

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

**ARTICLE I – Objectives– Purpose of the Board**

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

**ARTICLE II –Members of the Board– Trustees**

The Boone County Commission (hereinafter “Commission”) shall appoint five trustees to the Board. ~~A member of the County~~ The Commission shall be among the appoint a member of the Commission as one of the five appointed trustees. ~~The term of each Board member~~ trustee shall be five years, except that the County Commissioner member of the Commission appointed to the Board shall serve no longer than the expiration of their term. ~~The on the Commission.~~ The Commission shall make reasonable efforts to stagger the terms of the other trustees shall be staggered so as much as is possible to avoid more than one vacancy ~~per~~ 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, ~~to be approved by the County Commission~~ 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 ~~County~~ Commission to remove a trustee or to repeal the resolution appointing said trustee.

ARTICLE III - Officers of the Board

The ~~offices~~officers of the Board shall consist of a:

- Chairperson
- Vice-Chairperson
- and Secretary
- ~~Assistant Secretary~~
- ~~Treasurer~~
- ~~Chief Engineer~~

~~The Chairperson, Vice-Chairperson and Secretary.~~ The officers of the Board shall be elected positions. Nominations 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 Board member trustee for eachany 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 havingreceiving the most votes. Elections may be by secret ballot if a Board member trustee so desires. Terms of office shall be for the nexta period of twelve (12) months. The Assistant Secretary, Treasurer and Chief Engineer positions shall, provided, however, that a trustee may continue to serve as an officer until a successor is elected. Any officer may be appointedremoved from office by a motionmajority of the Board properly passed. The officeswhenever, 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.

~~**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. If 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 at a meeting of the appointed time 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~~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~~

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 removed determined by the Board 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. time to time, and shall

#### 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 unless otherwise determined by the Board.~~ A majority of ~~three (3) of the membership of the Board~~the trustees shall constitute a quorum ~~of the Board.~~ When a quorum is not present, the meeting ~~shall~~may be postponed ~~and rescheduled by or~~ the ~~presiding officer;~~ ~~provided, however, that~~trustee acting as Chairperson for the ~~presiding officer~~meeting may ~~conduct~~proceed with conducting the meeting with less than a quorum ~~subject to the following restrictions: first, those member of the Board then,~~ provided that the trustees present may~~must~~ vote unanimously ~~vote~~in order to approve or disapprove of any matter, ~~but and any~~ such vote shall not be ~~binding and~~ effective unless the matter voted upon is submitted in writing to all of the ~~trustees~~ ~~absent~~ ~~members in writing~~ and approved in writing by at least one of their number without objection by any ~~member~~trustee concerning the vote on the matter at a meeting conducted with less than a quorum, ~~and second, in.~~ In the event that any member of the Board~~trustee~~ objects in writing to ~~the said~~ ~~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~~

~~A special meetings. It shall also~~meeting may ~~be the duty of~~called by the Chairperson at any time or upon a written request to call ~~such a~~ special meeting ~~when requested to do so in writing~~ by two (2) ~~members of the Board~~trustees. The notice of such a meeting shall specify the purposes of such a meeting and no other business may be considered except by approval of a 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~~meeting.

Notwithstanding anything to the contrary in these ~~bylaws~~by-laws, in case of an emergency or other extraordinary ~~circumstance~~circumstance or at the discretion of the Board, a ~~quorum~~ of the Board may meet in the most expeditious manner possible, including by conference ~~calls~~call, video conference communication systems, or other similar electronic communication

systems, provided ~~a proper record is kept and that the communication system means~~ utilized is made available to each ~~member of trustee and to the Board~~ public.

#### ARTICLE V – Public Hearings Before the Board – Committees

The Board may, ~~at~~ from time to time establish committees to assist in discharging its ~~discretion, 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 ~~it deems that~~ such hearings will be in the public interest. ~~Notice of~~ and shall hold such public hearings ~~shall be published at least once in a newspaper of general circulation or such other requirement mandated by states and in the manner required by law, the first publication being not less than five (5) days prior to the meeting. The.~~ 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 ~~proponents and opponents~~ parties in interest to participate in the hearing.

#### ARTICLE VI – VII – Employees of the Board

The Board may employ ~~staff including but not limited to: clerks, attorneys, assistants, and a professional engineer as Chief Engineer~~ fix the compensation of the District, such staff as may be ~~deemed~~ necessary ~~by the Board~~ to discharge the business and purposes of the District.

Appointments

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 made 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 vote (3) of the membership of the Board.

#### **ARTICLE VHVIII - Conflict of Interest**

Any Trustee 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 such trustee shall not vote or on such matter or take any action with a tendency to influence the vote on such matters. However, nothing contained herein shall prohibit a disqualified member 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 providing information regarding or voting on and participating in discussion relating to such matters, at the Board's request. matter.

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

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

Adopted by Board Resolution, February \_\_\_\_, 2023.

