

## CAPE GIRARDEAU COUNTY REORGANIZED COMMON SEWER DISTRICT BY-LAWS

These bylaws are formulated to adhere to Chapter 204 Missouri Revised Statutes (RSMo 204). Should any Article or item in these bylaws be contrary to RSMo 204, then the RSMo 204 regulations will apply and supersede the Article or item in these bylaws.

The invalidity, illegality, or unenforceability of any provision of these bylaws or the occurrence of any event rendering any portion or provision of these bylaws void shall in no way affect the validity or enforceability of any other portion or provision of these bylaws. Any void provision shall be deemed severed from these By-Laws, and the balance of the bylaws will remain as if these bylaws did not contain the particular portion or provision held to be void. The Board will agree to amend these bylaws to replace any stricken provision with a valid provision that comes as close as possible to the intent of the stricken provision

### ARTICLE I – Objectives of the Board

The objectives and purpose of the Cape Girardeau County Reorganized Common Sewer District, Board of Trustees (hereinafter referred to as the Board) is to assume long-range responsibility for wastewater disposal within the District, except for those facilities operated by a municipality, in order to improve and maintain the health and welfare of the residents of the District and the water quality of receiving waters.

The Board shall operate according to the provisions of Chapter 204 RSMo, titled Common Sewer Districts in Certain Areas and will adhere to all aspects of Missouri's Sunshine Law, RSMo Chapter 610.

### ARTICLE II – Members of the Board

The Cape Girardeau County Commission shall appoint five (5) trustees to the Board. A member of the County Commission shall be appointed to the Board as an ad-hoc member. The term of each Board position shall be five years; except that the ad-hoc County Commission member shall not serve beyond the expiration of his or her term as members of such governing body of the county. The terms of the board of trustees shall be staggered so as to establish one vacancy per year. The trustees may be reimbursed expenses incurred in the performance of their duties 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.

Additional requirements of Board Members are found in RSMo 204.300 and RSMo 204.610

### ARTICLE III -- Officers of the Board

The offices of the Board shall consist of the following:

President

Vice-President

Secretary

Treasurer

Member-at-large

The President, Vice-President, Secretary and Treasurer shall be elected positions. Nominations shall be made and voted on during the first meeting of each fiscal year beginning July 1. 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 (1) vote. If on the first ballot, no candidate receives a majority vote, there shall be a second ballot of the two (2) candidates having the most votes. Elections may be by secret ballot if any one or more Board member so desires. Terms of office shall be for the next twelve (12) months. The offices of the District shall have the following duties and responsibilities:

**PRESIDENT:** The President 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. The President shall be the co-signer for any payment from the Board for over \$3,000.

**VICE-PRESIDENT:** The Vice- President of the Board shall assume the duties of the President whenever the President is unable to perform such duties or whenever the President shall disqualify himself of 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 carries out by a secretary. The administrative staff of the District, if any, shall assist the Secretary of the Board.

**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 the budget, prompt payment of principle 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 the Board may appoint another qualified individual. The Treasurer will have primary signatory authority

for District remittance or payments, with the President being co-signer on amounts over \$3,000.00.

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

**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 of another qualified individual.

**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. Three (3) consecutive absences or four (4) absences in any twelve consecutive months may be grounds for removal from the Board at the discretion of the Board.

#### ARTICLE IV – Meetings of the Board

Regular meetings will be held on a monthly basis in a suitable location mutually approved by the Board by consensus. 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 members of the Board then present may unanimously vote to approve or disapprove or 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 (1) 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 President may call special meetings. It shall also be the duty of the President 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 no less than five (5) days in advance of such special meeting, by electronic mail or in writing. All meetings shall be

open to the general public in compliance with the Sunshine Law, except as provided in said law.

In case of an emergency or other extraordinary circumstance, a quorum of the Board may meet in the most expedition manner possible, including conference calls, provided a proper record is kept.

Suitable notice and posting of scheduled meetings will be accomplished by the Secretary and/or President of the Board with at least 24 hours notice as provided by the Sunshine Law 610.020.

#### 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, the 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 President, with consent of the majority of the Board, can establish time limits for individual speakers.

#### 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 a previous meeting and written qualification of the proposed amendment has been mailed ten (10) days prior to the meeting on which it is to be voted. These By-laws will be reviewed annually at the first meeting held each fiscal year.