

BY-LAWS OF TRI-LAKES REGIONAL SEWER DISTRICT

Article I

Name & Purpose

Section 1. Name. The name of this organization, as a political subdivision of the State of Indiana, shall be the “Tri-Lakes Regional Sewer District.”

Section 2. Purpose. The purpose for which the District is formed is to provide for the collection, treatment, and disposal of sewage within and without the District and to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objectives or the furtherance of any powers set forth in IC 13-26; provided, however, that the District shall be subject to Rules and Regulations of Indiana Department of Environmental Management, all as contemplated by said Statutes.

Article II

Board of Trustees

Section 1. The Board of Trustees shall consist of seven (7) members, appointed as follows:

- (a) Three (3) members appointed by the Thorncreek Township Trustee
- (b) One (1) member appointed by the Smith Township Trustee
- (c) Two (2) members appointed by the Noble Township Trustee
- (d) One (1) member appointed by the Etna-Troy Township Trustee

Section 2. Duties of Board. The power of the District shall be vested in the Board of Trustees who shall have the management and control of the Business. They shall employ such agents, attorneys, contractors, and employees as they deem advisable. They shall fix the rate of compensation of all agents, attorneys, servants, contractors, and employees.

Section 3. Indemnification. The District shall indemnify any person made a part to any action, suit or proceedings by reason of the fact that he/she, his/her testator or intestate, is or was a Trustee, Officer, or employee of the District or of any District which he/she served as such at

the request of the District, against unreasonable expenses, including attorney fees, actually and reasonably incurred by him/her in connection with appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceedings that such Trustee, Officer, or employee is liable for negligence or misconduct in the performance of his/her duties. The District may also reimburse to any Trustee, Officer, or employee the reasonable costs of settlement of any such action, suit, or proceedings, if it shall be found by a majority of a committee composed of the Trustees not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the District that such settlement be made and that such Trustee, Officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Trustee, Officer, or employee may be entitled to apart from the provisions of this article.

Article III

Meetings of the Board

Section 1. Regular Meetings. Unless otherwise provided for herein, the Board of Trustees of the District shall *normally* meet on the second Monday of each month at such time and place as may be determined by the Board of Trustees of the District. The normal meeting date and time will, at a minimum, be published in local newspapers on/before the first Tuesday of January each year as required by the Open Door Law. Any changes to the normal schedule of meetings, or if special meetings are scheduled, those changes will be posted in the newspaper at least 48 hours prior to the meeting date and time—*unless such meeting is an emergency meeting and cannot be posted within 48 hours of its date and time.*^R Meetings will also be posted in the District Office *and on the District's website*^R at least 48 hours prior to the meeting date and time.

Section 2. Special Meetings. Special meetings of the Board of Trustees may be called at any time by the President of the Board or by a majority of the Trustees and notice of such meeting, stating the date, time, and place shall be given to all members of the Board of Trustees, as well as the public, not less than forty-eight (48) hours before the date set for such a meeting

Section 3. Emergency Meetings. In the event of an emergency involving actual or threatened injury to person or property or threatened disruption of sewer service, the President may call for an emergency meeting to be held with less than forty-eight (48) hours' notice.

Section 4. Form of Notice. Any written notice required to be given of any meeting of the Board shall be proper if given to each member of the Board either personally, by US mail, by telegram, by facsimile transmission, or by email.

Article IV

Procedure at Meetings

Section 1. Voting. At all meetings of the Board of Trustees, all questions—the manner of deciding which is not specifically regulated by Statute or subject to control by the Indiana Department of Environmental Management—shall be determined by a majority vote of the Trustees at such adjourned meeting.

Section 2. Quorum. The presence of at least four (4) Trustees shall be necessary to constitute a quorum for the transaction of business at any meeting, but a lesser number may adjourn to some future time and the Secretary of the District shall thereupon give the required notice to each Trustee entitled to vote who was absent from such meeting.

Section 3. Order of Business. The regular order of business at all meetings of the Board of Trustees shall be as follows:

- (a) Executive Session (as needed);
- (b) Call to order and roll call;
- (c) Report of Secretary on giving notice of meeting;
- (d) Approval of minutes of preceding meeting;
- (e) Reports of officers, consultants, and staff;
- (f) Reports of committees;
- (g) Old business;
- (h) New business; and
- (i) Adjournment

Section 4. Consent Agendas. Any item of business before the Board may be placed on a consent agenda to be voted upon as a group unless otherwise required by statute, rule, or regulation.

Section 5. Action of Regular and Special Meetings. At all regular and special meetings of the Board, it shall be valid for the Board to act on any subject within the power of the Board and the corporation.

Section 6. Rules of Order. Roberts Rules of Order are hereby incorporated by reference and made a part of these Rules and shall control on issues of procedure not expressly provided for herein.

Article V

Officers of the Board

Section 1. Officers. The officers of the District shall be:

- (a) President;
- (b) Treasurer; and
- (c) Secretary
- (d) ~~Vice President~~ Removed^R

Section 2. *Officers' Terms of Office. Officers are elected by a majority vote of the Board of Trustees in December of each calendar year to hold office for the following calendar year. Should an existing officer wish to—or be asked to—remain in his/her office for another year, he/she may do so with a majority vote of the rest of the Trustees.^R*

All Board members are encouraged to serve as an officer at some point during their appointed term; however, he/she should have been a Board member for at least one year prior to becoming an officer.^R

Should an officer vacancy occur because of resignation, removal, or death, a special vote will be taken by the Trustees to elect another Board member to complete the term of that officer.^R

Section 3. Duties of Officers. The duties and powers of the officers of the District shall be as follows:

- (a) President – The President shall preside at all meetings of the Board of Trustees and shall cause to be called regular and special meetings of the Board in accordance with these By-Laws. The President shall, when specifically required, sign and make all contracts and agreements in the name of the District, subject to the approval of the Board of Trustees (except for certain specific agreements which may be approved by the District Administrator pursuant to District policies) and shall enforce these By-Laws and perform all of the duties incident to the position and office and which are required by law.
- (b) Secretary – The Secretary of the Board shall attend all meetings of the Board and keep, or cause to be kept, in a book provided for that purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board. The Secretary shall attest the execution by the Corporation of all deeds, leases, agreements and other official documents and shall, if necessary, affix the corporate seal thereto; shall attend to the giving and serving of all notices of the Corporation required by the Code of By-Laws or by law; and in general shall perform all duties pertaining to the office of Secretary of the Board and such other duties as this Code of By-Laws or the Board may prescribe.
- (c) Treasurer – The Treasurer shall act as the Chairman of the Finance Committee, shall have the care and custody and be responsible for all the funds and securities of the District, and shall deposit or invest, or cause to be deposited or invested, all such funds in the name of the District in such bank or banks, trust company or companies, as the Board of Trustees may designate, and may designate specific Board members and/or staff with monetary limits to sign, make and endorse the name of the District upon all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of the same and receipt thereof, under the direction of the President of the Board of Trustees. The Treasurer shall render a statement of the condition of the finances of the District at each regular meeting of the Board of Trustees and at such other times as shall be required of him/her. The Treasurer shall do and perform all duties pertaining to the office of Treasurer in compliance with all state laws and regulations concerning the establishment and operation of a Regional Sewer District.
- (d) ~~Vice President – Removed^R~~

- (e) Absence of the President – During the absence and inability of the President to render and perform the duties or exercise the powers as set forth in these By-Laws or in the acts under which this District is organized, the duties shall be performed by the next available officer in the following order: Secretary then Treasurer. When so acting, this office shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President.

Section 4. Removal of Board Member or Officer. Any Board member or officer may be removed with just cause at any time by a vote of the majority of the appointed Board of Trustees at any regular meeting or at a special meeting which has been called for such purpose. Cause for removal would be excessive absences from scheduled Board meetings, moving outside of the area represented and/or the boundaries served by the District, conflict of interest between member and District, or any other cause identified by a majority vote of the Board.

Section 5. Resignation and/or Replacement of Board Member or Officer. Any Board member or officer may resign at any time by giving written notice to the President or Secretary 30 days prior to the effective date of the resignation. When this causes a vacancy, or a vacancy is caused by death, the vacated position will be filled by the Township Trustee so identified for that position. Should an officer vacancy occur because of resignation, removal, or death, *a special vote will be taken by the Trustees to elect another Board member to complete the term of that officer.*^R

Article VI

Staff of the District

Section 1. District Administrator. The District Administrator shall be selected by the Board by an affirmative vote of a majority of the Trustees provided two-thirds of the Trustees are present at the meeting in which action is taken. The Board shall fix the length and term of the District Administrator's employment, which may be indeterminate.

The District Administrator shall be the chief executive officer of the District and subject to the control of the Board. The District Administrator shall manage, direct, and be responsible for the conduct of all affairs of the District, except those which by law or these By-Laws, are made the specific responsibility of the Board, the President of the Board, or another officer of the Board.

The District Administrator shall attend all meetings of the Board and Committee Meetings except as otherwise directed, and shall report to the Board upon the affairs of the District.

The District Administrator shall have the power, in the name of the Corporation and/or the District, to make and execute all contracts and written instruments made in the ordinary course of the operations of the District except those which must be specifically approved and authorized by the Board. Should the District Administrator become incapacitated, the Executive Committee shall name a successor until the next following Board meeting. At the next following Board meeting, the Board shall elect a successor for the time period in which the District Administrator is incapacitated.

Section 2. Other Officers of the District. The Board may appoint such other officers of the District as it desires and may prescribe their responsibilities and duties

Section 3. Staff. All salaried and/or hourly staff positions shall be recommended to the Board by the District Administrator, subject to the rules and policies as may from time to time be established by the Board. Supervision of any/all employees will remain with the District Administrator.

Article VII

Committees of the Board of Trustees

Section 1. Committees of the Board.

- A. Executive Committee. The Executive Committee of the Board shall consist of the President, ~~Vice President~~^{Removed},^R Secretary, and Treasurer. If, at any time, between the regular meetings of the Board, immediate Board action is required to further or safeguard the best interest of the Corporation and/or District, the President of the Board shall cause each member of the Board to be given notice in person, by telephone, telegram, facsimile transmission, email, or in writing of the action so required, and if a special meeting of the Board cannot be called and held in time to take such action, the Executive Committee of the Board shall have and may exercise all the powers of the Board with respect to the matter necessitating such immediate action. All actions taken by the Executive Committee of the Board under this Section 1.A shall be reported to the Board at its next meeting and shall be

entered in full upon minutes of said meeting of the Board. The Executive Committee shall annually evaluate the performance of the District Administrator.

- B. Budget and Finance Committee. The Budget and Finance Committee shall consist of the Treasurer and one (1) Board member appointed by the President and approved by the Board. The District Administrator and staff shall submit a budget to the committee each year for approval and adoption by the Board. In addition, the committee shall monitor, assist in revisions, and report to the Board monthly on the status of the budget or matters affecting the financial condition of the District.
- C. Personnel and Benefits Committee. The Personnel Committee shall consist of two (2) members of the Board appointed by the President and approved by the Board. The Committee shall recommend salary increases for staff each year, review personnel policies, provide revisions as needed for Board approval, and monitor the District safety program. The District Administrator will have input into each of these areas except for his/her salary increase.
- D. Construction and Capital Committee. The Construction and Capital Committee shall consist of two (2) members of the Board appointed by the President, as required, and approved by the Board. The Committee shall review all construction projects and recommend to the Board for project approval. Additionally, the Committee shall review the capital needs of the District in coordination with the District staff and recommend to the Budget and Finance Committee the expenditure for capital needs. The Committee shall also evaluate the effectiveness and efficiency of all construction projects.
- E. Other Committees. At any regular or special meeting thereof, the Board may designate such other special and/or permanent committees of the Board as the Board may, from time to time, deem necessary or desirable, which committees shall have members and functions as the Board may prescribe and shall operate under the general supervision of the Board.

Article VIII

Rules and Regulations

The Board may cause to be prescribed and promulgated rules, regulations, and/or policies concerning the conduct and coordination of programs and services or business consistent with the mission of the District and providing sewer services.

Article IX

Execution of Contracts and Other Documents

Section 1. Approval and Authorization of the Board. Except as otherwise expressly authorized by the Board or these By-Laws, all contracts and other written instruments relating to the acquisition or disposition of real estate or any interest therein, all contracts for new capital plant improvements and additions for major alterations, repairs and rehabilitation to property owned by the Corporation and all change orders, and all contracts imposing financial obligations on the part of the Corporation unless the obligation was previously approved by the Board through the allocation of funds or pursuant to the District's policies or otherwise, shall be specifically approved and authorized by the Board.

Section 2. Other Instruments. All contracts and written instruments not requiring the specific approval and authorization of the Board shall be executed in the name of the Corporation and/or the District by the District Administrator or a person duly authorized by the Board.

Article X

Amendments and Repeal

Section 1. Amendments. These By-Laws may be altered, amended, repealed or added to by an affirmative vote of a majority of the Board of Trustees at any regularly-called or specially-called meeting.

Section 2. Repeal. All previous By-Laws heretofore published by the Tri-Lakes Regional Sewer District Board are hereby superseded and replaced by these rules, as of November 14, 2011.

NOTED REVISIONS^R APPROVED IN BOARD MEETING OF OCTOBER 24, 2011, AND SIGNED THIS 14th day of November, 2011, by:

BOARD OF TRUSTEES OF THE TRI-LAKES REGIONAL SEWER DISTRICT

D. Stauffer, President

J. Moss, Treasurer

S. Schroeder, Secretary

D. Anderson, Member

G. Bruce, Member

M. Martin, Member

T. Wise, Member