

**BOONE COUNTY REGIONAL SEWER DISTRICT
BOARD OF TRUSTEES
BY-LAWS**

ARTICLE I – Purpose of the Board

The Boone County Regional Sewer District (hereinafter “District”) is a common sewer district created pursuant to Chapter 204, RSMo. The Board of Trustees of the Boone County Regional Sewer District (hereinafter “Board”) is responsible for the control and operation of the District.

ARTICLE II – Trustees

The Boone County Commission (hereinafter “Commission”) shall appoint five trustees to the Board. The Commission shall appoint a member of the Commission as one of the five appointed trustees. The term of each trustee shall be five years, except that the member of the Commission appointed to the Board shall serve no longer than the expiration of their term on the Commission. The Commission shall make reasonable efforts to stagger the terms of the other trustees so as to avoid more than one vacancy on the Board during any year.

In accordance with Chapter 204, RSMo, vacancies on the Board shall be filled by appointment of the Commission. If, however, the Commission fails to appoint a trustee to a vacancy on the Board within sixty days after receiving written notification from the District of such vacancy, then the vacancy may be filled by a majority of the remaining trustees then in office.

The trustees may be paid reasonable compensation for their services to the District, subject to approval by the Commission. 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 a three fifths vote of the Board, petition the Commission to remove a trustee or to repeal the resolution appointing said trustee.

ARTICLE III - Officers

The officers of the Board shall consist of a Chairperson, Vice-Chairperson, and Secretary. The officers of the Board shall be elected positions. Except as otherwise approved by the Board for good cause shown, nominations shall be made and voted on during the first meeting of each calendar year. Nomination may be made by any trustee for any position. All positions shall be elected by a majority vote. If on the first ballot, no candidate receives a majority vote, there shall be a second ballot of the two candidates receiving the most votes. Elections may be by secret ballot if a trustee so desires. Terms of office shall be for a period of twelve (12) months, provided, however, that a trustee may continue to serve as an officer until a successor is elected. Any officer may be removed from office by a majority of the Board whenever, in the Board's judgment, the best interest of the District will be served thereby.

The officers of the Board 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. If neither the Chairperson nor the Vice-Chairperson is present at a meeting of the Board, any member of the Board may serve as a Temporary Chairperson by election of the members present, for that meeting only.

SECRETARY -- The Secretary shall be responsible for the minutes and records of the Board; preparation of agenda of regular and special meetings; notification of meetings to trustees and the public; 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.

ARTICLE IV - Meetings

Regular meetings of the Board will be conducted as needed in the offices of the District, the chambers of the Commission, or at such other place accessible to the public as may be determined by the Board from time to time, and shall be held monthly unless otherwise determined by the Board. A majority of the trustees shall constitute a quorum of the Board. When a quorum is not present, the meeting may be postponed or the trustee acting as Chairperson for the meeting may proceed with conducting the meeting with less than a quorum, provided that the trustees present must vote unanimously in order to approve or disapprove of any matter and any such vote shall not be effective unless the matter voted upon is submitted in writing to all of the trustees absent and approved in writing by at least one of their number without objection by any trustee concerning the vote on the matter at a meeting conducted with less than a quorum. In the event that any trustee objects in writing to said vote, the matter shall be tabled until the next meeting of the Board.

A special meeting may be called by the Chairperson at any time or upon a written request to call a special meeting by two (2) trustees. The notice of such meeting shall specify the purposes of such a meeting and no other business may be considered except by approval of a majority of the Board. The Secretary shall notify all members of the Board in writing not less than five (5) days in advance of such meeting.

Notwithstanding anything to the contrary in these by-laws, 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 by conference call, video conference communication systems, or other similar electronic communication systems, provided that the means utilized is made available to each trustee and to the public.

ARTICLE V – Committees

The Board may from time to time establish committees to assist in discharging its responsibility for the operation and control of the District. Such committees may be standing committees or may be ad-hoc committees. Committees shall have the powers and duties as authorized by the Board.

ARTICLE VI – Public Hearings

The Board may from time to time hold public hearings when such hearings will be in the public interest and shall hold such public hearings as and in the manner required by law. Any 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 reasonable time limits for parties in interest to participate in the hearing.

ARTICLE VII – Employees of the Board

The Board may employ and fix the compensation of such staff as may be necessary to discharge the business and purposes of the District.

The Board may assign such title and delegate such operational and management responsibilities to such staff as the Board may determine.

The Board shall select a Treasurer, who may be either a trustee or other qualified person. The Treasurer so selected shall give such bond as may be required by the Board. The Treasurer shall provide the Board with an accounting of all funds of the District. The Treasurer shall be responsible for the preparation of the 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 Board shall employ a registered professional engineer to perform the functions of a chief engineer including advising on technical matters regarding planning, construction, and maintenance of the sewers and treatment facilities of the District and under such terms and conditions as the Board may determine. Such employment shall be approved by a majority of the Board.

ARTICLE VIII - 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 such trustee shall not vote on such matter or take any action with a tendency to influence the vote on such matter. The Board may determine that a conflict of interest exists for a trustee with respect to any matter and may, by a majority vote, exclude that trustee from voting on and participating in discussion relating to the matter.

Notwithstanding the foregoing, the disqualified trustee may provide information relating to such matter to the Board upon request by the Board.

ARTICLE IX – Sunshine Law

The Board and District shall conduct its business in compliance with the provisions of the Missouri Sunshine Law, Chapter 610, RSMo, and the Board shall adopt policies to facilitate such compliance.

ARTICLE X – Amendment

These bylaws may be amended or repealed by a majority vote of the Board, provided that such amendment or repeal has been announced at a previous meeting and notice of the proposed amendment or repeal has been provided at least seven (7) days prior to the meeting on which such amendment or repeal is to be considered by the Board. These bylaws shall be reviewed annually at the first meeting of the Board held in each calendar year.

Adopted by Board Resolution, February ___, 2023.

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