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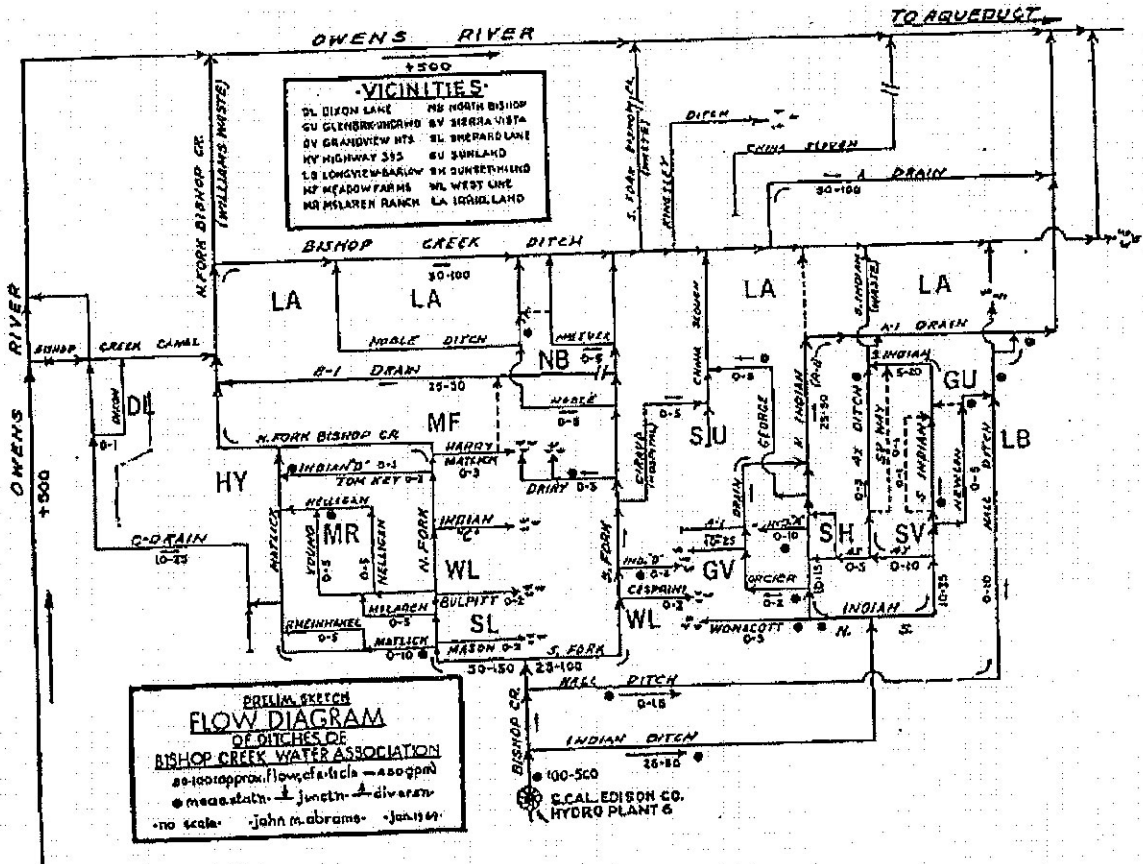
ARTICLES

and

BY-LAWS

Bishop Creek Water Association

March, 1969



ARTICLES OF ASSOCIATION OF
BISHOP CREEK WATER ASSOCIATION
OF MARCH 23, 1962 AND AS AMENDED FEBRUARY 3, 1969

WHEREAS in 1905 the Bishop Creek Water Association was formed by the users and appropriators of the waters of Bishop Creek for use on lands located on the Bishop Cone in the County of Inyo, State of California, for the purpose of protecting their rights to the waters of said Bishop Creek and to apportion said waters among the several users; and

WHEREAS in order to determine the rights to said waters of Bishop Creek to which said Association members and said users and appropriators of said waters were entitled, an action was brought and determination thereof had, under a judgement commonly known and referred to as the Chandler Decree; and

WHEREAS The City of Los Angeles, in order to provide a municipal water supply for use in The City of Los Angeles, purchased over 80% of said lands and water rights, together with the rights to the use of the main canals to transport said waters and has since said purchase maintained said main canals to transport said water for its own use and for the use of other land-owners on the Bishop Cone entitled to their respective share of said waters of Bishop Creek; and

WHEREAS this Bishop Creek Association since the said purchase of said lands and water rights by the said City has for many years restricted its operations to regulating the equitable diversion of the said water from said main canals to the said lands of the members of the Association; and

WHEREAS since said Chandler Decree adjudicating the said waters of Bishop Creek and the said diversions by the Association believe that the best interests of all would be served by amending said Articles of the Association so as to conform to the changed conditions;

NOW, THEREFORE, the undersigned owners of over half of said lands on the Bishop Cone described in said Chandler Decree and shown on Exhibit "A" attached hereto and entitled to over half of the said waters adjudicated to said lands, agree that said Articles of this Association shall be amended and adopted as follows:

We, the undersigned, users of water and appropriators of water in that certain stream known as Bishop Creek, and owners of lands defined in an instrument referred to herein as the Chandler Decree, and shown on Exhibit "A" hereto, which decree allows the waters of Bishop Creek to the owners of said lands, said lands being situated in the County of Inyo, State of California, do hereby associate ourselves under the name of "BISHOP CREEK WATER ASSOCIATION" and in consideration of the benefits to be derived from said association mutually agree to and adopt the following articles of association, by-laws and rules.

FIRST: This Association shall in its associate capacity protect the joint and several rights of the members thereof in and to the use of the water of the said Bishop Creek as said water is allocated by said Chandler Decree, including the diverted waters of Birch Creek, and shall provide for the delivery of said waters of Bishop Creek, including the diverted waters of Birch Creek for the use of the members of this Association from the main canals shown on

said Exhibit "A", through lateral canals and ditches in the manner and to the extent hereinafter provided.

SECOND: To equitably apportion between and among the members of this Association the said waters of Bishop Creek, including the diverted waters of Birch Creek, as said flow is allotted under the aforementioned Chandler Decree and the report of referee upon which said decree is based.

THIRD: To levy assessments upon each member for such sums and at such times as may be required to carry out the purposes of the Association, and to enforce the collection of said assessments.

FOURTH: To determine the eligibility to membership in this Association, and adopt rules for the expulsion of members therefrom and the levying of fines and collection of same, for violation of any of the rules and agreements of this association.

FIFTH: To adopt by-laws and rules to govern the affairs of the Association, and to elect officers and prescribe their duties and terms of office.

SIXTH: The Trustees of this Association shall have power to exchange water, where such exchange will be of benefit to the members of the Association, and will not injure any member of this Association.

For the purpose of carrying out the foregoing objects of this Association, and in consideration of the benefits to be derived therefrom as individuals and collectively, we do hereby jointly and severally agree to and adopt the following rules and by-laws for the government thereof.

BISHOP CREEK WATER ASSOCIATION BY-LAWS AND RULES

ARTICLE I

Section 1

The authority and power of this Association shall be vested (except as otherwise provided herein) in a board of five trustees who shall be members of this Association, or duly appointed and designated representatives of members of this Association, a majority of whom shall constitute a quorum for the transaction of all business.

Section 2

The trustees shall be elected by ballot immediately upon the adoption and signing of these articles of association, rules and by-laws, and thereafter two trustees shall be elected at the annual meeting of the members of the association to be held on the last Monday in January of each even-numbered year, and three trustees shall be elected at the annual meeting to be held on the last Monday in January of each odd-numbered year, said meetings to be held at Bishop, California.

Each trustee shall serve for the term of two years or until a successor is elected, the term of office of each trustee shall commence immediately following his election.

Election of trustees shall be by ballot and each member of the Association shall have the right to cast at least one vote.

A member of the Association shall be a landowner (joint owners shall be entitled to one membership), and each such member shall have the right to

cast at least one vote. Each landowner owning more than one (1) acre shall be entitled to one vote for each sum equal to the minimum annual assessment charge paid by such member, that is to say each member shall be entitled to one additional vote each time the acreage assessment equals the minimum annual charge, provided, however, that no one member, regardless of the acreage owned, shall have the right to cast more than two-fifths (2/5) of the total vote of all members present at any such meeting, except as hereinafter provided in Article XII. The majority landowner, or the owner of the greatest acreage, may be represented by no more than one member on the five-member board of trustees, but shall be represented by at least one member.

Section 3

Vacancies on the board of trustees shall be filled by a special election to be held after five days' notice being given, by mailing to each member of the Association a notice of the time, place and purpose of said meeting.

ARTICLE II — POWERS OF TRUSTEES

Section 1

The trustees may call special meetings of the members of the Association when they deem it necessary, and they shall call a meeting at any time on the written request of ten members of the Association or on the written request of one member of the board of trustees.

Section 2

They may employ, appoint and remove at pleasure any officer, agent, or employee of the association; prescribe their duties, fix their compensation and require from them security for faithful service, should the same be deemed necessary and proper.

Section 3

They shall appoint all committees not otherwise provided for herein; shall have full charge, management and control of the business and affairs of the association, with power to enter into contracts for and on behalf and in the name of the association, and to receive and pay out money as provided herein; and have any and every power necessary to carry out the true intent and purposes of this association for the benefit of the membership thereof, individually and collectively.

ARTICLE III — OFFICERS OF THE ASSOCIATION

Section 1

The officers of this association shall consist of a President and a Secretary-Treasurer, to be elected by the Board of Trustees from among their number, at the first regular meeting of said board after the general election of said trustees.

Section 2

If at any time any officer shall be absent or unable to act, the Board may appoint some other member to act in his place and stead, in whom (for the time being) shall be vested all the duties, powers and functions of the office.

ARTICLE IV — DUTIES OF OFFICERS

PRESIDENT

Section 1

The President shall serve without compensation and shall preside over all meetings of the members and trustees, and shall have the casting vote.

Section 2

He shall sign, as President, all contracts and other instruments of writing

which have been first approved by the Board of Trustees, and draw all warrants on the Secretary - Treasurer for the payment of money.

Section 3

He shall call the trustees together whenever he shall deem it necessary, by giving each member thereof one day's personal notice, or by depositing in the postoffice, properly stamped and addressed, a notice of said meeting to each trustee at least three days before the date set for said meeting.

ARTICLE V — SECRETARY-TREASURER

Section 1

The Secretary-Treasurer shall keep a correct record of the proceedings of the board of trustees and of the meetings of the members. He shall keep proper books of account of the business and financial affairs of the association, collect all assessments, and sign all checks and warrants.

Section 2

It shall be his duty to preserve all records, maps, agreements and data placed in his charge by the Association, and render a statement of the affairs of the association at any regular meeting of the members or at any meeting of the board of trustees.

Section 3

He shall serve all notices required to be served in the management of this association, as provided in the by-laws and rules.

Section 4

He shall safely keep all funds of the association and pay them out only on an order of the President.

Section 5

He shall furnish a statement of the financial affairs of the association at all regular meetings of the members, or at any meeting of the trustees, when requested so to do.

ARTICLE VI — MEETINGS

Section 1

The annual meetings of the members of this association shall be held on the last Monday of January of each year at Bishop, California and shall be called by the Secretary-Treasurer mailing a notice thereof to each member at least ten days before said meeting.

Section 2

Special meetings of the members of the association shall be called by the President when authorized by the trustees, or upon written request of ten members. Said special meetings shall be called by the Secretary-Treasurer, under the direction of the President, mailing to each member of the association a notice thereof at least five days before the time of said meeting.

ARTICLE VII — QUORUM

Section 1

No meeting of the members of the Association shall be competent to transact business unless at least ten members are present, except to adjourn from day to day or until such time as may be deemed proper.

ARTICLE VIII — MEMBERSHIP

Section 1

Any owner of land included as defendant lands, shown on Exhibit A, described in Paragraph 1 of the Chandler Decree, same being an instrument filed

for record on January 27, 1922, as B-61 Equity, a decree signed by Judge Benjamin F. Biedson, may become a member of this Association by application to the Bishop Creek Water Association, or by ratifying and signing the Articles of Association and these by-laws and rules and conforming to the requirements thereof.

Section 2

Any owner of real property whose property is traversed by, borders on, or has access to any stream, canal, or ditch carrying the water of Bishop Creek, and located within the boundaries as shown on Exhibit A, shall automatically be a member of this Association and shall be entitled to the benefits and be burdened by the duties imposed herein. Any question of membership shall be referred to the Arbitration Committee, and the findings and rulings of the Committee shall be binding upon all parties.

Section 3

Any member of this association not complying with the provisions contained in the by-laws and rules, may be denied the services of this organization.

ARTICLE IX — DIVISION AND USE OF WATER

Section 1

Immediately upon the adoption, signing and ratification of the By-laws and Rules by the members of this association, a committee of at least three (3) members and not more than five (5) members, to be known as the "Committee on Water and Arbitration" shall be appointed by the board of trustees to serve a term of one year. Vacancies on said committee shall be filled by appointment by the Board of Trustees.

Section 2

It shall be the duty of said Committee on Water and Arbitration to ascertain as nearly as possible the names of all individuals claiming to be entitled to the use of water from Bishop Creek and the diverted waters from Birch Creek to Bishop Creek for domestic or irrigation purposes, together with such further information as can be obtained that will assist said committee in apportioning to each member of this association a fair, equitable and proportionate amount of water of said Bishop Creek and the diverted waters of and from Birch Creek.

Section 3

Said committee shall, based on said Chandler Decree, estimate the proportionate amount of water from Bishop Creek to which each member of the association is entitled, and the length of time during the season (March 16 through October 15 inclusive) to which he is entitled to use the same. The seven-month season of March 16 to October 15 inclusive is the season wherein the association in its associate capacity has the responsibility for water management.

Section 4

Each member shall keep his ditches free and clear of debris (sand, silt, rocks, grass, weeds, and trash) so that water, including waste water, may move for the beneficial use of members below.

Section 5

In the event the equitable distribution of water is impeded or interfered with, causing flooding, wastage or other detriment to the flow of water to occur by reason of the refusal, inability or neglect of any member or members to remedy the same, the association may, after due notice, have the remedial work performed and the responsible member or members shall be billed therefor, at the cost of the work.

ARTICLE X — TURNING WATER OUT OF CREEK

Section 1

The trustees of this association are empowered and authorized to employ one or more men as needed to divert from the main canals said waters for the use of the members of this association and to divide the same between the members hereof as nearly as may be in the proportion set forth in the report of the Committee on Water and Arbitration.

Section 2

No member shall divert any water from the said main channels or in any way interfere with the boxes or headgates placed therein; but if water is needed for irrigating purposes, the member so needing the water shall give the man employed by trustees to divide said water at least three days' notice of the time and place of using same. The man in charge shall thereupon provide for the required amount of water, if possible, at the proper time.

Section 3

All boxes, headgates or diversion works diverting water from any main ditch or channel, regardless of by whom installed, shall for all water control purposes be deemed and considered the property of the association. The association reserves the right to exclusively control and regulate water at all boxes, regardless of by whom the same may have been installed, except for control devices used exclusively by the City of Los Angeles or other users on ditches, channels, etc. not regulated for the benefit of the general membership.

ARTICLE XI — ARBITRATION

Section 1

If at any time any question or dispute arises between any members of this association as to their respective rights to use of said water, under the By-Laws and Rules herein, such question or dispute shall be submitted to the Committee on Water and Arbitration for the purpose of deciding and adjusting the same, and the decision of said committee shall be final and binding upon the respective parties, provided that the maximum use shall not exceed a quantity of water in excess of three (3) acre feet per acre.

Section 2

This Association shall not be or become responsible for the costs and expenses of any litigation over the right to use water in Bishop Creek and the diverted waters of Birch Creek.

ARTICLE XII — ASSESSMENTS

Section 1

The necessary funds to pay all expenses incurred by the association shall be raised as follows: The President, after his election, shall appoint a committee of five (5) members to be known as the Financial Committee, whose duty it shall be, soon after appointment and before the first Monday of January of each year, to make an estimate of the amount of money required to pay the expenses of the association for the ensuing fiscal year, and to apportion said total amount as follows:

1. A minimum annual charge of not less than \$6.00 shall be assessed to each member of the Association; and
2. The balance of the amount necessary to pay said expenses of the association, which balance shall not exceed 60% of the estimate, shall be pro-rated on an acreage basis and the said amount per acre shall be assessed to members owning ten or more acres.

Said estimate shall be reported to the association by the committee and, if

said estimate does not exceed \$6,000, a majority vote of all members present at any regular or special meeting may adopt the report, provided, however, if said estimate exceeds \$6,000, its adoption will require the vote of members owning 50% or more of said lands shown on Exhibit A.

Any single expenditure of more than \$500, for purposes other than normal operation expenses, must be approved at the general meeting in January, or at a special meeting wherein the proposed expenditure is listed in the call of the special meeting, at which time there must also be presented in connection specifications and cost estimates for the work to be performed in connection with said expenditure.

Section 2

The Secretary shall notify by mail each member of the association of the minimum charge and of his pro rata share of said assessment, and the sum so due shall be paid to the Secretary within thirty days from the date of notice. The Secretary or such other person as the Board may select, shall be and is authorized to take such legal or other action as may be required to collect any sums due and unpaid.

Section 3

In case the said minimum charge and said annual assessment levied, as in this article provided, should not furnish sufficient funds to meet the expenses of the Association, a special assessment may be levied at any time and collected in the same manner as provided for the annual assessment, provided that if the total of any special assessment or assessments when added to the annual assessment, including the minimum assessment, exceeds \$6,000 the adoption of such special assessment shall require the vote of members owning 50% or more of said lands shown on Exhibit A.

ARTICLE XIII — RULES FOR CONDUCTING MEETINGS

Section 1

The President, with the approval of the trustees, shall appoint, as required, a nominating committee, which said nominating committee shall submit the names of nominees for Trustees at all meetings called for this purpose. Other nominations of Trustees may be made by members from the floor.

Section 2

All meetings of the membership shall be conducted according to Robert's Rules of Order, as revised, except as the same may be in conflict with the special rules set forth in these By-Laws.

ARTICLE XIV — AMENDMENT OF BY-LAWS AND RULES

Section 1

These by-laws and rules may be altered or amended at any regular or special meeting of the association by a majority vote of the members present, except as to those provisions in these by-laws regarding the minimum charge and maximum assessment, which provisions can only be amended by vote of members owning 50% or more of said lands as shown on Exhibit A.

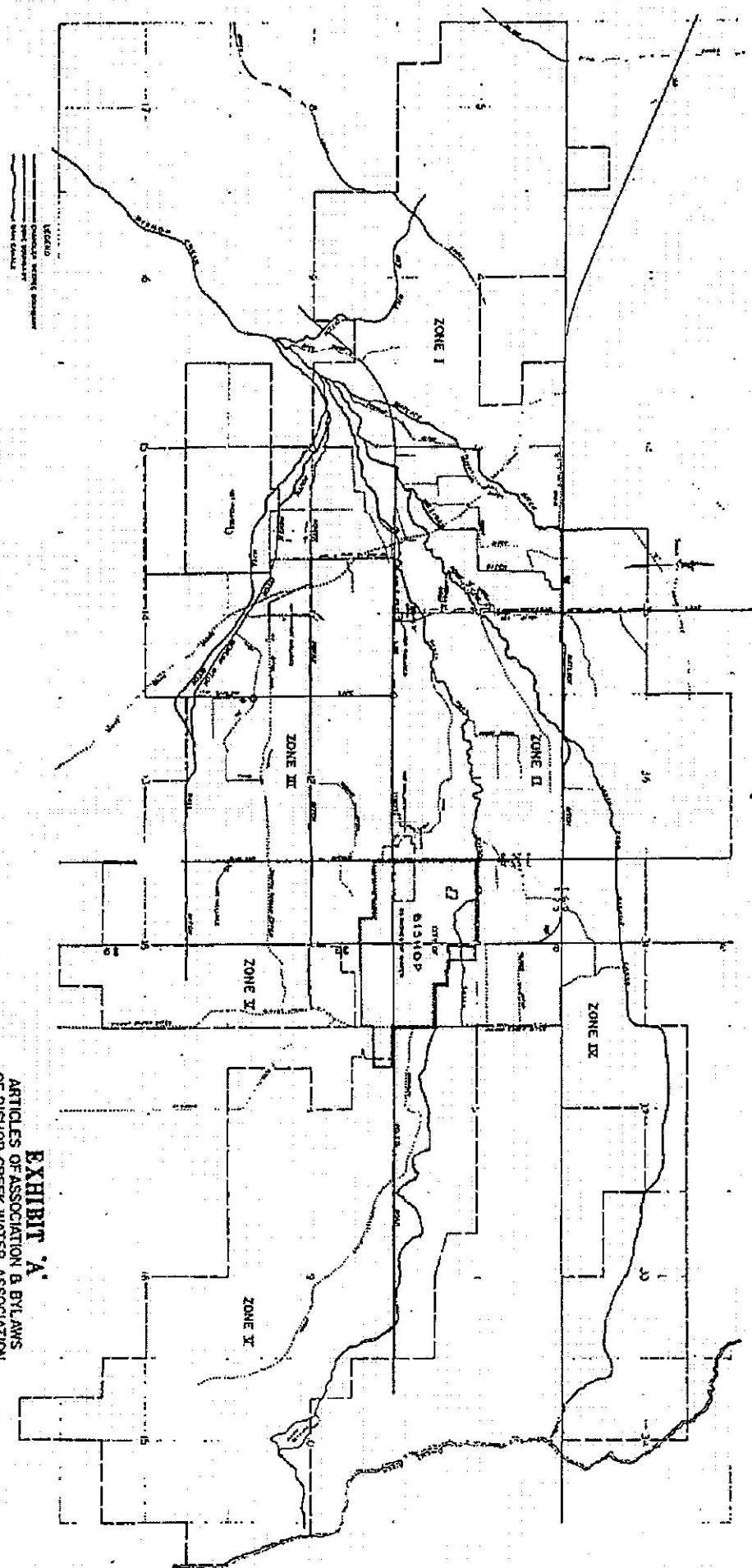


EXHIBIT 'A'
ARTICLES OF ASSOCIATION & BYLAWS
OF BISHOP CREEK WATER ASSOCIATION
APPROVED BY THE BOARD OF SUPERVISORS OF CALIFORNIA, 1902.