



BYLAWS
OF
WHITEWATER TOWNSHIP REGIONAL SEWER DISTRICT

ARTICLE I. Membership.

Section 1. The Whitewater Township, Board of Trustees (hereinafter the "Township") shall make the appointment of all persons to the Board of Trustees of the Whitewater Township Regional Sewer District (hereinafter the "Board"). All persons so appointed shall become Board members of the Whitewater Township Regional Sewer District, whether said appointment is to a position on the first Board or whether said appointment is to fill a Board position upon expiration of the regular term of a Board member. Only those persons who are residents of an area within the Whitewater Township Regional Sewer District's territory shall be eligible to serve as Board members. No member of the Whitewater Township Board of Trustees or any board or body responsible for selecting or appointing new members to the Board shall be eligible for appointment to the Board.

Section 2. The terms of office for the first Board members shall be as follows:

Board Member #1: President DOUG
Term of office: Three Years – from initiation of operation of the Wastewater Treatment System

Board Member #2: Vice President DM
Term of office: Three Years – from initiation of operation of the Wastewater Treatment System

Board Member #3: Secretary Bill
Term of office: Three Years – from initiation of operation of the Wastewater Treatment System

Board Member #4: Treasurer DSN
Term of office: Two Years – from initiation of operation of the Wastewater Treatment System

Board Member #5: Member ELI
Term of office: Two Years – from initiation of operation of the Wastewater Treatment System

Section 3. In the event of the appointment of a new Board member to fill a vacancy occurring prior to the expiration of the term of office of a Board member, such successor shall be appointed for the remainder of the term of his or her predecessor. Upon the expiration of the term of office of any member, the successor shall be appointed and serve a regular term of three (3) years.

Nothing herein contained shall in any way limit or restrict the power of the Township to reappoint Board members to successive terms of office on the Board of the Whitewater Township Regional Sewer District. A Board member shall continue in office until his successor takes office or until sixty (60) days has elapsed following the completion of his or her term, whichever occurs first.

Section 4. Upon the death, disability or resignation of any Board member, a vacancy shall be created on the Board, which vacancy shall be filled through an appointment made by majority vote of the remaining members of the Board of Trustees of the District. Any such appointee shall satisfy the conditions of residency and other requirements set forth in Article I, Section 1 hereof. Any Board member may resign at any time by notice in writing delivered to any then current member of the Township Trustees and to any then current member of the Board of Trustees of the Whitewater Township Regional Sewer District. The resignation of a Board member shall constitute resignation by such person as a Board member and as an officer.

Section 5. The Board may, by a four-fifths (4/5) vote of its membership, change the number, composition and term of the Board from time to time.

ARTICLE II. Powers of the Board of Trustees.

Section 1. The Whitewater Township Regional Sewer District is empowered to continue as a political subdivision of the State of Ohio with all powers as provided in Chapter 6119 of the Ohio Revised Code. The Board of Trustees of the Whitewater Township Regional Sewer District is empowered to act on behalf of said District, and do all things necessary and proper under Ohio law to effectuate the purposes of said District. Nothing contained in these Bylaws shall act to restrict or limit in any manner the powers of said Board of Trustees.

Section 2. Board members shall serve their terms of office unless they resign from said position or their term of office expires. However, a Board member may be dismissed and removed from said Board for misfeasance, nonfeasance or malfeasance in office, including without limitation, the

failure to attend three (3) consecutive regular Board meetings upon receiving proper notice of such meetings.

Upon such failure, and within three (3) weeks of said failure, said member shall be dismissed and removed only upon unanimous vote of the other Board members at a regular or special meeting of the Board of Trustees of the District. In the event of said removal, the Board member so removed may not be re-appointed or re-elected to the Board of Trustees of the District. In the event of removal, the Whitewater Township Board of Trustees shall promptly select and appoint a Board member to fill the unexpired term of office of his predecessor. If the Township Trustees fail to make such appointment within one hundred twenty (120) days thereafter, then the District Board of Trustees may nominate and elect a person to serve the unexpired term of such Board member.

ARTICLE III. Meeting of Board Members.

- Section 1. The Board shall meet at least once each calendar month, and at such other times as the Board, by a majority vote, shall from time to time determine. "Meeting" means any prearranged discussion of the business of the Board by a quorum of the members of the Board of Trustees.
- Section 2. Except as otherwise provided in these Bylaws, all meetings shall be open to the public at all times. The Secretary of the Board of Trustees shall record the proceedings of each meeting, which records shall be open to public inspection. The record of proceedings need only reflect the general subject matter of discussions in executive session as defined in Ohio Revised Code Section 121.22.
- Section 3. Any resolution, rule or formal action involving the functions of or relating to the Board or the Whitewater Township Regional Sewer District shall be deliberated upon and adopted in an open meeting except to the extent deliberation occurs in an executive session, in accordance with these Bylaws and Ohio Revised Code Section 121.22.
- Section 4. Meetings may be held in an executive session only at a regular or special meeting and only for the sole purpose of considering any of the items set forth in Ohio Revised Code Section 121.22.
- Section 5. A. Statements of the time and place of all regular meetings shall be posted by the Secretary at the office of the Board or if no such office exists, at the office of the Board of Trustees of Whitewater Township not later than one week prior to all said meetings. The Secretary shall check at reasonable intervals to ensure that such statements remain posted.

- B. The President shall furnish written or oral notification of every regular meeting of the Board, including the date, time and place thereof. Said notification shall be given to each Board member at least one (1) week before any such meeting. Additionally, the President shall furnish written or oral notification to each Board member at least twenty-four (24) hours in advance of any special meeting. All notification, whether oral or written, must be actually received by the Board member.

- C. Except in the case of an emergency requiring immediate official action, a statement of the date, time, place and purpose of special meetings shall be posted by the Secretary no later than twenty-four (24) hours in advance of such meetings. Such notice shall be in addition to the notice to Board members provided for in these Bylaws. Any news media organization or individual that desires to be given advance notice of special meetings shall file with the Secretary a written request therefore and provide self-addressed and stamped envelopes and a statement of how they should be informed of any such meeting. Thereafter, the Secretary shall provide said notice as required by law.

Section 6. Three members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Any action, which may be taken at a meeting of the members at which a quorum is present, may be taken by a majority affirmative vote of the members present at such meeting.

ARTICLE IV. Officers.

Section 1. The Board of Trustees of the District shall elect a President, a Vice President/Secretary and a Treasurer, and such other officers as the Board of Trustees may deem appropriate. All said officers shall be chosen by a majority vote of the members of the Board of Trustees of the District. All said officers shall serve until December 31st of the calendar year during which their election was held. The election of officers for each successive year shall occur at the first regular meeting of the Board held on or after January 1st of the new year. In the event a vacancy should occur, an election shall be held to fill the unexpired term of the vacated office. All said officer shall be chosen from the members of the Board of Trustees. Any two of the offices may be held by one person, but in any case in which the action of more than one officer is required, no one person shall act in more than one capacity.

Section 2. Any officer may resign from their officer position at any time by notice in writing delivered to any officer of the Board other than himself.

ARTICLE V. Duties of Officers.

Section 1. The President shall preside at meetings of the members of the Board of Trustees and shall assure that each Board member is notified at the date, time and place of each regular and special meeting. Further, the President shall perform all other such duties as the Board may require.

Section 2. In the case of the absence or disability of the President, or when circumstances prevent the President from acting, the Vice President, if any, shall perform all of the duties of the President. The Vice President shall also perform such other duties as the Board may require.

Section 3. The Secretary shall take and keep records of all meetings of the members of the Board, conduct such correspondence of the Board as may be designated by the President, perform the usual duties of his or her office and perform such other duties as the Board may require.

Section 4. The Treasurer shall be the custodian of all funds and securities and similar property belonging to the Board and shall do with the same as may be ordered by the Board. He or she shall keep accurate financial accounts and hold the same open for examination by members of the Board. On the expiration of the term of office he or she shall turn over to the successor or to the Board, all property, books, papers and monies of the Board in his or her hands.

Section 5. The Board may also elect any and all other officers or assistants to officers, and specify the powers and duties of each such officer, as the Board shall deem appropriate and necessary.

Section 6. The Board is authorized to delegate the duties of any officer to any other Board member and generally to control the actions of the officers and to require the performance of duties in addition to those mentioned herein.

Section 7. Any officer, if required by the Board, shall give bond in such form and with such security as the Board from time to time may require for the faithful performance of his or her duties.

Section 8. The Board shall select depositories for the safe keeping of monies of the Board and establish the procedure for deposits. The Board from time to time may authorize investments of monies of the Board.

ARTICLE VI. Committees.

Section 1. The Board may appoint an Executive Committee and such other committees as it deems necessary. In the event the Board appoints an Executive Committee, said Committee shall carry on the work of the Board in conducting the regular and ordinary transactions of business of the Board between meetings of the Board, subject to such policies and aims as determined by the Board. Such Executive Committee shall meet upon the call of the President, and shall be composed of such Board members as are elected thereto by a majority vote of the Board. Said Committee may employ an Executive Director to manage and direct the activities of the Board subject to the policies and directions of the Board, and such Executive Director shall be an ex-officio member of said Executive Committee.

ARTICLE VII. Indemnification of Trustees and Officers.

Section 1. The Board shall indemnify each member of the Board and each officer of said Board (and their heirs, executors and administrators) who is made a party or is threatened to be made a party to any litigation, action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a trustee, officer, employee or agent of the Board or is or was serving at the request of the Board as a director, trustee, officer, employee or agent of any other corporation, partnership, joint venture, trust, or other enterprise, against expenses, attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Board, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except where there is a settlement or judgment in favor of the Board and against such member or officer. The foregoing right of indemnification shall not be exclusive of other rights to which such person, his heirs, executors and administrators may be entitled.

ARTICLE VIII. Expenses.

Board members shall receive pay as determined by a majority vote of the Board, not to exceed the amount permitted by law. Further, Board members shall be entitled to receive actual and necessary traveling expenses incurred while on the business of the Board.

ARTICLE IX. Order of Business.

Unless modified by a majority vote of the members of the Board, the order of business shall be as follows:

1. Call to order, roll call;
2. Read, approve and sign minutes of preceding meeting;
3. Unfinished business;
4. New business;
 - a. Committee reports;
 - b. All other matters (payment of bills, etc.);
5. Approve resolutions;
6. Adjournment.

Insofar as the same are not superseded by provisions of the Ohio Revised Code or these Bylaws, Roberts Rules of Order shall prevail in the conduct of meetings of the Board.

ARTICLE X. Amendments.

These bylaws may be amended, modified or repealed by the unanimous vote of all members of the Board held at a regularly scheduled meeting of the Board.

Adopted on _____, 2001

