

## **BYLAWS OF THE TUSCARAWAS WATER & SEWER DISTRICT**

### **ARTICLE 1. NAME**

The name of this District shall be the Tuscarawas Water & Sewer District.

### **ARTICLE 2. OFFICES**

#### **SECTION 1. PRINCIPAL OFFICE**

The principal office for the transaction of business of the Tuscarawas Water & Sewer District shall be the Tuscarawas County Metropolitan Sewer District located at 9944 Wilkshire Boulevard NE, Bolivar, Ohio 44612.

#### **SECTION 2. OTHER OFFICES**

The Tuscarawas Water & Sewer District may also have offices at such other locations as its business requires and as the Board of Trustees designates.

### **ARTICLE 3. OBJECTIVES AND PURPOSES**

#### **SECTION 1. PRIMARY PURPOSES**

The primary purposes of the Tuscarawas Water & Sewer District shall be to do and perform all actions authorized and required under Ohio law, including Ohio Revised Code Chapter 6119.

#### **SECTION 2. NON-DISCRIMINATION**

In all the Tuscarawas Water & Sewer District policies or procedures and their application, the Tuscarawas Water & Sewer District is prohibited from discriminating with regard to race, color, religion, age, sex, sexual orientation, national origin, or sensory or physical handicap.

### **ARTICLE 4. MEMBERS**

#### **SECTION 1. APPOINTMENT TO BOARD OF TRUSTEES**

Persons shall be appointed to the Board of Trustees of the Tuscarawas Water & Sewer District according to the terms of the Petition to establish the District, and according to the terms of any amendments of such Petition which may occur in the future. All persons so appointed shall become Board Members of the Tuscarawas Water & Sewer District, whether said appointment is to a position on the first Board, or whether said appointment is to fill the unexpired term of a Board Member, or whether said

appointment is to fill a Board position upon expiration of the regular term of a Board Member.

## SECTION 2. TERMS OF OFFICE

The terms of office for the first Board of Trustees shall be as follows:

Board Member #1: John Kelly  
Term of office: One Year - (July 8, 2024 to July 8, 2025)

Board Member #2: Travis Hahn  
Term of office: Two Years - (July 8, 2024 to July 8, 2026)

Board Member #3: Thomas E. Gerber  
Term of office: Three Years - (July 8, 2024 to July 8, 2027)

## SECTION 3. UNEXPIRED TERMS; REAPPOINTMENT

In the event of the appointment of a new Board Member to fill a vacancy occurring prior to the expiration of the term of office of a Board Member, such successor shall be appointed for the remainder of the term of his predecessor. Upon the expiration of the term of office of any Member, the successor shall be appointed and serve a regular term of three (3) years. Nothing herein contained shall in any way limit or restrict the power of the appointing entity to reappoint Board Members to successive terms of office on the Board of the Tuscarawas Water & Sewer District. However, should appointment of any Board Member appointed by the County or the Village fail to occur as set forth above within sixty (60) days of expiration of the term of office, or the death, removal, or resignation of such Board Member, the District Board of Trustees, by a majority vote, shall have the duty and responsibility of selecting and appointing a replacement for any such Board Member. A Board Member shall continue in office until his successor takes office following the completion of his term.

## SECTION 4. VACANCY

Upon the death, disability, removal or resignation of any Board Member, a vacancy shall be created on the Board, which vacancy shall be filled as set forth above. Any Board Member may resign at any time by notice in writing delivered to the appointing entity by whom said Board Member was appointed and to the Chairman of the Board of Trustees of the Tuscarawas Water & Sewer District. The resignation of a Board Member shall constitute resignation by such person as a Board Member and as an officer of said Board.

## **ARTICLE 5. POWERS AND DUTIES OF THE BOARD OF TRUSTEES**

### **SECTION 1. POWERS OF DISTRICT BOARD**

The Tuscarawas Water & Sewer District is empowered to continue as a political subdivision of the State of Ohio with all powers as provided in Chapter 6119 of the Ohio Revised Code. The Board of Trustees of the Tuscarawas Water & Sewer District is empowered to act on behalf of said District and do all things necessary and proper under Ohio law to effectuate the purposes of said District. Nothing contained in these Bylaws shall act to restrict or limit in any manner the powers of said Board of Trustees.

### **SECTION 2. UNEXCUSED ABSENCES, REMOVAL**

Board Members shall serve their terms of office unless they resign from said position or their term of office expires. However, a Board Member may be dismissed and removed from said Board under ORC § 6119.071 by the appointing entity.

In the event of removal, the appointing entity shall promptly select and appoint a Board Member to fill the unexpired term of office of the predecessor.

### **SECTION 3. DUTIES**

It shall be the duty of the Trustees to:

- (a) Perform any and all duties imposed on them collectively or individually by law or by these Bylaws.
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers or agents and the Director of the Tuscarawas Water & Sewer District.
- (c) Supervise the Director to assure that the duties of the position are performed properly.
- (d) Meet at such times and places as required by these Bylaws.
- (e) Register their addresses with the Secretary of the Tuscarawas Water & Sewer District. Notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.
- (f) Perform such other duties as set by the Board of Trustees.

### **SECTION 4. NON-LIABILITY OF TRUSTEES**

The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the Tuscarawas Water & Sewer District.

## **ARTICLE 6. INDEMNIFICATION**

### **SECTION 1. INDEMNIFICATION**

The Tuscarawas Water & Sewer District shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action threatened or instituted directly by the Tuscarawas Water & Sewer District) by reason of the fact that he or she is or was a trustee, officer, employee, or agent of the Tuscarawas Water & Sewer District, or is or was serving at the request of the Tuscarawas Water & Sewer District as a Trustee, officer, employee or agent of another corporation, partnership, association, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Tuscarawas Water & Sewer District, and with respect to any criminal action or proceeding by judgment, order, settlement, or conviction, or upon a plea of no contest or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Tuscarawas Water & Sewer District, and with respect to any criminal action or proceeding, he or she had reasonable cause to believe that his or her conduct was unlawful.

### **SECTION 2. DISCRETIONARY INDEMNIFICATION**

The Tuscarawas Water & Sewer District may indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit which is threatened or instituted by the Tuscarawas Water & Sewer District direct (rather than a derivative action in the right of the Tuscarawas Water & Sewer District) to procure a judgment in its favor by reason of the fact that he or she is or was a Trustee, officer, employee, or agent of the Tuscarawas Water & Sewer District, or is or was serving at the request of the Tuscarawas Water & Sewer District as a Trustee, officer, employee, or agent of another corporation, partnership, association, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Tuscarawas Water & Sewer District, except that no such indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Tuscarawas Water & Sewer District unless and only to the extent that the court in

which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such Court of Common Pleas or such other court shall deem proper.

### SECTION 3. INDEMNIFICATION FOR EXPENSES

To the extent that a Trustee, officer, employee or agent has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 2 hereof, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

### SECTION 4. DETERMINATION REQUIRED

Any indemnification under Section 1 and 2 hereof (unless ordered by a court) shall be made by the Tuscarawas Water & Sewer District only upon a determination that the indemnification of the Trustee, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 and 2 hereof. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not and are not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable or if a majority of a quorum of disinterested Trustees so directs, in a written opinion by independent legal counsel. Any determination made by the disinterested Trustees or by independent legal counsel under this Section 4 to provide indemnity under Section 1 hereof to a person threatened or sued in the right of the Tuscarawas Water & Sewer District (derivatively) shall be promptly communicated to the person who threatened or brought the derivative action or suit in the right of the Tuscarawas Water & Sewer District, and such person shall have the right, within 10 days after receipt of such notification, to petition the court in which action or suit was brought to review the reasonableness of such determination.

### SECTION 5. ADVANCE FOR EXPENSES

Expenses (including attorneys' fees) incurred in defending any civil or criminal action, suit or proceeding referred to in Section 1 and 2 hereof may be paid by the Tuscarawas Water & Sewer District in advance of the final disposition of such action, suit or proceeding as authorized by the trustees in the specific case upon receipt of an undertaking by or on behalf of the Trustee, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Tuscarawas Water & Sewer District as authorized in this Article 6.

#### SECTION 6. ARTICLE SIX NOT EXCLUSIVE

The indemnification provided by the Article Six shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Bylaws, or any agreement, vote of disinterested Trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefits of the heirs, executors, and administrators of such a person.

#### SECTION 7. INSURANCE FOR TUSCARAWAS WATER & SEWER DISTRICT AGENTS

The Board of Trustees may authorize the purchase and maintenance of insurance on behalf of any agent of the Tuscarawas Water & Sewer District (including a Trustee, officer, employee or other agent) against any liability other than for violating provisions of law relating to self-dealing.

### **ARTICLE 7. MEETINGS OF BOARD MEMBERS**

#### SECTION 1. MEETING DEFINED

The Board shall meet at least once every three (3) months, and at such other times as the Board, by a majority vote, shall from time to time determine. "Meeting" means any prearranged discussion of the business of the Board by a majority of the Members of the Board of Trustees.

#### SECTION 2. SUNSHINE LAW

Except as otherwise provided in these Bylaws, all meetings shall be open to the public at all times. The Secretary of the Board of Trustees shall record the proceedings of each meeting, which records shall be open to public inspection. The record of proceedings need only reflect the general subject matter of discussions in executive session as defined in Ohio Revised Code Section 121.22.

#### SECTION 3. BOARD ACTIONS, SUNSHINE LAW

Any resolution, rule or formal action involving the functions of or relating to the Board or the Tuscarawas Water & Sewer District shall be deliberated upon and adopted in an open meeting except to the extent deliberation occurs in an executive session, in accordance with these Bylaws.

#### SECTION 4. EXECUTIVE SESSIONS

Meetings may be held in an executive session only at a regular or special meeting and only for the sole purpose of considering any of the items set forth in ORC Section 121.22, or its successor.

#### SECTION 5. NOTICE OF MEETINGS

- (a) Statements of the date, time and place of all regular meetings shall be posted by the Secretary at the office of the Board not later than one week prior to all said meetings. The Secretary shall check at reasonable intervals to ensure that such statements remain posted. Such statement shall serve as notice to all Board Members of all regular meetings of the Board of Trustees.
- (b) The Chairman shall furnish written or oral notification of every special meeting of the Board to all Board Members, including the date, time and place thereof. Except in the case of an emergency requiring immediate official action, a statement of the date, time, place and purpose of special meetings shall be posted by the Secretary no later than twenty-four (24) hours in advance of such meetings. Any news media organization that desires to be given advance notice of special meetings shall file with the Secretary a written request. Thereafter, the Secretary shall provide said notice as required by law. All notification, whether oral or written, must be received by the Board Member.

#### SECTION 6. QUORUM

A majority of the Members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

#### SECTION 7. ACTION BY MAJORITY VOTE

Any action which may be taken at a meeting of the Members at which a quorum is present may be taken by a majority affirmative vote of no fewer than two (2) Board Members.

### **ARTICLE 8. OFFICERS**

#### SECTION 1. OFFICERS

The Board of Trustees shall elect a Chairman, a Vice Chairman, Secretary and a Treasurer, and such other officers as the Board of Trustees may deem appropriate. All said officers shall be chosen by a majority vote of the Members of the Board. The election of officers for each successive year shall occur at the first regular meeting of the Board held on or after January 1<sup>st</sup> of the new year. All said officers shall serve a

one (1) year term but shall be permitted to continue in office until replaced by a successor. In the event a vacancy should occur, an election shall be held to fill the unexpired term of the vacated office. All said officers shall be chosen from the Members of the Board of Trustees. Any two of the offices may be held by one person, but in any case in which the action of more than one officer is required, no one person shall act in more than one capacity.

## SECTION 2. RESIGNATION, REMOVAL

Any officer may resign at any time by notice in writing delivered to any officer of the Board other than himself. Any officer may be removed, with or without cause, by a majority vote of the Board.

# **ARTICLE 9. DUTIES OF OFFICERS**

## SECTION 1. DUTIES OF CHAIRMAN

The Chairman shall preside at meetings of the Members of the Board of Trustees and shall assure that notice of meetings is provided as set forth in Article 7, Section 5. Further, the Chairman shall perform all other such duties as the Board of Trustees may require.

## SECTION 2. DUTIES OF VICE CHAIRMAN

In the case of the absence or disability of the Chairman, or when circumstances prevent the Chairman from acting, the Vice Chairman, if any, shall perform all of the duties of the Chairman. The Vice Chairman shall also perform such other duties as the Board of Trustees may require.

## SECTION 3. DUTIES OF SECRETARY

The Secretary shall take and keep records of all meetings of the Members of the Board of Trustees, conduct such correspondence of the Board as may be designated by the Chairman, perform the usual duties of his office and perform such other duties as the Board may require.

## SECTION 4. DUTIES OF TREASURER

The Treasurer shall be the custodian of all funds and securities and similar property belonging to the Board and shall do with the same as may be ordered by the Board of Trustees. He shall keep accurate financial accounts and hold the same open for examination of the Trustees. On the expiration of his term of office he shall turn over to his successor or to the Board of Trustees, all property, books, papers and monies of the Board of Trustees in his hands.



## SECTION 5. OTHER OFFICERS

The Board of Trustees may also elect any and all other officers or assistants to officers and specify the powers and duties of each such officer, as the Board of Trustees shall deem appropriate and necessary.

## SECTION 6. OTHER DUTIES ASSIGNED

The Board of Trustees is authorized to delegate the duties of any officer to any other Board Member and generally to control the actions of the officers and to require the performance of duties in addition to those mentioned herein.

## SECTION 7. BONDING

Any officer, if required by the Board of Trustees, shall give bond in such form and with such security as the Board of Trustees from time to time may require for the faithful performance of his duties. Tuscarawas Water & Sewer District shall pay for such bonds.

## SECTION 8. DEPOSITORIES, INVESTMENTS

The Board of Trustees shall select depositories for the safe keeping of monies of the Board and establish the procedure for deposits. The Board of Trustees from time to time may authorize investments of monies of the Board, in accordance with Ohio law.

# **ARTICLE 10. COMMITTEES**

## SECTION 1. COMMITTEES

The Board of Trustees may appoint an Executive Committee and such other committees as it deems necessary. In the event the Board appoints an Executive Committee, said Committee shall carry on the work of the Board in conducting the regular and ordinary transactions of business of the Board between meetings of the Board, subject to such policies and aims as determined by the Board. Such Executive Committee shall meet upon the call of the Chairman, and shall be composed of such Board Members as are elected thereto by a majority vote of the Board. Said Committee may employ an Executive Director to manage and direct the activities of the Board subject to the policies and directions of the Board.

## **ARTICLE 11. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Trustees, except as otherwise provided in these Bylaws, may authorize any officer or agent of the Tuscarawas Water & Sewer District to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Tuscarawas Water & Sewer District, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Tuscarawas Water & Sewer District by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by the Board of Trustees, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Tuscarawas Water & Sewer District shall be signed by such person or persons as the Board of Trustees shall authorize.

### **SECTION 3. DEPOSITS**

All funds of the Tuscarawas Water & Sewer District shall be deposited to the credit of the Tuscarawas Water & Sewer District in such depositories as the Board of Trustees may approve.

### **SECTION 4. GIFTS**

The Board of Trustees may accept on behalf of the Tuscarawas Water & Sewer District any contribution, gift, bequest, or devise for the purpose of the Tuscarawas Water & Sewer District.

## **ARTICLE 12. DISTRICT RECORDS, REPORTS AND SEAL**

### **SECTION 1. MAINTENANCE OF TUSCARAWAS WATER & SEWER DISTRICT RECORDS**

The Tuscarawas Water & Sewer District shall keep at its principal office in the State of Ohio:

- (a) minutes of all meetings of Trustees and committees of the Board with the time and place of holding, whether regular or special, and names of those present and the proceedings of the meeting.
- (b) adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

- (c) a copy of the Bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.

## SECTION 2. SEAL

The Board of Trustees may adopt and use a seal. Such seal shall be kept at the principal office. Failure to affix the seal to instruments, however, shall not affect the validity of any such instruments.

## SECTION 3. TRUSTEES' INSPECTION RIGHTS

Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Tuscarawas Water & Sewer District.

## SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspect includes the right to copy and make extracts.

## SECTION 5. ANNUAL REPORT

An annual report shall be furnished to all Trustees not later than one hundred and fifty (150) days after the closing of the fiscal year. Such report shall contain the following information in appropriate detail:

- (a) a list of the fund-raising drives, campaigns or programs in which the Tuscarawas Water & Sewer District participated during the fiscal year and the funds derived therefrom;
- (b) a description of other activities, if any, of the Tuscarawas Water & Sewer District during the fiscal year;
- (c) the assets and liabilities, including the trust funds, of the Tuscarawas Water & Sewer District as of the end of the fiscal year;
- (d) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (e) the revenue or receipts, both unrestricted and restricted to particular purposes, for the fiscal year;
- (f) the expenses or disbursements, for both general and restricted purposes for the fiscal year;

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer that such statements were prepared without audit from the books and records of the Tuscarawas Water & Sewer District.

### **ARTICLE 13. FISCAL YEAR**

#### **SECTION 1. FISCAL YEAR**

For businesses and accounting purposes, the fiscal year of the Tuscarawas Water & Sewer District shall begin on January 1 and end on December 31 of the next year.

### **ARTICLE 14. AMENDMENT OF BYLAWS**

#### **SECTION 1. BOARD ACTION**

Subject to any provision of law applicable to the amendment of Bylaws of regional districts under Chapter 6119 of the Ohio Revised Code, these Bylaws, may be altered, amended, or repealed and new Bylaws adopted by a majority vote of Trustees.

### **ARTICLE 15. PROHIBITION AGAINST SHARING DISTRICT PROFITS AND ASSETS**

No Trustee, officer, employee, or other person connected with the Tuscarawas Water & Sewer District, or any private individual, shall receive any share of the revenue the operations of the Tuscarawas Water & Sewer District. This provision shall not prevent payment to any such person or reasonable compensation for services performed for the Tuscarawas Water & Sewer District in effecting any of its purposes, provided that such compensation is permitted by these Bylaws and is fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the assets on dissolution of the Tuscarawas Water & Sewer District. On any dissolution or winding up of the affairs of the Tuscarawas Water & Sewer District, whether voluntarily or involuntarily, the assets of the Tuscarawas Water & Sewer District, after all debts have been satisfied, then remaining in the hands of the Board of Trustees, shall be distributed as required by the Courts of Common Pleas where the Tuscarawas Water & Sewer District was formed.

### **ARTICLE 16. EXPENSES**

Board Members shall receive pay as determined by a majority vote of the Board of Trustees, not to exceed the amount permitted by law. Further, Board Members shall

be entitled to receive actual and necessary traveling expenses incurred while on the business of the Board.

## **ARTICLE 17. ORDER OF BUSINESS**

### **SECTION 1. ORDER OF BUSINESS, ROBERTS RULES OF ORDER**

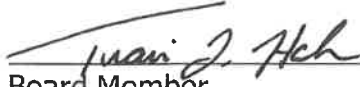
Unless modified by a majority vote of the Members of the Board, the order of business shall be as follows:

- (a) Call to order;
- (b) Read, approve and sign minutes of preceding meeting;
- (c) Comments from general public;
- (d) Reports of officers, board and committees;
- (e) Special orders;
- (f) Unfinished business and general orders;
- (g) New business;
- (h) Comments from Board Members; and,
- (i) Motion to Adjourn

Insofar as the same are not superseded by provisions of the Ohio Revised Code or these Bylaws, the current edition of the Roberts Rules of Order shall prevail in the conduct of meetings of the Board.



Board Member



Board Member



Board Member

This instrument prepared by:

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