



## ARTICLE II

The place where said corporation is organized is Ogden City, County of Weber, State of Utah.

## ARTICLE III

The principal office and place of business of said corporation shall be at Ogden City, County of Weber, State of Utah, but said corporation may establish other branch offices and places of business for the purpose of conducting or carrying on any of the business or objects or purposes of the corporation at other places in the State of Utah and outside the State of Utah.

## ARTICLE IV

The objects and purposes of this corporation shall be

(a) To settle, compromise, compose and adjust disputes and differences between water users of said system, or any of them, with others and among the water users of said system, either with respect to their several rights or the distribution of the water of said system, to which they may be severally entitled.

(b) To protect, preserve, maintain and defend the several rights of the water users of said system, and to bring about a proper distribution of the water of said system in accordance with their several rights, including recommendation as to the appointment of a water commissioner or commissioners, or other authorized agent or agents charged with the distribution of the water of said system, and as to the fixing of the amount of his or their compensation, and as to the amounts and the manner of the payment thereof, and as to any expense incident thereto by the several water users of said system.

(c) To appear, if the committee deems it proper so to do, in behalf of said water users, or any of them, either as plaintiff or defendant or in any other capacity in any court in any action or suit or proceeding for the purpose of protecting, preserving or maintaining said water rights of the users of said water rights, or any of them, and the proper distribution of the water of said system among the several users thereof in accordance with their several rights, and likewise to represent in any capacity that may seem proper to it, before the State Engineer of the State of Utah, the Utah Water Storage Commission or any other agent or agency of the State of Utah, or at any meeting of the users of said system called by said officials or agencies, or in any manner brought about for the purposes and objects herein set out or any of them, and likewise to represent said users, or any of them before the Commissioner of Reclamation or the Bureau of Reclamation or any other Federal Agent or agency and before any Committee of the Congress of the United States, and to represent the said water users of said system at any meetings of the users of said system, or any of them with such officials called by said officials or agencies or any of them, or in anywise brought about for

the purposes and objects herein set out, or any of them.

(d) To employ any employees or agents, including engineers and attorneys in its judgment necessary or proper for the purposes and objects herein set out, and to represent it and said water users, or any of them in the manner herein set out.

(e) To assess, levy and collect from the several members of the corporation, such sums as in its judgment, shall be necessary and proper to enable the corporation to carry out its purposes and objects, which said assessments, levies and collections shall in amounts and in manner assessed, levied and collected in the manner hereinafter set out, or as may be determined by the corporation.

(f) To borrow money for the purposes and objects of this corporation and to evidence the obligation to repay the same by such obligation and with such security the corporation may be proper, including all the property and rights of the corporation.

(g) And to do any and all things to carry out the purposes and objects of the corporation to the same extent as the said water users of said system might or could lawfully do.

#### ARTICLE V

The members of this corporation shall be those water users of said system, whether individuals, associations or corporations, who shall apply in writing to become members and who shall in such application agree to subscribe to and be bound by the provisions of these Articles of Incorporation and Agreement and any amendment thereof and any By-Laws thereof adopted pursuant thereto, and any action taken by this corporation pursuant thereto, and upon the acceptance of said application by the Committee, such water users shall thereupon become members of this corporation, with all the rights and privileges and all the duties and obligations as such.

#### ARTICLE VI

The government of this corporation shall be vested in the Committee which shall consist of nine (9) members, each of whom shall represent a certain district within said water system, or a body of water users within said system, and for the purpose of determining the district within said system or body of users such members shall respectively represent, said system shall be divided into six (6) districts, which shall be called such whether they designate a particular area or a body of users within said system as follows:

District No. 1. The water users of said system in that area between the head of said Weber River or any of its tributaries and the Echo Reservoir, including that portion of the East Canyon Creek in Summit County who shall be entitled to two (2) members of the Committee.

District No. 2. The water users of said system within that area between the Echo Reservoir and the

Gateway on Weber River, including that portion of East Canyon Creek in Morgan County, who shall be entitled to one (1) member of the Committee.

District No. 3. The area served by the Davis and Weber Counties Canal Company, which shall be entitled to three (3) members of the Committee.

District No. 4. The water users within that area of the Hooper and Warren Irrigation Companies, who shall be entitled to one (1) member of the Committee.

District No. 5. The Weber River Water Users Association, which shall be entitled to One (1) member of the Committee.

District No. 6. All the water users of said system within that area below said Gateway, except that area comprised within District 3 and 4, who shall be entitled to one (1) member of the Committee; provided, however, that the above districts may be changed as to area at any meeting of the Committee by a vote of two-thirds of the duly qualified members of the Committee.

#### ARTICLE VII

The officers of the Committee shall be a Chairman, a Vice-Chairman and a Secretary and Treasurer, all of who shall be members of the committee, except that the secretary and treasurer may be, but need not be, members of the Committee, and the office of Secretary and Treasurer may be combined in one and the same person, as may be determined by the Committee by resolution passed at the time of the organization meeting of the Committee, as hereinafter provided, and all such officers shall be elected for a term of one (1) year and until their successors are elected and qualified.

The Committee may at any meeting thereof, appoint an executive Committee consisting of three (3) or more members of the Committee, who shall have such authority as may be given it by the Committee.

#### ARTICLE VIII

The manner in which the members of the Committee shall be elected shall be as follows: The water users of each of said Districts, or any group of water users thereof or any individual user thereof, when the district consists of more than one water user or corporation, and the user or corporation when the district consists of such shall be entitled to nominate the member or members of the Committee from such District as hereinbefore provided, and the member or members from such district shall be elected from such nominee or nominees, or from the water user or users of such district if no nomination has been made, by the Committee at its annual meeting hereinafter provided, to serve for a term of three (3) years and until their successors are elected and qualified, except that at the first annual meeting to be held, one (1) member of the Committee shall be elected from each of Districts Nos. 1, 3 and 6 for a term of three (3)

years, one (1) member from each of Districts Nos. 2, 3 and 4 for a term of two (2) years and one (1) member from each of Districts Nos. 1, 3 and 5 for a term of One (1) year and until their successors are elected and qualified.

Nominations, if made prior to the annual meeting, shall be in writing, otherwise the same may be made at said meeting.

Each member of the Committee shall qualify by subscribing an oath of office required by law, which shall be filed in the office of the County Clerk of Weber County, State of Utah, or elsewhere as required by law, and by giving a bond to the corporation in the penal sum of One Hundred (\$100.00) Dollars without sureties conditioned that he will faithfully perform the duties of his office, except that the Secretary and the Treasurer of the Committee shall give bonds to the Corporation in such penal sums and so conditioned and with such sureties as may be determined by the Committee, at any annual, regular or special meeting of the Committee.

The death, resignation, disqualification to act or failure to act for a period of three (3) months or more on the part of any member, shall constitute a vacancy in the membership of the committee and the Committee may thereupon elect a member from the District in which the vacancy thus occurs.

#### ARTICLE IX

The annual meeting of the Committee shall be held on the second Tuesday in the month of January, at the principal office of the corporation at the hour of ten (10) O'clock A.M. of said day, commencing with the year 1941, and notice of such annual meeting shall be given in the manner prescribed by a resolution passed at any meeting, regular or special, of the Committee held prior thereto, and if authorized by the State Engineer pursuant to Section 100-5-1, Revised Statutes of Utah, 1933, as amended by Chapter 105, Laws of Utah, 1935, or any amendment thereof or substitution therefor, such notice may provide for a meeting of all the water users of the said system to be held immediately after such annual meeting for the purpose of selecting a Commissioner or Commissioners for the distribution of the water of said system, the duties he or they shall perform, and the compensation he or they shall receive, and such other matters as may properly come before such meeting.

#### ARTICLE X

Until the annual elections are held, as hereinbefore provided, the members of the Committee shall be the following named persons, to-wit:

D. D. Harris of Layton, Utah  
Thomas R. Jones, Hooper, Utah  
Ronald Wadsworth, 2780 Madison Ave., Ogden, Utah  
Herbert J. Barnes, Kaysville, Utah  
Henry T. Maw, Ogden, R.F.D.#1, Utah  
Heber Sargent, Coalville, R.F.D.#1, Utah  
M. J. Davies, Morgan, Utah  
Louis Spaulding, Hooper, Utah  
Edward Sorenson, Oakley, Utah

of which D. D. Harris shall be Chairman, Thomas R. Jones Vice-Chairman, and M.J. Davies, Secretary and Treasurer.

#### ARTICLE XI

Regular meetings of the Committee shall be held, as may be determined by the by-laws of the corporation, or by resolution of the Committee at any duly held meeting thereof. Special meetings of the Committee may be called by the Chairman or Vice-Chairman or by any two (2) members of the committee, at such places or times as may be determined by those calling such meetings. At least five (5) days written notice shall be given of all regular and special meetings of the Committee, which notice shall be sufficient if deposited in the United States mail at any post office in the State of Utah, with postage prepaid thereon, addressed to each member of the Committee at his last known address.

A majority of the members of the Committee shall be and constitute a quorum for the transaction of any business of the corporation, unless otherwise herein specifically provided.

#### ARTICLE XII

The private property of the members of the corporation, or of the members of the Committee, shall not be liable for the debts, obligations or liabilities of the corporation or the Committee, nor shall any member of the corporation or the Committee be personally liable for the debts, obligations or liabilities of the corporation or the Committee.

#### ARTICLE XIII

In no event shall any pecuniary profit result or accrue from the management or operation of this corporation, or from any of its property, to the members of the corporation, or to any other person, and all money received by this corporation from any source whatever, in excess of the actual necessary expenses and disbursements required for the carrying out of the objects and purposes of this corporation shall be used and held for the sole benefit and advantage of this corporation in the furthering and extending of the purposes for which it is organized, provided, however, that from the net profits arising from the operation of this corporation or its property, if any such profits there shall be the Committee may from time to time set apart as a sinking fund, such sums as it may deem advisable, to be used whenever in the opinion of the Committee the same should be used for the corporate purposes of this corporation.

#### ARTICLE XIV

The Committee, as hereinbefore constituted, shall be and is hereby authorized to exercise all or any of the powers of the corporation, including the power to borrow money not exceeding the sum of \$1,000.00 and secure the repayment of the same without the necessity of any reference whatsoever to the membership of the corporation.

Whenever the term "Committee" is used herein, it shall be construed to mean a majority of the Committeemen present at any duly held meeting thereof, unless otherwise specifically stated herein.

#### ARTICLE XV

This corporation shall exist for a period of ninety-nine (99) years from the date of its incorporation.

#### ARTICLE XVI

By-Laws for the regulation of the affairs of the corporation, and amendments thereto may be adopted by the Committee at any annual, regular or special meeting of the Committee called for that purpose.

#### ARTICLE XVII

For the purpose of obtaining funds with which to carry out the purposes and objects of this corporation and to conduct the business of the corporation, and to provide its operating expenses, the Committee shall assess, levy and collect from the members of this corporation, such sums of money as may in its judgment be necessary, and which said assessment, levy and collection of such sums of money shall be in such amounts and in such manner as may be determined by the Committee, including the designation of the State Engineer of the State of Utah as the collecting agent of this corporation to collect such assessment in the manner prescribed by Section 100-5-1 of the Revised Statutes of Utah, as amended by Chapter 105 of the Laws of Utah, 1935, or any amendment thereof or substitution therefor, in which event such designation and the amount of the assessment shall be by a resolution of the Committee certified by the Secretary to the said State Engineer, and in which event, and in the event of the acceptance of such designation by the State Engineer, the said State Engineer in the Collection of such assessment shall, as the collecting agent of the Committee, have all the powers given him by such Section with reference to the collection of the salary and expenses of water commissioners, provided, however, that said State Engineer shall not be under any obligation or liability with respect to the monies collected by him for this corporation under and pursuant to said section, except to deliver them to the Treasurer of the Committee, and shall not be in anywise liable for their application by the Committee to the purposes or objects for which they were assessed.

ARTICLE XVIII

Any member of this corporation may withdraw as such member by giving written notice of the member's intention so to do, at any annual meeting and upon giving such notice such withdrawal shall become effective one (1) year from the date of giving such notice, providing such withdrawing member shall have paid all assessments levied against such member, prior to such withdrawal.

(Signed) D. D. HARRIS

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Chairman of said General Committee

Subscribed and sworn to before me, this 28th day of February, 1940, at Ogden, Weber County, State of Utah.

(Signed) J. A. HOWELL

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Notary Public

Residing at Ogden, Utah

( S E A L )

My commission expires:

July 13, 1942