

**FIRST AMENDED CODE OF BYLAWS
JENNINGS NORTHWEST REGIONAL UTILITIES**

ARTICLE I

INTRODUCTION

Pursuant to Indiana Code 13-26-2, upon petition and hearing, the Commission of the Indiana Department of Environmental Management on the 4th day of November, 1996, ordered that the Jennings Northwest Regional Utilities be organized as a regional water and sewer district, and an independent political entity of the State of Indiana as a corporate and political body, which entity's purpose to be accomplished is the provision of water and distribution thereof within Country Squire Lakes Subdivision and the collections, treatment and disposal of sewage from within the district. Pursuant to said order, the Jennings Northwest Regional Utilities was established and organized as a regional water and sewer district on or about December 8, 1996.

ARTICLE II

ORGANIZATION

Section 1. A Board of Trustees is established for the Jennings Northwest Regional Utilities which shall have the exclusive authority to adopt ordinances, resolutions, rules, regulations and impose rates and charges to be received by said district for water services and wastewater collection, treatment, and disposal services and to perform other necessary and desirable functions. The members of the Board of Trustees shall be appointed by the Jennings County Commissioners. Said Board of Trustees shall consist of five (5) members, each trustee serving a four (4) year term. Should a vacancy occur on the Board of Trustees due to incapacity, resignation, removal or death, the remaining trustees shall submit a list of nominees to the Jennings County Commissioners to fill the vacancy by appointment. Upon the expiration of a trustee's term, the Jennings County Commissioners shall appoint a successor to fill the vacancy.

Section 2. The regular meeting date, time and place for the Board of Trustee meeting shall be 6:30 p.m., on the second Wednesday of each month, at the CSL Community Association, Inc. Clubhouse, 3342 Country Manor East, North Vernon, IN 47265.

Section 3. The North Vernon Plain Dealer shall serve as the initial designated newspaper.

Section 4. The Board of Trustees shall provide sufficient bond for all officers, trustees or employees who have any power to disburse the funds of the district.

Section 5. The designated depository institution shall be Jackson County Bank.

ARTICLE III

PURPOSE OF DISTRICT

Section 1. The purposes of the Jennings Northwest Regional Utilities are 1) the provision of a water supply for domestic, commercial, and public use to customers/users inside the Country Squire Lakes Subdivision, Jennings County, Indiana; and 2) the provision for the collection, treatment, and disposal of sewage from within and without said district. To accomplish said purposes said Board of Trustees is authorized to acquire real estate, easements and other interests in land, construct and maintain a water distribution system of lines and mains, construct sewer collection lines and appurtenances and a sewage treatment plant.

Section 2. Within nine (9) months from the 8th day of December, 1996, the Board of Trustees shall file with the Commissioner of the Indiana Department of Environmental Management, a detailed plan of construction and operation of the district's facilities.

ARTICLE IV

POWERS

Section 1. The district has the following powers:

- A. Sue or be sued.
- B. Make contracts in the exercise of the rights, powers and duties conferred upon the district.
- C. Adopt and alter a seal and use the seal by causing the seal to be impressed, affixed, reproduced or otherwise used. However, the failure to affix a seal does not affect the validity of an instrument.
- D. Adopt, amend, and repeal the following:
 1. Bylaws for the administration of the district's affairs.
 2. Rules and regulations for the following:

- i. The control of the administration and operation of the district's service and facilities.
- ii. The exercise of all of the district's rights of ownership.

E. Construct, acquire, lease, operate or manage works and obtain rights, easements, licenses, money, contracts, accounts, liens, books, records, maps, or other property, whether real, personal, or mixed, of a person or an eligible entity.

F. Assume in whole or in part any liability or obligation of:

1. a person;
2. a nonprofit water, sewage, or solid waste project system; or
3. an eligible entity.

G. Fix, alter, charge, and collect reasonable rates and other charges in the area served by the district's facilities to every person whose premises are, whether directly or indirectly, supplied with water or provided with sewage or solid waste services by the facilities for the purpose of providing for the following:

1. The payment of the expenses of the district.
2. The construction, acquisition, improvement, extension, repair, maintenance and operation of the district's facilities and properties.
3. The payment of principal or interest on the district's obligations.
4. To fulfill the terms of agreements made with:
 - i. the purchasers or holders of any obligations; or,
 - ii. a person or an eligible entity.

H. Require connection to the district's sewer system of property producing sewage or similar waste and require the discontinuance of use of privies, cesspools, septic tanks, and similar structures if:

1. there is an available sewer within three hundred (300) feet of the property line; and,
2. the district has given written notice by certified mail to the property owner at the address of the property at least ninety (90) days before a date for connection to be stated in the notice.

I. Provide by ordinance for reasonable penalties for failure to connect and also apply to the circuit or superior court of the county in which the property is located for an order to force connection, with the cost of the action, including reasonable attorney's fees of the district, to be assessed by the Court against the property owner in the action.

J. Refuse the services of the district's facilities if the rates or other charges are not paid by the user. To accomplish said power either utility operated by the district shall have the power to disconnect the user's service if the user has failed to pay the other utilities' rates and charges.

K. Control and supervise all property, works, easements, licenses, money, contracts, accounts, liens, books, records, maps or other property rights and interests conveyed, delivered, transferred, or assigned to the district.

L. Construct, acquire by purchase or otherwise, operate, lease, preserve and maintain works considered necessary to accomplish the purposes of the district's establishment within or outside the district and enter into contracts for the operation of works owned, leased or held by another entity, whether public or private.

M. Hold, encumber, control, acquire by donation, purchase or condemnation, construct, own, lease as lessee or lessor, use and sell interests in real and personal property or franchise within or outside the district for:

1. the location or protection of works;
2. the relocation of buildings, structures and improvements situated on land required by the district or for any other necessary purpose; and,
3. obtaining or storing material to be used in constructing and maintaining the works.

N. Upon consent of two-thirds (2/3) of the members of the Board, merge or combine with another district into a single district on terms so that the surviving district:

- and
1. is possessed of all rights, franchises, and authority of the constituent districts;
 2. is subject to all the liabilities, obligations, and duties of each of the constituent districts, with all rights of creditors of the constituent districts being preserved unimpaired.

O. Provide by agreement with another eligible entity for the joint construction of works the district is authorized to construct if the construction is for the district's own benefit and that of the other entity. For this purpose, the cooperating entities may jointly appropriate land either within or outside their respective borders if all subsequent proceedings, actions, powers, liabilities, rights, and duties are those set forth by statute.

P. Enter into contract with a person, an eligible entity, the State or the United States to provide services to the contracting party for the distribution of water and the collection or treatment of sanitary sewage.

Q. Make provision for, contract for or sell the district's products, byproducts, or waste.

R. Exercise the power of eminent domain.

S. Employ consulting engineers, superintendents, managers and other engineering, construction and accounting experts, attorneys, bond counsel, employees and agents that are necessary for the accomplishment of the district's purpose and fix their compensation.

T. Procure insurance against loss to the district by reason of damages to the district's properties, works or improvements resulting from fire, theft, accident, or other casualty or because of the liability of the district for damages to persons or property occurring in the operations of the district's works and improvements or the conduct of the district's activities.

U. Exercise the powers of the district without obtaining the consent of other eligible entities. However, the district shall:

1. restore or repair all public or private property damaged in carrying out the powers of the district and place the property in the property's original condition as nearly as practicable; or,
2. pay adequate compensation for the property.

V. Dispose of, by public or private sale or lease, real or personal property determined by the board to be no longer necessary or needs for the operation or purposes of the district.

Section 2. Further, the aforementioned express and implied powers and any incidental powers necessary thereto may be exercised by the Jennings Northwest Regional Utilities through its Board of Trustees, as follows:

A. If there is a constitutional or statutory provision requiring a specific manner for exercising a power, the Jennings Northwest Regional Utilities, by its Board of Trustees, must do so in that manner.

B. If there are no constitutional or statutory provisions requiring a specific manner for exercising a power, the Jennings Northwest Regional Utilities of Trustees must:

1. comply with a statutory provision permitting a specific manner for exercising the power; or

2. exercise the power upon presentation of a proper motion, followed by a second and finalized by a vote thereon by the Board of Trustees,
3. documents, such as contracts, notes, deeds, instruments must be approved by the Board of Trustees and the presiding and executive officer and secretary must be authorized to execute same prior to execution thereof all as done by presentation of a proper motion, followed by a second and finalized by a vote thereon by the Board of Trustees.

ARTICLE V

OFFICES

Section 1. **Offices and Qualification Therefor.** The officers of the district shall consist of a President, a Vice President, a Secretary, a Treasurer, and such assistant officers as the Board of Trustees shall designate. The President shall be chosen from the Trustees, and the same individual may simultaneously hold more than one (1) office of the district.

Section 2. **Terms of Office.** Each officer of the district shall be elected annually by the Board of Trustees at its annual meeting and shall hold office for a term of one (1) year and until his/her successor shall be duly elected and qualified.

Section 3. **Vacancies.** Whenever any vacancies shall occur in any of the offices of the district for any reason, the same may be filled by the Board of Trustees at any meeting thereof, and any officer so elected shall hold office until the next annual meeting of the Board of Trustees and until his/her successor shall be duly elected and qualified.

Section 4. **Removal.** Any officer of the district may be removed with or without cause, by the Board of Trustees at any time.

ARTICLE VI

POWERS AND DUTIES OF OFFICERS

Section 1. **President.** Subject to the general control of the Board of Trustees, the President shall manage and supervise all of the affairs and personnel of the district and shall discharge all the usual functions of the chief executive officer of a municipal corporation. The President shall preside at all meetings of the Trustees and shall have such other powers and duties as these Bylaws or the Board of Trustees may prescribe. The President shall have authority to execute, with the Secretary, powers of attorney appointing other Trustees as the agents of the district, subject to law, and these Bylaws.

Section 2. **Vice President**. The Vice President shall have all the powers of, and perform all the duties incumbent upon, the President during the President's absence or disability and shall have such other powers and duties as these Bylaws or the Board of Trustees may prescribe.

Section 3. **Secretary**. The Secretary shall (a) attend all meetings of the Board of Trustees; (b) be responsible for preparing true and complete minutes of the proceedings of such meetings; (c) be responsible for authenticating records of the Corporation; and (d) perform a like duty, when required, for all standing committees appointed by the Board of Trustees. If required, the Secretary shall attest the execution by the district of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the district required by these Bylaws, shall have custody of the books (except books of account) and records of the district, and in general shall perform all duties pertaining to the office of the Secretary and such other duties as these Bylaws or the Board of Trustees may prescribe.

Section 4. **Treasurer**. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the district. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the district. The Treasurer shall deposit, or cause to be deposited, all funds of the district with such depositories as the Board of Trustees shall designate. The Treasurer shall furnish at meetings of the Board of Trustees, whenever requested, a statement of the financial condition of the district, and in general shall perform all duties pertaining to the office of Treasurer and such other duties as these Bylaws or the Board of Trustees may prescribe.

Section 5. **Assistant Officers**. The Board of Trustees may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or as the board of Trustees may prescribe. An Assistant Secretary may, in the event of the absence or the disability of the Secretary, attest the execution of all documents by the district.

ARTICLE VII
TRANSACTION OF BUSINESS

Section 1. The Board of Trustees may adopt ordinances, resolutions, rules, and regulations for the following purposes:

1. The procedure for the Board's actions.
2. The manner of selection of the Board's President, Vice President, Treasurer and Secretary and other officers of employees of the district, including the titles, terms of office, compensation, duties, number, and qualifications.
3. Any other lawful subject necessary to the operation of the district and the exercise of the powers granted.
4. To accomplish the purposes of the district.
5. To protect the works, improvements and properties, both real and personal, that the district owns.
6. To secure the best results from the constructions, operation, and maintenance of works, improvements and properties.
7. To prevent damage by the misuse of the works, improvements, or properties by:
 - i. the pollution or misuse of the waters in the district or of the sewerage system; or,
 - ii. the improper disposal of solid waste.
8. Protect and preserve the works, improvements and properties owned or controlled by the district, prescribe the manner of use by any person, and preserve order in and adjacent to the works.
9. Prescribe in manner:
 - i. in which the ditches, sewers, pipelines, or other works should be adjusted to or connected with the works of the district; and,
 - ii. of waste disposal in the district.
10. Prescribe for permissible uses of the water supply and the manner of distribution and prevent the pollution or unnecessary waste of the water supply.
11. Prohibit or regulate the discharge into the sewers of the district of liquid or solid waste detrimental to the works and improvements.

Section 2. Rules must be:

1. consistent with:
 - i. statutes; and,

ii. the rules of the solid waste management board of the water pollution control board; and,

2. maintained and open to inspection in the office of the district.

Section 3. The Board may enforce by injunction or other legal remedy rules adopted under this Article. The Board may remove a harmful or improper connection to the water system or a contraction or obstruction in the sewer system or may close an opening or connection made improperly or in violation of the rules. A person that willfully fails to comply with the rules is liable for damage caused by the failure and for the cost of restoring or replacing construction damaged.

Section 4. **Order of Business.** The Order of business to be followed at a meeting of the Board of Trustees shall be as follows:

1. Calling to order;
2. Roll call by Secretary;
3. Reading of minutes and approval;
4. Reports from Committees, Boards, and Commissions;
5. Unfinished business, including ordinances or resolutions already introduced;
6. New business, including introduction of ordinances and resolutions;
7. Miscellaneous business, including any matters not already considered;
8. Petitions or comments of citizens;
9. Adjournment.

Section 5. **Introduction and Adoption of Ordinances and Resolutions.**

1. All ordinances shall be regularly filed with the district at least one (1) day before a regular meeting of the Board of Trustees.
2. All ordinances shall be read one (1) time by title unless a Trustee requests a reading in full, before being passed.
3. Resolutions shall be subject to the same rule in method of introduction and adoption as ordinances.
4. On the passage or adoption of any ordinances or resolutions, the yeas and nays shall be taken and entered in the record, and the ordinance shall be processed in accordance with I.C. 36-5-2-10 and I.C. 36-5-2-10.2.
5. Board must adopt an ordinance by majority vote to take action of a legislative nature.

Section 6. **Execution of Contracts and Other Documents.** Unless otherwise authorized or directed by the Board of Trustees, all written contracts and other documents entered into by the district shall be executed on behalf of the district by the President or Vice President, and, if required, attested by the Secretary or an Assistant Secretary.

Section 7. **Questions of Order.** The President shall decide all questions of Order. He or she shall decide whether any question submitted to the Trustees for adoption or rejection is decided in the affirmative or negative. Robert's Rules of Order may be referred to in order to resolve issues of order.

Section 8. **Appeal from Decision of Presiding Officer.** From any decision of the President, any member may appeal to the Trustees. The appeal shall be by motion duly made and seconded. A majority vote as defined in I.C. 36-4-6-11 is necessary to overrule the chair.

Section 9. **Suspension of Rules.** The Order of Business may be suspended by two-third (2/3) vote to the members of the Trustees.

Section 10. **Contempt and Disorder in the Meeting Room.** No person shall use violent or contemptuous language, behave in a disorderly manner, or refuse to obey the orders of the President in the meeting room while the Board of Trustees is in session. The President may order the removal from the meeting room of anyone who intentionally disturbs the decorum of a Board of Trustees' meeting.

Section 11. **Participation at Meetings.** A member of the board of directors who is not physically present at a meeting may participate in said meeting as if present by utilization of a telecommunication system that allows all members of said board of directors to hear, speak and participate in the business at the same time.

ARTICLE VIII

AMENDMENT

Subject to law, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Trustees. The affirmative vote of a majority of all the Trustees shall be necessary to effect any such changes in these Bylaws.

SO ADOPTED this 11th day of May, 2022.

Brian Hatfield
Marshall D. Jones
Pat Zash

ATTEST: [Signature]

Secretary