

**SPECIAL GENERAL STOCKHOLDER MEETING NOTICE**

**BIG WOOD CANAL COMPANY**

**March 13, 2026**

**1:30 pm**

**Lincoln County Community Center**

The purpose of the meeting is to vote on new/revised BWCC bylaws as recommended by the Board of Directors.

Attached to this notice are notes of the significant changes in comparison to the present bylaws.

A digital copy of the proposed bylaws is available on the company website: **[bwccafrd2.com](http://bwccafrd2.com)**.

A written copy can be obtained from the BWCC office at the above address.

Stockholders are encouraged to review the entire document.

.....  
**IN THE NEWS**

**\*\* Magic Dam Modifications:** As a result of a recent inspection and analysis of Magic Dam under the direction of the Federal Energy Regulatory Agency (FERC) it has been determined that potentially there needs to be significant modifications to bring the Dam up to today's acceptable standards. BWCC has contracted with JUB Engineers to study the analysis, perform any needed physical studies and develop alternative measures to meet requirements. Investment may be substantial, requiring the aid of federal and state financial assistance to compliment stockholder contribution. Date for completion of measures is presently December 2029.

Magic Dam is categorized as a high-risk dam due to age, earthen construction and high potential for life and property damage if it were to fail. **FAILURE IS NOT CONSIDERED AN IMMEDIATE THREAT.** However, because of the studies, FERC has recommended that the splash boards in the spillway not be installed. The reservoir holds 191,500-acre feet when full. Approximately 20,000-acre feet of that capacity (10 to 14 days delivery) would be lost by this action. Efforts are being taken, in consultation with our dam safety engineer, to eliminate that requirement.

**\*\*North Shoshone Pipe Dream:** Big Wood Canal Company has been studying and implementing potential projects to conserve water and enhance delivery to all stockholders. Several pipeline projects have already been installed in the Richfield and Dietrich tracts in cooperation with area stockholders. A pipeline system covering nearly 5000 acres in the North Shoshone Tract has been developed; federal grant funds were pursued, and it appears that significant Bureau of Reclamation (BOR) and Natural Resources Conservation Service (NRCS) grant funds are now available to BWCC to install about 3000 acres of the total project. State and local grants are being pursued. The pipelines would yield water savings and reduced annual operation and maintenance costs that benefit all stockholders while providing pressurized irrigation water to area stockholders.

**A meeting of impacted stockholders is to be held on Thursday, February 26 at 6 pm at the Lincoln County Community Center to outline the project and scope.**

**Big Wood Canal Company**

**409 North Apple Street**

**Shoshone, ID 83352**

(stockholder address label)

**MEETING NOTICE**

**BIG WOOD CANAL COMPANY**

**BYLAW UPDATE NOTES**

**February 2026**

**THE PROPOSED BYLAWS WILL BE PRESENTED FOR ADOPTION AT A SPECIAL STOCKHOLDERS MEETING:**

**FRIDAY, MARCH 13, 2026. 1:30pm. LINCOLN COUNTY COMMUNITY CENTER**

The original bylaws were crafted in 1921. With several minor revisions since that time, the old bylaws have served the company adequately. However, times and legal requirements have changed, and it is long past time that a more current document be ratified. The proposed bylaws draft heavily on the old bylaws, but with consideration of form and function of bylaws of other irrigation entities and recognition of how our company functions in today's business environment.

Please take the time to read and understand the entire document. However, below is a list of the most significant proposed changes to the bylaws.

- 1) Added statement of purpose.
- 2) Changed the order of the document—the stockholders are the company, then they need to be defined first.
- 3) Removed historical references—November 1921, etc.
- 4) Eliminated the office of Second Vice-President.
- 5) Propose reducing the Board of Directors from 9 to 7 directors. At the company's origin, some operations of the company were conducted on horseback and communications were slow and limited. Farming operations were many and small. Qualified stockholders living within Director Districts were many. Today's agriculture economy requires much larger farming entities, and their owners may not meet required residence and ownership within a Director District. Thus, interested stockholders willing to serve from some Director Districts may be few. Today's mobile communications and travel capability allow a single Director to represent a larger area and shrinking constituent base. A smaller board of 7 stockholders would adequately represent the stockholders while allowing company business to be conducted in a more efficient manner. The American Falls Reservoir District #2 Board, the companion Board to BWCC, is comprised of 7 Directors.
- 6) Added to boundary descriptions to fully define director district boundaries. Used permanent physical boundary features such as railroad, highway, river or canal

division boundaries as well as county lines, section boundaries and county grid to better complete the descriptions.

- 7) Removed \$10 reference of original Board compensation (1921) and left rate to be set by Board. The ability of the board to periodically set compensation has always been in the bylaws and is currently \$50 per meeting day, chairperson \$100 per meeting day.
- 8) Included new meeting notice requirements as adopted by earlier amendment. Notice to be posted on website, sent to emails on file of stockholders and written notice to each stockholder of record.
- 9) Changed the nomination procedure for potential candidates running for the board. Interested individuals will be required to declare their candidacy and qualifications under the bylaws and submit a petition with signatures of no less than 5 stockholders to be placed on the ballot. No nominations will be taken from the floor at the annual stockholders meeting. This procedure is consistent with voting requirements of AFRD#2 board.
- 10) Added to vacancy list of causes for vacancy—a director missing 3 consecutive meetings without just cause.
- 11) Added ability to meet via zoom when appropriate or required.
- 12) Changed regular monthly board meeting date to the First Thursday of each month. Currently set for first business day of the month which often occurs the day after a holiday or weekend making it difficult to prepare for regular board meeting. Increasingly the board and management confer with outside third-party resources that may be difficult to coordinate.
- 13) Added to Manager duties—the manager shall employ necessary staff. Also removed the power of the Chairman and the Board to hire and fire **any** employee. The Board should hire a Manager; employees are hired and under direction of the Manager.
- 14) Removed Watermaster and his duties. The watermaster is an employee hired and supervised by the manager.

Again, please read the entire document.

Digital copy available at: [bwccafrd2.com](http://bwccafrd2.com)

Written copy available at BWCC office.

Carl Pendleton, Chairman

208 420 6401