

BYLAWS OF THE BOARD OF TRUSTEES OF THE WAYNOKA REGIONAL WATER AND SEWER DISTRICT

ARTICLE I – Offices

Section 1.1. Principal Office. The principal office of the District and of the Board shall be located at 1 Waynoka Drive, Sardinia, Ohio.

Section 1.2. Sub-Offices. The Board may establish other offices at such other places as shall be designated from time to time by the Board.

ARTICLE II – Officers

Section 2.1. Officers. The officers of the Board shall be President, Vice-President, Secretary and Treasurer, and such other officers as the Board may from time to time provide for and designate. The President, Vice-President and Secretary shall be members of the Board, and the Treasurer, Assistant Treasurer, and Assistant Secretary may, but need not be, members of the Board.

Section 2.2. Terms of Office. The terms of office for the President, Vice-President, Secretary, Treasurer and member-at-large shall be one (1) year and until their respective successors take office; provided that if any such officer shall cease to be a member of the Board, they shall also cease to be such officer. Such officers shall be elected annually at the Annual Meeting of the Board, which shall be held on the third Saturday of April of each year at a time to be determined by the Board, and which shall be a meeting in addition to the Regular Meeting, as defined in Section 3.3 below. Such officers shall take office upon their election.

Section 2.3. Resignation. Any officer of the Board may resign their position as such officer by giving written notice of such resignation to the President, provided that in the event of the resignation of the President, such written notice shall be given to the Vice-President. Such resignation shall be effective as of the date stated in the resignation, or if there be no such date stated, then as of the date of its receipt by the proper officer. Notice of such resignation shall be promptly transmitted to the Board by the officer receiving such resignation, but no such resignation shall require acceptance by the Board.

Section 2.4. Removal. All officers who serve at the pleasure of the Board shall be subject to removal by the Board at any time.

Section 2.5. Vacancies. A vacancy in any office of the Board shall be filled by the Board for the remainder of the term of such officer.

Section 2.6. President. The President shall preside at all Meetings, as such term is defined in Section 3.3 below; shall perform all applicable duties commonly incident to the position of Chief Executive Officer of a Board or Commission of a public body or public agency in the State of Ohio; and shall have authority to exercise general supervision over the business of the District. He/She shall have authority (without, however, impairment of any authority specifically granted by the Board to any other officer, member or employee of the Board) to sign all contracts, releases, notes, bonds and other instruments and documents to be executed on behalf of the District or the Board; shall be the chief of the District and the Board for the purpose of service of civil process, and is authorized to accept such service on behalf of the District or the Board; and shall perform such other duties and have such other activity as may be provided from time to time by the Board.

Section 2.7. Vice-President. The Vice-President shall perform the duties and have the authority of the President during the absence from the area of the District of the President or during the inability of the President to perform their duties; shall preside at all Meetings in the absence of the President or when the President shall for any reason vacate the chair; and shall perform such other duties and have such other authority as may be provided from time to time by the Board. When performing the duties and having authority of the President, the Vice-President shall have all powers of the President. At any Meeting from which both the President and the Vice-President are absent, the Board, by a majority vote of those present, may select a member of the Board present to serve as presiding officer for that Meeting.

Section 2.8. Secretary and Treasurer.

- (a) Both the Secretary and the Treasurer shall be elected by or appointed by and serve at the pleasure of the Board. The Treasurer, if not a member of the Board, shall receive such compensation as the Board may from time to time provide. The Secretary and the Treasurer will report administratively to the President and will assist and inform the President and the Board in matters relating to the duties of

their respective offices. Additional duties as are consistent with their respective positions may be assigned by the Board.

- (b) The Treasurer shall be the fiscal officer of the District and shall maintain all financial records of the District and accurate books of account of the District's financial transactions. The Board may require that the Treasurer provide a surety bond.
- (c) The Treasurer shall have the care and custody of the funds of the District except for those required by indentures to which the District is a party to be otherwise maintained.
- (d) The Secretary shall attend all Meetings and keep accurate records of the proceedings of such Meetings, which shall be attested by him/her, shall have such authority and perform such duties as are provided by law for such office and such as may, at any time and from time to time, be assigned to him/her by the Board, and shall have custody of and prepare, file and maintain all minutes, resolutions, records, documents and files of the Board except financial records, and shall certify any such minutes, resolutions, records or documents as true and exact copies thereof. Any seal of the District shall be maintained in his/her custody.
- (e) Except for responsibilities which can be discharged only by the Secretary or the Treasurer personally, the Secretary or the Treasurer shall be deemed to have discharged their respective responsibilities hereunder if they shall have caused the same to be discharged by another person properly authorized by them or by the Board.

Section 2.9. Assistants to Officers. The Board may appoint from time to time such assistants to officers as the Board deems appropriate. Subject to the provisions of any such appointment, any such assistant officer shall perform any and all of the duties, and have the authority and powers of, the officer to whom such assistant is assistant, excepting only such duties, authority and powers that may, as provided by law or by the Bylaws, only be fulfilled, performed or exercised by the officer themselves, and shall perform such other duties and discharge such other responsibilities as the Board from time to time may require. The Board may require that an assistant officer provide a surety bond.

ARTICLE III – Meetings

Section 3.1. Quorum. A majority of the members of the Board shall constitute a quorum and the affirmative vote of the majority of the members present shall be necessary for any action taken by the Board, provided that any number less than a quorum may adjourn a Meeting or recess it to a stated date and time.

Section 3.2. Place of Meeting. All meetings shall be held at its principal office, designated alternate meeting places, or, subject to Section 3.3 hereof, at such other place as may be designated by the Board at a preceding meeting, or as may be designated in the notice of the meeting as hereinafter provided.

Section 3.3. Meetings.

(a) Regular Meetings, Special Meetings, Organizational Meetings (Board’s Annual Meeting), and Emergency Meetings, as defined in Section 4.4 (d) below, shall hereinafter be collectively referred to as “Meetings;” such reference is intended to conform to the definition set forth in Section 121.22 (B) (2), Ohio Revised Code.

(b) Notice of any Meeting need not be given to any member of the Board if such notice is waived by them before, during, or after such Meeting, or if they shall be present at such Meeting. Any Special Meeting shall be a valid Meeting without notice having been given thereof if all of the members of the Board shall be present at such Special Meeting. Any subject matter may be considered at any Meeting of the Board.

(c) **Regular** meetings of the Board shall be held twice each month at the principal office of the District or alternate meeting place. One meeting shall be held on the second (2nd) Saturday of each month at a time to be determined by motion of the Board. The second meeting shall be held each month at a date and time to be determined by a motion of the Board, unless another date or place for such meeting is designated by motion of the Board duly adopted at the next preceding regular meeting, and unless such regular meeting is a holiday in which case said regular meeting shall be held at a date and time determined by motion of the Board.

(d) **Special** meetings of the Board may be called at any time by the President, or the Vice-President, or the Secretary, or by any three members of the Board, by giving notice, or causing the same to be given, to all members of the Board of the date, hour and place of the meeting. Such notice may be given in writing, sent by electronic mail with receipt confirmation, or orally, in person or by telephone, at least twenty-four (24)

hours prior to the meeting. Notice may also be given by letter mailed by postage prepaid first-class mail addressed to the residence or business address, of each member, at least forty-eight (48) hours prior to the meeting or delivered to such residence or business address of each member at least twenty-four (24) hours prior to the meeting.

Section 3.4. Minutes and Resolutions.

- (a) Action of the Board shall be by resolution or motion. Resolutions shall be in written form. On the question of passage of each motion or resolution, the vote of each member of the Board present shall be entered in the minutes of the Meeting.
- (b) The minutes of each Meeting of the Board shall be recorded in a minute book to be kept by the Secretary. Minutes do not need to be verbatim transcripts, but must have enough detail to allow the public to understand and appreciate the rationale behind the Board's decisions. (Section 121.22 (c) Ohio Revised Code.) With respect to each meeting there shall be shown in the minutes the date and place at which the Meeting was held, the names of the members present, a summary of actions taken by the Board, the motions or resolutions adopted and a record of each vote taken. Motions or resolutions adopted shall be identified in such minutes by appropriate reference to number or title.
- (c) Said minutes book shall be open to the inspection of the public at all reasonable times.

Section 3.5. Public Meetings. Meetings of the Board and all of its committees and subcommittees shall be held, and notice given thereof, in accordance with Section 121.22, Revised Code and Article IV hereof.

Section 3.6. Conduct of Meetings. Meetings of the Board shall be conducted in accordance with the following procedures:

- (a) **Vote:** Any member of the Board shall be permitted to change his vote until roll call has been verified and result declared. Subject to intervening rights of third parties, motions for reconsideration on any vote may be made by any member who was in the majority on such vote, and any such motion must be made not later than the next Regular or Special Meeting following the Meeting at which the original vote was taken.
- (b) **Division of Question:** If any question contains two (2) or more divisible

propositions, the member presiding at the Meeting may, and upon request of any member shall divide the same.

(c) Order of Business: The business of Regular Meetings of the Board shall be transacted in the following order:

1. Roll Call
2. Submission of the minutes of the preceding Regular Meeting and of any Special Meetings subsequent thereto.
3. Reports and communications from the following:
 - a. President
 - b. Vice-President
 - c. Treasurer
 - d. General Manager
 - e. Superintendent
4. Other reports and communications.
5. Reports of standing committees.
6. Reports of special committees.
7. Consideration of pending resolutions and motions.
8. Introduction of new resolutions and motions.
9. Other business.
10. Board Member comments
11. Membership comments
12. Adjournment.

(d) Motions. Motions shall be presented, seconded, and acted upon, in accordance with this section. Upon request of any member, any motion shall be reduced to writing. Any motion may be withdrawn by the maker with the consent of the second, before it has been amended or voted upon. All motions which have been entertained by the member presiding at the Meeting, and the disposition thereof, shall be entered upon the minutes of the Meeting.

(e) Executive Sessions. The Board may hold an executive session only after a majority of the Board determines, by a roll call vote, to hold an executive session for purposes provided for in Ohio Revised Code 121.22.

(f) Roberts' Rules of Order. To the extent not otherwise provided by these Bylaws, Meetings shall be conducted in accordance with the latest published edition of Roberts' Rules of Order. Any rules of procedure may be waived by the affirmative vote of all members of the Board present at the Meeting at which waived.

(g) Meeting Decorum Policy. Member attendance at meetings is always encouraged to foster an informed membership and, when appropriate, to provide a forum for members to express concerns or suggestions.

The Board's intent is to conduct all business meetings in an environment that preserves an atmosphere of dignity and respect to those who volunteer for the WRWSD and other meeting participants and attendees. Discussion during these meetings is expected to occur in an open and cordial manner. Member comments, questions, or other constructive input are welcome as the meeting agenda or meeting chairperson may allow.

In that the Board believes that respect and courtesy during all meetings is necessary for productive business discussions regardless if one is supporting, dissenting, or providing feedback, any meeting attendee conduct inconsistent with a productive meeting environment may result in action by the presiding officer to restore order. Improper conduct includes, but is not limited to: speaking out of order, personal attacks, name calling, rudeness, profanity, or general disruptive behavior.

Section 3.7. Absence of Secretary. In the event the Secretary and any Assistant Secretary are absent from any Meeting, the member presiding at such Meeting shall designate a person, who need not be a member of the Board, as acting Secretary to record the minutes of the Meeting and attest any resolutions adopted at such Meeting; any such acting secretary may also certify as to the authenticity of any resolution adopted at such Meeting or to the correctness of a copy or extract of the minutes of such Meeting.

ARTICLE IV – Rules for Notification of Meetings **To the Public and News Media**

Section 4.1. Purposes. Pursuant to Section 121.22 (F), Ohio Revised Code, the purposes of the rules contained in this Article IV are: (a) to establish a reasonable method for any person to determine the time and place of all Regular Meetings and the time, place and purpose of all Special Meetings, (b) to make provisions for giving advance notice of Special Meetings to the news media that have requested notification, and (c) to make provisions for persons to request and obtain reasonable advance notification of all Meetings at which any specific type of public business is to be discussed. The rules contained in this Article IV are in addition to any applicable legal requirements as to notices to members of the Board or to others in connection with specific subject matters.

Section 4.2. Notice of Regular and Organizational Meetings.

- (a) The Secretary of the Board shall post a statement of the time and place of Regular Meetings of the Board for each calendar year not later than the second day preceding the day of the first Regular Meeting (other than the organizational meeting) of the calendar year of the Board. (For purposes of this Article IV, “day” means calendar day and “post” means to post during the usual business hours on the bulletin board at the principal office of the Board.) The Secretary shall check at reasonable intervals to ensure that such statement remains so posted during such calendar year. If at any time during the calendar year the time or place of Regular Meetings, or of any Regular Meeting, is changed on a permanent or temporary basis, a statement of the time and place of such changed Regular Meetings shall be so posted by the Secretary at least twenty-four (24) hours before the time of the first changed Regular Meeting.
- (b) The Secretary shall post a statement of the time and place of any organization meeting of the Board at least twenty-four (24) hours before the time of such organizational meeting.
- (c) Upon adjournment of any Regular or Special Meeting to another day, the Secretary shall promptly post notice of the time and place of such adjourned Meeting.

Section 4.3. Notice of Special Meetings.

- (a) Except in the case of an Emergency Meeting referred to in Section 4.4 (d) below, the Secretary shall, no later than twenty-four (24) hours before the time of a Special Meeting of the Board post a statement of the time, place and purposes of such Special Meeting.
- (b) When the Board holds a special meeting to discuss particular issues, the statement of the meeting’s purpose must specifically indicate those issues, and the Board may only discuss those specified issues at that meeting. When a special meeting is simply a rescheduled “regular” meeting occurring at a different time, the statement of the meeting’s purpose may be for “general purposes.” Discussing matters at a special meeting that were not disclosed in the notice of purpose, either in open session or executive session, is a violation of the Open Meetings Act Section 121.22 Ohio Revised Code.

Section 4.4. Notice to News Media of Special Meetings.

- (a) Any news medium organization that desires to be given advance notification of Special Meetings of the Board shall file with the Secretary a written request therefor.

Except in the event of an emergency requiring immediate official action as set forth in Section 4.4 (d) below, a Special Meeting shall not be held unless at least twenty-four (24) hours advance notice of the time, place and purpose of such Special Meeting is given to the news media that have requested such advance notification in accordance with Section 4.4 (b) below.

- (b) News media requests for such advance notification of Special Meetings shall specify: the name of the medium; the name and address of the person to whom written notifications to the medium may be mailed, delivered, or sent electronically with return receipt; and the names, addresses, telephone numbers, and electronic addresses (including addresses and telephone numbers at which notifications may be given either during or outside of business hours) of at least two (2) persons to either one of whom oral notifications to the medium may be given.

(For purposes of this Article IV, “oral notification” means notification given orally either in person or by telephone, directly to the person for whom such

notification is intended, or by leaving an oral message for such person at the address, or if by telephone at the telephone number, of such person as shown on the records kept by the Secretary under this Article IV. "Written notification" means notification in writing mailed, delivered, or sent electronically, to the address of the person for whom such notification is intended as shown on the records kept by the Secretary under this Article IV, or in any way delivered to such person. If mailed, such notification shall be mailed by first-class mail, deposited in a U.S. Postal Service mailbox no later than the second day preceding the day of the Meeting to which such notification refers, provided that at least one regular mail delivery day falls between the day of mailing and the day of such Meeting.)

Any such request shall be effective for one (1) year from the date of filing with the Secretary or until the Secretary received written notice from such medium canceling or modifying such request, whichever is earlier. Each requesting news medium shall be informed of such period of effectiveness at the time it files its request. Such requests may be modified or extended only by filing a complete new request with the Secretary. A request shall not be deemed to be made unless it is complete in all respects, and such request may be conclusively relied on by the Board and the Secretary.

- (c)** The Secretary shall give such oral, written, or electronic notification, or all, as the Secretary determines, to the news media that have requested such advance notification in accordance with Section 4.4 (b) above, of the time, place, and purposes of each Special Meeting, at least twenty-four (24) hours prior to the time of such Special Meeting.
- (d)** In the event of an emergency requiring immediate official action, a Meeting may be held without giving twelve (12) hours advance notification thereof to the requesting news media ("Emergency Meeting"). The persons calling such Emergency Meeting, or any one or more of such persons or the Secretary on their behalf, shall immediately give oral notification, written notification, or electronic notification or all, as the person or persons giving such notification determine, of the time, place and purposes of such Emergency Meeting to such news media that have requested such advance notification in accordance with Section 4.4 (b) above. The minutes or the call, or both, of any such Emergency Meeting shall state the general nature of the emergency requiring immediate official action.

Section 4.5. Notification of Discussion of Specific Types of Public Business.

- (a) Any person, upon written request and as provided herein, may obtain reasonable advance notification of all Meetings at which any specific type of public business is scheduled to be discussed.

Such person may file a written request with the Secretary specifying: the person's name, and the address, telephone number, or electronic address at or through which the person can be reached during and outside of business hours; the specific type of public business the discussion of which the person is requesting advance notification; and the number calendar months (not to exceed twelve (12)) which the request covers. Such request may be cancelled by request from such persons to the Secretary.

Each such written request shall be accompanied by stamped self-addressed envelopes sufficient in number to cover the number of Regular Meetings during the time period covered by the request and an estimated number of twelve (12) Special Meetings. The Secretary shall notify in writing the requesting person when the supply of envelopes is running out, and if the person desires notification after such supply has run out such person must deliver to the Secretary an additional reasonable number of stamped self-addressed envelopes as a condition to receiving further notifications. Alternatively, the person may provide the Secretary with their electronic address for such notification.

Such requests may be modified or extended only by filing a complete new request with the Secretary. A request shall not be deemed to be made unless it is complete in all respects, and such request may be conclusively relied on by the Board and the Secretary.

- (b) The Secretary shall give such advance notification under this Section 4.5 by written notification, by oral notification, or by electronic notification, or all, as the Secretary determines.

The contents of written or electronic notification under this Section 4.5 may be a copy of the agenda of the Meeting. Written or electronic notification under this

Section 4.5 may be accomplished by giving advance written notification, by copies of the agendas, of all Meetings that are the subject of such request.

Section 4.6. General.

- (a) Any person may visit or telephone the office of the Secretary (WRWSD Administrative Office) during that office’s regular office hours to determine, based on information available at that office: the time and place of Regular Meetings; the time, place and purposes of any then known Special Meetings; and whether the available agenda of any such future Meeting states that any specific type of public business, identified by such person, is to be discussed at such Meeting.
- (b) Any notification provided herein to be given by the Secretary may be given by any person acting in behalf of or under the authority of the Secretary.
- (c) A reasonable attempt at notification shall constitute notification in compliance with this Article IV.
- (d) A certificate by the Secretary as to compliance with this Article IV shall be conclusive upon the Board.

ARTICLE V – Construction and Amendment of Bylaws

Section 5.1. Construction and Separability. Each article and Section herein shall be construed, if and to the extent possible, in a manner consistent with the laws of the State of Ohio and the United States of America. If and to the extent that any provision or application thereof shall be deemed in conflict with any such laws, such provision or application thereof shall be void, but each provision shall be deemed separable from every other provision and its invalidity, or the invalidity of any application thereof, shall not affect any other provision of any lawful application thereof.

Section 5.2. Amendments. These Bylaws, and any portions thereof, may at any time and from time to time be amended, supplemented, added to, superseded and changed by a 2/3 majority vote of the Board.