

BYLAWS OF THE BOARD OF TRUSTEES
OF
THE EARNHART HILL REGIONAL WATER & SEWER DISTRICT

ARTICLE I

DEFINITIONS

For the purposes of these by-laws, the following terms shall be defined as follows:

1. “Customer” shall mean every person, or legal entity, who is a record owner of a fee or undivided fee interest, in a property located within the District, and whose water service has not been terminated or suspended pursuant to the Rules & Regulations of the District.¹
2. “District” shall mean The Earnhart Hill Regional Water & Sewer District, a political subdivision of the State of Ohio, organized pursuant to Chapter 6119 of the Ohio Revised Code.

ARTICLE II

MEETINGS OF CUSTOMERS

1. A special meeting of the customers may be called at any time by the action of the board of trustees and such meetings must be called whenever a petition requesting such a meeting is signed by at least ten percent of the customers and presented to the secretary/treasurer or to the board of trustees. The purpose of every special meeting shall be stated in the notice thereof, and no business shall be transacted there except such as is specified in the notice.
2. Notice of special meetings of members of the district shall be given by first-class mail to each member of record, directed to the address shown upon the records of the district, not less than ten (10) or more than forty (40) days prior to such meeting. Such a notice shall state the nature, time, place and purpose of the meeting, but no failure or irregularity of notice of any annual meeting, regularly held, shall affect any proceedings taken thereat.
3. Each customer shall have one (1) vote. When more than one person holds the interest in a property served, the vote shall be exercised by the person in whose name the water service is registered or by the owners designate, but in no event shall more than one vote be cast with respect to any water service.
4. While a customer’s water service rights are under suspension and after a customer’s water service rights have been terminated, the customer, or former customer, shall have no vote in the affairs of the district nor shall he have any right to receive the services provided by the district.
5. The presence at a meeting of customers, in person or by proxy, of 10 percent of the total number of customers, shall constitute a quorum. All proxies, whether general or restrictive, shall be in writing and filed with the secretary/treasurer. Proxies shall be revocable and shall not be valid beyond 11 months, nor after termination of the membership by cessation of the member’s interest in the property.
6. The order of business at the regular meetings and so far as possible at all other meetings shall be:

¹ The board of trustees may enter into certain agreements to provide a bulk supply of water to another political subdivision, or to another water service provider. Although such political subdivision or water service provider may, under terms of the agreement, be granted the right to exercise a vote of a customer in the District, it shall enjoy none of the other rights of a Customer of the District except as provided in the applicable agreement.

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- A. Call to order and proof of quorum
- B. Approval of previously unapproved minutes
- C. Management Reports
- D. Unfinished business
- E. New business
- F. Adjournment

ARTICLE III

Trustees and Officers

1. The board of trustees of this district shall be composed as per the entry of the Court for the District, as filed with the Clerk of Court of Common Pleas of Pickaway County, Ohio on December 30, 1996, under case number 96 CI 190.
2. A nominating committee shall be formed at the regular meeting in December to recommend candidates for the election of trustees at the regular meeting in April. The nominating committee shall be made up of at least two trustees whose term does not expire during the next calendar year. The nominating committee shall make their recommendation to the board at the regular meeting in February.
3. Trustees of the district shall be elected at the regular board meeting in April. No cumulative voting shall be allowed. Candidates for a trustee position must provide written notification to the secretary treasurer of their intent to run, 60 days prior to the date of the April meeting.
4. In the event of a contested election of trustees, the board shall call for a special meeting of the customers in accordance with Article II.
5. The board of trustees shall, at the regular board meeting in April, elect a president, vice-president, and a secretary/treasurer, from among themselves, each of whom shall hold office for a one year period and until the election and qualification of his successor unless sooner removed by death, resignation or for cause in accordance with Section 6 of this article.
6. If the office of any trustee becomes vacant by reason of death, resignation, retirement, disqualification or otherwise, except by removal from office, a majority of the remaining trustees, though less than a quorum shall, by a majority vote, choose a successor who shall hold office for the unexpired term or terms.
7. A majority of the board of trustees shall constitute a quorum at any meeting of the board. The affirmative vote of the majority of the trustees at a meeting at which a quorum is present shall be the act of the board.
8. Compensation of trustees may be fixed at any regular or special meeting of the board. Any change in compensation will not become effective during the current term of existing board members.

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9. Trustees may be removed from office in the manner provided by law for the removal of public officials.

Article IV

Duties of Trustees

1. The board of trustees, subject to restrictions of law, shall exercise all the powers of the district, for purposes provided by law, the judicial order creating the district and the plan of operations approved by such order. Without prejudice to or limitation upon their general powers, it is hereby expressly provided that the board of trustees shall have, and are hereby given, full power and authority in respect to the matters as hereinafter set forth to be exercised by resolution duly adopted by the board:
- A. To approve applications for water service. The board may make binding commitments to grant water service rights and to permit the connection of properties to the system in the future in cases involving proposed construction.
 - B. To select and appoint all agents or employees of the district, remove such agents or employees of the district, prescribe such duties and designate such powers consistent with these bylaws, fix their compensation and pay for faithful services.
 - C. To borrow from any source, money, goods or services and to make and issue notes and other negotiable or non-negotiable instruments evidencing a security interest in the assets of the district; and, to do every act necessary to effectuate the same.
 - D. To prescribe, adopt and amend, from time to time such equitable uniform rules and regulations as, in its discretion, may be deemed essential or convenient for the conduct of the business and affairs of the district and the guidance and control of its officers and employees, and to prescribe adequate penalties for the breach thereof.
 - E. To order, at least once each year, an audit of the books and accounts of the district by a competent public auditor or accountant. The report prepared by such auditor or accountant shall be submitted to the customers of the district at their annual meeting. Copies of such audits shall be submitted to such parties as may be required by other agreements.
 - F. To fix and alter the fees and charges to be paid by each customer; to fix and to alter the charges and assessments to be paid by each customer for services rendered by the district to the customer, including additional connection fees where such are deemed to be necessary by the board of trustees to defray extraordinary installation costs, and to fix and alter the method of billing, time of payment, manner of connection, and penalties for late or nonpayment of the same. The board of trustees may establish one or more classes of users. All charges shall be uniform within each class of users.
 - G. To require all officers, agents and employees charged with responsibility or the custody of any of the funds of the district to give adequate bonds, the cost thereof to be paid by the district, and it shall be mandatory upon the trustees to so require.

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- H. To select, in accordance with Ohio law, one or more banks to act as depositories of the funds of the district and to determine the manner of receiving, depositing, and disbursing the funds of the district and the form of checks and the person or persons by whom the same shall be signed, with the power to change such banks and the person or persons signing checks and the form thereof at will.
2. The trustees shall hold a regular meeting at least once each month. All such meetings shall be public meetings in accordance with §121.22 of the Ohio Revised Code.
- A. At the meeting held in January of each year, the trustees shall establish a schedule of their regular meetings for the upcoming year. The secretary/treasurer shall immediately provide a copy of such schedule to a newspaper of general circulation within the district.
 - B. In the event of a special meeting, the secretary/treasurer will provide at least 24 hours advance notice of the time, place and purpose of such meeting to such persons or entities that are legally entitled to notice.
 - C. In the event of an emergency meeting, the secretary/treasurer will immediately notify the news media, which have requested notification, of the time, place and purpose of the meeting.
 - D. Any person may, upon request and payment of a fee of \$20.00, obtain reasonable advance notification of all meetings at which a specific type of public business is to be discussed. Such notification will be provided by placing such person's name on a mailing list, and by mailing, to each person on such list, a copy of the agenda for each meeting. Such mailing will be made not less than 3 days prior to any regular meeting, and not less than 1 day prior to any special meeting. No notice of emergency meetings will be mailed.

ARTICLE V

Duties of Officers

- 1. **President**; the president shall preside over all meetings of the district and the board of trustees, call special meetings of the board of trustees, perform all acts and duties usually performed by an executive and presiding officer, and sign on behalf of the district, all documents as he may be authorized or directed to sign by the board of trustees, provided the board of trustees may authorize any person to sign any or all checks, contracts and other instruments in writing on behalf of the district. The president shall perform such other duties as may be prescribed by the board of trustees.
- 2. **Vice-President**; in the absence or disability of the president, the vice-president shall perform the duties of the president; provided, however, that in case of death, resignation or disability of the president, the board of trustees may declare the office vacant and elect his successor.
- 3. **Secretary/Treasurer**; the secretary/treasurer shall keep a complete record of all meetings of the district and of the board of trustees. He shall attest the president's signature on all documents pertaining to the district unless otherwise directed by the board of trustees. He shall serve, mail, or deliver all notices required by law and by these bylaws and by the regulations adopted by the

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board of trustees. He shall make a full report of all matters and business pertaining to his office to the customers at the annual meeting or at such other time or times as the board of trustees may require. He shall keep the seal of the district and affix said seal to all papers requiring the seal. He shall keep a proper customer record, showing the name of each customer of the district and the date of initiation, transfer, termination, cancellation or forfeiture of each customer's water rights. He shall make all reports required by law and shall perform such other duties as may be required of him by the board of trustees. He shall have general charge and supervision of the books and records of the district and shall also perform such duties with respect to the finances of the district as may be prescribed by the board of trustees. He, or his designee, shall also make reports, filings or statements required by law or by these regulations. He, or his designee, shall make a full report of all matters and business pertaining to his office to the customers at the annual meeting or at such time or times as the board of trustees may require. Upon election of his successor, the secretary/treasurer shall turn over all books and other property belonging to the district that he may have in his possession.

ARTICLE VI

Amendments

These bylaws may be repealed or amended by a vote of a majority of the board of trustees except that so long as any indebtedness is held by or guaranteed by the Farmer's Home Administration, the board of trustees shall not have the power to change the purposes of the district so as to decrease its rights and powers under the laws of the State of Ohio or by order of the Court of Common Pleas of Pickaway and Fairfield County, Ohio, or to waive any requirement of bond or other provision for the safety and security of the property and funds of the district or its customers.

Certification

We certify that the foregoing bylaws were duly adopted by the board of trustees on April 13, 2006, and that the same are in full force and effective and have not been amended.

Given under our hands and the seal of the district, this _____ day of _____, 20____.

Secretary

President