

BOONE COUNTY REGIONAL SEWER DISTRICT**BY-LAWS****ARTICLE I -- Objectives of the Board**

The objectives and purpose of the Boone County Regional Sewer District Board of Trustees (hereinafter referred to as the Board) is to assume long-range responsibility for wastewater quality within Boone County, except for those facilities operated by a municipality, in order to improve and maintain the health and welfare of the residents of the County. The Board will assist smaller municipalities within the District who wish to upgrade their systems.

ARTICLE II - Members of the Board

The Boone County Commission shall appoint five trustees to the Board. A member of the County Commission shall be among the five appointed trustees. The term of each Board member shall be five years, except the County Commissioner appointed to the Board shall serve no longer than the expiration of their term. The terms of the other trustees shall be staggered as much as is possible to avoid more than one vacancy per year. The trustees may be paid reasonable compensation, to be approved by the County Commission for their services to the District. Any and all expenses incurred in the performance of their duties shall be reimbursed by the District. When the best interests of the District will be served thereby, the Board may, by three fifths vote, petition the County Commission to remove a trustee or repeal the resolution appointing said trustee.

ARTICLE III - Officers of the Board

The offices of the Board shall consist of a:

Chairperson
Vice-Chairperson
Secretary
Assistant Secretary
Treasurer
Chief Engineer

The Chairperson, Vice-Chairperson and Secretary shall be elected positions. Nominations shall be made and voted on during the first meeting of each calendar year. Nomination may be made by any Board member for each position. All positions shall be elected by a majority vote. Each Board member shall have one vote. If on the first ballot, no candidate receives a majority vote, there shall be a second ballot of the two candidates having the most votes. Elections may be by secret ballot if a Board member so desires. Terms of office shall be for the next twelve (12) months. The Assistant Secretary, Treasurer and Chief Engineer positions shall be appointed by a motion of the Board properly passed. The offices of the District shall have the following duties and responsibilities:

CHAIRPERSON -- The Chairperson of the Board shall preside at all meetings of the Board; shall have the duties normally conferred by parliamentary usage of this office; shall sign official notices and certificates; shall call special meetings of the Board; and shall represent the Board in official or unofficial capacities as the need shall arise.

VICE-CHAIRPERSON -- The Vice-Chairperson of the Board shall assume the duties of the Chairperson whenever the Chairperson is unable to perform such duties or whenever the Chairperson shall disqualify himself or herself from serving on a temporary basis.

SECRETARY -- The Secretary shall be responsible for the minutes and records of the Board of Trustees; preparation of agenda of regular and special meetings; notification of meetings to Board members and news media; attendance to the correspondence of the Board; and such other duties as are normally carried out by a secretary. The administrative staff of the District shall assist the Secretary of the Board.

ASSISTANT SECRETARY -- The Assistant Secretary shall perform the duties of the Secretary in the Secretary's absence.

TREASURER -- The Treasurer of the District shall provide the Board with an accounting of all funds of the District. The Treasurer shall be responsible for the preparation of budget; prompt payment of principal and interest on any revenue bonds; timely payment of accounts; and proper investment of those funds of the District not needed for day-to-day operations. The administrative staff of the District shall assist the Treasurer. The Treasurer may be a member of the Board or another qualified individual.

CHIEF ENGINEER -- The Chief Engineer shall be a registered professional Engineer in the State of Missouri. The Chief Engineer shall be responsible for advising the Board on the technical matters regarding planning, construction, and maintenance of the sewers and treatment facilities of the District. The Engineer may be a member of the Board or another qualified individual.

TEMPORARY CHAIRPERSON -- Whenever there shall be a meeting called of the Board and neither the Chairperson nor the Vice-Chairperson is present by the appointed time, any member of the Board may serve as a Temporary Chairperson by election of the members present, for that meeting only.

VACANCIES -- Vacancies on the Board shall be filled by appointment by the County Commission. When a vacancy occurs in an office position, it shall be filled by nomination and election of the remaining Board members.

REMOVAL FROM OFFICE -- Any officer may be removed from office by a majority of the membership of the Board whenever, in the Board's judgment, the best interest of the District will be served thereby.

ARTICLE IV - Meetings of the Board

Regular meetings will be held on a monthly basis in the Boone County Regional Sewer District Conference Room, Columbia, Missouri. Notice to Board members of regular meetings shall not be required. A majority of three (3) of the membership of the Board shall constitute a quorum. When a quorum is not present, the meeting shall be postponed and rescheduled by the presiding officer; provided, however, that the presiding officer may conduct the meeting with less than a quorum subject to the following restrictions: first, those member of the Board then

present may unanimously vote to approve or disapprove of any matter, but such vote shall not be binding and effective unless the matter voted upon is submitted to all of the absent members in writing and approved in writing by at least one of their number without objection by any member concerning the vote on the matter at a meeting conducted with less than a quorum, and second, in the event any member of the Board objects in writing to the vote on a matter at the meeting attended by less than a quorum of the Board, then in such event the matter shall be tabled until the next regular or special meeting of the Board. The Chairperson may call special meetings. It shall also be the duty of the Chairperson to call such a meeting when requested to do so in writing by two (2) members of the Board. The notice of such a meeting shall specify the purposes of such a meeting and no other business may be considered except by majority consent of the Board. The Secretary shall notify all members of the Board in writing, postmarked not less than five (5) days in advance of such special meeting. All meetings shall be open to the general public, except as otherwise provided by law.

Notwithstanding anything to the contrary in these bylaws, in case of an emergency or other extraordinary circumstance, or at the discretion of the Board, the Board may meet in the most expeditious manner possible, including conference calls, video conference communication systems, or other similar electronic communication systems, provided a proper record is kept and the communication system utilized is made available to each member of the Board.

ARTICLE V - Public Hearings Before the Board

The Board may, at its discretion, hold public hearings when it deems that such hearings will be in the public interest. Notice of such hearings shall be published at least once in a newspaper of general circulation or such other requirement mandated by state law, the first

publication being not less than five (5) days prior to the meeting. The case before the Board shall be presented in summary by the Secretary or other designated persons, and parties in interest shall have an opportunity to be heard. The Chairperson, with consent of the majority of the Board can establish time limits for proponents and opponents.

ARTICLE VI -- Employees of the Board

The Board may employ staff including but not limited to: clerks, attorneys, assistants, and a professional engineer as Chief Engineer of the District, as may be deemed necessary by the Board to discharge the business and purposes of the District. Appointments shall be made by a majority vote (3) of the membership of the Board.

ARTICLE VII - Conflict of Interest

Any Trustee may disqualify himself or herself with respect to any matter before the Board on the grounds of conflict of interest, in which case he or she shall not vote or influence the vote on such matters. However, nothing contained herein shall prohibit a disqualified member from providing information regarding or relating to such matters, at the Board's request.

ARTICLE VIII

These By-Laws may be amended or repealed by a majority vote of the membership of the Board, provided that the proposed action has been announced at the previous meeting and written notification of the proposed amendment has been) provided at least seven (7) days prior to the meeting on which it is to be voted. These By-Laws will be reviewed annually at the first meeting held in each calendar year.