

**Bylaws  
Of  
Big Wood Canal Company  
A none profit corporation**

**Statement of Purpose**

**This corporation is formed and operates under the provisions of the Idaho Non-Profit Corporation Act (Chapter 3 of Title 30 of the Idaho Code) for the purpose of owning, operating and maintaining water and water rights, and water delivery systems on a non-profit basis; it being the intention to serve it's stockholders with water for irrigation purposes at as low a cost as possible consistent with good management and good business practices.**

**ARTICLE I**

**SECTION 1:** Except as otherwise provided in these Bylaws, the Articles of Incorporation and the laws of the State of Idaho, all authority and power with respect to the Corporation shall be vested in the stockholders.

**SECTION 2:** The annual meeting of the stockholders shall be held at 10 o'clock in the forenoon on the second Tuesday of January at the Company office in Shoshone, Idaho or such other suitable location within the service boundary of the corporation, for the purpose of electing directors in accordance with provisions of these bylaws, passing upon reports for the previous fiscal year and for the transaction of such other business as may properly come before it.

Notice of such annual meeting shall be placed on the Big Wood Canal Company (BWCC) website, emailed to any stockholder of record and published in the written notice of annual meeting mailed to each stockholder no less than 2 weeks prior to said meeting.

**SECTION 3:** Special meetings of the stockholders shall be called by the President or Secretary, at any time, when instructed by the Board of Directors or requested in writing by stockholders holding twenty-five thousand (25,000) shares of the capital stock of the corporation outstanding. Notice of such meeting, stating the

purpose thereof, shall be published as provided by the preceding section for annual meetings.

SECTION 4A: At all regular, annual and special meetings or any adjourned meetings, the stockholders present in person or represented by proxy shall constitute a quorum for the transaction of business and shall have the power by majority vote of stock represented to elect directors and transact any other business of the corporation proper to be done.

SECTION 4B: Proxies shall be presented on a form provided by the Corporation. Proxies must be specially defined by meeting date and/or issue. However, perpetual proxies may be filed on a form provided by the Corporation.

SECTION 5: At each regular or special meeting, each stockholder shall be entitled to one vote, either in person or by proxy, for each full share of voting stock standing registered in his or her name, at the closing of transfer books for that meeting, on each matter submitted to a vote of the stockholders.

SECTION 6: Every stockholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him for 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 shares of stock equal, or distribute them on this principle among as many candidates as he or she shall feel fit. Directors shall not be elected in any other manner. All voting shall be by secret ballot unless a director candidate is approved by motion from the floor casting unanimous ballot.

No person not a bonifide stockholder having stock in his name on the stock books of the corporation at least ten (10) days prior to the stockholder's meeting can vote at any such meeting

All proxies must be filed with the Secretary five (5) business day prior to the holding of any stockholder meetings. Directors, officers, legal representatives and qualified stockholders of the Corporation may be proxies if a stockholder designates them.

Any stockholder may revoke a proxy given by him at any time prior to any voting at the meeting at which it is intended to be used, by filing written statement to that effect with the Secretary of the Corporation.

All proxies must be either written or printed and signed by the stockholder.

## ARTICLE II

## STOCK

SECTION 1: Certificates of stock shall be of such form and device as the Board of Directors may direct, and such certificates shall be signed by the President and Secretary, and express on the certificate their number, date of issue, number of shares for which, and the person to whom issued, and a description of the land to which the water right represented thereby is dedicated and belong.

SECTION 2: Several certificates may be issued to the same person or persons, provided that in the aggregate they do not exceed the number of shares belonging to such person or persons. The certificate books shall contain a margin on which the number, date, number of shares and the name of the person or persons expressed in the corresponding certificates.

SECTION 3: Shares of the capital stock in the Corporation may be transferred at any time by the holders thereof, or by power of attorney, or by legal representation, and such transfer shall be made by endorsement on the certificate of stock by surrender of the same, provided that such transfer shall not be valid except as between the parties thereof, until the same shall have been noted in proper form upon the stock ledger of the Corporation, and no transfer of stock shall be made upon the books of the Corporation, until all indebtedness to it or any other charges authorized by these bylaws, or the person in whose name the stock is registered shall have been paid in full.

The surrendered certificate shall be cancelled by the Secretary before a new one shall be issued in lieu thereof and the Secretary shall preserve the cancelled certificate as a voucher.

The Board of Directors shall determine by resolution the fees charged for all such transfers.

No permanent transfer of any stock shall be made whereby the stock shall become appurtenant to any land outside of the adjudicated boundary of the project or to any land other than that described in the stock certificate, except by consent of the Board of Directors. Annual, temporary transfer of points of delivery within the boundaries of the system may be permitted and shall be the responsibility of management based upon system dynamics.

SECTION 4: The water right represented by the stock being appurtenant to the land, all stock in the Corporation shall pass by conveyance of the land, and in case of the loss of the stock certificate a new certificate may be issued upon proof of ownership of the land. In case of loss or destruction of any certificate of stock, another may be issued in its place, on proof of such loss or destruction by affidavit of such loss. Any new certificate shall be plainly marked "duplicate" on the face thereof. If the lost

certificate is found, either the duplicate or the original must be surrendered to the Corporation for cancellation.

SECTION 5: A stockholder may surrender stock to the Corporation and no longer be a stockholder, thus being relieved of any further assessments upon the following conditions:

- A) Stockholder must be current in payment of all current and past assessments made by the Corporation against said surrendered stock.
- B) The surrendered stock shall become treasury stock of the Corporation.
- C) The land upon which the stock represented the right to divert the Corporation's water rights through its irrigation works shall thereafter be fully curtailed from any further diversion of water or use of irrigation works of the Corporation.
- D) In the event that the land may be returned to production by transfer of other existing company stock, it shall be by approval of the Board of Directors in consultation with management.

### ARTICLE III OFFICERS

SECTION 1: The officers of this corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer, who shall be elected by the Board of Directors, and shall hold their offices for one year from the date of their election, and until their successors are elected and qualified. The offices of Secretary and Treasurer may be combined and held by the same person, at the direction of the Board of Directors.

In addition, the Board of Directors may elect or authorize an Assistant Secretary or Secretaries and an Assistant Treasurer, under direction of the manager, if necessary for the transaction of the business of the corporation.

SECTION 2: The President and Vice President shall be elected from among the Board of Directors. The Secretary and Treasurer, as well as Assistant Secretary and Assistant Treasurer, need not be directors or stockholders.

### ARTICLE IV OFFICERS, THEIR DUTIES AND COMPENSATION PRESIDENT

SECTION 1: It shall be the duty of the President to preside at all meetings of the stockholders and the Board of Directors, to have general charge of the affairs of the corporation, to sign certificates of stock and all contracts, or other official documents or notices, when not otherwise provided by the Board of Directors; to call the directors

together whenever he deems it necessary, and to perform such other duties as may be imposed upon him by the Board of Directors or by these bylaws.

#### VICE-PRESIDENT

SECTION 2: The Vice President shall perform the duties of the President in his absence or in the case of his inability to act. Where any documents are signed or official acts to be performed it will be in accordance with these bylaws.

#### SECRETARY

SECTION 3: It shall be the duty of the Secretary to keep a record of the proceedings of the meeting of the stockholders and the Board of Directors; to countersign shares of stock; to keep in custody the seal of the corporation; to countersign or issue notices of meetings or the stockholders and directors as may be provided for elsewhere in these bylaws; to attest all contracts, documents and notices that may be executed on behalf of the corporation, to be custodian of all documents, contracts, records, books and papers of the corporation; and in general to perform such other duties as are usual and incident to the office of Secretary of corporations, all under the direction of the Board of Directors and supervision of the President. Furthermore, he/she shall do such portion of the duties of the Treasurer, as the Board of Directors may at any time designate.

#### TREASURER

SECTION 4: Shall be the duty of the Treasurer to collect all assessments, tolls, rentals, etc., that are levied; to have custody of all the funds of the corporation, and to deposit the same in such banks as may be designated by the Board of Directors. All disbursements shall be made by the Treasurer upon order by the President or the Board of Directors. The Treasurer shall keep accurate and complete record of all receipts, expenditures and disbursements and shall perform such other duties as the Board of Directors may require.

Any Assistant Treasurer appointed shall perform the duties of the Treasurer upon request of the Treasurer or the Board of Directors, or in case of the absence of the Treasurer or his or her inability to act. Acts of the Treasurer shall be presumed to be under authority of these bylaws.

At each annual meeting of the stockholders the Treasurer shall submit a complete statement of his or her accounts for the past year. He or she shall make such

other statements of the financial affairs of the corporation as the Board of Directors may require.

## COMPENSATION

SECTION 5: The officers and employees of the corporation shall receive such compensation as may be provided by the Board of Directors.

SECTION 6: The officers and employees of the corporation shall furnish such bonds and in such amounts as the Board of Directors may require in an approved Surety Company, the premiums to be paid by the corporation

## ARTICLE V

### DIRECTORS, THEIR DUTIES AND COMPENSATION

SECTION 1: The corporate powers, business and property of this corporation shall be exercised and controlled by a board of seven (7) directors, to be elected from among the stockholders of the corporation, having at the time of their election stock on the books of the corporation. One (1) of said directors shall be elected from each of the following director districts, which are hereby created to wit:

District 1—All that part of the project comprising what is commonly known as the Richfield Segregation lying east of the Big Wood River and north of a line commencing at the Big Wood River proceeding due east and dividing Sections 8 and 17 of Township 5 South, Range 18E, E.B.M. as its point of true beginning. The line is commonly identified as 1020 N Road on the Lincoln County grid.

District 2—All that part of the project comprising what is commonly known as the Richfield Segregation lying east of the Big Wood River and south of a line commencing at the Big Wood River proceeding due east and dividing Sections 8 and 17 of Township 5 South, Range 18E, E.B.M. as its point of true beginning. The line is commonly identified as 1020 N Road on the Lincoln County grid. The south boundary of the District shall be defined as a line commencing at the Big Wood River proceeding due east and dividing Sections 8 and 17 of Township 5 South, Range 18 East, E.B.M. as its point of true beginning.

District 3—All that part of the project comprising what is commonly known as the Dietrich Segregation, lying east of State Highway 75/93 and south of a line commencing at the Big Wood River proceeding due east and dividing Sections 8 and 17 of Township 5 South, Range 18E, E.B.M. as its point of true beginning.

District 4—All that part of the project comprising what is commonly known as the North Shoshone Segregation, lying above the Milner-Gooding Canal and west of the Big Wood River.

District 5—All that part of the project comprising what is commonly known as the North Shoshone Segregation, lying below the Milner-Gooding Canal, west of State Highway 75/93 and east of the Lincoln County-Gooding County line.

District 6—All that part of the project comprising what is commonly known as the North Gooding Segregation, lying west of the Lincoln County-Gooding County line and north of the Main Line of the Union Pacific Railroad.

District 7—All that part of the project comprising what is commonly known as the South Gooding Segregation, lying west of the Lincoln County-Gooding County Line and south of the Main Line of the Union Pacific Railroad.

**SECTION 1A:** A Director must be a qualified elector and both a resident and stockholder in the District which he represents.

**SECTION 1B:** An individual seeking to run for a seat on the Board must submit an application to the Board tendered at the Big Wood Canal Company office no later than 15 days prior to the annual meeting at which director elections are to be held. The application on a form adopted by the Board shall include a representation by the candidate that the candidate is eligible to become a director within a specified district as set forth in these bylaws and include a petition sighted by no fewer than 5 stockholders from the applicable district. No nomination for director shall be accepted in any other manner.

**SECTION 2:** Directors shall serve terms of three (3) years, or until their successors are elected and qualified. In rotation, each year at the annual meeting of the stockholders, Director positions will be elected. Commencing January 2027 directors from Districts #1 and #5 shall be elected; 2028 Districts #2 and #7; 2029 Districts #3, #4 and #6. Directors shall within ten (10) days after each annual meeting, organize as a Board of Directors, by the election of such officers as are provided in these bylaws. A vacancy shall be declared by the Board of Directors when any nominee has been elected but has failed to qualify for office or when any Director shall:

- A) Die;
- B) Resign as Director;
- C) Remove himself from the District of his residence, being the District from which he was elected;
- D) Miss three (3) consecutive meetings of the Board without just cause as determined by the Board of Directors.

SECTION 2b: Physical and personal attendance at meetings by a Director is required; however, attendance at meetings via zoom connection may be honored periodically as needed.

SECTION 3: The Board of Directors shall have power to call meetings when they deem necessary, giving notice in accordance with Article I, Section 2.

SECTION 3A: The Board of Directors shall have the power to do or perform or cause to be done or performed, any act, or thing necessary or required to be carried out, initiated, and maintain, any power, project or authority granted to this corporation by the Articles of Incorporation thereof, except such acts and thing as by law or these bylaws are required to be submitted to the stockholders or this corporation for their action.

SECTION 4: The Board of Directors shall have power to cause to be issued shares of the capital stock of the corporation to the stockholder, in proportion to their interests, not to exceed in the aggregate the capital stock of the corporation.

SECTION 5: It shall be the duty of the Board of Directors to present a full statement at the regular annual meeting of the stockholders showing in detail the assets and liability of the corporation, and the general condition of its affairs, and a similar statement shall be presented at any other meeting of the stockholders when theretofore requested by persons representing at least twenty-five thousand (25,000) shares of the capital stock of the corporation.

SECTION 6: No contract by any officer of the corporation will be valid without the previous authorization of the Board of Directors, or subsequent approval of same.

SECTION 7: The members of the Board of Directors when sitting as a board, or attending to the business of this corporation, shall receive compensation as periodically set by the Board of Directors, in addition to such reasonable sum for actual expenses incurred in attending to business of the corporation, said accounts to be audited and allowed as any other demand against the corporation.

SECTION 8: The Board of Directors may annually adopt a season of delivery and system of rotation for distribution of water to be applied at such times during the irrigating season as in their judgement is deemed most beneficial to all water users.

SECTION 9: It shall be the duty of the Board of Directors to divide the territory irrigated by the canal system owned and operated by this corporation, into districts for the purpose of properly managing and controlling the distribution of water, the number of districts to be left to the discretion of the Board, and subject to change at any regular meeting thereof at any special meeting called for that purpose.

In accordance with the contracts between the United States of America (USA), American Falls Reservoir District No. 2 (AFRD#2) and Big Wood Canal Company, the Board of Directors of BWCC the members of the Board of Directors elected from Director Districts 1, 2, and 4 together with Director District 3 shall constitute an executive committee of the Board of Directors with power to direct, regulate and administer the distribution to the land of water above the Milner-Gooding Canal. Big Wood Canal Company Directors elected from Director Districts 5, 6 and 7 together with Director District 3 shall constitute an executive committee of the Board of Directors with the power to direct, regulate, and administer the distribution to the lands below said canal. In the case that any controversy arise, then issue shall be brought the attention of the entire Board of Directors.

SECTION 10: It shall be the duty of the Board of Directors, in consultation with the Board of Directors of American Falls Reservoir District #2 at their regular joint meeting in November of each year to ascertain and determine the amount of money necessary for the transaction and conduct of the business and the payment of its outstanding maturing obligations and for such other purposes as may have been specially authorized at any previous meeting of the stockholders, all as may be required for the twelve months period October 1-September 30.

The Board of Directors may include in the charges of maintenance and operation above specified and amount for sinking fund to cover future repairs and alterations of the canal system and to provide for the payment of its debts and obligations.

The Board of Directors shall thereupon determine as nearly as may be, the number of shares liable to a maintenance charge for such period and shall apportion the total charge to such total number of shares and determine per share, per acre, by water used or any combination thereof the maintenance charge for such period, and the same shall constitute the maintenance charge therefore.

Thereupon the Board of Directors shall cause the assessment notices to be mailed to all stockholders of record, the assessment so made shall be due and payable at the office of the Company in one (1) installment by the first day of April following. All assessments not paid when due shall draw interest from the first day of June at the rate of one percent (1%) per month and payment thereof may be enforced as provided by the laws of the State of Idaho. No water shall be delivered to any contract holder or stockholder until all current as well as past due assessments have been paid, provided however, that the Board of Directors may waive the enforcement of the above provisions in any given year. No stock shall be transferred on the books of the company until all past due and unpaid assessments on the same are paid.

SECTION 11: The Big Wood Canal Company shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the

Corporation from and against any and all claims and liabilities to which such persons shall become subject by reason of his or her having heretofore or hereafter been a Director or Officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such Director or Officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim for liability arising out of his or her own negligence or willful misconduct.

## ARTICLE VI

### MEETINGS OF DIRECTORS

SECTION 1: There shall be held on the first Thursday of each month a regular meeting of the Board of Directors for the transaction of any business that may come before it. The Board of Directors may on motion duly change that date for monthly meetings.

SECTION 2: Special meetings of the Board of Directors may be called at any time by order of the President, or by a majority of the Board. Upon receipt of the order for special meetings of the Board of Directors the Secretary shall immediately notify the Board of Directors of the time and place at which said special meeting is to be held pursuant to such order, said notice to be given at least two days prior to the time of said meeting, except where a special contingency exists, in which case no special notice need be given, but such special contingency shall be noted in the minutes of this special meeting.

SECTION 3: All meetings, either regular or special, of the Board of Directors, shall be held at the office, principal place of business of the corporation, or elsewhere on the project.

SECTION 4: A majority of the Directors shall constitute a quorum at any regular or special meeting of the Board of Directors.

SECTION 5: Any regular or special meeting of the Board of Directors may be adjourned from day to day, or time to time for want of a quorum, and such adjournment and the reason thereof shall be recorded in the journal proceedings of the meeting, and no further notice of any such adjourned meeting shall be required.

## ARTICLE VI

### VACANCIES ON BOARD OF DIRECTORS

**SECTION 1:** Vacancies on the Board of Directors may be filled by the remaining members of the Board of Directors, and any Director appointed to fill a vacancy shall be entitled to act until the next regular meeting of the stockholders of said corporation at which time a director shall be elected to fill out the unexpired term.

**SECTION 2:** A vacancy shall be declared by the Board of Directors when any nominee has been elected and has failed to qualify for office or when any Director shall:

- A) Die;
- B) Resign as Director;
- C) Remove himself from the District of his residence being the District from which he was elected;
- D) Miss three (3) consecutive regular meetings of the Board without just cause as determined by the Board of Directors.

## ARTICLE VII

### GENERAL MANAGER

**SECTION 1:** The directors are authorized to employ a General Manager for the corporation and may fix his terms of employment and compensation. Such manager shall perform such services as the directors may from time to time request and there may be delegated to manage such powers and duties otherwise belonging to and required of the Board of Directors or President not inconsistent with the laws of the State of Idaho, as the Board of Directors may from time to time determine. The manager shall employ and supervise necessary staff to conduct the business of the corporation and insure delivery of irrigation water to the benefit of the stockholders.

## ARTICLE VIII

### GENERAL PROVISIONS

**SECTION 1:** Any person aggrieved by any action of an employee of the company may make complaint to the General Manager of the corporation. In the case of a ditch rider action, a stockholder shall make complaint first to the Water Manager. If resolution is not reached, the complaint shall include the General Manager. If management can not resolve the issue a stockholder shall make complaint to the Board of Directors in writing or by attendance at any regular meeting of the Board of Directors. In the instance of a written complaint, the Secretary shall notify the President and the representative member(s) of the Board of Directors to consult with the stockholder and

management in attempt to resolve the complaint or gather information to present to the Board of Directors for ultimate resolution.

SECTION 2: Any officer of the Board of Directors of this Corporation may be removed from office at any time by a majority vote of the Board of Directors at a meeting called for that purpose, of which meeting the officer in question shall have at least five days written notice.

SECTION 3: Any director who shall be absent from three consecutive meetings of the Board of Directors shall be considered as neglecting his duties as such director, and such absences shall operate as a voluntary resignation by such absentee from said office as director; and thereupon it shall be the duty of the Board of Directors, at its next regular meeting to declare the office of such director vacant, and to proceed in the usual manner to fill such vacancy, unless said absences be excused by resolution of the Board of Directors.

SECTION 4: The Directors shall have the power from time to time to borrow such money as may be necessary in the conduct of the business of the corporation, upon such terms and for such length of time as they may determine.

For money borrowed, the Directors shall give promissory notes of the Corporation, signed in the name of the corporation by the President, attested by the Secretary.

SECTION 5: Each stockholder is entitled to a perpetual right to use water from said irrigation system upon the land described in his stock certificate during the irrigation season of each year, in accordance with the provisions of his water contract. The Board of Directors shall fix the period of such season. Water may be used for irrigating said land, also for livestock and domestic purposes. The corporation reserves the right to make such rules and regulations covering the delivery of water as it may deem necessary.

A seasonal or temporary transfer of the place of use of water may not be made where such water will be used upon lands which have water appurtenant thereto and upon which there are unpaid maintenance and operation assessments.

SECTION 6: The Corporation shall not be liable for scarcity of water caused by unlawful diversion, forcible entry, unusually cold weather, drought or any accident in protecting its canal and irrigation system and keeping the same in proper operation and repair. The Corporation shall not be liable for loss or damage caused by seepage or breakage resulting from cloud bursts, land slides, obstruction, accidents, or breaks in its canal system, which could not be prevented by the exercise of ordinary care and diligence. The Corporation shall have the right at the close of the irrigation season or any other time when urgent necessity requires, to cut off or shut off the water at any

point, but during the irrigations season shall restore the water in the canals and laterals as speedily as possible under the nature of the case.

## ARTICLE IX

### SEAL

SECTION 1: The Corporate Seal of this Corporation shall have engraved on. It in the center the date of incorporation, and in a circle around the edge, the full name of the Corporation, and the name of the State.

SECTION 2: The Corporation Seal of this Corporation shall always be and remain in the custody of the Secretary.

## ARTICLE X

### POSSESSION OF BYLAWS

SECTION 1: These bylaws shall always remain in the possession of the Secretary of the Corporation.

## ARTICLE XI

### ALTERATION OF BYLAWS

SECTION 1: These bylaws may be altered, amended or repealed at any annual meeting of the stockholders of the Corporation, or at any special meeting for that purpose, by a vote of two-thirds of the subscribed stock present or represented and voting at any meeting. Any proposed alteration of the bylaws shall be provided, either in written notice and/or digital link, no less than 2 weeks prior to the meeting and in accordance with the notice of meeting.

DATED This \_\_\_\_\_ day of March 2026

BIG WOOD CANAL COMPANY

By \_\_\_\_\_

\_\_\_\_\_  
President and  
Director

and \_\_\_\_\_

\_\_\_\_\_  
Secretary and  
Director

STATE OF IDAHO, )

ss.

COUNTY OF \_\_\_\_\_.)

On this \_\_\_\_ day of March, 2026, before me, the undersigned, a Notary Public in and for said state, personally appeared \_\_\_\_\_ and \_\_\_\_\_, known to me to be the President and Secretary, respectively, of BIG WOOD CANAL COMPANY, the corporation that executed the foregoing instrument and acknowledged to that such corporation executed the same.

## Notary Public for Idaho

Residing at:

My Commission Expires:

## CERTIFICATE

## DIRECTORS:

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I, \_\_\_\_\_ do hereby certify that I am the  
secretary of BIG WOOD CANAL COMPANY, and that the attached is a true and correct  
copy of the Bylaws of BIG WOOD CANAL COMPANY, a Corporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of the  
Corporation this \_\_\_\_\_ day of March, 2026.

(Corporate Seal)