

BY-LAWS OF TRICO REGIONAL SEWER UTILITY

Article I

Purpose

Section 1. Name.

The name of this organization, as a political subdivision/municipal corporation of the State of Indiana, formerly known as the "Clay Township Regional Waste District" is now TriCo Regional Sewer Utility, also to be known hereinafter as the "Utility".

Section 2. Purpose.

The purpose for which TriCo was formed was and is to provide for the collection, treatment and disposal of sewage within and without the Utility 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. Provided, however, that the Utility shall continue to be subject to Rules and Regulations of Indiana Department of Environmental Management, all as contemplated by said Statutes.

Section 3. Amendment.

The prior bylaws provided for the amendment or repeal of the same and these are now the updated and current version of the bylaws.

Article II

Meetings of the Board

Section 1. Regular Meetings.

Unless otherwise provided for herein, the Utility 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 Utility.

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 forty-eight (48) hours before the date set for such a meeting.

Section 3. Emergency Meetings.

In the event of an emergency involving actual or threatened injury to person or property or threatened disruption of sewer service, the President may call for an emergency meeting to be held with less than forty-eight (48) hours' notice.

Section 4. 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 adjourned meeting.

Section 2. Quorum.

The presence of at least five (5) Trustees 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 Utility 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) Executive Session (as needed);
- b) Roll call;
- c) Report of Secretary on giving notice of meeting;
- d) Approval of minutes of preceding meeting;

- e) Reports of officers, consultants and staff;
- f) Reports of Committees;
- g) Old business; and
- h) New business;
- i) adjournment.

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 Utility shall be:

President; Vice-President; Secretary; and Treasurer.

Section 2. Terms of Office.

All officers of the Utility 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 Utility 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 Utility, subject to the approval of the Board of Trustees (except for any agreements which may be approved at a staff level pursuant to Utility policies) 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 Utility 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.

c) 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.

d) 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 Utility, and shall deposit or invest, or cause to be deposited or invested, all such funds in the name of the Utility 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 Utility 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 Utility 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 Sewer Utility.

e) Absence of the 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 Utility is organized, the duties shall be performed by the next available officer in the following order: Vice President, Secretary, Treasurer. When so acting this officer shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President.

Article V

Staff of the Utility

Section 1. Utility Director of Utility.

The Utility Director 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 Director's employment, which may be indeterminate.

The Utility Director shall be the chief executive officer of the Utility, and subject to the control of the Board, the Utility Director shall manage, direct, and be responsible for the conduct of all affairs of the Utility, 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 Director shall attend all meetings of the Board and Committee Meetings except as otherwise directed and shall report upon the affairs of the Utility.

The Utility Director shall have the power, in the name of the Corporation and/or the Utility, to make and execute all contracts and written instruments made in the ordinary course of the operations of the Utility except those which must be specifically approved and authorized by the Board. Should the Utility Director 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 Director is incapacitated.

Section 2. Other Officers of the Utility.

The Board may appoint such other officers of the Utility as it desires and may prescribe their responsibilities and duties.

Section 3. Management Staff.

All management staff shall be recommended to the Board by the Utility Director, 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, Vice-President, Secretary, Treasurer, and a member at-large elected 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 Utility, 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 Director.

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 Utility Director and staff shall submit a budget to the committee each year for approval and adoption by the Board. 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 Utility.

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 Director) each year, review personnel policies, provide revisions as needed for Board approval, and monitor the Utility safety program.

d. Capital and Construction Committee. The Capital and Construction 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 Utility in coordination with the Utility staff and recommend to the Budget and Finance Committee 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, regulations, and/or policies concerning the conduct and coordination of programs and services or business consistent with the mission of the Utility and providing sewer services.

Article VIII

Execution of Contracts and Other Documents

Section 1. Approval and Authorization of the Board.

Except as otherwise expressly authorized by 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 Utility's policies or otherwise, shall be specifically approved and authorized by the Board.

Section 2. 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 Utility by the Utility Director or a person duly authorized by the Board.

Article IX

Miscellaneous Provision

Section 1 Procedure.

Roberts Rules of Order are hereby incorporated by reference and made a part of these Rules and shall control on issues and procedures not expressly provided for herein.

Section 2. Amendment or Repeal

Proposed additions to, alterations, and amendments or repeal of these Bylaws may be presented by the Executive Committee at any regular or special meetings of the Board. Such additions, alterations, or amendments may be adopted only upon the affirmative vote of a majority of the members of the board. The suspension of any rule may be ordered at any meeting by a two-thirds vote of the Board.

Section 3. Indemnification and Insurance.

The Utility shall obtain and cause to remain in effect with financially sound insurers, a policy of director's and officer's liability insurance covering each of the Board members on such terms as are commercially reasonable. Further the Utility shall indemnify and hold harmless each and every Board member and Officer to the fullest extent permitted by law.

Article X.

Prior Bylaws

All previous bylaws heretofore published by the Utility Board are hereby superseded and replaced by these rules, as of Jan., 10, 2022

SIGNED AND APPROVED this 10 day of January, 2022.

Craig J. O'Dell
STAFF

Jane B. Murray

Carroll M.
Michael McDonald

Amanda Foley

Erin M. Hand

Attest: Andrew Williams