

BYLAWS
OF
BOISE CITY CANAL COMPANY

ARTICLE I: NAME AND STRUCTURE

Section 1. NAME: The name of this corporation is "BOISE CITY CANAL COMPANY", henceforth "the Company".

Section 2. REGISTERED OFFICE: The Company shall have and maintain its registered office within the City of Boise, County of Ada, State of Idaho, at which place all meetings of stockholders and directors may be held and all corporate business transacted.

Section 3. CORPORATE FORM: This Company shall be operated as a non-profit corporation, and solely for the use and benefit of its stockholders. The Company shall be governed by a board of directors, elected by the stockholders at their annual meeting.

Section 4. SEAL: The corporate seal of this Company shall consist of two concentric circles, between which is the name of the Company, and the words, "Limited", "Boise, Idaho", and inscribed in the center thereof, the words and figures, "Seal", "1905".

ARTICLE II: STOCK

Section 1. KIND: There shall be but one kind of stock issued by the Company, known as common stock, and the same shall be initially issued in the amount of 2,400 shares of the par value of \$10.00 per share. The board of directors shall establish subsequent amounts and par value of stock.

Section 2. CERTIFICATES: Certificates of stock shall be issued in numerical order, be signed by the president and secretary or person designated by the board of directors, and impressed with the corporate seal. A record of each certificate issued shall be

kept with the number of the certificate, name and address of the person to whom issued, and number of shares issued.

Section 3. TRANSFER OR RETURN OF STOCK: The transfer or sale of stock by stockholders to anyone other than the Company is prohibited, and will cause the stock so transferred or sold to be invalidated. Stock returned to the Company treasury will have no cash value.

Section 4. OWNER: The Company shall be entitled to treat the record holder of any stock as the absolute owner thereof, and accordingly shall not be bound to recognize any equitable or other claim thereto, or interest in such stock on the part of any other person, whether or not it shall have express or other notice thereof.

Section 5. LOST CERTIFICATES: To have stock re-issued on the books of the Company, any person claiming a certificate of stock to be lost or destroyed shall make an affidavit of that fact, and pay such fees as may be fixed by the board of directors for such service, whereupon the president and secretary may issue a duplicate certificate for the one alleged to be lost or destroyed.

Section 6. LEASES: Treasury shares may be leased to existing or new shareholders.

Section 7. PURCHASE OF STOCK: The terms of any purchase or lease of stock shall be at the discretion of the board of directors, by resolution, and may include terms relating to voting restrictions and/or alternative assessment rates or fees for the delivery and use of the Company's water rights. Provided, however, the assessment rates or fees for purchasers or lessees of stock may not be less than the assessments levied against existing stockholders.

ARTICLE III: STOCKHOLDER MEETINGS

Section 1. ANNUAL MEETINGS: The annual meeting of the stockholders of the Company shall be on the second Saturday of January of each year, at two o'clock, p.m. unless otherwise specified by the board of directors, for the purpose of electing directors and the transaction of such other lawful business as may come properly before the meeting.

Section 2. SPECIAL MEETINGS: Special meetings of the stockholders may be called by the board of directors, or upon written request of three or more stockholders with combined holdings of 40% of outstanding stock.

Section 3. NOTICE:

(1) The secretary shall give notice of any meeting of the stockholders, stating the day, hour and place of meeting, to each stockholder of record, at his/her last known place of address, postage prepaid, at least ten days but no more than sixty days before the date of the meeting, stating the matters to be considered.

(2) An adjournment of any stockholder meeting may be taken and lawfully held without new notice being given.

(3) All meetings of stockholders at which a quorum is present, in person or by proxy, shall be valid, regardless of notice requirements.

Section 4. VOTING:

(1) Unless otherwise specified in a written voting agreement, each stockholder shall have one vote for each share of stock. Treasury shares shall never be voted.

(2) A stockholder must be in good standing to be entitled to vote. Good standing shall include that the stockholder is not delinquent on any assessments levied by the Company.

(3) Voting shall be by voice unless secret ballot is requested by any stockholder present, and may be cumulated in manner provided by law.

(4) Only items on the published agenda may be voted upon.

(5) Stockholders may vote by proxy. All proxies must be in writing, subscribed by a qualified stockholder, and delivered to the secretary at or before the meeting. Such proxies shall be valid only for that meeting.

Section 5. QUORUM: One third of the outstanding stock represented in person or by proxy, shall constitute a quorum.

Section 6. OFFICERS OF MEETINGS:

(1) Presiding Officer: The meetings shall be called to order and presided over by the president, or, in his/her absence, by the vice-president, or in the absence of both, the secretary.

(2) Recording Secretary: The secretary of the Company, or another person duly appointed by the presiding officer, shall perform the duties of recording secretary.

Section 7. ELECTION OF DIRECTORS: The directors of the Company, to the number to be elected each year, shall be elected by a plurality vote at the annual meeting of the stockholders for that year, or at any time to which such meeting may be adjourned, or in any other manner provided by law, in event such annual meeting be not held. The directors so elected shall continue in office until their successors shall have been elected and qualified.

Section 8. ORDER OF BUSINESS: The order of business of the annual meetings shall be as follows:

- (1) Call the meeting to order.
- (2) Roll call of stockholders and confirmation of quorum.
- (3) Read and approve the minutes of the previous stockholder meeting.
- (4) Report on the Company's activities and its financial condition.
- (5) Present operating budget for current year.
- (6) Report of officers and committees.
- (7) Election of directors.
- (8) Unfinished business from previous stockholder meeting.
- (9) New business.
- (10) Adjournment.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. NUMBER AND QUALIFICATIONS:

- (1) The full membership of the board of directors shall be five.
- (2) No person shall be eligible to be elected a member of the board of directors, unless a stockholder of record, and in good standing, at the time of the election. If any director shall cease to be a stockholder in good standing, his or her term of office shall forthwith cease.
- (3) A director or all directors may be removed under provisions of Idaho Code.
- (4) No employee of the Company may be a director.
- (5) Directors shall be elected for a term of two years, and may be re-elected. The terms of the directors will be staggered, with two elected in even-numbered years and three elected in odd-numbered years.

(6) A director may not be affiliated with the same water-using or delivery organization or company as another director.

Section 2. GENERAL POWERS: The board of directors shall have the entire management of the business of the Company, but always in conformity with the Articles of Incorporation and these Bylaws and the general laws of the State of Idaho.

Section 3. VACANCIES: In case of any vacancy in the board of directors, the remaining directors, at a lawful meeting thereof, may elect a successor to hold office for the unexpired term of the director whose place shall be thus filled.

Section 4. MEETINGS:

(1) Regular Meetings: Regular meetings of the board of directors may be held monthly at a location and time established by the board.

(2) Special Meetings: Special meetings of the board of directors may be held at any time or place, and may be called by the president or the secretary, or any three directors. The caller(s) of the meeting will state the object(s) of the meeting, and no other business shall be transacted.

(3) Notice: The secretary shall notify each director of the time and place of all meetings, at least seven days before the date of the meeting. Notice may be waived by unanimous consent of the directors. Appearance at the meeting by the director shall constitute waiver of notice.

(4) Quorum: Three directors shall constitute a quorum. If at any time should the membership of the board of directors fall below this number, then a special meeting of the stockholders shall be called, and such number of directors shall be elected as may be necessary to restore the board of directors to its full membership.

(5) Voting: Each director shall have one vote. All questions shall be decided by a majority of the whole board of directors. There will be no voting by proxy at meetings.

ARTICLE V: OFFICERS AND EMPLOYEES

Section 1. ENUMERATION: The officers of this Company shall be a president, vice-president, secretary and treasurer, and such other

officers as the board of directors may elect. The secretary and the treasurer may be the same person.

Section 2. ELECTION AND REMOVAL OF OFFICERS: The board of directors shall elect officers from among their number at the meeting following the stockholders meeting at which the directors were elected, and whenever needed to fill vacancies thereafter. An officer may be removed from office by a majority vote of the board of directors.

Section 3. POWERS AND DUTIES:

(1) President: The president shall be the chief executive officer of the Company, and subject to the control and direction of the board of directors.

The president shall preside at all of the meetings of the stockholders and directors; shall have general superintendence and direction of all the other officers of the Company, and shall see that all orders and resolutions of the board of directors are carried into effect. The president shall execute all deeds, mortgages, bonds and other documents authorized by the board of directors, in the name of the Company.

The president shall from time to time and whenever required, report to the meetings of the board all matters pertaining to the affairs of the Company. The president shall in general, have all the powers and duties of supervision and management usually vested in the office of president of a corporation under Idaho law.

(2) Vice-President: The vice-president shall be vested, in the absence of the president, with all the power of the president, and required to perform such duties.

(3) Secretary: The secretary shall ensure minutes are recorded and notice is given for all meetings. The secretary shall have charge and custody of the Company seal, and deeds, abstracts, certificate books, minutes, assessment records, and other such books, records and papers as the board of directors may place in his/her custody. The secretary shall attest the execution of all deeds and mortgages and all certificates of stock, when such documents have been duly signed by the president.

The secretary shall make such reports to the board of directors as may be required by the board and by law.

(4) Treasurer: The treasurer shall be the custodian of the funds and securities of the Company, and shall ensure proper accounting of all moneys and securities.

The treasurer shall ensure that full and correct records and accounts are kept in the books of the Company, including all receipts, disbursements, and general financial transactions. The treasurer shall ensure proper deposit of all moneys and other valuable effects in such depository as may be selected designated by the board of directors, and that all such deposits are made in the name of the Company.

The treasurer, or authorized employee designated by the board of directors, shall render an itemized account of all transactions, and of the financial conditions of the Company, at the monthly meeting.

(5) Any officer may be assigned additional duties appropriate to their position by the board of directors.

Section 4. EMPLOYEES: The board of directors may appoint employees, fix their compensation, and prescribe their duties. Any employee shall be subject to removal at any time, with or without cause, by the board of directors.

ARTICLE VI: FINANCIAL POLICIES

Section 1. ACCESS TO RECORDS: All books and accounts shall be open at reasonable hours to the inspection of any director of the Company. A stockholder may inspect any books or accounts relative to his ownership or general corporate records during reasonable hours upon at least seven days' notice to the secretary.

Section 2. METHODS OF PAYMENT: Payment of Company funds may only be made by check, Automated Clearing House, or by debit card. The board of directors may authorize employee(s) to make such payments up to a limit of \$1500. Payments above this limit shall only be made with written authorization or countersignature of the treasurer, or in his/her absence, another designated board member. The board of directors shall have the bank statements reviewed monthly by a person without signatory authority.

Section 3. SURETY BOND: The treasurer and/or employees shall give the Company bond in whatever amount as may be required by the board of directors. Such bond will be furnished at the expense of the Company.

Section 4. CONFLICT OF INTEREST: Any conflict of interest or self-dealing within the meaning of Idaho Code by any employee or

director is strictly prohibited. Any interest, direct or indirect, by a director in any matter before the board must be disclosed and the director must exclude themselves from any debate or voting on the matter. Loan of any corporate funds or assets to any member, employee, or director is prohibited. No power of directorship may be used by any director to personally benefit the director at the company's expense.

Section 5. ASSESSABILITY: The capital stock of this Company shall be and remain forever assessable.

Section 6. CONTRACT INDEBTEDNESS: The board of directors may, by resolution duly adopted, give the president authority to contract indebtedness and to provide for the payment thereof, within the bounds and limitations set forth in such resolution.

ARTICLE VII: LATERAL DITCHES

Section 1. ASSISTANCE: The company may provide assistance and advice to its lateral associations and users, and may act as their authorized agent, but in so doing does not accept ownership of or responsibility for the lateral.

Section 2. MAINTENANCE:

(1) A lateral water users' association, or in the event that one has not been constituted on a particular lateral, any individual water user taking water from such lateral, may authorize the Company to perform any necessary repairs, improvements, or maintenance to the lateral or ditch.

(2) In performing such work, the Company shall have the same rights and privileges to enter the land across which the right of way extends as does the association or individual authorizing the work.

(3) By performing work, the Company does not assume ownership of the lateral, nor does it accept any liability for any injury to person(s) or property caused by an act or omission of the association or individual authorizing the work.

(4) The Company may assess the association or individual authorizing the work for its cost. This assessment shall be in addition to the assessments that are levied for the delivery of water.

Section 3. NEW LATERALS: The Company may establish new lateral ditches or extensions to existing lateral ditches.

ARTICLE VIII: AMENDMENT

The Bylaws may be amended by unanimous vote of the entire board of directors, or by majority vote at a duly called stockholder meeting.

ARTICLE IX: ENACTMENT

IN WITNESS WHEREOF, the foregoing are hereby adopted as the Bylaws of BOISE CITY CANAL COMPANY and replace any previous Bylaws of the Company.

We, the undersigned constituting all the board of directors of BOISE CITY CANAL COMPANY hereby certify that the foregoing have been duly adopted in manner provided by law, and the same constitutes a full, true and correct copy thereof.

Dated this eighteenth day of April, 2023.

Alan Winkle

ALAN WINKLE (president)

Hawk Stone

Hawk Stone (Apr 19, 2023 20:28 MDT)

HAWK STONE (vice-president)

Catherine Cooper

Catherine Cooper (Apr 27, 2023 07:59 MDT)

CATHERINE COOPER (secretary-treasurer)

Douglas Drinka

Douglas Drinka (Apr 27, 2023 09:43 MDT)

DOUGLAS DRINKA (director)

JRDL

John Roldan (Apr 29, 2023 13:11 MDT)

JOHN ROLDAN (director)

ATTEST:

Catherine Cooper

Catherine Cooper (Apr 27, 2023 07:59 MDT)

CATHERINE COOPER (secretary)