BYLAWS OF THE ELKHART COUNTY REGIONAL SEWER DISTRICT

Article I

Purpose

1. Name. The name of this organization, as a political subdivision of the State of Indiana, is the "Elkhart County Regional Sewer District" (hereinafter referred to as "District").

2. Purpose. The purpose for which the District is formed is to provide for the collection, treatment and disposal of sewage within and without the District's territories and to 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 powers set forth in Indiana Code Article 13-26, as amended. Provided, however, that the District will continue to be subject to Rules and Regulations of Indiana Department of Environmental Management, all as contemplated by said Statutes.

Article II

Board of Trustees

1. Composition. The Board of Trustees is composed of eleven Trustees. Seven of the Trustees are voting members with appointments consisting of one Trustee appointed by the Osolo Township Trustee and Township Board; two Trustees appointed by the Elkhart County Commissioners; one Trustee appointed by the Elkhart County Council; one Trustee appointed by the Mayor of the City of Elkhart; one Trustee appointed by the Mayor of the City of Goshen; one Trustee appointed by the Mayor of the City of Nappanee. Four of the Trustees are non-voting members with appointments consisting of one Trustee appointed by the Middlebury Town Council; one Trustee appointed by the Millersburg Town Council; one Trustee appointed

by the Wakarusa Town Council; and one Trustee appointed by the New Paris Conservancy District Board.

2. Initial Term. The initial appointment to the Board of Trustees was limited in duration as follows: the Osolo Township Appointee - 1 year; the Elkhart County Commissioners' Appointees - 2 years each; and the Elkhart County Council's Appointee - 3 years. The initial appointment to the Board of Trustees by the Mayor of the City of Elkhart, Mayor of the City of Goshen, the Mayor of the City of Nappanee, the Middlebury Town Council, the Millersburg Town Council, the Wakarusa Town Council, and the New Paris Conservancy District Board was 4 years in duration, for each such appointment. The current term end date for each appointment is as follows: Osolo Township Appointee: January 5, 2026; both Elkhart County Commissioners' Appointees: January 5, 2027; the Elkhart County Council's Appointee: January 5, 2024; and the Mayor of the City of Elkhart, the Mayor of the City of Goshen, the Mayor of the City of Nappanee, the Middlebury Town Council, the Millersburg Town Council, the Wakarusa Town Council, and the New Paris Conservancy District Board : January 5, 2025.

3. Length of Appointments. After the expiration of the initial term of the above appointments, all subsequent appointments by the respective appointing body have been and will continue to be for terms of four years each. Upon a vacancy on the Board of Trustees prior to the expiration of the Trustee's appointed term, for any reason, the appointing authority for that Trustee will appoint a replacement Trustee, within 30 days of the notice of vacancy, to complete the term of the Trustee who vacated the office. Any replacement Trustee will be appointed to serve the remainder of the four-year term.

Article III

Meetings of the Board

1. Regular Meetings. Unless otherwise approved by a majority of the District Board of Trustees at a public meeting, the District will hold regular meetings on the first Wednesday of each month at 6:30 p.m., at the Elkhart County Public Service Building at 4230 Elkhart Road, Goshen, Indiana.

2. Special Meetings. Special meetings of the Board of Trustees may be called at any time by the President of the Board or by a majority of the Trustees. Notice of such meeting, stating the date, time, and place, must be given to all members of the Board of Trustees not less than 48 hours before the time set for such a meeting.

3. Other Meetings. The Board of Trustees may engage in other meetings, including executive sessions, as permitted by Indiana law.

4. Form of Notice. Any written notice required to be given of any meeting of the Board is proper if given to each member of the Board either personally, by regular United States mail, or by e-mail. Members of the Board of Trustees may waive any delay in such notice by attending the meeting or providing written waiver of the notice requirement to the President or Secretary of the Board.

5. Committees. The Board of Trustees may establish committees as necessary to conduct committee business as permitted by Indiana law. Notice of such committee meetings must comply with Indiana law. All committees established by the Board of Trustees will operate under the general supervision of the Board.

Article IV

Procedures at Meetings

1. Agenda. The Board may, but is not required to, have an agenda for any meeting of the Board. If the Board has an agenda, changes to the agenda must be approved by a majority of the Board during the meeting.

2. Voting. At all meetings of the Board of Trustees, all questions, the manner of deciding which is not specifically regulated by Statute or subject to control by the Indiana Department of Environmental Management, will be determined by a majority vote of the Trustees entitled to vote at such meeting.

3. Quorum. The presence of at least four Trustees entitled to vote at such meeting is necessary to constitute a quorum for the transaction of business at any meeting, but a lesser number may adjourn to some future time and the Secretary of the District will give notice to each Trustee entitled to vote who was absent from such meeting.

4. Virtual Meetings. To the extent permitted by Indiana law, the Board of Trustees may adopt a virtual meeting policy that allows participation by voting or non-voting members by virtual means as authorized by Indiana law.

Article V

Officers of the Board

1. Officers. The officers of the District are President, Secretary, and Treasurer. The Board may appoint such other officers of the District as it desires and may prescribe their responsibilities and duties.

2. Terms of Office. All officers of the District will be elected annually by the Board

of Trustees and each will hold office for a term of one (1) year or until their successors are duly elected.

3. Duties of Officers. The duties and powers of the officers of the District are as follows:

a. President. The President presides at all meetings of the Board of Trustees and may cause to be called regular and special meetings of the Board of Trustees in accordance with these Bylaws. Unless designated otherwise by action of the Board of Trustees, the President may sign and make all contracts and agreements in the name of the District, subject to the approval of the Board of Trustees, and will enforce these Bylaws and perform all of the duties incident to the position and office and which are required by law.

b. Secretary. The Secretary of the Board will keep, or cause to be kept, in an electronic format, a true and complete record of the proceedings of Board meetings, and will perform a like duty, when required, for all committees appointed by the Board. The Secretary may use District staff or outside contractors to assist with record-keeping responsibilities. The Secretary may attest the execution by the District of all deeds, leases, agreements and other official documents and, if necessary, acquire and affix the corporate seal thereto. The Secretary will also attend to the giving and serving of all notices of the District required by law or by this Code of Bylaws. In general, the Secretary will 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.

c. Treasurer. The Treasurer will be in charge of the care and custody and, to the extent required by Indiana law, be responsible for all the funds and securities of the District. The Treasurer may deposit or invest, or cause to be deposited or invested, all such funds in the

name of the District in such bank or banks, trust company or trust companies, as the Board of Trustees may designate, and the Treasurer may designate specific Board members and/or staff with monetary limits to sign, make and endorse the name of the District upon all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of the same and receipt thereof, under the direction of the Board of Trustees. The Treasurer will ensure a statement of the condition of the finances of the District is provided at each regular meeting of the Board of Trustees and at such other times as may be required of him. The Treasurer must 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 Sewer District within the meaning of Indiana Code Article 13-26, as amended.

Article VI

Staff/Independent Contractors of the District

1. Hiring Staff/Independent Contractors. All hiring of staff and independent contractors of the District must be approved by the Board.

2. Terms of Employment/Engagement. The Board of Trustees may adopt rules and policies governing staff and independent contractors performing work for the District. In addition to such rules and policies, the Board must approve any terms governing such employment or engagement by staff or independent contractors.

3. Termination of Staff and Independent Contractors. Any decision to terminate a staff member or independent contactor must be approved by the Board and must comply with all contractual and legal obligations.

Article VII

Rules and Regulations

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

Article VIII

Amendments

These Bylaws may be altered, amended, repealed, or added to by an affirmative vote of five out of the seven Trustees entitled to vote on questions before the Board of Trustees at any regularly called or specially called meeting.

APPROVED the 12th day of July, 2023.

Scott Robinia, President

Gale Gerber, Member

Chris Godlewski, Treasurer

George Cornish, Member

Mary Cripe, Secretary

Daragh Deegan, Member

Dustin Sailor, Member