

**BY-LAWS
OF
NAMPA & MERIDIAN IRRIGATION DISTRICT
2023**

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ARTICLE I. DISTRICT OVERVIEW

Section 1. Purpose and Authority.

Nampa & Meridian Irrigation District (“NMID”) is a large, diverse irrigation district that operates and maintains extensive, intricate canal and drainage systems and pressurized irrigation systems to deliver irrigation water and provide drainage for lands in Ada County, Canyon County, Elmore County and Boise County. NMID is organized and operates under Title 43 of the Idaho Code and other laws of the State of Idaho applicable to irrigation districts. NMID’s storage water rights and its participation in the operation and maintenance of the New York Canal System through the Boise Project Board of Control (“Board of Control”) are also governed by various contracts executed with the United States Bureau of Reclamation and other irrigation districts.

Section 2. Divisions, Election Precincts, Voter Qualifications.

NMID is divided into three (3) divisions, each of which is designated as an election precinct that is represented by one (1) District Director:

PERKINS PRECINCT NO. 1: Precinct No. 1 shall consist of all that portion of the territory of the District lying East of the North and South line passing between Sections 4 and 5, Township 3 North, Range 1 East of the Boise Meridian, extending through said District.

MERIDIAN PRECINCT NO. 2: Precinct No. 2 shall consist of all that portion of the territory of the District lying between the North and South line passing between Sections 4 and 5, Township 3 North, Range 1 East of the Boise Meridian, extending through the District and the North and South line passing between Sections 4 and 5, Township 3 North, Range 1 West of the Boise Meridian, extending through the District.

NAMPA PRECINCT NO. 3: Precinct No. 3 shall consist of all that portion of the territory of the District lying West of the North and South line passing between Sections 4 and 5, Township 3 North, Range 1 West of the Boise Meridian, extending through the District.

A map illustrating the locations of NMID’s precincts is included in **Appendix A**.

Section 2.1. Voter Qualifications.

To vote at any NMID election held to elect directors, determine whether NMID shall incur debt or issue bonds, or for any other purpose, each voter must: (1) possess all the qualifications required of electors under the general laws of the State of Idaho; (2) own lands that are on NMID’s assessment book prepared under section 43-701, Idaho Code, and (3) be a resident of the county in which

NMID, or a portion thereof, is located for a period of thirty (30) or more days prior to the election. Each qualified elector is entitled to vote in each director election, regardless of whether they reside in the division to be represented by the candidate.

Section 3. Apportionment of Water Right Benefits and Water Delivery.

The water delivery benefits NMID apportions and provides to lands in NMID are based on substantial, early priority natural flow rights in the Boise River, and storage rights in Arrowrock and Anderson Ranch Reservoirs. NMID's evolution during the early 20th century resulted in the apportionment of a mixture of water right entitlements to NMID lands, delivered through NMID's Ridenbaugh Canal system and the United States, Bureau of Reclamation's ("BOR") New York Canal (operated collectively by five irrigation districts, including NMID, through the Board of Control), and drainage benefits provided by NMID's drainage system.

Section 3.1. Ridenbaugh Canal System.

The Ridenbaugh Canal was privately constructed around the year of 1878. NMID was organized in 1904, and acquired the Ridenbaugh Canal system in 1905. NMID's plan in acquiring the Ridenbaugh Canal system was to continue delivering existing "Old Water" rights to "Old Lands" already irrigated under the Ridenbaugh Canal, and to work with the Bureau of Reclamation to acquire additional "New Water" rights and enlarge the Ridenbaugh canal system to irrigate dry, "New Lands" within NMID's boundaries.

The Ridenbaugh Canal diverts water from the Boise River at its headworks upstream from Barber Park at Boise River Mile 58.3, and distributes the water to lands in Ada and Canyon Counties through several hundred miles of canals, laterals and drains.

Section 3.2. New York Canal System: Board of Control.

To avoid duplicative water delivery systems, the plan evolved during NMID's formative stages to deliver new "Project" water rights directly through the New York Canal to NMID lands located above the Ridenbaugh Canal, and to jointly deliver through the Ridenbaugh Canal system, "Ridenbaugh" water rights to "Ridenbaugh acres," and Project water rights to "Project acres" located below the Ridenbaugh Canal. It is because of this "joint" delivery of water rights to different lands that the Ridenbaugh Canal system is sometimes referred to as the "joint system."

In 1909, NMID entered a contract with BOR in which NMID agreed to deliver water through the Ridenbaugh Canal system to Project acres located in NMID below the Ridenbaugh Canal. In 1915, NMID entered another contract with BOR

for supplemental storage water for Ridenbaugh acres, and a water supply from the New York Canal system for approximately 44,060 NMID Project acres that were, at that point, without water. Pursuant to contracts executed in 1926, BOR transferred operation and maintenance of the New York Canal system to NMID, Big Bend Irrigation District, Boise-Kuna Irrigation District, New York Irrigation District, Wilder Irrigation District, acting jointly as the Board of Control. Pursuant to those contracts, each District's Board of Directors selects one or more of its Directors to serve on the Board of Control to represent the District for a minimum of two (2) years. NMID, Boise-Kuna Irrigation District and New York Irrigation District are each entitled to appoint two (2) Directors to the Board of Control. Big Bend is entitled to appoint one (1) Director, and Wilder is entitled to appoint 3 Directors to the Board of Control.

Section 4. Drainage.

NMID's drainage system consists of "District Drains" constructed by NMID, and "Project Drains" constructed by the United States pursuant to the 1915 Contract between NMID and the BOR. Maps of the Ridenbaugh Canal System, the New York Canal is included in **Appendix A.**

Section 5. Boundaries and Lands.

NMID's boundaries encompass lands to which NMID has apportioned irrigation water and/or drainage benefits. Land uses within NMID's boundaries run the gamut, from traditional agriculture to Idaho's most populated urban settings. Depending on their locations and development histories, tracts of land in NMID are entitled to one or more of NMID's irrigation water and drainage benefits.¹ NMID lands are categorized as "Ridenbaugh acres," "Project acres"² and "Drainage acres" according to the water right and drainage benefits apportioned to them:

- **Ridenbaugh acres (aka "old water right lands")** that are entitled to NMID natural flow and storage rights diverted from the Boise River by the Ridenbaugh Canal headworks and delivered to NMID lands through the Ridenbaugh Canal system (these lands receive no benefit from New York Canal);
- **Project acres in NMID lying below the Ridenbaugh Canal** system that are entitled to NMID storage rights diverted by the New York canal headworks, called "Diversion Dam", and conveyed by the New York Canal system to the Ridenbaugh Canal system through feeder canals (Ten Mile Feeder, Rawson

¹ NMID also provides water delivery and drainage benefits to lands outside NMID's boundaries pursuant to certain contracts and court orders.

² For NMID project acres, BOR provides NMID the same share of water per acre that is provided to similar project lands outside NMID after deducting conveyance losses by seepage and evaporation.

Feeder, Mason Creek (aka Burke Lateral), South Nampa Feeder, Herron Bray Feeder) and to the head of the Edwards Canal (aka Deer Flat Nampa) through Lake Lowell;

- **Project acres in NMID lying above the Ridenbaugh Canal system** that are entitled to NMID storage rights diverted by Diversion Dam and delivered directly from the New York Canal system; and
- **Drainage acres that benefit from NMID's drainage system:** NMID Ridenbaugh acres; NMID Project acres; New York acres and Settlers acres (that are part of NMID for drainage only).

The number of acres in each category changes over time due to annexations, exclusions and transfers of water delivery between the New York Canal system and the Ridenbaugh Canal system.

Section 6. Assessments.

District lands are subject to assessments to pay the costs of operating and maintaining NMID's water delivery and drainage systems, and conducting and managing the related business and affairs of NMID. NMID levies and collects the following assessments to pay for NMID's operation, maintenance, repair, protection and improvement (collectively "O&M") of the Ridenbaugh Canal system, NMID's drainage system, and NMID's share of the cost of New York Canal system O&M:

- **"Assessment Expense"** levied on each NMID-assessed tract of land, including Project acres, to pay the costs of levying and collecting NMID assessments, administrative and overhead expenses.
- **"Ridenbaugh System"** expense assessment levied on all Ridenbaugh acres and Project acres that are entitled to receive water through the Ridenbaugh Canal system.
- **"Project Maintenance"** expense assessment is the Board of Control's toll charge, levied on all NMID Project acres that are entitled to receive water delivered directly from the New York Canal system by the Board of Control.
- **"Drainage"** expense assessment is levied on all Ridenbaugh acres and Project acres that have drainage benefits. There are also New York Irrigation District acres, and Settlers Irrigation District acres that have drainage benefits and are assessed to pay the O&M expense for the drainage system.

To finance New York Canal system operation and maintenance, the 1926 Contracts require the Board of Control to determine the annual charge to finance operation and maintenance, and rely upon the Board of Control Districts to levy and collect

assessments on Project acres to pay the charge. On November 2, 2022, NMID and the other Board of Control Districts entered an agreement which provides that:

- NMID will collect and retain assessments for NMID's delivery of water to Project acres in NMID that receive water through the Ridenbaugh Canal and Deer Flat-Nampa Canal;
- the Board of Control shall not collect a toll charge from NMID for Project water delivered through the New York Canal system to the Ridenbaugh Canal or from Lake Lowell, and
- NMID shall instead remit to the Board of Control a carrying charge of five percent (5%) of the annual per acre toll set by the Board of Control for all project acres multiplied by the net number of acre-feet of water delivered to NMID through the New York Canal system or Lake Lowell.
- NMID shall continue to collect and remit to the Board of Control the Board of Control's full toll charge for the Board of Control's direct deliveries of Project water to Project lands in NMID.

Section 7. Expenses.

NMID collects assessments to pay all expenses which directly, indirectly or incidentally contribute to, support, benefit or are connected with the operation, maintenance, repair, protection and improvement of NMID's canal system and drainage system to deliver water to and provide drainage for NMID lands. These expenses are incurred in all of NMID's Shop and Office operations, and in all projects and undertakings of the Board of Directors. These expenses include, but are not limited to the costs of all labor, supplies and other expenses related to physical O&M work, the costs of conducting elections, preparing the assessment roll, levying and collecting assessments, director compensation, the Secretary's and the Treasurer's salary and expenses, office staff and expenses, legal services and litigation expenses, auditing, engineering, inspections, special services, consultation, preparing maps and surveys, recording fees, publishing notices, training and education, participation in associations and forums related to water rights, public outreach, water use, water quality, drainage and administration, and damage claims of all kinds.

Section 8. Canal System and Drainage System Operation and Maintenance (Shop).

NMID's Shop, located at 5525 E. Greenhurst, Nampa, ID 83686, is the headquarters for the operation and maintenance of NMID's canal system and drainage system and related properties, buildings, irrigation and drainage works, equipment, machinery, vehicles and personnel. The District's Water Superintendent manages the Shop, operation and maintenance staff, and all operation and maintenance activities under the direction and guidance of the NMID Board of Directors.

Section 9. Office Operations.

NMID's office, located at 1503 First St. South, Nampa, ID 83651, is the headquarters for meetings of the NMID Board of Directors, and NMID's business functions, including the conduct of elections and hearings, the levy and collection of assessments, finance, accounting, water records management, IT/GIS, and NMID landowner service. The District's Secretary/Treasurer manages the Office, Office staff and all activities conducted at the Office under the direction and guidance of the NMID Board of Directors.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Number.

The Board of Directors shall consist of three members, one elected from each NMID election precinct (see Article I, Section 2).

Section 2. Qualifications.

Each Director shall be a qualified elector of NMID (see Article I, Section 2.1), and a resident of the division (election precinct) the Director is elected to represent.

Section 3. Directors' Authority, Management Role, Standards of Conduct, Conflict of Interest.

Section 3.1. Board of Directors Authority.

The Board of Directors shall exercise the powers and perform the duties conferred upon them by Title 43 of the Idaho Code to manage and conduct the business and affairs of NMID.

Section 3.2. Individual Director's Authority.

Each Director shall act and represent the interests of NMID in a manner that is consistent with the direction, decisions, and actions of the Board of Directors. No Director is authorized to act or make commitments on behalf of NMID outside the scope of the direction, decisions and actions of the Board. Directors shall conduct their communications with District managers, staff, employees, landowners and third parties accordingly.

Section 3.3. Management Role.

The Board of Directors has ultimate authority and responsibility for the operation and maintenance of NMID's canal and drainage systems, for Shop and Office operations, and for all related NMID property, employees and activities. The Board has delegated Office management to the Secretary/Treasurer and Shop management to the Water Superintendent. The Board oversees and provides guidance to NMID's Secretary/Treasurer and Water Superintendent, but is not directly engaged in daily, regular Shop and Office management. The Board has certain, non-delegable responsibilities, such as apportioning benefits, levying assessments, acquiring or disposing of property, incurring debt and issuing bonds, approving annexations and exclusions, conducting hearings, and representing NMID on the Board of Control.

The Secretary/Treasurer and Water Superintendent shall be under the direction and supervision of the entire Board, and no single Director shall make any

decision affecting the same or shall concern himself with Shop or Office management without approval of a majority of the Board.

Section 3.4. Standards.

When representing or acting on behalf of NMID, each Director shall act: (1) in good faith; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; (3) in a manner the Director reasonably believes to be in the best interests of NMID; and (4) consistent with these By-Laws, all applicable laws, and all rules and codes of conduct established by the Board of Directors.

Section 3.5. Conflicts of Interest.

If a Director has a conflict of interest regarding a matter that is under consideration for action by the Board of Directors, the Director shall disclose the conflict and shall not vote on the matter. Circumstances in which a Director has a conflict of interest include, but are not limited to: (1) a Director's failure to meet the standards described in the prior paragraph, and (2) Board consideration of a transaction in which the Director has a financial or other personal interest or will receive a direct personal benefit. It is each Director's obligation to use his or her best judgment to identify and disclose these or any other circumstances under consideration by the Board in which a Director has a conflict interest.

Section 3.6. Code of Conduct.

The Board of Directors may adopt a code of conduct that supplements these By-Laws.

Section 4. Elections.

Section 4.1. Director Elections.

The dates on which elections for District Directors may be conducted are: (a) the third Tuesday in May of each year; and (b) the Tuesday following the first Monday in November of each year. Candidates for office elected in May shall take office on the date specified in the certificate of election but not more than sixty (60) days following the election. Candidates for office elected in November shall take office on the regularly scheduled Board meeting closest to the date specified for taking office in section 34-106, Idaho.

Section 4.2. Elections on Board of Directors Proposals and Petitions.

Title 43 of the Idaho Code requires that the Board Directors submit certain proposals and petitions to District electors for approval or disapproval before the

proposals or petitions are implemented. **Appendix B** to these By-Laws lists the Title 43 code provisions requiring such elections.

Section 5. Oath of Office.

On the date a Director's term of office is to commence, at the annual organizational meeting of the Board of Directors described in Article II, Section 9.2 of these By-Laws, the person that has been elected shall take and subscribe the official oath required by section 59-401, Idaho Code, in which the person shall verify that the Director meets the qualification requirements of section 43-111, Idaho Code.

Section 6. Official Bond.

Each Director shall execute an official bond in the sum of not less than five hundred dollars (\$500) nor more than five thousand dollars (\$5,000). All official bonds shall be in the form prescribed by law for the official bond of county officers.

If NMID obtains a surety bond, blanket surety bond or crime insurance coverage pursuant to the applicable provisions of chapter 8, title 59, Idaho Code, the Directors shall not be required to post a bond under the provisions of this section.

Section 7. Term of Office.

Section 7.1. Commencement.

Each Director's term of office shall commence upon taking the oath and executing a bond if one is required, at the regularly scheduled Board meeting closest to the date specified for taking office in section 34-106, Idaho Code. The Director shall be presented a certificate of election and assume the duties of the office of Director.

Section 7.2. Duration.

Each Director's term of office shall continue for a term of three (3) years and until their successors are elected and qualified. If no Director is elected and qualified at the end of an incumbent Director's three (3) year term, an election shall be held at the next regular election of NMID for the incumbent director's successor to hold office for the remainder of the unexpired term.

Section 7.3. Termination.

Each Director's term of office shall terminate when the term of the Director's successor commences.

Section 8. Vacancies.

Section 8.1. Notification.

Each Director shall notify the other Directors if circumstances change so that the Director will no longer meet the Director qualification requirements during his term of office, or if any of the events specified in section 59-901, Idaho Code, are occurring or have occurred.

Section 8.2. Determination.

The remaining directors shall have the authority to determine whether a vacancy in the office of director has occurred upon the director no longer qualifying to serve as a director as provided in section 43-201(3), Idaho Code, or upon the occurrence of any of the events specified in section 59-901, Idaho Code.

Section 8.3. Declaration.

If the remaining directors determine that a vacancy in the office of director has occurred, the remaining directors shall, by resolution, declare that the vacancy shall be filled as herein provided.

Section 8.4. Remaining Service.

The remaining Directors may allow the disqualified Director to remain in office temporarily until his successor is appointed or elected if they determine that they will be unable to conduct NMID's affairs without a Director serving in that office. The disqualified Director shall not remain in office after NMID's next regular election.

Section 8.5. Filling the Vacancy.

After declaring a vacancy, the remaining Directors shall fill the vacancy by appointing thereto a qualified elector of NMID.

Section 8.6. Term of Office and Election.

A Director appointed to fill a vacancy shall take and subscribe the official oath and execute a bond, and shall hold his office until the next regular election of said District, at which election a Director shall be elected for the remainder of the unexpired term.

Section 9. Meetings.

Section 9.1. Idaho's Open Meeting Law.

The Idaho Open Meeting Law, codified in chapter 2, title 74, Idaho Code, applies to the Board of Directors' conduct of NMID's official business. Open Meeting Law requirements are incorporated into this section. The Idaho Open Meeting Law Manual, published by the Idaho Office of the Attorney General provides guidance on the law's requirements.

Section 9.1.1. When Compliance is Required. Compliance with Open Meeting Law is required whenever a quorum of the Board of Directors convenes to deliberate or to make a decision relating to District official business. Directors shall not meet formally, informally, or socially if their intent is to deliberate or make a decision relating to District official business unless the meeting is conducted pursuant to the meeting provisions of Article II, Section 9 of these By-Laws. The Open Meeting Law does not apply to an activity or gathering at which only one (1) Director is present. However, compliance with open meeting requirements should not be evaded by having a go-between contact multiple Directors to ascertain their sentiments relating to a foreseeable action by the Board.

Section 9.1.2. Decision Defined. "Decision" includes any determination, action, vote or final disposition upon a motion, proposal, resolution, order, or measure on which a vote of the Board is required.

Section 9.1.3. Deliberation Defined. "Deliberation" means "the receipt or exchange of information or opinion relating to a decision, but shall not include informal or impromptu discussions of a general nature that do not specifically relate to a matter then pending before [the Board] for decision." Deliberation includes collective discussion, and the collective acquisition and exchange of facts relating to a foreseeable action by the Board.

Section 9.1.4. Site Visits. The Open Meeting Law applies to site visits. Visits by a quorum of Directors to a site that is involved in a foreseeable action by the Board shall be conducted pursuant to the meeting provisions of Article II, Section 9 of these By-Laws.

Section 9.1.5. Curing Non-Compliance. If the Board of Directors is notified or becomes aware that a deliberation has occurred, a decision has been made, or that the Board has not complied with any requirement of the Open Meeting Law, it:

- (a) shall acknowledge the non-compliance within fourteen (14) days after such notice or recognition;
- (b) shall declare as void any decision or action resulting from the non-compliance within fourteen (14) days after acknowledgement, and
- (c) may conduct a new compliant open meeting in order to make the decision or take the action.

Section 9.2. Annual Organizational Meeting.

On the first Tuesday in January of each year, the Directors shall meet and organize themselves into a Board, elect Directors to serve as President and Vice-President, appoint a Secretary, Treasurer, and such other NMID staff and professional service providers as the Board deems necessary to appoint.

Section 9.3. Monthly Regular Meetings.

The Board of Directors shall hold a regular monthly meeting on the first Tuesday in every month or such date each month as it shall set by board action.

Section 9.4. Special Meetings.

Additional meetings of the Board of Directors may be called by Board resolution or by the President.

Section 9.5. Meeting Location/Method.

All meetings of the Board of Directors shall be open to the public. Meetings may be held in person in NMID's office, or in any other location the Board deems more convenient and suitable within the boundary of NMID. Meetings may be conducted to allow Directors to participate remotely using telephone or video conferencing devices, provided that at least one (1) Director, or NMID Secretary, or another designated officer of NMID shall be physically present at the location designated in the meeting notice, to ensure that the public may attend the meeting in person. Communications among Directors must be audible to all persons attending the meeting.

Section 9.6. Meeting Notice.

Section 9.6.1. Regular Meeting Notice. Public notice of the Board's monthly regular meetings and agendas shall be posted at least once each year in a prominent place at NMID's office. The notice for meetings and agendas shall also be posted electronically on NMID's Website.

Section 9.6.2. Special Meeting Notice. Public notices and agendas of special meetings shall be posted at least a twenty-four (24) hours prior to the meeting, unless an emergency exists. An emergency is a situation involving injury or damage to persons or property, or immediate financial loss, or the likelihood of such injury, damage or loss, when the notice requirements of this section would make such notice impracticable or increase the likelihood or severity of such injury, damage or loss, and the reason for the emergency is stated at the outset of the meeting.

Section 9.6.3. Executive Session Notice. If only an executive session will be held during a Board meeting, a twenty-four (24) hour meeting and agenda notice shall be given according to the special notice provisions in Article II, Section 9.6.2 of these By-Laws, and shall state the reason and the specific provision of law authorizing the executive session.

Section 9.6.4. Meeting Notice Contents. The notice required under this section shall include at a minimum the meeting date, time, place and name of the public agency calling for the meeting.

Section 9.6.5. News Media Requests. The Secretary or other designee of NMID shall maintain a list of the news media requesting notification of meetings and shall make a good faith effort to provide advance notification to them of the time and place of each meeting.

Section 9.7. Meeting Agendas.

Section 9.7.1. Agenda Required. An agenda shall be required for each meeting. The agenda shall be posted in the same manner as the notice of the meeting. A good faith effort shall be made to include, in the original agenda notice, all items known to be probable items of discussion.

Section 9.7.2. Agenda Content. An agenda shall contain a list of all items for Board discussion, consideration and action.

Section 9.7.3. Action Items. An agenda item that requires a vote shall be identified on the agenda as an “action item” to provide notice that action may be taken on that item. Identifying an item as an action item on the agenda does not require a vote to be taken on that item.

Section 9.7.4. Executive Sessions. If an executive session is scheduled for a meeting, the meeting agenda shall contain an item identifying the executive session and stating the statutorily authorized reason(s) for the executive session (see Section 9.9.1.).

Section 9.7.5. Agenda Amendments.

(a) If an amendment to an agenda is made after an agenda has been posted but forty-eight (48) hours or more prior to the start of a regular meeting, or twenty-four (24) hours or more prior to the start of a special meeting, then the agenda is amended upon the posting of the amended agenda.

(b) If an amendment to an agenda is proposed after an agenda has been posted and less than forty-eight (48) hours prior to a regular meeting or less than twenty-four (24) hours prior to a special meeting but prior to the start of the meeting, the proposed amended agenda shall be posted but shall not become effective until a motion is made at the meeting and the governing body votes to amend the agenda.

(c) An agenda may be amended after the start of a meeting upon a motion that states the reason for the amendment and states the good faith reason the agenda item was not included in the original agenda posting. Final action may not be taken on an agenda item added after the start of a meeting unless an emergency is declared necessitating action at that meeting. The declaration and justification shall be reflected in the minutes.

Section 9.8. Meeting Conduct and Board Action.

Section 9.8.1. Quorum Required. A majority of the Board shall constitute a quorum, and is required for the transaction of business at a Board meeting.

Section 9.8.2. Agenda Required. Each meeting shall be conducted in accordance with the meeting agenda described in Section 8.6. A meeting agenda may be amended after the start of a meeting as described in Section 8.6.3(c).

Section 9.8.3. Conduct of Meetings. The President shall preside at all the meetings of the Directors in accordance with the latest edition of Robert's Rules of Order, to the extent not inconsistent with these By-Laws.

Section 9.8.4. Motions. A motion may be made by any member of the Board of Directors, including the presiding member, and voted upon without need of a second.

Section 9.8.5. Board Actions and Decisions by Voting. An affirmative vote of a majority of the Directors present at a Directors meeting at

which a quorum is present shall be required for all the acts and decisions of the Board of Directors. In the event of a tie vote on a matter on which the Board of Directors determines immediate decision or action is required, the matter may be decided by a coin flip.

Section 9.9. Executive Sessions.

Section 9.9.1. Authorized Purposes. The Board of Directors may hold an executive session which excludes members of the public to consider one or more of the matters listed in **Appendix C** to these By-Laws. While in executive session, only the matters identified in the motion to enter the executive session may be discussed or considered. The Board may deliberate but shall not take any action or make any final decision during an executive session.

Section 9.9.2. Procedure. To hold an executive session, there must be a motion by a Director that: proposes that the Board enter executive session; identifies the matter(s) listed in **Appendix C** to be discussed or considered during the executive session, and is passed by a two-thirds (2/3) vote of the Board. The vote on the motion shall be by roll call and shall be recorded in the minutes. An executive session may be concluded upon a Director's motion and two-thirds vote of the Board.

Section 9.9.3. Minutes. Minutes pertaining to an executive session shall include a reference to the specific statutory subsection authorizing the executive session and the matter discussed or considered during the executive session but shall not contain information sufficient to compromise the purpose of going into executive session.

Section 9.9.4. Decision or Action on Matters Considered During Executive Session. After an executive session has concluded, the Board may make a decision or take action on the matters considered during the executive session pursuant to motion and affirmative vote of a majority of the Directors present at a meeting at which a quorum is present.

Section 9.10. Meeting Minutes.

NMID Secretary shall take written minutes of all meetings of the Board of Directors. Neither a full transcript nor a recording of a meeting is required, except as otherwise provided by law. All minutes shall be available to the public within a reasonable time after the meeting, and shall include at least the following information:

- (a) All members of the governing body present;

- (b) All motions, resolutions, orders, or other forms of Board action proposed and their disposition;
- (c) The results of all votes, and upon the request of a member, the vote of each member, by name.

Section 10. Hearings.

Hearings shall be conducted by the Board of Directors in accordance with the statute governing the hearing and the meeting requirements of Article II, Section 9 of these By-Laws. The Board must confine its decision on matters presented for hearing to the record produced for the hearing. Directors shall not conduct fact-gathering independent of the information submitted for or during the hearing. If a Director presiding in a hearing has ex parte contact with the applicant or person whose interests are the subject of the hearing, or otherwise obtains information about the subject of the hearing outside the hearing process, the Director shall disclose the circumstances on the hearing record and the Board shall determine an appropriate course of action.

Section 11. Director Compensation.

The Board of Directors shall fix the per diem compensation Directors shall receive for each day spent attending Board meetings, or while engaged in official business authorized by order of the Board recorded in the minutes of a Board meeting. The Board shall also fix the compensation Directors shall receive for all travel and related expenses necessarily incurred when absent from their residence while performing the duties of their office.

Section 11.1. Compensation for Board Meetings.

The Secretary/Treasurer shall account and remit payment for each Director's per diem, travel and related expenses for attending Board meetings.

Section 11.2. Claims for Compensation for Other Official Business.

Directors' claims for compensation for other official business authorized by order of the Board shall be submitted to the Secretary/Treasurer on forms approved by the Board. Directors' claims for compensation for other official business not authorized by order of the Board shall be submitted to the Board for review and approval.

Section 11.3. Rates of Compensation.

The rates of compensation for Director per diem, travel and related expenses shall be the rates established by resolution of the Board of Directors.

Section 12. Limitation of Director Liability.

Pursuant to Idaho Code section 43-204B, Directors shall have no personal liability for monetary damages for breach of fiduciary duty as a director, except for:

- (a) any breach of the Director's duty of loyalty to NMID or its qualified electors.
- (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- (c) any transaction from which the director derived an improper personal benefit.

ARTICLE III. OFFICERS

Section 1. President.

Section 1.1. Appointment and Term.

The Director appointed to serve as President at the annual organizational meeting of the Board of Directors (see Article II, Section 9.2) shall serve as President until their successor is appointed by the Board.

Section 1.2. Presiding at Meetings of the Board of Directors.

The President shall preside at all the meetings of the Board of Directors. The President shall call the Directors together whenever the President deems it necessary, or whenever requested to do so by two members of the Board or a majority of the resident land owners of NMID.

Section 1.3. Execution of Documents and Warrants.

The President shall sign instructions in writing which have first been approved by the Board of Directors. The President shall sign all warrants on the Treasury.

Section 1.4. Primary Contact for NMID Managers.

Outside of meetings of the Board of Directors, the President shall be the primary point of contact between the Board of Directors and the Secretary, Treasurer and Water Superintendent regarding official NMID business.

Section 2. Vice- President.

Section 2.1. Appointment and Term.

The Director appointed by the Board of Directors to serve as Vice-President at the annual organizational meeting of the Board of Directors (see Article II, Section 9.2) shall serve as Vice-President until their successor is appointed by the Board.

Section 2.2. Duties.

The Vice-President shall act in the absence of the President and perform such duties as may be required of him by the Board of Directors.

Section 3. Secretary.

Section 3.1. Appointment and Term of Service.

The individual appointed Board of Directors to serve as Secretary shall be an employee of NMID. The Secretary shall serve at the pleasure of the Board, as an at-will employee, until their successor is appointed.

Section 3.2. Statutory Duties.

The Secretary shall perform all duties assigned to the Secretary in Title 43 of the Idaho Code.

Section 3.3. Board Delegation and Assignment.

The Secretary shall perform all duties delegated or assigned to the Secretary by the Board of Directors.

Section 3.4. Board Meetings and Minutes.

The Secretary shall keep minutes of the proceedings of meetings of the Board of Directors, record them into a minute book of NMID, and upon approval by the Board of Directors, have same signed by the President and attested by the Secretary.

Section 3.5. NMID Seal.

NMID shall have a seal and the Secretary shall be the keeper thereof and shall affix said seal to all instruments of NMID requiring a seal.

Section 4. Treasurer.

Section 4.1. Appointment and Term of Service.

The individual appointed Board of Directors to serve as Treasurer shall be an employee of NMID. The Treasurer shall serve at the pleasure of the Board, as an at-will employee, until their successor is appointed.

Section 4.2. Statutory Duties.

The Treasurer shall receive and safeguard the funds of NMID and perform all duties assigned to the Secretary in Title 43 of the Idaho Code.

Section 4.3. Board Delegation and Assignment.

The Secretary shall perform all duties delegated or assigned to the Secretary by the Board of Directors.

Section 4.4. Surety Bond.

The Treasurer shall furnish a Surety Bond safeguarding all funds of NMID.

Section 5. Secretary/Treasurer - Office Management.

Section 5.1. Appointment and Term of Service.

The Board of Directors may appoint the same person to serve as Secretary and Treasurer, under the title Secretary/Treasurer. The Secretary/Treasurer shall serve at the pleasure of the Board, as an at-will employee, until their successor is appointed.

Section 5.2. Office Management.

The Secretary/Treasurer shall manage NMID Office Operations (see Article I, Section 9) under the supervision of the Board, including, but not limited to, full authority to hire, direct and discharge all personnel required in the function of NMID office.

Section 6. Water Superintendent.

Section 6.1. Appointment and Term of Service.

The individual appointed Board of Directors to serve as Water Superintendent shall be an employee of NMID. The Water Superintendent shall serve at the pleasure of the Board, as an at-will employee, until their successor is appointed.

Section 6.2. Canal System and Drainage System Operation and Maintenance, and Shop Management.

The Water Superintendent shall manage NMID canal system and drainage system operation and maintenance and all Shop Operations (see Article I, Section 8) under the supervision of the Board, including, but not limited to, full authority to hire, direct and discharge all personnel required in the function of NMID Shop.

Section 6.3. Board Delegation and Assignment.

The Water Superintendent shall perform all duties delegated or assigned to the Water Superintendent by the Board of Directors.

Section 6.4. Dispute Resolution.

The Water Superintendent shall, under direction of the Board, settle all disputes where NMID is properly responsible, having to do with the distribution or drainage of water. Provided, however, the Water Superintendent shall make a full

report to the Board of Directors regarding unresolved disputes, setting forth the facts, the nature of the dispute, and furnish the Board all available information affecting the matter and the Board shall take such actions as it deems necessary.

ARTICLE IV. COMPENSATION AND TERMINATION OF EMPLOYEES

Section 1. Compensation.

Compensation of all officers, agents or employees entitled to compensation from NMID, including the Directors, shall be fixed by the Board of Directors.

Section 2. Employment Status.

Employment with NMID is voluntary and “at will.” This means that each employee has the right to resign his or her employment, at any time. This also means that NMID has the right to discharge the employee at any time for any reason whatsoever, with or without cause, and with or without notice. Changes in compensation, location, job duties, level of employment or other changes do not modify the right of employees or NMID to terminate the employment relationship at any time, with or without notice or cause. An employee’s status as an at-will employee may not be modified by any oral representation to the contrary or any practice or procedure of NMID. No officer, manager, supervisor, or other employee of NMID has the power or authority, either verbally or in writing, to alter an employee’s at-will employment status.

ARTICLE V. MISCELLANEOUS

Section 1. Fiscal Year.

The fiscal year shall commence the first day of January and end the thirty first day of December of each and every year.

Section 2. Amendments.

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at a regular or special meeting of the Board.

Section 3. Interpretation and Change of Laws.

These By-Laws shall be interpreted and applied in a manner that is consistent with Title 43 of the Idaho Code, other laws and contracts (collectively "authorizations") that are applicable to NMID's organization and operation, and its ownership, possession and use of NMID's water rights, canal system, drainage system and related property. Any conflict between such authorizations, as they existed on the date of adoption of these By-Laws, or are subsequently amended, shall be resolved in favor of such authorizations.

Section 4. Severability.

The invalidity or unenforceability of any particular provision of these By-Laws shall not affect the other provisions of these By-Laws, and these By-Laws shall be construed in all respects as if such invalid or unenforceable provision were omitted.

These By-laws were duly and regularly adopted by the Board of Directors at its regular meeting held for that purpose on 6 July 2023.



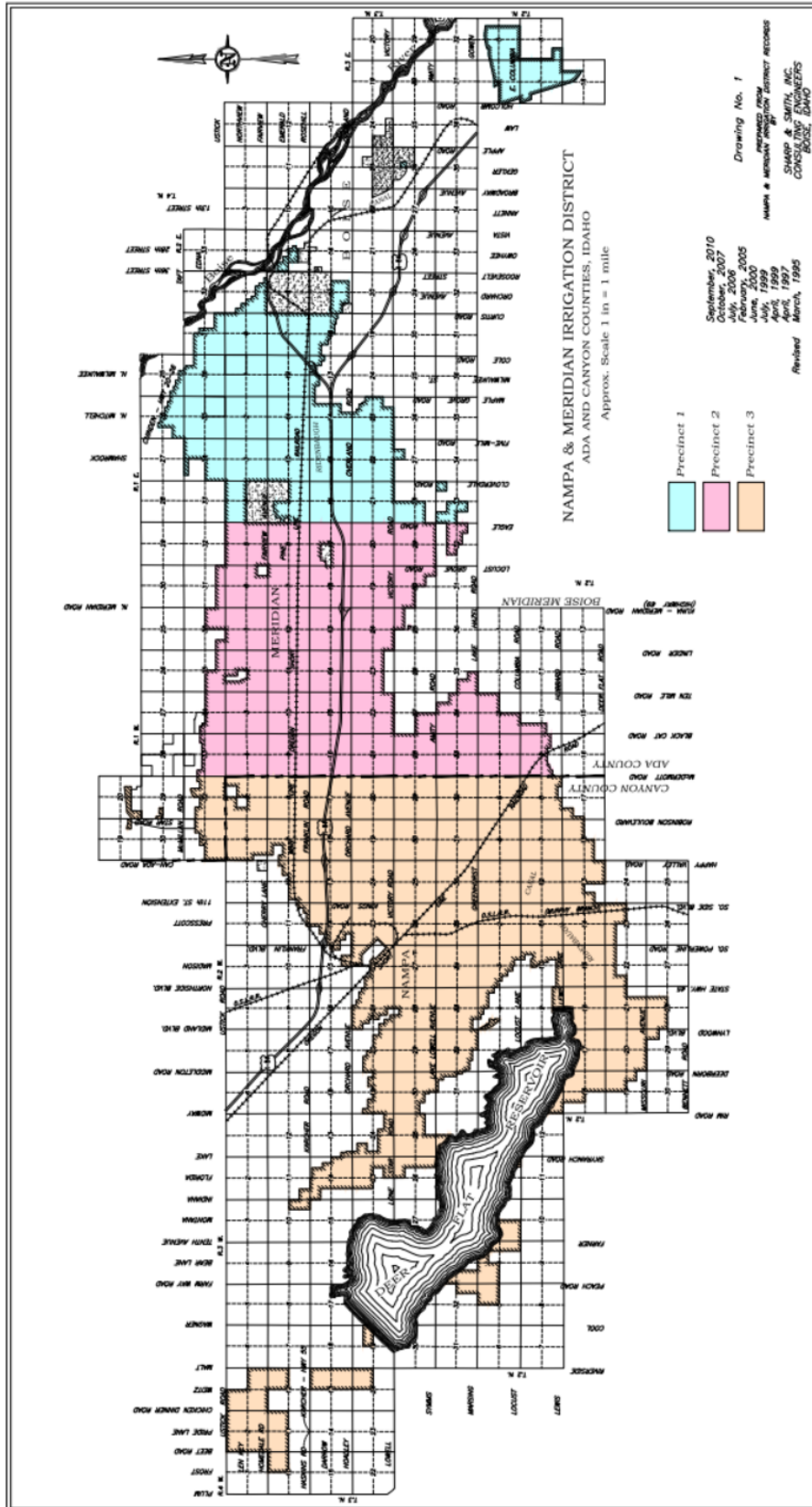
Will Patterson, President



Michael Comeskey, Secretary/Treasurer

APPENDIX A

NMID MAP



APPENDIX B

TITLE 43 CODE PROVISIONS REQUIRING ELECTIONS ON BOARD OF DIRECTORS' PROPOSALS AND ON PETITIONS

- I.C. 43-204: petition to increase or decrease directors
- I.C. 43-224: petition to recall director
- I.C. 43-319: petition re. director & officer compensation
- I.C. 43-321: special assessments
- I.C. 43-329: construction of irrigation improvement
- I.C. 43-401: financing construction
- I.C. 43-409: assessments in lieu of bonds greater than 10% per year
- I.C. 43-502: secondary bonds
- I.C. 43-602: refunding bonds
- I.C. 43-1008: petition re. annexation
- I.C. 43-1303: petition for district dissolution, modification, sale or transfer of water rights, canal system or other property
- I.C. 43-1403: consolidation of irrigation districts
- I.C. 43-1602: bonds to acquire state land
- I.C. 43-1808: contract with fed. gov.
- I.C. 43-1829: acquisition of fed. res. water rights
- I.C. 43-1830: disposal of fed. res. water rights
- I.C. 43-1914: bonds for domestic system construction
- I.C. 43-2201: assessments for construction of dams and related facilities (including hydro)
- I.C. 43-2203: referendum petition on debt for rehab. of irrigation works
- I.C. 43-2305: contract for irrigation works rehab. and hydro construction
- I.C. 43-2409: election re. domestic annexation

APPENDIX C

MATTERS THE BOARD MAY CONSIDER IN EXECUTIVE SESSION PURSUANT TO IDAHO CODE SECTION 74-206

- I.C. § 74-206(1)(a): To consider hiring an officer, employee, staff member or individual agent, wherein the respective qualities of individuals are to be evaluated in order to fill a particular vacancy or need. This paragraph does not apply to filling a Director vacancy or deliberations about staffing needs in general.
- I.C. § 74-206(1)(b): To consider the evaluation, dismissal or disciplining of, or to hear complaints or charges brought against, an officer, employee, staff member or individual agent.
- I.C. § 74-206(1)(c): To acquire an interest in real property not owned by a public agency.
- I.C. § 74-206(1)(d): To consider records that are exempt from disclosure as provided in chapter 1, title 74, Idaho Code.
- I.C. § 74-206(1)(e): To consider preliminary negotiations involving matters of trade or commerce in which the Board of Directors is in competition with governing bodies in other states or nations.
- I.C. § 74-206(1)(f): To communicate with NMID's legal counsel to discuss the legal ramifications of and legal options for pending litigation, or controversies not yet being litigated but imminently likely to be litigated. The mere presence of legal counsel at an executive session does not satisfy this requirement.
- I.C. § 74-206(1)(i): To engage in communications with a representative of NMID's risk manager or insurance provider to discuss the adjustment of a pending claim or prevention of a claim imminently likely to be filed. The mere presence of a representative of NMID's risk manager or insurance provider at an executive session does not satisfy this requirement.
- I.C. § 74-206(1)(j): To consider labor contract matters authorized under section 74-206A (1)(a) and (b), Idaho Code.