

THIRD RE-STATEMENT OF  
BY-LAWS

FAIRVIEW ACRES LATERAL WATER USERS' ASSOCIATION, INC.

ARTICLE I

OFFICES

The principal and registered office of the corporation in the State of Idaho shall be located at Garden City or Boise, Ada County, Idaho.

ARTICLE II

MEMBERS

Section 1. Eligibility. Each owner of any property which shall be served by the water system or systems of the corporation shall be eligible for membership in the corporation. Such membership shall at all times be identified with the owner of the property. Membership and continuation thereof shall be dependent upon the ownership of any property served by a water system of the corporation.

Section 2. Rights and Interests. There shall be one voting right for each member who owns property served by the systems. There shall only be one vote per member no matter how many properties a member may own, whether owned in community, jointly or separately.

Section 3. Expulsion or Cancellation. There can be no expulsion of a member or cancellation of the voting rights of a member so long as he has the qualification set forth in section 1 hereof. Membership shall automatically terminate whenever the member's eligibility shall cease.

Section 4. Voting by Proxy. Voting may be by proxy in writing, dated and signed by a member: provided, however, no such proxy shall be valid beyond eleven months, after its execution, unless otherwise provided in the proxy, nor binding upon a transferee of any property from the person executing such proxy.

Section 5. Property Transfers. Transfer of ownership of any property shall not relieve succeeding owner from the obligation to Fairview Acres Lateral Water Users Association, Inc. for unpaid assessments and charges.

ARTICLE III

METTINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at the principal and registered office or at a location specified by the Board of Directors in each year, in an evening in March on a weekday, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held

on the day designated herein for an annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place within the county of Ada, State of Idaho, as the place of meeting for an annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the registered office of the corporation in the county of Ada, State of Idaho, but if all members shall meet at any time and place, either within or without the County of Ada, State of Idaho, and consent to the holding of a meeting, such meeting shall be valid without call or notice and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally, by mail or by Legal Notice in a local newspaper to each member entitled to vote at such meeting, by persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. The majority of votes present at any meeting shall constitute a quorum at such meeting.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting by Mail. Where directors or officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors, and the Directors need not be members of the corporation.

Section 2. Number, Tenure, and Qualification. The number of directors shall be five. Election of two members each even year and election of three members each odd year. A majority

of those present at a legally constituted meeting of the members may adopt such a resolution. Each director successor shall hold office for two years and no more than three consecutive terms.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law, immediately after the annual meeting of members. The Board of Directors may provide by agreement the time and place, within the County of Ada, State of Idaho, for the holding of regular or additional meetings of the Board without other notices than such agreement.

Section 4. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the president or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place within the County of Ada, State of Idaho, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors will be given at least two (2) days previously thereto by written or verbal notice delivered personally or sent by mail to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when the mail is postmarked by the US postal service. Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because of not being properly notified of the meeting. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at such meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors be filled by the Board of Directors or at an all-member annual meeting. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. No Director or member shall receive compensation from the corporation by virtue of the status of being a Director or member, but nothing contained herein shall be construed to preclude any Director or member from serving the corporation in any other capacity and receiving compensation therefor.

## ARTICLE V

### OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary and /or a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board

of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except that a person may not be both President and Secretary.

Section 2. Election and Term of Office. The term length of each elected officer shall be two (2) years. The officers of the corporation shall be elected bi-annually -annually to fill vacancies -by the members and

Board of Directors at the regular annual meeting of members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interest of the corporation would be served thereby. But such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Vice President. In the absence of the President or in event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The cost of said bond, if any, shall be paid by the corporation. He shall have oversee of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other deposits as shall be selected in accordance with the provisions of Article VII of these by-laws: and in general

perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and, if a corporation seal be adopted by the Board of Directors, be custodian of the seal of the corporation and see that such seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal, if a corporation seal be adopted by the Board of Directors, is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

## ARTICLE VI

### COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors, in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him/her by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present. Members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

## ARTICLE VII

### CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer, officers, or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and counter-signed by the President or a Vice-President of the corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gifts, bequest, or devise for the general purpose or for any special purpose of the corporation.

## ARTICLE VIII

### BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and any committees having authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

## ARTICLE X

### ASSESSMENTS AND CHARGES

Section 1. The Board of Directors shall establish, levy and assess and collect the assessments and charges referred to in Article II of the Articles of Incorporation.

Section 2. Purpose of Assessments and Charges. The assessments and charges levied by the corporation shall be for the objects set forth in Article II of the Articles of Incorporation, and shall include, but not be limited to hereby, obtaining funds for the payment of taxes and insurance on

property of the corporation or for the protection of the officers and directors of the corporation in their acts for the corporation, and repair, and replacement and additions thereto, and cost of labor, equipment, material, management, supervision and any other service that the Board of Directors determines is necessary for the proper operation of the corporation.

Section 3. Collection of Assessments and Charges. The Board of Directors shall prescribe the method and manner of collection of assessments and charges for restoration of service and any other steps which in the sole discretion of the Board of Directors may be necessary to assure collection of said levy.