

**RESTATED BYLAWS
OF THE
REDLANDS MESA WATER USERS INCORPORATED**

Preamble

The Redlands Mesa Water Users Incorporated administers delivery of shareholder irrigation water to Redlands Mesa properties through a series of conveyance structures, including but not limited to ditches and metering boxes. The corporation shall have all of the objects, purposes and powers set forth in the Articles of Incorporation and all powers provided by the laws of the State of Colorado, and the said powers shall be exercised by the Board of Directors in the name of this corporation. These Restated Bylaws of the Redlands Mesa Water Users Incorporated shall supersede and replace all previous Bylaws in their entirety.

I. Corporate Name

The corporate name of said corporation shall be Redlands Mesa Water Users Incorporated (hereafter “corporation”).

II. Agent and Principal Place of Business

Office and Agent. At all times the corporation shall maintain a principal office and a registered agent. The corporation shall update the principal office and registered agent information annually by filing a Periodic Report with the Colorado Secretary of State.

III. Seal

The seal of this corporation shall have inscribed thereon the name of the corporation and the words “Corporate Seal” and “State of Colorado”.

IV. Capital Stock

The capital stock of said corporation shall consist of two classes, to wit:
Class A stock and Class B stock.

Class A stock shall be issued one (1) share only to each member; a member may be an individual, a partnership, a corporation or two or more persons who own property in joint tenancy or as tenants in common. Where a property is owned in joint tenancy or as tenants in common there shall be one (1) share of stock and one (1) vote only. Class A stock shall be issued to the member(s) upon written or oral application made to the President or Vice President and Secretary/Treasurer and upon the payment of the transfer fee. Class A stock is a corporation membership share only. No water allocation is associated with Class A stock and no assessments are made on Class A stock. Each owner of Class A stock shall simultaneously be required to own Class B stock.

Class B-1 commonly known as “Late/Project” water. There are presently 1,338 shares of B-1 water.

Class B-2 commonly known as “Early” water. There are presently 4,300 shares of B-2 water.

V. Water Delivery

Shareholder Responsibilities. Shareholders are responsible for monitoring the delivery of their water. The shareholder must initially open their box at the start of the delivery season when ready to accept water. The shareholder may open or close the box at any time they are allocated water to suit irrigation and farming operations. Boxes may never be opened further than the amount in inches indicated on the most recently issued box card.

The box card is placed at the metering box, by the box setter and shall not be removed. Boxes found opened or modified to flow in excess of the authorized allocation may be closed and locked by the Corporation. The shareholder is solely responsible for individual or shared water delivery exiting the box(es) set by the corporation.

Class B-1 is commonly known as “Late/Project” water. Class B-1 is ordered water. Actual delivery percentage is determined annually by Leroux Creek Water Users Association and is not guaranteed due to shrinkage loss in ditches. Delivery of these shares is available upon request following the conclusion of B-2 share delivery. Delivery usually occurs in either 3 or 4 day runs, on a call basis. One share basis is equal to one day of run at ½ CFS. Delivery after the conclusion of the B-2 and Overland runs is not guaranteed due to shrinkage loss. Users are encouraged to pool deliveries with other shareholders to increase likelihood of delivery via a greater run volume. Box metering width is calculated, printed on a card, and monitored by the box setter.

Class B-2 is commonly known as “Early” water. Delivery of these shares starts at the commencement of irrigation season (typically early April) and concludes when the spill-over/run-off source is exhausted. Delivery is provided automatically without “call.” Delivery of these shares starts at the commencement of irrigation season (typically early April) and concludes when the spill-over/run-off source is exhausted. Amount delivered is based upon that season’s water quantity available, divided by the number of shares held. Box metering width is computer generated, printed on a card, and monitored by the box setter.

VI. Stockholders’ Meetings

Annual Meetings. The annual meeting of the stockholders shall be held in Delta County, Colorado, on the last Friday of January each year at a place and time to be named in the notice for the annual meeting as determined by the Board of Directors. Such annual meetings shall be general meetings, that is to say, open for the transaction of any business within the powers of the corporation. Public notice of the time and place of all annual meetings shall be given by the Secretary by publication in a newspaper having general circulation in Delta County, Colorado.

Special Meetings. Special meetings of the stockholders may be called at any time by the President or by a majority of the Board of Directors, either by vote or in writing. Upon request in writing, delivered to the President, Secretary or any Director, by the holders of a majority of shares and who are entitled to vote, it shall be the duty of the President, Secretary, or such Director to call forthwith a meeting of the stockholders.

Notice of Meetings. Public notice of the time and place of all annual meetings shall be given by the Secretary by publication in a newspaper having general circulation in Delta County, Colorado. Such notice to be published at least once, not more than thirty (30) days nor less than two (2) days prior to the date fixed for said meeting and by giving at least ten (10) days, but not

more than thirty (30) days written or printed notice stating the time and place of such meeting by depositing a copy of such notice in the United States mail, addressed to each member at his address, as the same may appear on the records of the corporation. Notice for all special meetings shall be the same notice as required for the annual meeting, except in the event of an emergency as determined by the board of directors.

Quorum. A quorum at any regular or special stockholder's meetings shall be at least one-third (1/3) of the Class A stock represented in person or by proxy. If such quorum is not present, the meeting shall be adjourned by a majority of those present, provided that such meeting shall not be adjourned for a period to exceed sixty (60) days for any one adjournment, and notice of the adjourned meeting may be given in such manner as the Board of Directors may decide.

Proxies. Stockholders may vote either in person or by proxy, but no proxy which is dated more than three (3) months before the meeting at which it is offered shall be accepted unless such proxy shall on its face name a longer period for which it is to remain in force. Every proxy shall be in writing subscribed by a stockholder, or by his or her duly authorized attorney, and shall be dated, but need not be sealed, witnessed, or acknowledged. A proxy shall be considered valid if emailed or transmitted via text message to the President, Secretary or any Director, then printed and presented at the meeting.

Order of Business. The order of business at all annual meetings shall include as far as possible:
Reading of call of the meeting.

Proof of due notice and determination of quorum.

Review and approval of any unapproved Minutes.

Report of the Board of Directors by President or Vice-President.

Report of Managers and operations report.

Report of Secretary/Treasurer. Approval of financial report and budget.

Old business.

New business.

Stockholder comment.

Election of Directors.

Adjournment

The meeting chairperson shall have discretion to alter the order of the agenda/order of business and may add or delete items to fit the reasonable needs of the participants or the corporation.

VII. Directors

Board of Directors. A Board of Directors, which shall consist of five (5) members, shall manage the business and affairs of the corporation. The Board of Directors shall be elected at the annual meeting by holders of Class A stock present or by proxy at such meeting and entitled to vote in person or by proxy. All persons who are Board of Directors in this corporation must be stockholders.

In addition to managing the business and affairs of the corporation, its functions and duties shall include:

Selection of, and delegation of authority to, management;

Employment of necessary employees;
Determination of policies for guidance of management;
Control of expenditures by authorizing budgets;
Keeping the members fully informed of the business of the corporation;
Establishing fees, charges or other conditions for service;
Reviewing financial records and reporting on the condition of the corporation, providing for an annual external review, if needed;
Applying for and administration of grant funding;
Authorize contracts, loans, agreements, and legal claims for and on behalf of the corporation;
Studying the requirements of members and promoting good membership relations;
To levy and collect assessments and to enforce the collection thereof in accordance with the laws of the State of Colorado, the Restated Articles of Incorporation and these Restated Bylaws.

Election and Term of Board Members. Directors shall be elected or appointed as provided in the Articles of Incorporation. All Directors shall be eligible for re-election.

Election and Term of Officers. The Board of Directors shall immediately after each annual meeting elect one of its members to be President, one of its members to be Vice President and someone appointed to be Secretary/Treasurer, who may be, but need not be, a member of the Board of Directors or a stockholder in this corporation. Officers shall be elected for a period of one year, or until their successors are appointed and qualified.

Compensation of Directors and Officers. The Board of Directors and officers, with the exception of the Secretary/Treasurer and Ditch Manager, shall serve without compensation, provided, however, the Secretary/Treasurer and Ditch Manager shall be paid a reasonable fee for services rendered, and Directors may be paid the necessary and proper expenses of travel on the business of said corporation.

Meetings of the Board of Directors. Meetings of the Board of Directors shall be held as soon as may be following the meeting of the stockholders, at which time it shall elect officers as hereinabove provided. Said Board of Directors may have other meetings as they may from time to time decide, provided that all members thereof have written notice of such meeting or waive notice thereof in writing.

Vacancies and Removal of Directors and Officers. Vacancies in the Board of Directors which occur may be filled as provided below. In the event charges of dereliction of duty is filed against a Director, he or she shall within five (5) days of the service of notice thereof, file his or her demand for an open hearing of the charges, and failing to so file such demand, such hearing will be waived, but it shall not prevent the remaining Directors to conduct such hearing. At the hearing on such charges, the Director shall be entitled to hear under oath all testimony submitted against him or her and he or she may present witnesses to testify on his or her behalf.

Quorum. Three (3) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Removal: At any meeting of the stockholders called for the purpose, any Director may, by the vote of a majority of all the stockholders, be removed from office, with or without cause, and another may be appointed in the place of the person so removed, to serve for the remainder of his term.

Vacancy: 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.

VIII. Officers

Duties of the President. The President shall preside at all meetings of the members of the Board of Directors, he or she shall execute stock certificates, notes, bonds, mortgages, contracts and all other instruments on behalf of the corporation; and he or she shall have such powers and perform such other duties as may be properly required by him or her by the Board of Directors.

Duties of Vice President. The Vice President shall, in the absence or disability of the President, or in the event of his or her death, resignation, or removal from office, perform such duties and exercise the powers of the President, and shall have such other powers and perform such other duties as the Board of Directors may prescribe.

Duties of Secretary/Treasurer. The Secretary/Treasurer shall keep a record of the proceedings of the Board of Directors of the corporation and shall keep the books and records of said corporation and the seal of said corporation, and shall attest the signatures of the officials of the corporation executing documents on behalf of said corporation; shall collect all assessments and monies due to the corporation and deposit the same in the depository designated by the Board of Directors, and shall make a report of the business transacted by him or her annually, or as requested by the Board of Directors or the President, and he or she shall do and perform such other duties and functions as may be required of him or her by the Board of Directors or the President.

Appointment and Duties of Ditch Manager. The Board of Directors may appoint, in addition to the officers named above, a Ditch Manager of the irrigation system, who will be in charge of the work of construction, maintenance, and repair of the system of the corporation and of the distribution of water. He or she shall make to the Board of Directors an annual report showing the condition of the system and the amount and character of work done during the previous year. He or she shall certify to the Secretary/Treasurer, annually, the time put in by himself/herself and by each laborer performing work on behalf of the corporation.

Additional Employees. The Board of Directors may appoint, in addition to the officers named above, box setters and a water administrator. Box setters will be in charge of setting metering boxes. The water administrator shall receive the water orders and generate the appropriate box cards for subsequent water delivery. These positions may be separate or combined with secretary duties.

IX. Stock Certificates

Form. Each stockholder shall be entitled to a stock certificate or certificates certifying the number and kind of shares owned. Said certificate shall be signed by the President, or Vice President, and by the Secretary/Treasurer, with the date of issuance and number of shares on its face and shall thereafter be sealed with the seal of the corporation.

Stock Book. The books of stock certificates for the two classes of stock shall each contain a margin opposite to each certificate of which shall be noted the number of the certificate, the date, the number of the shares and the name of the person to whom issued, corresponding to the certificate issued, and when a certificate is surrendered, whether it be for reissue or otherwise, the disposition of the stock thereby represented shall be noted.

Transfer of Stock. No transfers of stock shall be made except on the books of the Secretary/Treasurer of the corporation and upon surrender of the original certificate and the written assignment of the holders or written request for re-issue. The transfer of stock certificate book shall show from whom and to whom such transfer was made, the date thereof, the number of its original certificate, the number of original shares, the number of shares transferred; and prior to the issuing of any new certificate, the Secretary/Treasurer shall require the old certificate to be delivered. A fee will be assessed per transferred certificate.

Lost Certificates. In the event of a lost original certificate(s), the Secretary/Treasurer shall require a statement of lost certificate(s) and shall follow the publication procedure pursuant to C.R.S. § 7-42-115, as may be amended. The cost of publication including a fee to replace the lost certificate will be assessed prior to replacing any lost certificate(s).

X. Assessments and Fees

Assessments. The corporation receives monies through annual assessments and shareholders are invoiced, as set by the membership at the annual meeting. All assessments shall be considered due as soon as notices thereof are mailed and all assessments shall be delinquent thirty (30) days thereafter. The Board of Directors shall have the power to withhold delivery of water and the rendering of other services from any delinquent shareholder until the assessment is paid in full. The Board of Directors may impose late fees at their discretion. In addition, the Board of Directors may recover any delinquent assessment by selling as much of the stock of the delinquent stockholder as may be necessary to meet the delinquency, plus interest at 18% per annum, or as may be determined by the Board of Directors, on the amount of delinquency plus all costs of such sale. Such sale shall be made as provided by law, and the Board of Directors in the name of the corporation may purchase same in the name of the corporation and may thereafter sell and reissue such stock to qualified holders of Class A stock.

Water Delivery Fees. An annual water delivery fee will be charged based on the budgeted amount for water delivery operations and the prior year's surplus or deficit.

Delinquent Water Delivery Fees. Sixty (60) days after the initial box setting fees have been assessed a certified letter will be sent to any delinquent water user(s), giving the delinquent water user(s) ten (10) days to pay the delinquency, plus late charges.

If the account is not brought current the box in which the water is delivered will be locked shut. The box will remain shut until the account is paid. While the box is closed all delinquent water

shall be divided among all remaining users. Once payment is received the box will be opened on the next box set day

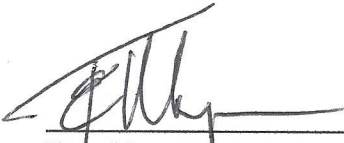
XI. Amendments to Bylaws

Amendments: The Board of Directors may amend the Bylaws at the annual meeting of stockholders, or at a Special Meeting called for that purpose. In each case, one-third of the qualified voting stock must be represented in person or by proxy for a quorum. Once a quorum is established, a simple majority is adequate to amend the Bylaws.

XII. Rules and Adjustments

The Board of Directors shall have rule making power for the administration of water and water rights under the supervision of this corporation, and they shall make prudent adjustments and assessments when it appears that the interest of justice and equity so demand.

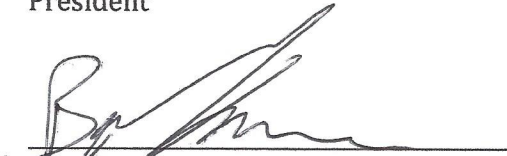
APPROVED, ADOPTED, AND RESTATED BY THE BOARD OF DIRECTORS AT THE SPECIAL SHAREHOLDERS MEETING HELD ON REDLANDS MESA, HOTCHKISS, COLORADO ON NOVEMBER 29, 2023.



Tom Meyers
President



Lance Rundle



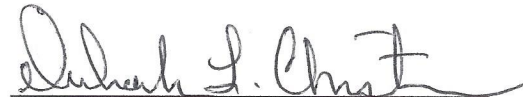
Bryan Klaseen
Vice President



David Whittlesey



Kay Adams



Deborah L. Christner,
Secretary/Treasurer