ARTICLES OF INCORPORATION
&
BYLAWS
ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being of the age of majority and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the provisions of Chapter 11 of Title 30 of the Idaho Code and we do hereby certify as follows:

I.

That the name of said non-profit corporation shall be IDAHO WATER USERS ASSOCIATION, INC.

II.

The purpose and powers of the corporation shall be: To promote, aid and assist the development, control, conservation, preservation and utilization of the water resources of the state of Idaho and to cooperate with similar organizations in other states and with the National Water Resources Association to promote the development, control, conservation, preservation and utilization of the water resources of all those states; to engage in all or any activities of the purposes of the corporation including, but not limited to, promotion of the adoption of legislation in the furtherance of such purposes and opposition to legislation detrimental thereto, and the conducting of research and the publication and dissemination of information, in furtherance of such purposes; and to exercise all powers conferred upon corporations by the Statutes of the state of Idaho to be exercised.

III.

The affairs of the corporation are to be conducted in accordance with these Articles and, where not inconsistent herewith, in accordance with By-Laws of the corporation, which By-Laws are to promulgated in accordance with Section 30-1108 of the Idaho Code and amendments thereto and adopted at a general membership meeting.

IV.

By-Laws of the corporation shall establish three categories of membership to wit:

1) General membership;
2) Associate membership; and
3) Honorary membership;

and shall provide for the issuance of appropriate membership certificates in evidence thereof, which membership certificates shall be non-transferable and subject to revocation or termination as in such Bylaws to be provided. General members of the Idaho Water Users Association in good standing at the date of filing these articles, shall be charter members of the corporation, and the manner and method of admission of new members of the corporation shall be provided by the By-Laws.
V.

The registered office of the corporation within the state of Idaho shall be at Boise, in the County of Ada, and the official post office address of the corporation shall be "Boise, Idaho."

VI.

The corporation shall have perpetual existence.

VII.

The promotion, operation and management of the corporation shall be conducted by a board of directors initially composed of eleven members. Such board of directors shall subsequently be composed of not less than eleven nor more than twenty-five directors as in the By-Laws of the corporation to be provided.

VIII.

No capital stock will be issued to members, and the corporation shall be operated on a non-profit basis in furtherance of its corporate purposes; and any surplus or profit which occurs shall be used to further such purposes, and in no event shall any profit or surplus of the corporation be paid to and distributed among the members of the corporation.

IX.

The By-Laws of the corporation may be repealed, amended or new By-Laws adopted either:

1) At any regular meeting of the corporation, or any special meeting when the intention to so repeal, amend or adopt new By-Laws is stated in the Notice calling said meeting, by a majority vote of those present at the meeting, a quorum being then and there present; or

2) By a two-thirds vote of the members of the board of directors at any regular meeting of said board or at any special meeting thereof called for that purpose.

X.

These Articles of Incorporation may be amended in any manner at any regular meeting of the members of this corporation by a vote of a majority of a quorum attending such meeting provided special Notice of the intention to amend the Articles of Incorporation shall have been given by publication at least once a week for four weeks in a newspaper published in a county wherein said meeting is to be held, such Notice to designate the regular meeting at which it is intended to vote on the proposition of amending the Articles of Incorporation, and shall state the manner in which it is intended to amend the Articles.

XI.

In accordance with the provisions of Section 30-1102 of the Idaho Code, an election was held on the first day of May, 1956, for the purpose of electing the directors of the board under which said corporation elects to operate being as heretofore stated eleven in number; said election being held at
the Hotel Boise in the City of Boise, County of Ada, State of Idaho, at 10 o'clock a.m.; that a notice of the time and place of holding said election of directors was given by the publication of a notice to said effect once a week for two consecutive weeks, to wit: April 16, and April 23, 1956, in the Idaho Daily Statesman, a newspaper published in said County of Ada, State of Idaho, and by posting a like notice for the same length of time in a conspicuous place on the Hotel Boise building, City of Boise, County of Ada, State of Idaho, wherein the election was held; that a majority of the members at such meeting voted for and there were elected eleven directors of said corporation; that said eleven directors are the incorporators of the corporation and that the names and post office addresses thereof are as follows:

<table>
<thead>
<tr>
<th>NAMES</th>
<th>POST OFFICE ADDRESSES</th>
</tr>
</thead>
<tbody>
<tr>
<td>Forest Sower</td>
<td>Boise, Idaho</td>
</tr>
<tr>
<td>William Wymer</td>
<td>Boise, Idaho</td>
</tr>
<tr>
<td>Fred M. Cooper</td>
<td>Grace, Idaho</td>
</tr>
<tr>
<td>L. Ivan Jensen</td>
<td>Shelley, Idaho</td>
</tr>
<tr>
<td>Alex Coleman</td>
<td>St. Anthony, Idaho</td>
</tr>
<tr>
<td>A. R. Babcock</td>
<td>Moore, Idaho</td>
</tr>
<tr>
<td>E. G. Gooding</td>
<td>Shoshone, Idaho</td>
</tr>
<tr>
<td>C. G. Ficken</td>
<td>Fruitland, Idaho</td>
</tr>
<tr>
<td>J. H. Silbaugh</td>
<td>Jerome, Idaho</td>
</tr>
<tr>
<td>Philip Ford</td>
<td>Weiser, Idaho</td>
</tr>
<tr>
<td>Bert Schroeder</td>
<td>Lewiston, Idaho</td>
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</tbody>
</table>
AMENDED BYLAWS

ADOPTED: NOVEMBER 16, 2018

The following are the Amended Bylaws of the Idaho Water Users Association, Inc. (Association).

I. MEMBERSHIP

Article IV of the Articles of Incorporation provides that there shall be 3 categories of membership: General, Associate and Honorary Memberships.

a) General Membership: General membership may be held by any one of the following:

1) Irrigation districts,
2) Canal companies,
3) Cooperative ditch companies,
4) Any other non-profit water user organization, serving water to lands for irrigation purposes, organized and existing under the laws of the state of Idaho and having its principal administrative offices within the state of Idaho,
5) Ground water districts organized and existing under the laws of the state of Idaho and having administrative offices within the state of Idaho,
6) Any individual controlling and irrigating land within the state of Idaho.

The Board of Directors may consider an application for General Membership from a drainage district or similar entity that does not qualify for General Membership under any of the above categories. The Board may approve an application only upon a 2/3 vote of Board members present at the meeting in which the application is considered. Applicants approved for General Membership will be responsible for paying assessments at the General Membership assessment rate. Applicants who are denied General Membership may still be considered for Associate Membership.

b) Associate Membership: Associate membership may be held by any individual, firm or other entity interested in assisting in the development, conservation and control of the water resources of the state.

c) Honorary Membership: Honorary membership may be conferred by the Board of Directors upon any deserving individual.

Membership certificates shall be issued on a form prescribed by the Board of Directors and shall be issued to all Association members.

II. ANNUAL MEETING

An annual meeting of the Association shall be held each year at a time and place fixed at the preceding annual meeting, or in the event of the failure of the preceding annual meeting to select such place it shall be selected by the Board of Directors.
III.
VOTING RIGHTS

Each General Member shall be a voting member of the Association if current in payment of dues for the prior year. Thirty days prior to the annual meeting of the Association, the Executive Director shall mail to each General Member a Voting Delegate Form, requesting the name or names of the voting delegate or delegates and the names of the alternates who will represent the General Member at the annual meeting. Voting Delegate Forms shall be returned and filed with the Executive Director prior to 12:00 noon of the day set for the annual district caucus meetings held at the annual meeting. Only the delegates or alternates designated as provided herein shall be entitled to vote at the annual district caucus meeting.

At the time the Voting Delegate Forms are mailed to the General Members, the Executive Director shall inform the General Members as to the number of votes of the said General Member and the standing of the dues of the said General Member. The number of delegates of each General Member and the manner of their selection and qualification shall be determined by the General Member.

For dues of a General Member to be current, the dues as assessed must be paid prior to noon of the first day of the said annual meeting. All voting rights shall be determined by the Executive Director as soon as possible following 12:00 noon of the first day of the annual meeting.

Votes will be certified on a basis of acres irrigated and currently paid dues to the Association. The Executive Director shall certify the votes to all caucus chairmen and the President prior to the annual caucus.

IV.
VOTES IN CAUCUS

All votes in district caucuses will be cast, as certified, by the delegates chosen as provided in Article III of these Bylaws. The number of caucus votes shall be based on the total number of irrigated acres represented, as follows:

<table>
<thead>
<tr>
<th>Acres</th>
<th>Votes</th>
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</thead>
<tbody>
<tr>
<td>1 to 2,000</td>
<td>1</td>
</tr>
<tr>
<td>2,001 to 4,000</td>
<td>2</td>
</tr>
<tr>
<td>4,001 to 6,000</td>
<td>3</td>
</tr>
<tr>
<td>6,001 to 8,000</td>
<td>4</td>
</tr>
<tr>
<td>8,001 to 10,000</td>
<td>5</td>
</tr>
<tr>
<td>10,001 to 20,000</td>
<td>6</td>
</tr>
<tr>
<td>20,001 to 30,000</td>
<td>7</td>
</tr>
<tr>
<td>30,001 to 40,000</td>
<td>8</td>
</tr>
<tr>
<td>40,001 to 50,000</td>
<td>9</td>
</tr>
<tr>
<td>50,001 to 60,000</td>
<td>10</td>
</tr>
<tr>
<td>60,001 to 70,000</td>
<td>11</td>
</tr>
<tr>
<td>70,001 to 80,000</td>
<td>12</td>
</tr>
<tr>
<td>80,001 to 90,000</td>
<td>13</td>
</tr>
<tr>
<td>90,001 to 100,000</td>
<td>14</td>
</tr>
<tr>
<td>100,000 +</td>
<td>15</td>
</tr>
</tbody>
</table>
A Director, selected by each district, will serve said district for one year or until that Director resigns or is replaced by vote in district caucus. The Director shall preside over the district caucus meeting including the voting for the director. In the event the Director is not present, the caucus will be presided over by a temporary chairman designated by the Director; or if no one is designated, a temporary chairman will be appointed by the President.

The annual selection of Association Directors will be on the basis as above stated votes.

Each district’s vote for a Director shall be certified by the person conducting the caucus to the Executive Director prior to the general membership business meeting.

Any additional issues that may be placed before the caucus shall be considered by the caucus. Action on these issues will be voted upon in the above manner.

V.

VOTING AT ANNUAL MEETING

All votes cast at the annual meeting will be cast by Directors of each district based on the number of votes represented in their respective district. Directors voting at the annual meeting shall cast their votes as instructed in caucus on issues that were discussed and voted on in caucus. Directors having more than one vote at the annual meeting shall split their votes on any issues as instructed by the vote in district caucus. Should issues arise that were not discussed in caucus, the Director may vote the entire vote of the district at the Director’s discretion or may, at any time before the vote, request a five-minute recess to poll the voting delegates from the Director’s district.

VI.

VOTE CHALLENGES

Should the vote certified by the Executive Director be challenged, said challenge will be heard and a decision will be rendered concerning this challenge by a panel of three Directors appointed for that purpose by the President of the Association. Said Directors are to be from districts not involved in the challenge. Decision by the panel designated to hear the challenge will be final.

VII.

BOARD OF DIRECTORS

The promotion, operation and management of the Association shall be vested in a Board of Directors consisting of one director from each of the districts of the Association, which districts shall be established by the board of directors at any regular or special meeting; provided, however, that the number of Directors may be less than but may not exceed twenty-five, as hereafter provided.

Directors shall be elected or appointed, as follows:

1. Up to 18 Directors may be elected as follows:
   a. 1 Director each from Districts 1-16, as those districts are designated by the Board, to be elected in district caucuses at the annual meeting; and
   b. 2 Associate Directors elected by the Associate Membership, as provided in Article XII, herein.

2. Up to 4 Directors shall be appointed by the Board, as follows:
   a. 2 At-Large Directors representing the interests of those General Members which are surface delivery organizations (such as irrigation districts, canal companies, etc.); and
b. 2 At-Large Directors representing the interests of those General Members which are ground water districts.

3. The Chair of the Education Committee.

4. The National Water Resources Association (NWRA) Directors from Idaho (except in the case where the Executive Director also serves as an NWRA Director).

All Directors shall have an equal vote on the Board of Directors regardless of the number of acres represented in their districts. The districts' delegates shall caucus at the time designated at each annual meeting and shall elect a director.

In addition, the Director of the Idaho Department of Water Resources is an Ex-Officio member of the Board of Directors, serving in an advisory capacity only.

The number of directors may be increased or decreased by the members at the annual meeting or by the Board of Directors at any regular or special meeting but shall not exceed twenty five Directors. In the event the number of directors is increased by the Board of Directors, the Board of Directors may appoint such Director or Directors until the next annual meeting. In the event of the death, resignation or inability to act of a Director during the interim between annual meetings, the Board of Directors may select a director from that district to serve until the next annual meeting. In the event of the failure of the Board of Directors to appoint a successor, the President, on approval of the Board of Directors, may appoint the successor.

The first meeting of each succeeding Board of Directors shall be held on the last day of the annual meeting, at which first meeting the Board shall elect officers of the Association as provided in Section VIII.

VIII. OFFICERS

The officers of the Association shall be a President, a First Vice President, and a Second Vice President. All officers shall be selected from members of the Board of Directors and shall be elected by majority vote of the Board. These officers shall hold office for one year and until their successors are duly elected and shall perform the usual and customary duties of their respective offices.

In the event of the death, resignation, or inability to act of the President, the First Vice President shall assume all of the duties of the President without further action on the part of the Board of Directors. In the event of the death, resignation or inability to act of any other officer of the Association, the President shall appoint a successor, with the approval of a majority of the Board of Directors. As may be required by the Board, each Association officer handling funds of the Association shall file with the President a bond conditioned upon the faithful performance of his or her office. If required, such bond shall be in a sum to be prescribed by the Board of Directors.

IX. EXECUTIVE DIRECTOR

An Executive Director shall be appointed annually by the Board of Directors and hired as an employee or contractor to manage the affairs of the Association. Any vacancy shall be filled by the Board of Directors. The duties of the Executive Director shall be prescribed by the Board of Directors and he or she shall be responsible to the Board and shall make reports to the President, from time to time, as the President may request. In addition to the duties prescribed by the Board of Directors,
the Executive Director shall keep a record of all meetings of the Board and of the Association. At the Board’s discretion, the Executive Director may be required to file with the President a bond conditioned upon the faithful performance of his or her duties. If required, bond shall be in the sum prescribed by the Board of Directors.

X. EXECUTIVE COMMITTEE

An executive committee shall be empowered to conduct the affairs of the Association and determine Association policies where no policies exist and the Board of Directors has not resolved on the issue and it is inconvenient for the Board of Directors to be convened. The executive committee shall be empowered with one vote for each committee member and said committee shall be chaired by the President of the Association. In addition to the President, the executive committee shall be composed of the First Vice President, Second Vice President, the immediate past President, the chair of the Education Committee and the NWRA Director(s) (except in the case where the Executive Director also serves as a NWRA Director).

XI. COMMITTEES

The following committees have been established by the Board of Director:

1. Resolutions Committee;
2. Legislative Committee;
3. Rural and Urban Affairs Committee;
4. Education Committee;
5. Nominating and Awards Committee; and

A description of the purpose and duties of these committees is attached hereto as ATTACHMENT A.

The chair of the Legislative Committee shall be the First Vice President and the chair of the Resolutions Committee shall be the Second Vice President. The chair of the remaining committees shall be appointed by the President of the Association. At each annual meeting, the district caucuses shall also appoint members to serve on each of the Association committees. The district caucuses shall appoint one committee representative for each board member representing that caucus. District caucuses shall be limited to one appointment per committee, unless additional appointments are authorized by the President.

Committees shall convene at the call of the chair and shall meet at least once a year at the annual convention. Committee chairs shall advise the Board of Directors on the actions of their respective committees.

Additional committees can be appointed at the President’s discretion. The authority and responsibilities of the committees appointed will be given in writing to the committees by the Board of Directors, or executive committee, in the absence of any action by the Board.

XII. ORGANIZATION OF ASSOCIATE MEMBERS

Any individual, group, organization or corporation who has an active interest in the water resources of the state of Idaho may be an Associate Member. Associate Membership fees shall be set by the Board of Directors. The Board of Directors may review and rescind an Associate Membership if
it is determined that that Associate Member’s actions are not consistent with the mission of the Association.

All Associate Members current in the payment of their dues shall be entitled to receive all member benefits, including Association publications, participation on Association committees, reduced registration fees for Association events, the right to exhibit at the annual convention without cost (based on available space) and a vote in the Associate Membership caucus.

The Associate Members shall caucus every year at the Association’s annual meeting at a time concurrent with the district caucuses. At the caucus, Associate Members may address any items raised by the Associate Members. The caucus will be conducted under the direction of one or both then-currently serving Associate Directors. If (i) no Associate Directors are serving at the time of the caucus or (ii) there is objection to the then-serving Associate Directors conducting the caucus by a majority of the Associate Members in attendance, the Associate Members may appoint a caucus chair or chairs by a majority vote of those Associate Members in attendance at the caucus.

At the caucus, the Associate Members shall select two Directors to represent the Associate Members on the Board of Directors.

XIII.
RESOLUTIONS

The resolutions to be considered at the annual convention must be supplied to the chair of the Resolutions Committee 40 days in advance of the day designated for the convening of the Resolutions Committee at the Annual Convention. The Resolutions Committee may initiate resolutions during a committee meeting. Any resolution that is not submitted before the deadline, including those initiated by the Resolutions Committee during the meeting at the Annual Convention, may only be considered if the Resolutions Committee elects to consider the untimely resolution by a 2/3 vote.

To be approved by the Resolutions Committee, Resolutions must receive at least 2/3 of the votes present at the committee meeting.

Resolutions must be sponsored by a member of the Association.

Resolutions, or amendments to resolutions, to be considered for adoption by the Association during the general business meeting may only be submitted by the Resolutions Committee; provided, however, that a resolution or amendment to a resolution that has not been submitted by the Resolutions Committee may be considered for voting during the general business meeting if 2/3 of the caucus delegates present at the general business meeting vote in favor of consideration. Resolutions must receive a majority vote of the caucus delegates present at the general business meeting to be adopted by the Association.

Once a resolution is adopted by the Association members, it shall be deemed as policy of the Association. Current resolutions shall remain in force and effect for a period of two years, unless modified or rescinded.

Resolutions may also be designated as standing policy resolutions, in which case they shall remain in force and effect until modified or rescinded.
XIV. LEGISLATION

Proposed State legislation to be considered at the annual convention must be supplied to the chair of the Legislative Committee at least 40 days in advance of the day designated for the convening of the Legislative Committee at the Annual Convention. The Executive Director shall send copies of proposed legislation to Legislative Committee members upon receipt.

Proposed legislation must be sponsored by a member of the Association. The Legislative Committee itself can also initiate proposed legislation during a committee meeting.

Proposed legislation that is not submitted as required herein may only be considered if the Legislative Committee chooses to consider said legislation by a 2/3 vote of the members of the Legislative Committee present at the committee meeting wherein the proposed legislation is considered. The member proposing legislation after the deadline shall provide 25 copies of such legislation for the Legislative Committee members at the meeting. The Legislative Committee may also consider legislation proposed or introduced in the Idaho State Legislature that is of interest to the Association and its members.

To be approved by the Legislative Committee, proposed legislation must receive at least 2/3 of the votes present at the committee meeting.

Once the Legislative Committee takes a position on proposed legislation, it shall be regarded as the position of the Association. Provided, however, that the Board may review positions taken by the Legislative Committee on any proposed legislation and may amend the position of the Legislative Committee or may request that the Legislative Committee review any of its positions.

XV. FUNDS

Annually, the Board of Directors shall recommend the payment of such dues as, in its judgement, will produce sufficient revenue to defray the expenses of the Association and carry on its activities. Activities of the Association may also be financed by donations from whatever source. Upon the payment of the annual fees, each member shall be entitled to all benefits of their Association membership.

XVI. RULES OF ORDER

Roberts Rules of Order shall govern all regular and special meetings of the Association.

XVII. NWRA REPRESENTATIVES

The Association shall appoint two NWRA directors and a member of the NWRA Policy Development Committee and such other representatives as may be required by the NWRA from time to time. These representatives shall be appointed by the Board of Directors at the annual meeting of the Association, shall hold office for one year or until their successors are duly appointed and qualified, and shall perform the usual and customary duties of their respective offices as required by the NWRA.

Adopted by the Board of Directors on November 16, 2018
Attachment A
Amended Bylaws of the Idaho Water Users Association, Inc.
Committee Duties and Authorities

Pursuant to Article XI of the Association Bylaws, the following committees have been established with the following duties:

**Resolutions Committee**: The Resolutions Committee is charged with approving and providing a statement of policies and directives for the Association. These statements guide the Association staff, provide Association goals, affirm the position of the Association and provide a framework within which the Association’s Board of Directors and committees work. At a minimum, the committee shall meet twice each year: (i) about thirty days prior to the annual meeting, and (ii) at the annual meeting. Proposed resolutions are reviewed and recommendations are made regarding those resolutions to the membership for consideration.

**Legislative Committee**: The charge of the Legislative Committee is to review, evaluate, and promote legislation favorable to members of the Association. The committee is responsible for development and/or review of proposed legislation, lobbying efforts when needed, and initiation of telephone and letter writing campaigns when necessary to achieve legislative goals. As may be determine necessary by the committee, work groups may be established to address particular legislative issues and/or proposed legislative language. The committee will review proposed legislation and determine whether or not to support, oppose, or take other action (or no action) on the proposed legislation.

**Rural & Urban Affairs Committee**: The charge for the Rural & Urban Affairs Committee is to provide an interface between the Association and local communities, including residents, county and city entities, realtors and title companies about irrigation issues. Issues addressed by the Committee may include rights-of-way/easements, safety concerns, pressure irrigation, and the role of water delivery entities in Idaho. The Committee accomplishes its charge through the use of brochures, the Association webpage, social media, newspapers, radio and other forms of advertisement and meetings. It is the goal of this committee to be proactive in getting local media and communities involved.

**Education Committee**: The charge for the Education Committee is to provide a continuing education forum for members of the Association and the general public. The Committee provides information and training to Association members, their employees, and boards of directors covering relevant topics, including water management, distribution, the proper use of aquatic pesticides and law and policy issues affecting Idaho water users. The Committee accomplishes its charge through seminars, conventions and workshops, as well as the Association newsletter. The Committee may use other means to accomplish its charge, as determined appropriate by the Committee. An additional objective of the committee is to develop new programs such as the Otto Otter Water Safety Program.

**Nominating & Awards Committee**: The Nominating & Awards Committee is charged with soliciting and evaluating nominations for the various categories of awards given each year by the Association. Awards are intended to recognize individuals and organizations for their outstanding achievement in the water resource field. At present these awards include: Hall of Fame, Ted Diehl Award for Meritorious Service, Water Guardian Award, Water Management Award, Outstanding Service Award, Water Statesman Award, Distinguished Service Award and Outstanding Employee Award. Additional awards may be given, upon approval of the Board of Directors. Criteria for the awards is established by the committee, with approval by the Board.
**Water Quality Committee:** The charge of the Water Quality Committee is to review proposed water quality programs of State and Federal government and to propose positions of IWUA on those programs. Review of water quality standards, regulations, implementation and water quality-quantity planning are some of those included. The committee has the authority to initiate studies and investigations as necessary to carry out its charge to the extent provided in the Association budget and approved by the Board of Directors.