

AMENDED and RESTATED

CODE of BYLAWS

of

SOUTH CENTRAL REGIONAL SEWER DISTRICT

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ARTICLE ONE: IDENTIFICATION

Section 1.01. Name. The name of this District is currently the South Central Regional Sewer District (hereinafter referred to as the "District"), effective March 23, 2005. Previously, the name of the District was the Monroe County Regional Sewer District, effective April 28, 1997. Originally, the name of the District was the Lake Monroe Regional Waste District, effective August 28, 1973..

Section 1.02. Organization. The District was organized pursuant to I.C. 1971, 19-3-1.1, as amended, by a petition of the Department of Natural Resources of the State of Indiana, with the approval of the Board of County Commissioners of Monroe County, Indiana, and upon order of the Stream Pollution Control Board of the State of Indiana, dated August 28, 1973 (hereinafter referred to as the "Establishing Order"). The provisions in I.C. 19-3 *et seq.* have been amended and are currently found in I.C. 13-26 *et seq.* The Indiana Department of Environmental Management, rather than the Stream Pollution Control Board of the State of Indiana, currently has regulatory authority over the District.

Section 1.03. Purpose. The purpose of the District as provided in the Establishing Order and I.C. 13-26-1-1 is to provide for the collection, treatment and disposal of sewage within and outside the District.

A. Limitation. The District is not formed for pecuniary or financial gain and no part of the assets, income, or profit of the District is distributable to, or inures to the benefit of its Trustees or Officers.

Section 1.04. Territory. The Territory included in the District consists of all of Monroe County excepting the areas within the city limits of Bloomington and town limits of Ellettsville and excepting those areas otherwise under a Certificate of Territorial Authority as granted by the Indiana Department of Environmental Management, formerly the Stream Pollution Control Board of the State of Indiana, and/or those areas receiving service by a city or town, and also territory in Lawrence County, at the request of the Lawrence County Commissioners. The Territory of the District may be expanded according to the procedures provided in I.C. 13-26-8.

If a City or Town annexes an area where the District is providing wastewater collection and/or treatment services, then the District shall require the City or Town to adequately compensate the District for the District's real and personal property within the

annexed area if the City or Town seeks to provide the services that the District had been providing within the annexed area. Adequate compensation shall include protecting the rights of holders of bonds or other obligations issued to provide money for the District.

Section 1.05. Principal Office. The District's principal office is located at Bynum Fanyo Utilities, 528 North Walnut Street, Bloomington, IN 47404.

ARTICLE TWO: THE BOARD OF TRUSTEES

Section 2.01. Duties. The statutory authority of this District is vested in the Board of Trustees, which possesses the management and control of the business of the District. As provided by I.C. 13-26, the Board shall employ such agents and employees as it deems advisable and shall fix the rate of compensation of all employees. The Board shall exercise all other authority and duties as provided for in I.C. 13-26 (hereinafter referred to as the "Enabling Statute"), and as such is amended from time to time.

Section 2.02. Resignation. A Trustee may resign at any time by filing his resignation with the President of the District.

ARTICLE THREE: OFFICERS OF THE DISTRICT AND THEIR DUTIES

Section 3.01. Officers. The Officers of the District shall consist of a President, a Vice President, a Secretary, and a Treasurer. No one individual shall hold more than one office of the District. The Board by resolution may create and define the duties of the Officers of the District and shall elect or appoint persons to fill all such offices. The election or appointment of an Officer shall not of itself create contract rights.

Section 3.02. Qualifications. An individual must be a duly appointed member of the Board in order to be qualified to be elected as an Officer of the District.

Section 3.03. Elections of Officers. Prior to the end of the calendar year, the Board may elect the Officers who will serve for the upcoming year. Such newly elected Officers shall assume their offices on the first day of the calendar year and such term shall be for one (1) year.

Section 3.04. President. The President shall preside at all meetings of the Board of Trustees, discharge all the duties which devolve upon a presiding officer, possess authority to take executive or administrative action on behalf of the District, and perform such other duties as these Bylaws prescribe and the Board may have previously prescribed or may herein after prescribe.

Section 3.05. Vice President. The Vice President shall perform all duties incumbent upon the President in the absence or the disability of the President, and perform such other

duties as these Bylaws may require or the Board may hereinafter prescribe.

Section 3.06. Treasurer. The Treasurer shall be responsible for the keeping of correct and complete records of accounts, showing accurately at all times the financial condition of the District. The Treasurer shall be the legal custodian of all monies, notes, securities, and other valuables which may from time to time come into the possession of the District. The Treasurer shall immediately deposit all funds of the District coming into his/her hands, into some reliable bank or depository to be designated by the Board of Trustees, and shall keep such bank account in the name of the District. The Treasurer shall furnish at meetings of the Board, or whenever requested by any member thereof, a statement of the financial condition of the District. The Treasurer shall further perform such other duties as these Bylaws may require or the Board may prescribe. The Trustees may enlist the services of a certified public accountant to assist the fulfillment of the Treasurer's responsibilities.

Section 3.07. Secretary. The Secretary shall be responsible for the custody and care of the records and minute books of the District. The Secretary shall attend all meetings of the Board and shall keep, or cause to be kept, in a book provided for such purpose, a true and complete record of the proceedings of such meetings. The Secretary shall attend to the giving and serving of all papers and documents belonging to the District and shall perform such other duties as these Bylaws may require or the Board may prescribe. The Trustees may enlist the services of a Recording Secretary to fulfill the responsibilities of the Secretary.

Section 3.08. Delegation of Authority. In case of the absence of any Officer of the District, or for any other reason that the Board of Trustees may deem sufficient, the Board of Trustees may delegate the powers or duties of such Officer to any other Officer or to any Trustee, for the time being, provided that a majority of the Board of Trustees concurs therein.

Section 3.09. Execution of Documents. Unless otherwise provided by the Board, all contracts, leases, commercial paper, and other instruments in writing and legal documents shall be signed by the President and attested by the Secretary. All bonds, deeds and mortgages shall be signed by the President and attested by the Secretary of the District. All other checks, drafts, notes, or orders for the payment of money shall be signed by those Officers or employees of the District as the Trustees may from time to time designate.

Section 3.10. Prohibition of Loans to Officers or Trustees. No loan of money or property or any advance on account of services to be performed in the future shall be made to any Officer or Trustee.

ARTICLE FOUR: MEETINGS

Section 4.01. Monthly Meetings. Regular monthly meetings of the Board of Trustees shall be held at 1:30 p.m. on the fourth Wednesday of every month except December, or as the Board of Trustees determines. The December meeting shall be held on the third Wednesday of the month, or as the Board of Trustees determines. Special meetings of the Board shall be held from time to time as the Board may determine.

Section 4.02. Place of Meetings. The regular monthly meetings of the Board of Trustees shall be held in the Caslon Wastewater Treatment Plant, 9394 Foggy Morning Road, Bloomington, Indiana, or at such other place as the Trustees shall determine, except as follows: The September meeting of the Board of Trustees of the District shall be held at the Stinesville Wastewater Treatment Plant, Stinesville, Indiana.

Section 4.03. Organization. The President and, in his absence, the Vice President, and in their absence, any Trustee chosen by the Trustees present, shall call the meeting of the Board of Trustees to order and shall act as chairman of such meetings. The Secretary of the District shall act as Secretary of the Board, but in the absence of the Secretary, the presiding officer may appoint any Trustee to act as Secretary of the meeting.

Section 4.04. Public Hearings. In addition to those meetings required by law, the District may, at its discretion, hold public hearings when it decides that such hearings will be in the public's interest.

Section 4.05. Public Notice. Other than as required by law, notice of such hearings shall be by publication, posting, or broadcast, at the discretion of the Board.

ARTICLE FIVE: PROCEEDINGS

Section 5.01. Agenda. All meetings of the Board shall be open to the public. Promptly at the hour set for the meeting, the Trustees shall take their positions in the meeting room, and the business of the Board shall be taken up for consideration in the following order:

1. Roll call
2. Approval of minutes of previous meeting
3. Customer comments
4. Financial reporting
 - a. Treasurer's report
 - b. Claims to approve
 - c. Finance and Contract Committee's report
 - d. Monthly financial report
 - e. Rate discussions

5. Executive Committee's report
6. Maintenance Committee's report
7. District operations report
8. Attorney's report
9. Public participation
10. Adjournment

Section 5.02. Quorum. At any meeting of the Board, a quorum shall consist of six (6) members of the Board of Trustees. No action shall be taken in the absence of a quorum except to adjourn the meeting to a subsequent date.

Section 5.03. Voting.

A. All votes shall be spoken and, upon the request of any Trustee, by the roll call of the Secretary. Each Trustee in attendance shall be entitled to vote and shall respond in any one of the following ways:

1. Affirmative vote, in favor of, by saying "Yes" or "Aye."
2. Negative vote, against, by saying "No" or "Nay."
3. "I abstain from voting."

If none of the above are stated, the vote shall be counted as an affirmative vote, and recorded as such.

Upon request of any Trustee, a secret ballot for the election of Officers shall be held.

B. On routine matters, such as reading of minutes, the chair may ask, "Are there any objections, additions, or corrections?" If there are none, the issue shall be considered as passed by unanimous consent. If there are any objections, the matter will then be resolved as set forth above in Section 5.03(A).

C. Each formal action of the Board shall be embodied in a formal resolution or motion duly entered in full upon the minute book after an affirmative vote of a majority of the Board present at a duly constituted meeting.

D. Action of an administrative or executive nature may be taken by an affirmative vote of a majority of the Board, or the Officers of the Board, or employees of the District that are authorized by the Board, pursuant to I.C. 13-26-5-3(c).

E. Action of a legislative nature must be taken by an affirmative vote of a majority of the Board, which vote adopts an ordinance, pursuant to I.C. 13-26-4-3(b). Proposed ordinances may be read by title only unless a Trustee requests a reading in full.

Section 5.04. Public Comment and Participation.

A. Public Comment. Any member of the public may address the Board upon any subject properly before the Board for discussion. Such public comment shall be heard prior to comments and debate offered by Trustees.

B. Public Participation. Any member of the public may address the Board on any matter pertaining to the District, whether or not a Trustee has presented the matter before the Board for consideration, but only after all other business of the meeting has been concluded. The President has a right to set a time limit on any such presentation.

Section 5.05. General Rules. The President may reasonably limit or defer debate upon any issue before the Board, and, when so limited or deferred, the President's ruling shall be final.

ARTICLE SIX: COMMITTEES

Section 6.01. Special Committees. The President, subject to the approval of the Board, or the Board may establish special committees, as the need may arise. The chairman and members of any special committees shall be selected for one (1) year terms upon recommendation by the President and approval by the Board.

Section 6.02. Standing Committees. The President, subject to the approval of the Board, or the Board may establish standing committees, as the need may arise. Three (3) standing committees have been established: the Finance and Contract Committee, the Maintenance Committee, and the Executive Committee. The chairman and members of the Finance and Contract Committee and the Maintenance Committee shall be selected for one (1) year terms upon recommendation by the President and approval by the Board. The Executive Committee shall consist of the Officers of the Board who shall serve concurrent terms as Officers and members of this committee. The President shall serve as the chairman of this committee.

Section 6.03. Minutes and Reports. Each committee shall prepare minutes of its meetings and shall also provide the minutes to the Board, before or at the Board's next regular monthly meeting. Following a meeting, each committee shall also make a report to the Board at the Board's next regular monthly meeting.

Section 6.04. Finance and Contract Committee. The Finance and Contract Committee shall 1) evaluate financial matters, provide recommendations to the Board, and perform any other activities appropriate and related to advising or assisting the District regarding financial matters of the District, including but not limited to reviewing proposed annual budgets, rates, and capital expenditures; and 2) review the performance of contractors under the terms of their contracts, enter into discussions with contractors for negotiations of contracts, provide for evaluations and recommendations to the Board, and perform any other activities appropriate and related to advising or assisting the District in the exercise of the District's power to make contracts.

Section 6.05. Maintenance Committee. The Maintenance Committee shall evaluate maintenance concerns, provide recommendations to the Board, and perform any other activities appropriate and related to advising or assisting the District regarding the maintenance of the District's facilities.

Section 6.06. Executive Committee. The Executive Committee shall receive and discuss information and prepare recommendations concerning items to be included on the agendas of the Board's monthly meetings. The committee shall also perform other activities appropriate and related to providing recommendations to the Board as to final action upon agenda items for the Board's upcoming meeting(s). The committee shall not take final action by voting upon any motion, proposal, resolution, rule, regulation, ordinance, or order.

ARTICLE SEVEN: EMPLOYEES

Section 7.01. Authorization. As provided in the Enabling Statute, the District may employ such employees as are necessary for the discharge of the duties and responsibilities of the District and may enter contracts for special or temporary services and professional consulting. Appointments shall be made by a majority vote of the Board.

ARTICLE EIGHT: AMENDMENTS

Section 8.01. Procedure. The portions of these Bylaws which are not subject to superseding legislative, administrative, judicial, or contractual authority may be amended, in the following manner:

A. The proposed amendment shall be submitted in writing to the Board at a general meeting.

B. The proposal shall be read aloud to the general public at the time it is submitted.

C. The proposed amendment may be voted upon at the general meeting at which it is submitted and six (6) affirmative votes shall be sufficient to amend.

ARTICLE NINE: SUPPLEMENTARY RULES

Section 9.01. Robert's Rules of Order. Any rules, stipulations, guidelines, etc., pertaining to questions or situations not covered by these Bylaws, shall be decided in accordance with Robert's Rules of Order.

Section 9.02. Suspension of Rules. As provided by Robert's Rules of Order, if the Board wishes to take an action that it cannot take without violating one or more of its regular rules, it may adopt a motion to "Suspend the Rules" that are interfering with the proposed action - provided that the proposal is not in conflict with local, state or federal law, or the fundamental principles of parliamentary law.

ARTICLE TEN: LEGALITY

Section 10.01. Conflicts. If any part of these Bylaws shall be found to be in conflict with any state statute or federal law, that part is hereby repealed and shall not affect or repeal any other part not in conflict.

The original Code of Bylaws was adopted on April 20, 1994. The South Central Regional Sewer District adopted this Amended and Restated Code of Bylaws on August 24, 2005.

Sections 6.01, 6.02, and the current Section 6.04 were amended on July 25, 2007. Sections 6.03 and 6.06 were added on July 25, 2007.

Sections 5.01 and 8.01(C) were amended on March 25, 2008.

Section 1.04 was amended on June 24, 2009.

Sections 1.01 and 1.02 were amended on November 18, 2009.

Section 1.01 was amended on December 16, 2009.

Section 5.02 was amended on February 22, 2012.

Article 5 was amended on March 28, 2012. [5.01 is now 5.02. 5.02 has been amended and is now 5.01; 5.03(A) has been amended; 5.03(C) is now 5.03(C)(D); 5.04 is now 5.04(B); 5.05 has been amended and is now 5.03(E); 5.06(A) is now 5.05; 5.06(B) has been amended and is now 5.04(A); 5.06(C) has been amended and is now 5.04(B).]

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