

BY-LAWS

OF THE

CRAWFORD CLIPPER
DITCH COMPANY

OF

CRAWFORD, COLORADO

Incorporated in 1885

Amended and Adopted
2005

BY-LAWS
OF THE
CRAWFORD CLIPPER
DITCH COMPANY

This company shall be known as the Crawford Clipper Ditch Company, with all the rights and privileges pertaining to a legally chartered ditch company and in accordance with the laws therein made and provided.

ARTICLE I

The Corporate powers of said company shall be exercised by a board of directors of five, who shall be elected by the stockholders as follows: In 2004 stockholders shall elect one board member; in 2005 stockholders shall elect two board members; and in 2006 stockholders shall elect two board members. This pattern will subsequently repeat. All terms will be for three years.

ARTICLE II

Public notice of the time and place of holding such election and also of all annual or special meetings shall be published not less than ten days previous there to in a newspaper published in or nearest to the place in which the principal office of the company shall be kept, as specified in its articles of incorporation, and by delivering personally or depositing in the post office at least thirty days before such meeting a notice properly addressed to each stockholder signed by the president and secretary.

ARTICLE III

No business shall be transacted at any special meeting except such as shall be mentioned in said notice.

ARTICLE IV

If, however, any stockholder shall fail to furnish the secretary with his correct post office address, he/she shall not be entitled to such separate notice.

ARTICLE V

Election of directors shall be made by such of the stockholders as shall attend for that purpose, either in person or by proxy, provided a majority of the stock issued shall be represented, and if a majority of such stock shall not be represented, such meeting shall be adjourned by the stockholders present for a period not exceeding sixty days at any one adjournment.

ARTICLE VI

When it is found that a majority of the stock is represented at such meeting or adjourned meeting, the stockholders shall proceed to nominate any number of stockholder(s) to be elected as

director(s). The election shall be by ballot, on which each person voting shall write the names of as many persons as are to be elected from the nominees. Each stockholder shall have the right to vote in person or by proxy the number of shares owned by him or her, and in balloting for directors, he or she may vote said number of shares for as many directors as are to be elected.

ARTICLE VII

When any vacancy shall happen in the board of directors, by death or resignation or otherwise, it shall be filled for the remainder of the term by appointment made by the remaining directors.

ARTICLE VIII

The officers of the company shall consist of a President, First Vice-President, Second Vice-President and they, with the two additional board members, shall constitute a Board of Directors; said Directors shall have the power to appoint a Secretary and Treasurer during their term of office.

ARTICLE IX

The Board of Directors shall be the custodians of the Company's property, and shall have charge of all business affairs of the company, and shall execute the wishes of the stockholders, as the same shall be made of record at any annual or special meeting. The Board of Directors shall have the power to institute lawsuits or injunction proceedings only when authorized by a majority of the stock issued at either an annual or special meeting.

ARTICLE X

It shall be the duty of the President to preside at all meetings of the stockholders and of the Board of Directors. He shall call meetings of the Board of Directors as often as he deems it necessary. He shall sign all instruments of writing that are necessary to be signed by the company's officers.

ARTICLE XI

The First Vice-President shall perform the duties of the President in his absence, together with other duties as herein provided. It shall be the duty of the Secretary to keep a correct record of the proceedings of the annual and special meetings of the company and to record proceedings of the Board of Directors; to receive and file all claims made in writing against the company; to receive from the stockholders their due in money and give his receipt for the same; he shall keep a day-book, wherein he shall enter all receipts of money; he shall keep a ledger and each stockholder's account therein, in double entry form under his or her name; shall post his books monthly and perform all other duties that usually devolve upon such office. The Treasurer shall receive all monies or the equivalent thereof in the hands of the Secretary and shall give his receipt therefore. He shall keep a complete record of his receipts and disbursements, making an annual report to the stockholders.

ARTICLE XII

The President shall have the care of the company's ditch and shall superintend the cleaning, repairing, and maintenance of said ditch in accordance with Article Nine. The Secretary shall keep a record of the time each stockholder labors for the company after approval by the superintendent.

ARTICLE XIII

The Directors shall make a report to each annual meeting of the condition of the ditch, and an estimate of the amount of labor, money, and material that will be necessary to keep the ditch in good repair for the ensuing year.

ARTICLE XIV

The stockholders may at any annual or special meeting called for the purpose of levying an assessment, levy a cash or labor assessment or both against the capital stock of the company to be levied pro rata on the shares of the capital stock, by a majority of the stockholders, either in person or by proxy, voting thereon, and in favor of making such assessment.

ARTICLE XV

All stock upon which an assessment shall be levied at any annual meeting or special meeting by vote of the stockholders, as provided for in Article Fourteen hereof, when such installments shall remain unpaid after April 1st, a second notice will be sent out by the certified mail return receipt requested after a 30 day delinquency, before the water could be shut off. Water will be shut off at the divider box, if assessments are not paid by June 1st. After demand in person or by mail has been duly made, and the time allowed by law for its payment has elapsed, a \$200.00 fee and \$20.00 per share plus cost will be added to any account that has not paid their assessment at the end of one year; at which time, stock shall be forfeited to the company and a sufficient amount of said stock be advertised and sold to pay said indebtedness. It is further provided that after sufficient amount of said stock has been advertised and sold to pay said advertised indebtedness, and if any balance of said stock remains unsold, said balance shall revert back to former stockholder.

ARTICLE XVI

All persons who are Board of Directors in the company shall be stockholders. The Board of Directors shall not receive any compensation as such officers, but may receive reasonable fee for services rendered to the company.

ARTICLE XVII

Before the annual meeting of each year, the company books shall be audited from the first day of January to the 31st day of December, inclusive, of each year by a committee of two stockholders, one of which shall be the First Vice-President, the other member shall be appointed by the board of directors. The First Vice-President, as auditor, shall examine all bills and accounts filed against the company and add his recommendation thereto.

ARTICLE XVIII

The annual meeting of the stockholders shall be held in Crawford, Delta County, Colorado, on the last Saturday in January each year at two o'clock p.m. at a place named in the Call for the Annual Meeting. Special meetings may be called by the board of directors or on the petition of stockholders representing one thousand shares of stock.

ARTICLE XIX

A quorum for the transaction of any business at any meeting of the stockholders shall be a representation of a majority of the capital stock of the company and each share of stock shall be entitled to one vote.

ARTICLE XX

The minimum number of shares to come out of the ditch on any new box must be twenty shares. A one time fee of one dollar per share shall be charged for each share of water in the ditch at the point of the new diversion and assessed to the stockholder responsible for said diversion.

ARTICLE XXI

These by-laws may be amended at any annual or special meeting by a two-thirds vote of all stock issued in favor of the amendment.

ARTICLE XXII

Shares cannot be split in smaller increments than one share. No certificate will be issued in less than a full number of shares (no fractions).

ARTICLE XXIII

There will be a yearly service charge of \$20.00 per certificate applied to all accounts. This will cover services other than delivery of water.

POLICIES of the CRAWFORD CLIPPER DITCH COMPANY

1. 1/26/1963 – Non stockholders who want to run Reservoir water through Crawford Clipper Ditch shall pay for the use of the ditch on the basis of our assessment per share applied to their number of acre feet ordered and payable in advance.
2. 6/29/1970 & 1/1/1971 – There is to be no pump in use at any lateral of the Crawford Clipper Ditch (the pump for the Crawford Cemetery is exempt).
3. 2/3/1971 – The ditch Company's responsibility ends at the divider, from this point on it is the responsibility of the owner to maintain that ditch, and make sure the ditch is adequate to carry his/her water through the measuring flume. This ditch must be kept cleaned and large enough to carry the amount of reservoir water he/she wishes to run, plus his/her decreed water. Flume must be level and adjusted to work properly. Ditch must be cleaned above and below flume so water flows freely.
4. 1/31/1976 – When a property is divided the agreement should be between seller and buyer as to who should install the divider. The divider shall be installed to ditch company specifications.

5. 1/24/1998 – To amend the by-laws, 2/3 of all shareholders are needed to change the by-laws (either present or by proxy).