

B Y - L A W S  
of the

LITTLE BUTTE IRRIGATION COMPANY, LTD.

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ARTICLE 1. NAME, LOCATION, OBJECT & POWERS.

Sec. 1. NAME and LOCATION. - This Corporation shall be known as The Little Butte Irrigation Company, Limited, and its main office shall be located in Blackfoot, Bingham County, Idaho.

Sec. 2. OBJECT. - Its object shall be to own, operate and maintain the Little Butte Canal, the head gates appurtenant thereto, and any other property belonging to this Company, for the mutual benefit of its stockholders.

Sec. 3. POWERS. - This Company shall have power to acquire real estate and any other property which may be deemed necessary or beneficial to the Company; and shall have power to dispose of any such property whenever it is deemed advisable to do so; and to make contracts or borrow money for necessary improvements and maintenance.

ARTICLE 2. OFFICERS, ELECTION, QUALIFICATIONS, etc.

Sec. 1. OFFICERS - The officers of this Company shall be a President and Board of Directors. The said Board of Directors shall consist of five persons elected at the regular annual meeting of stockholders and the President shall be a member of said Board of Directors.

Sec. 2. ELECTION, ANNUAL MEETING, etc. - The annual meeting of stockholders shall be held on the second Tuesday of February in each year, unless some other date shall have been announced by the Board of Directors in the manner hereinafter specified. Notice of annual meeting shall be given by publication in at least two consecutive issues in some weekly news paper published in Blackfoot, Idaho, prior to date set for said meeting; also by written notice to each stockholder by mail to his last known address, in the following form;

NOTICE is hereby given that the annual meeting of stockholders of the Little Butte Irrigation Company will be held at \_\_\_\_\_ o'clock \_\_\_\_\_ M. on \_\_\_\_\_ day of February 19\_\_\_\_ at the \_\_\_\_\_ in Blackfoot, Idaho, for the purpose of electing a President and Board of Directors for the ensuing year, and for such other business as may properly come before the meeting.

Sec. 3. QUALIFICATIONS. - All officers of this Company shall be stockholders therein and over 21 years of age at the time of their election.

Sec. 4. MANNER OF HOLDING ELECTION, QUORUM, etc. - A majority of the stock of this Company represented in person or by proxy, at any stockholders' meeting shall be a quorum to do business. If no such quorum is present the meeting must be postponed to a day certain and a new notice thereof given in the same manner as original notice. Nomination for members of the Board of Directors may be made viva voce, or in writing and, when nominations have been closed, five persons of those nominated shall be elected by ballot in the following manner: Each qualified voter must write the names of not more than five of the nominees on his ballot, and the number of votes cast by him for each shall not exceed the number of shares of stock represented by him, and at the bottom of the ballot he shall sign his name and the names of the proxies he holds. The five persons receiving the highest number of votes shall be declared elected. In case of a tie, a new vote shall be taken on the names tied. Persons so elected shall serve until the next annual meeting of stockholders, or until his successor is elected and qualified.

Sec. 5. MEETING OF BOARD, ORGANIZATION. - (Showing in quotation marks the part amended, relating to the election of a Secretary-Treasurer, at the annual meeting of the stock-holders, held March 10, 1931.

Immediately after their election, or at a time agreed upon, the new Board of Directors shall meet and elect one of their number as President who shall be Chairman of the Board. "They shall elect a Secretary-Treasurer who may or may not be a member of the board of directors according to the option of the directors." They shall also elect a Watermaster for the season and fix his salary, and fix the wages for any services of men and teams which may be required during the season. Each member shall have one vote in any matter coming before the Board of Directors.

ARTICLE 3. DUTIES AND POWERS.

Sec. 1. BOARD OF DIRECTORS. - It shall be the duty of the Board of Directors to cause to be kept a complete record of all their acts and proceedings, and of the proceedings of the stockholders; and present a full statement of all their transactions at the regular annual meeting of stockholders, showing in detail the assets and liabilities of the Company and the general condition of affairs. A similar statement shall be presented at any other meeting of stockholders when required by persons holding at least one third of the capital stock of the Company.

To supervise all officers of the Company and see that their duties are

properly discharged; to require the Secretary-Treasurer to keep full and accurate books and records, and to prescribe the form and mode of keeping said books and records.

To cause the issuance of certificates of stock to the stockholders in proportion to their several interests.

To levy assessments and take the necessary steps for the collection of same.

To make Rules and Regulations for conducting the business of the Company, and for the conduct of its officers and employees, and for the care and maintenance of its property, including the acquisition and disposition thereof.

To cause the books and accounts of the Treasurer to be audited at least once each year.

Sec. 2. PRESIDENT. - It shall be the duty of the President to give general supervision over the officers and employees of the Company and its property, with the advise and consent of the Board of Directors, and perform such other executive acts as the immediate necessities of the case may require in the absence of specific instructions of the Board of Directors. All such acts must be presented to the Board of Directors at their next meeting, for ratification.

The President shall verify all bills against the Company before they are presented for payment.

He shall sign all certificates of stock, contracts, notes, or other instruments in writing of this Company.

He may call meetings of the Board of Directors whenever he deems it necessary.

In case of temporary absence of the President from a Directors meeting, the Board of Directors shall elect one of their number as Chairman pro. tem.

Sec. 3. SECRETARY-TREASURER. - It shall be the duty of the Secretary to attend all meetings held by the stockholders and the Board of Directors, and to keep minutes of all such meetings.

He shall keep a record of all transactions of the Company, make up assessment lists, issue and serve all notices of meetings and assessments in accordance with these By-Laws.

He shall keep the seal of the Company and affix same to all certificates of stock and other written instruments on which the laws of Idaho require it.

He shall issue and countersign all certificates of stock and keep a record thereof; Receive all moneys paid to the Company and receipt therefore; make prope

deposits of all funds; pay all bills of the Company, when properly verified by the President, and keep proper record of all receipts and disbursements, which accounts and records must be audited at least once each year, and whenever the Board of Directors may require it; and perform such other duties as pertain to his office, or as may be prescribed by the Board of Directors.

His salary shall be fixed by the Board of Directors.

Sec. 4. WATER MASTER. It shall be the duty of the Watermaster to personally supervise and control all work and labor performed on the canal of this company and the distribution of the waters therein, subject, however, to the advise and instructions of the Board of Directors. He shall keep a time-book showing the names and time of labor of each person employed for the Company or who furnished materials, showing the amount and kind of materials furnished. For such services he shall issue "time-checks" containing the names of the parties, the amount, and kind of labor or materials, and the cost of such service. Such "time-checks" must be verified by the President before payment by the Treasurer. The Watermaster shall be under bond to the Company in the amount of not less than \$500.00, and his salary shall be fixed by the Board of Directors.

ARTICLE 4. SALARIES. - All officers and employees of this Company shall receive such salary and compensation for their services as may be fixed by the Board of Directors, and at such times as may be fixed by said Board. Such claims shall be allowed and audited as all other claims are allowed and audited under these By-Laws.

ARTICLE 5. STOCK, HOW ISSUED.

Sec. 1. - CERTIFICATES OF STOCK in this Company shall be of such form and devise as the Board of Directors may prescribe and shall be issued to the stockholders in proportion to their ownership of water right in this Company. Each certificate of stock shall be signed by the President and countersigned by the Secretary, and shall be under seal of the Company. Each such certificate of stock shall entitle the owner to use such portion of the total water supply as the number of shares owned by him bears to the total capital stock of the Company.

Sec. 2. (A) All stock now or hereafter held by stockholders of the corporation shall be appurtenant to the lands that are within the service area of the corporation's canal system as it exists as of March 13, 1956. Transfers of stock shall be made only on the transfer books of the corporation kept at the office of the

corporation or respective transfer agents designated to transfer stock. Before a new certificate is issued, the old certificate shall be surrendered for cancellation and there shall be a determination by the Board of Directors as to whether the lands to which the new certificate is to be appurtenant are within the service area of the corporations canal system and can be served from the system herein described. If the determination is in the negative, the issuance of the stock shall be ratified by two-thirds of all the stockholders in a regular or special meeting to be effective and the requirements of law as to transfer of place of use of the water so represented shall be met. Also, before a new certificate is issued, the original cost and all assessments against the shares of stock represented by the old certificate must be fully paid. The secretary shall be allowed such a fee as may be fixed from time to time by the Board of Directors for each transfer, this fee to be paid by the party making the transfer.

Sec. 3. (Proposed Amendment No. 1. To amend article 5. by adding Sec. 3. as follows:) DITCH STOCK TO EASTERN IDAHO AND OTHER USERS OF LITTLE BUTTE

CANAL - Persons who own Eastern Idaho or other foreign water rights which may advantageously be distributed through the Little Butte Canal, may upon proper change of diversion, run their water through said Little Butte Canal, under the same conditions, rights, privileges, duties and penalties as the owners of Little Butte water rights provided that an agreement, in lieu of the present leasing right, be made in writing between each such water owner and the Little Butte Irrigation Co., agreeing to make such water right appurtenant to the Little Butte Canal, and accept an agreement with said Little Butte Company giving a perpetual carriage right in said canal in lieu of the present leasing right therein; provided further that they shall have and enjoy the same rights and privileges as are held by the Little Butte water owners, particularly the right to vote in all meetings of stockholders and hold office in the Company; Provided further that they shall be subject to the same duties and penalties as the Little Butte owners, particularly, the payment of assessments when due, upon penalty of cancellation of this said agreement with this company.

Passed upon and recommended for adoption by the Board of Directors at their regular meeting held March 26, 1928, Theo. C. Peterson, Sec.

ARTICLE 6. ASSESSMENTS -

Sec. 1. - Monies necessary for the payment of corporate indebtedness, for carrying on the business of the corporation, for increasing the capacity of its canal system, for acquisition of additional water rights, or for any other purpose

which the directors believe to be in the best interests of the corporation, shall be raised by assessment from time to time, in conformity with the laws of the State of Idaho, as required against the stockholders in proportion to their stockholdings.

Sec. 2. The Directors, in accordance with the laws of Idaho, shall give notice to the stockholders of any assessments so levied, requiring each stockholder to pay to the designated officer of the corporation the amount of said assessment on or before the date stated in said notice. On the failure or refusal of any stockholder to pay the amount so assessed against the shares of such stockholder, on the giving of notice in accordance with the laws of Idaho, that assessments against those shares are delinquent, so many of the shares of the stockholder so failing or refusing shall be sold by the directors of the corporation at public auction to qualified bidders that are the highest and best bidders for cash, as may be necessary to pay the amount of the unpaid assessment and the costs in connection with the sale.

ARTICLE 7. - CONTRACTS. - On the approval, and at the direction of the Board of Directors, by their action at a meeting regularly called, the President may make such contracts, and may borrow such money as the exigencies of the case may demand. However, no contract, note or agreement shall be binding upon this Company until signed by the President and countersigned by the Secretary.

ARTICLE 8. MEETINGS OF BOARD OF DIRECTORS. - All meetings of the Board of Directors shall be held at the call of the President or at the request of any two directors. The President shall preside at all meetings of the Board of Directors, and if not present, a temporary Chairman shall be elected by the members present, provided there be a quorum. Any three members shall constitute a quorum to do any business which may come before the Board.

ARTICLE 9. HEARINGS. - If there shall arise any trouble between stockholders or between stockholders and Watermaster, or between stockholders and any other officer of this Company concerning distribution of water or any other matter concerning this Company, the matter shall at once be reported to the President who shall, as soon as practicable, call a meeting of the Board of Directors before whom both parties shall be permitted to state their grievances, together with any witnesses who may know the facts. Upon such hearing the Board of Directors shall render their decision in writing which shall be delivered to each of the parties in controversy. Such decision shall be final; except, however, that such

decision shall not be a bar to process in a court of law or equity.

ARTICLE 10. - BY-LAWS, HOW KEPT AND AMENDED.

Sec. 1. - BOOK OF BY-LAWS. - When these By-Laws shall have been adopted at a meeting of stockholders it shall be the BOOK OF BY-LAWS of this Company and the original thereof shall be kept in the office of the Secretary-Treasurer, free and open to the inspection of any officer or stockholder, and all acts of this corporation shall be governed thereby.

Sec. 2. AMENDMENTS, MANNER OF. - These By-Laws may be amended at any meeting of stockholders regularly called in which two thirds of the stock of the Company is represented. Any proposed amendment must be presented in writing, and a majority of the stock represented voting in its favor shall be necessary to amend.