Users Association, Incorporated, and the Secretary of said corporation, do hereby certify that the above and foregoing By-Laws were duly and regularly adopted as the Code of By-Laws of said corporation by the assent of the holders of a majority of the allotted shares of said corporation on the 19th day of October, 1967, and that said By-Laws as copied and transcribed above are true and correct.

ATTEST:

Secretary

