

BYLAWS OF THE HARRISON COUNTY REGIONAL SEWER DISTRICT

Article I

Purpose

1. Name. The name of this organization is the Harrison County Regional Sewer District (RSD). The RSD was established as a regional wastewater & stormwater district pursuant to Indiana Law.

2. Purpose. The purpose for which the RSD is formed is to provide for the collection, treatment and disposal of sewage and stormwater management oversight within the County. The RSD is being formed to reduce pollution to the environment by mitigation of inadequate/failing septic systems where appropriate. The RSD shall also provide direction for proper waste treatment options as development occurs within the County. The RSD shall 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 power set forth in I.C. 13-26-1, through I.C. 13-26-14, as amended. Provided, however, that the district shall continue to be subject to the Rules and Regulations of Indiana Department of Environmental Management (IDEM), all as contemplated by said Statutes.

Article II

Board of Trustees

1. Composition & Initial Term. The RSD shall be governed by a Board of seven (7) voting members to be appointed as follows:

- a. The Harrison County Commissioners shall appoint two (2) members. The initial term shall expire December 31st, 2009.
- b. The Harrison County Commissioners shall appoint one (1) member, with a recommendation from the Harrison County Economic Development Committee. The initial term shall expire December 31st, 2007.
- c. The Harrison County Council shall appoint two (2) members. The initial term shall expire December 31st, 2008.
- d. The Harrison County Board of Health shall appoint one (1) member. The initial term shall expire December 31st, 2007.
- e. All affected incorporated Towns and Cities having a cooperative partnership agreement with the RSD shall appoint one (1) member to represent them at RSD meetings. The municipalities shall collectively have one (1) vote. The vote amongst multiple municipalities shall be determined by a majority vote of all existing municipalities having a

cooperative partnership agreement with the RSD. Said vote shall rotate annually among the municipalities. This is a calendar year selection and will rotate January 1st of each year. The non-voting municipalities will be ex-officio members of the Board.

2. Length of Appointments. After the expiration of the initial term of the above appointments, all subsequent appointments by the respective appointing body shall be for terms of four (4) years each. Upon a vacancy on the RSD Board prior to the expiration of the trustee's appointed term, for any reason, the appointing authority for that trustee shall appoint a replacement board member, within sixty (60) days of the notice of vacancy, to complete the term of the vacant board member position. All appointments made by the Towns shall be for the calendar year.

Article III

Meetings of the Board

1. Regular Meetings. Unless otherwise provided for herein, the RSD shall meet on the first and third Wednesdays of each month at 8:00 a.m., in the Commissioner's Room at the Harrison County Courthouse, Room 107, 300 North Capital Avenue, Corydon, Indiana 47112, or at such time and place as may be determined by the RSD Board.
2. Special Meetings. Special meetings of the RSD Board 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, agenda and purpose, shall be given to all members of the Board of Trustees not less than two (2) days before that date set forth for such a meeting.
3. 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 certified mail, by facsimile transmission, or by e-mail.
4. Public Notice. Public notice shall be given per the requirements of Indiana Code 13-26.

Article IV

Procedures at Meetings

1. Voting. At all meetings of the Board of Trustees, all questions, the manner of which is not specifically regulated by Statute or subject to control by the Indiana Dept. of Environmental Management, shall be

determined by a majority vote of the Board. A majority constitutes four of the seven voting members.

2. Quorum. A majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business.
3. Order of Business. The regular order of business at all meetings of the Board of Trustees shall be as follows:
 - a. Roll Call;
 - b. Approval of agenda.
 - c. Approval of minutes of preceding meeting;
 - d. Reports of officers, consultants and staff;
 - e. Reports of Committees;
 - f. Old business; and
 - g. New business.
4. Consent Agendas. Any item of business before the Board may be placed on the agenda to be voted upon as a group unless otherwise required by Statute.
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 V

Officers of the Board

1. Officers. The officers of the RSD shall be President, Secretary, and Treasurer.
2. Terms of Office. All officers of the RSD shall be elected annually by the Board of Trustees and each shall hold office for a term of one (1) calendar year or until their successors are duly elected. Officer terms shall be based on the calendar year and run from January through December.
3. Duties of Officers. The duties and powers of the officers of the RSD 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 bylaws. The President shall sign and make all contracts and agreements in the name of the RSD, subject to the approval of the Board of Trustees and shall enforce these bylaws and perform all duties incidental to the position and office and which are required by law.

b. 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. Said records shall be kept on file in the County Auditor's Office as a matter of public record. 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 the serving of all notices of the RSD required by this Code of Bylaws 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 Bylaws or the Board may prescribe. In the absence of the President the Secretary shall preside over the RSD Board meetings.

c. 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 RSD, and shall deposit or invest, or cause to be deposited or invested, all such funds in the name of the RSD 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 RSD upon all checks, drafts, warrants and orders for the payment of money, and payout 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 RSD 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 Waste District within the meaning of I.C. 13-26-1 through I.C. 13-26-14, as amended.

Article VI

Staff of the District

1. Utility Manager of the RSD. *This section was intentionally left blank.*
2. Other Officers of the District. The Board may appoint such other officers of the RSD as it desires and may prescribe their responsibilities and duties.
3. Other Staff. All other staff of the RSD shall be recommended to the Board by the Utility Manager, subject to the rules and policies as may from time to time be established by the Board.

Article VII

Committees of the Board of Trustees

1. Permanent Committees of the Board. The permanent committees of the Board of Trustees of the RSD shall be as follows:
 - a. Executive Committee. The Executive Committee of the Board shall consist of the President, Secretary, and Treasurer. 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 RSD, 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 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 sub-section 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 Manager.
 - 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 of by the Board. The Committee has the function of preparing and recommending to the Board of Trustees a budget each year in cooperation with the utility Manager. 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 RSD.
 - c. Construction and Capital Committee. The Construction and Capital 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 RSD in coordination with the Utility Manager and recommend to the Board the expenditure for capital needs. The Committee shall also evaluate the effectiveness and efficiency of all construction projects.
 - d. Personnel and Benefits Committee. The Personnel and Benefits 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 Manager)

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

2. 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 VIII

Rules and Regulations

The Board may cause to be prescribed and promulgated rules and regulations concerning the conduct and coordination of programs and service in carrying out the mission of the RSD, of providing sewer services within and without the RSD, and the manner of providing said services by the RSD, so long as such rules and regulations do not violate other Federal, State or Local statutes, rules or regulations.

Article IX

Execution of Contracts and Other Documents

1. Approval and Authorization of the Board. Except as otherwise expressly authorized by resolution of the Board or these Bylaws, all contracts and other written instruments relating to the acquisition 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 RSD and all change orders, and all contracts imposing financial obligation on the part of the RSD unless the obligation was previously approved by the Board through the allocation of funds or pursuant to the RSD's policies or otherwise, shall be specifically approved and authorized by the Board.
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 RSD by the person duly authorized by the RSD.

Article X

Amendments

These Bylaws may be altered, amended, repealed or added to by an affirmative two thirds (2/3) vote of the voting members of the Board. A

two thirds vote shall be five (5) voting members (based on the current Board of seven (7) voting members). Amendments shall be presented on the Agenda a minimum of one meeting prior to voting on the amendment.

APPROVED this ____ day of _____, 2006.

BOARD OF TRUSTEES OF THE HARRISON
COUNTY REGIONAL SEWER DISTRICT

Board President – Tom Tucker

Board Secretary – Darin Duncan

Board Treasurer - Gary Davis

Board Member - Dan Lee

Board Member - Anthony Combs

Board Member - J.R. Eckart

Board Member - Town Rep