

The purpose of this example set of bylaws is to provide assistance to small and medium sized rural communities in the drafting of bylaws for water, wastewater, and other utility services. The use of this example set of bylaws beyond the scope for which it was prepared is not recommended without consulting competent government or outside counsel. Users are cautioned to check for changes in the laws of the State of Indiana before implementing any bylaws. Statutory changes may materially affect the ability of an entity to enforce bylaws.

BY-LAWS OF REGIONAL WASTE DISTRICT NAME

Article I

Purpose

Section 1. Name. The name of this organization, as a political subdivision of the State of Indiana, shall be the “NAME.”

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 13-26-1 through IC 13-26-24 as amended. Provided, however, that the District shall continue to be subject to Rules and Regulations of Indiana Department of Environmental Management, all as contemplated by said Statutes.

Article II

Meetings of the Board

Section 1. Regular Meetings. Unless otherwise provided for herein, the District shall 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.

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 not less than two (2) days before the date set for such a meeting.

Section 3. 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 regular United States mail, by telegram, by facsimile transmission, or by E-mail.

Article III

Procedures 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 meeting.

Section 2. Quorum. The presence of at least five (5) Trustees [an odd number and a majority: in the case of three members however, quorum becomes two] 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) Roll call;
- b) Report of Secretary on giving notice of meeting;

- c) Approval of minutes of preceding meeting;
- d) Approval of agenda
- e) Reports of officers, consultants and staff;
- f) Reports of Committees;
- g) Old business
- h) New business.

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, regulation or rule.

Section 5. Action at 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.

Article IV

Officers of the Board

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

- 1) President;
- 2) Vice-President;
- 4) Secretary; and
- 5) Treasurer.

Section 2. Terms of Office. All officers of the District shall be elected annually by the Board of Trustees and shall hold office for a term of one (1) year or until their successors are duly elected.

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 of Trustees in accordance with these By-Laws. The President shall sign and make all contracts and agreements in the name of the District, subject to the approval of the Board of Trustees 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) Vice-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 same shall be performed and exercised by the Vice-President; and when so acting shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President.

d) 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 the 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 this 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.

e) 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 trust 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. 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 Waste District within the meaning of IC 13-26-1 et seq., as amended.

Article V

Staff of the District

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

The Utility Manager of the District shall be the chief executive officer of the District, and subject to the control of the Board, the Utility Manager 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 Utility Manager shall attend all meetings of the Board, Committee Meetings and shall report upon the affairs of the District.

The Utility Manager of the District 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 Utility Manager become incapacitated, the Executive Committee shall elect 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 Utility Manager 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. Other Staff. All other staff of the District shall be recommended to the Board by the Utility Manager, subject to the rules and policies as may from time to time be established by the Board.

Article VI

Committees of the Board of Trustees

Section 1. Permanent Committees of the Board

A. Executive Committee. The Executive Committee of the Board shall consist of the President, First Vice-President, Secretary, Treasurer and one (1) additional member of the Board as nominated by the President and approved by the Board. 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, e-mail, 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 Utility Manager.

B. Budget and Finance Committee. The Budget and Finance Committee shall consist of the Treasurer and two (2) Board members appointed by the President and approved by the Board. The committee has the function of preparing the budget each year in cooperation with the Utility Manager. 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 three (3) members of the Board appointed by the President and approved by the Board. The Committee shall recommend salary increases for staff (other than the Utility Manager) each year, review personnel policies, provide revisions as needed for Board approval, and monitor the District safety program.

D. Construction and Capital Committee. The Construction and Capital Committee shall consist of three (3) members of the Board appointed by the President 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 Utility Manager and recommend to the Board 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 such members and functions as the Board may prescribe and shall operate under the general supervision of the Board.

Article VII

Rules and Regulations

The Board may cause to be prescribed and promulgated rules and regulations concerning the conduct and coordination of programs and services in carrying out the mission of the District, of providing sewer services throughout the District and the manner of providing said services by the District.

Article VIII

Execution of Contracts and Other Documents

A. Approval and Authorization of the Board. Except as otherwise expressly authorized by resolution of 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 or 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.

B. 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 Utility Manager or a person duly authorized by the Utility Manager.

Article XI

Amendments

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.

SIGNED AND APPROVED- signatures with names,
position, and dates below