

TITLE 42
IRRIGATION AND DRAINAGE -- WATER RIGHTS AND RECLAMATION

CHAPTER 24
CONFORMATION OF OPERATING COMPANIES TO DISTRICT SYSTEM

42-2401. ADDITIONAL RIGHTS AND POWERS GRANTED IRRIGATION OR CANAL COMPANIES. Any corporation heretofore organized or any corporation that shall hereafter be organized for the operation, control or management of an irrigation project or canal system, or for the purpose of furnishing water to its shareholders and not for profit or hire, shall have and exercise all the rights, powers, and privileges in addition to those already granted and existing.

1. To divide into districts the territory included in such project or system and to change from time to time the number and boundaries of such districts.

2. To elect its directors from such districts by a vote in which all the stockholders of the corporation may participate, determine the number of directors to be elected from each district, fix their terms of office and prescribe the times and manner of choosing their successors.

3. To hold regular annual meetings at which the stockholders who are represented in person or by proxy shall constitute a quorum for the transaction of business and shall have the power by a majority vote of the stock so represented to elect directors and transact any other business of the corporation proper to be done.

4. To provide for the appointment of an executive committee from the board of directors, to be composed of not less than three (3) thereof. Such committee shall have all the powers, rights and privileges of the board of directors and may meet at such times and places as the bylaws may provide or the board of directors may determine, and the acts of such committee shall in all matters be valid as against the corporation.

5. To provide by amendment to its articles of incorporation or by adopting new articles of incorporation for the treatment and eradication of noxious weeds growing on the lands within the boundaries of said irrigation project and adjacent thereto and to drain excess water from said lands.

6. To change or amend its articles of incorporation or bylaws or adopt new articles or new bylaws, by a two-thirds (2/3) vote of the stock represented, at any regular meeting of the stockholders, or at any special meeting duly called for that purpose in accordance with the provisions of sections 30-310 and 30-311, Idaho Code: provided, that any proposed changes in the articles of incorporation or bylaws or any new articles of incorporation or bylaws shall be either proposed at a meeting of the stockholders or approved by at least one-third (1/3) of the board of directors; and before being finally adopted the board of directors shall cause such proposed articles, bylaws, or changes therein (or a summary of them) to be published in a newspaper of general circulation published in the county in which the main office of the canal company is situated, for at least once each week for four (4) weeks prior to the meeting at which such articles, bylaws, or changes therein are finally adopted and said notice shall state the time and place at which the vote on final adoption will be taken.

7. To prohibit any officer, director, manager or employee of the corporation from acting as proxy for any other person at any meeting of the stockholders.

8. To prescribe by its articles of incorporation or bylaws the manner in which the powers given by law shall be exercised.

9. To provide by amendment to its articles of incorporation or by adoption of new articles of incorporation that the directors be divided into two (2) or three (3) classes, each class to be as nearly equal in number as possible; the term of office of directors of the first class to expire at the first annual meeting of directors after their election, that of the second class to expire at the second annual meeting after their election, and that of the third class, if any, to expire at the third annual meeting after their election. At each annual meeting after such classification the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the second succeeding annual meeting, if there be two (2) classes, or until the third succeeding annual meeting, if there be three (3) classes. Immediately after the first election following such amendment or adoption as herein provided, each such class shall be selected by lot by the elected directors at their organizational meeting.

10. To provide for a notice of a meeting of the stockholders or the election of directors which notice may be given by an advertisement thereof for two (2) weeks in a newspaper of general circulation within the canal company service area and the county in which the principal place of business of the corporation is located or which notice may be given by written notice, placed in the United States mail, postage prepaid, and addressed to the stockholder at his last known post office address.

[(42-2401) 1923, ch. 133, sec. 1, p. 194; I.C.A., sec. 41-2001; am. 1943, ch. 150, sec. 1, p. 296; am. 1980, ch. 197, sec. 32, p. 456; am. 1982, ch. 63, sec. 1, p. 125; am. 1989, ch. 350, sec. 1, p. 877.]

42-2402. PURPOSES OF ORGANIZATION DETERMINED FROM CHARTER. The purposes for which said corporation has been organized shall be determined from the articles of incorporation of any such corporation.

[(42-2402) 1923, ch. 133, sec. 2, p. 194; I.C.A., sec. 41-2002.]

42-2403. VALIDATION OF PROCEEDINGS UNDER 1921 ACT. Any and all elections and any and all things done and performed by any such corporation organized under the laws of this state, not otherwise invalid, had, done or performed in pursuance of, or in reliance upon, chapter 65 of the General Laws of the state of Idaho, passed at the sixteenth session of the state legislature of 1921, approved March 12, 1921, are hereby validated.

[(42-2403) 1923, ch. 133, sec. 3, p. 194; I.C.A., sec. 41-2003.]

42-2404. POWERS VESTED IN STOCKHOLDERS. The rights, powers and privileges herein created and granted shall vest in and be held and exercised by the stockholders except in so far as they may be expressly delegated to the directors by the articles of incorporation or by-laws of the corporation.

[(42-2404) 1917, ch. 46, sec. 2, p. 106; reen. C.L. 129:12; C.S., sec. 3051; I.C.A., sec. 41-2004.]