

2-16-22

**AMENDED AND RESTATED BYLAWS
OF
LAKELAND REGIONAL SEWER DISTRICT**

Article I

Name and Purpose

Section 1. Name. The name of this organization, as a political subdivision of the State of Indiana, shall be the Lakeland Regional Sewer District (hereinafter the "District").

Section 2. Purpose. The purpose for which the District is formed is to provide for the collection, treatment, and disposal within the District and to do everything necessary, proper, advisable, or convenient for the accomplishment of any powers set forth in Indiana Code § 13-26, *et seq.*, as amended, and all statutes, rules, and regulations relating thereto. Provided, however, that the District shall continue to be subject to the rules and regulations of the Indiana Department of Environmental Management, all as contemplated by said statutes, rules, and regulations.

Section 3. Authority. Pursuant to Indiana Code § 13-26-5-2(4) and § 13-26-5-3, the Board of Trustees of the District (the "Board") may adopt, amend, and repeal bylaws for the administration of the District's affairs, including rules and regulations for the procedure of the Board's actions and other lawful subjects necessary to the operation of the District and the exercise of the powers granted by statute.

Article II

Appointment of Board Members (Trustees)

Section 1. Constitution of Board of Trustees, Appointment and Terms. The number, manner of selection and terms of the Board shall be as follows:

1. The District Board shall be seven (7) Trustees.
2. The initial Board shall be appointed as follows:
 - A. One (1) Trustee shall be appointed by the Kosciusko County Council for a term of one (1) year.
 - B. One (1) Trustee shall be appointed by the Kosciusko County Council for a term of three (3) years.

C. One (1) Trustee shall be appointed by the Kosciusko County Council for a term of four (4) years.

D. One (1) Trustee shall be appointed by the Kosciusko County Board of Commissioners for a term of two (2) years.

E. One (1) Trustee shall be appointed by the Kosciusko County Board of Commissioners for a term of four (4) years.

F. One (1) Trustee shall be appointed by the Kosciusko County Board of Commissioners to represent the Kosciusko County Health Department that is recommended to the Kosciusko County Board of Commissioners by the Kosciusko County Health Department for a term of three (3) years.

G. One (1) Trustee shall be appointed by the Kosciusko County Board of Commissioners for a term of one (1) year.

i. For the initial Board, this trustee shall be appointed by the Kosciusko County Board of Commissioners and shall serve until a treatment option is determined by the District's board. Once a treatment option is determined by the District, this trustee shall be appointed as follows:

a. Treatment Option A — If sewage treatment for the District will be provided in cooperation and under written agreement with a town, a municipality, or a private corporation, then that entity shall appoint this Board member.

b. Treatment Option B — If sewage treatment for the District will be provided by a facility that is owned and operated by the District, then the Kosciusko County Board of Commissioners shall appoint this Board member.

Upon the expiration of the above initial appointments, all appointments by the appointing bodies shall be for terms of four (4) years.

Section 2. Vacancy. Upon a vacancy on the Board, for any reason, the appointing authority for that Trustee shall appoint a replacement Trustee to complete the term of the Trustee who vacated his/her office within forty-five (45) days.

Section 3. Removal. Any Trustee may be removed from office, for cause, by a vote of two-thirds of the Board. For the purposes of this section, “for cause” shall mean any action or inaction of any Trustee that results in the substantial diminution of the Trustee’s ability or willingness to perform his or her duties or otherwise compromises trust of the public in the Board or the Trustee, including, but not limited to:

1. excessive absence from regularly scheduled Board meetings (excessive absences shall mean the failure to attend at least seventy-five percent (75%) of regularly scheduled meetings of the Board as determined by the preceding one year period);
2. physical or mental incapacity resulting in the failure to adequately perform the requirements of office;
3. personality characteristics which substantially limit the Trustee’s ability to perform his or her duties or which prevent his or her fellow Trustee’s ability to perform their duties (such as habitual intoxication by the use of drugs or alcohol);
4. conviction of a felony offense;
5. conviction of any offense in any criminal or civil matter involving crimes similar in nature to forgery, theft, embezzlement, or fraud; and
6. actions or inactions that severely limit or prohibit the implementation of Board decisions or policies.

At any meeting whereby a vote shall be taken to remove any Trustee, at least one (1) week prior to the meeting, such Trustee and the appointing authority shall receive written notice of the specific cause for removal. At any time prior to the meeting, the Trustee may provide the remaining Board with a written response to the allegations of cause of removal. At such meeting, the Trustee shall also be given the opportunity to respond to the alleged cause. Upon consideration of the facts, the Board shall vote in accordance with the requirements of this section. Upon the affirmative vote in favor of the removal of the Trustee in accordance with the terms of this section, the appointing authority for that Trustee shall appoint a replacement Trustee to complete the term of the Trustee who was removed from office within forty-five (45) days of removal.

Article III
Meetings of the Board

Section 1. Regular Meetings. Unless otherwise provided for herein, the District shall meet at 6:00 P.M. on the third Wednesday of each month at the District's Wastewater Treatment Plant and Office, 5002 E 100 N, Warsaw, Indiana.

Section 2. Special Meetings. Special meetings of the Board may be called at any time by the President of the Board or by a majority of the Trustees and notice of such meeting, stating the date, time and place, shall be given to all members of the Board not less than two (2) days before the date set for such a meeting.

Section 3. Form of Notice. Any written notice required to be given of any meeting of the Board shall be proper if given to each member of the Board either personally, by regular United States mail, by telegram, by facsimile transmission, or by email.

Article IV
Procedures at Meetings

Section 1. Voting. At all meetings of the Board, all questions, the manner of deciding which is not specifically regulated by statute or subject to the control by the Indiana Department of Environmental Management, shall be determined by a majority vote of the entire Board.

Section 2. Quorum. The presence of at least four (4) Trustees shall be necessary to constitute a quorum for the transaction of business at any meeting.

Section 3. Order of Business. The regular order of business at all meetings of the Board shall be as follows:

1. Roll Call;
2. Report of Secretary on giving notice of meeting;
3. Approval of minutes of preceding meeting;
4. Reports of officers, consultants and staff;
5. Reports of Committees;
6. Old Business;
7. New Business.

Section 4. Consent Agenda. Any item of business before the Board may be placed on a consent agenda to be voted upon as a group unless otherwise required by statute, regulation, or rule.

Section 5. Action at Regular and Special Meetings. At all regular and special meetings of the Board, it shall be valid for the Board to act on any subject within the power of the Board and the District.

Article V
Officers of the Board

Section 1. Officers. The Officers of the District shall be:

1. President;
2. Vice President;
3. Secretary; and
4. Treasurer.

Section 2. Terms of Office. All officers of the District shall be elected annually by the Board and shall hold office for a term of one (1) year or until their successors are duly elected.

Section 3. Duties of Officers. The duties and powers of the officers of the District shall be as follows:

1. President. The President shall preside over all meetings of the Board and shall cause to be called regular and special meetings of the Board in accordance with these By-Laws. The President shall sign and make all contracts and agreements in the name of the District, subject to the approval of the Board and shall enforce these By-Laws and perform all of the duties incident to the position and office and which are required by law.
2. Vice-President. During the absence and inability of the President to render and perform the duties or exercise the powers as set forth in these By-laws or in the acts under which this District is organized, the same shall be performed and exercised by the Vice-President; and when so acting shall have all the powers of and be subject to all the responsibilities hereby given or imposed upon such President.
3. Secretary. The Secretary of the Board shall attend all meetings of the Board and keep, or cause to keep, in a book provided for the purpose, a true and complete record of

proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board. The secretary shall attest the execution by the Corporation of all deeds, leases, agreements and other official documents and shall, if necessary, affix the corporate seal thereto; shall attend to the giving and serving of all notices of the corporation required by this Code of By-Laws or by law; and in general shall perform all duties pertaining to the office of Secretary of the Board and such other duties as this Code of By-Laws or the Board may prescribe. In the absence of the Secretary at any meeting, the Board shall elect an acting Secretary to carry out the duties of the Secretary.

4. Treasurer. The Treasurer shall act as the Chairman of the Finance Committee, shall have the care and custody and be responsible for all the funds and securities of the District, and shall 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 may designate. The Treasurer shall render a statement of the condition of the finances of the District at each regular meeting of the Board and at such other times as shall be required of him. The Treasurer shall 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 Waste District within the meaning of Indiana Code § 13-26, *et seq.*, as amended.

5. All Officers. Each Officer may, together with the countersignature of one other Officer, 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 President of the Board; any Officer may do the same individually only if the amount thereon does not exceed Ten Thousand Dollars (\$10,000.00). Transactions may not be artificially split so as to frustrate the purposes of the limitation herein this subsection.

Article VI

Staff of the District

Section 1. Utility Manager of District. The Utility Manager of the District shall be selected by the Board by the affirmative vote of a majority of the Trustees. The Board shall fix the length and term of the Utility Manager's employment, which may be indeterminate.

The Utility Manager of the District shall be the chief executive officer of the District, and subject to the control of the Board, the Utility Manager shall manage, direct, and be responsible for the conduct of all affairs of the District, except those which by law or these By-laws are made the specific responsibility of the Board, the President of the Board or another officer of the Board. Provided, however, the Utility Manager shall not have the authority to employ or discharge professional consultants such as accountants, engineers and attorneys. The Utility Manager shall attend all meetings of the Board, Committee Meetings, and shall report upon the affairs of the District.

The Utility Manager of the District shall have the power, in the name of the Corporation and/or the District, to make and execute all contracts and written instruments made in the ordinary course of the operations of the District except those which must be specifically approved and authorized by the Board. Should the Utility Manager become incapacitated, at the next following Board Special or Regular Meeting the Board shall elect a successor for the time period in which the Utility Manager is incapacitated. The Board shall annually review and evaluate the performance of the Utility Manager.

Section 2. Other Officers of the District. The Board may appoint or employ such other officers and/or employees of the District as it desires and may prescribe the responsibilities and duties including delegation of duties and responsibilities of the Secretary and Treasurer which are in the nature of day to day operations of the office and the works of the District

Section 3. Other Staff. All other staff of the District shall be employed by the Board, subject to the rules and policies as may from time to time be established by the Board.

Article VII

Committees of the Board of Trustees

Section 1. Permanent Committees of the Board.

1. Budget and Finance Committee. The Budget and Finance Committee shall consist of the Treasurer and two (2) Board members appointed by the President and approved by the Board. The committee has the function of preparing the budget each year in cooperation with the Utility Manager. In addition, the committee shall monitor, assist in revisions, and

report to the Board monthly on the status of the budget or matters affecting the financial condition of the District.

2. Personnel and Benefits Committee. The Personnel and Benefits Committee shall consist of three (3) members of the Board appointed by the President and approved by the Board. The Committee shall recommend wage or salary changes for staff (other than the Utility Manager) each year, review personnel policies, provide revisions as needed for Board approval, and monitor the District safety program.

3. Construction and Capital Committee. The Construction and Capital Committee shall consist of three (3) members of the Board appointed by the President and approved by the Board. The Committee shall review all construction projects and recommend to the Board for project approval, modification or disapproval. Additionally, the Committee shall review the capital needs of the District in coordination with the Utility Manager and recommend to the Board the expenditure for capital needs. The Committee shall also evaluate the cost-effectiveness, feasibility and efficiency of all construction projects.

4. Other Committees. At any regular or special meeting thereof, the Board may designate such other special and/or permanent committees of the Board as the Board may from time to time, deem necessary or desirable, which committees shall have such members and functions as the Board may prescribe and shall operate under the general supervision of the Board.

Article VIII

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 throughout the District and the manner of providing said services by the District, which rules and regulations shall include an appeal process to be available to all freeholders or legally interested parties for appealing decisions of the Board, Utility Manager or other representatives of the District.

Article IX

Execution of Contracts and Other Documents

Section 1. Approval and Authorization of the Board. Except as otherwise expressly authorized by Resolution of the Board or these By-Laws, all contracts and other written instruments relating to the acquisition or disposition of real estate or any interest therein, all contracts for new capital plant improvements and additions or for major alterations, repairs and rehabilitation to property owned by the Corporation and all change orders, and all contracts imposing financial obligations on the part of the Corporation unless the obligation was previously approved by the Board through the allocation of funds or pursuant to the District's policies or otherwise, shall be specifically approved and authorized by the Board.

Section 2. Other Instruments. All contracts and written instruments not requiring the specific approval and authorization of the Board shall be executed in the name of the Corporation and/or the District by the Utility Manager or a person duly authorized by the Utility Manager.

Article X
Indemnification

Section 1. Indemnification. To the extent not inconsistent with the law of the state of Indiana, every person (and the heirs and personal representatives of such person) who is or was a Trustee or Officer of the District shall be indemnified by the District against all liability and reasonable expense that may be incurred by them in connection with or resulting from any claim, action, suit or proceeding (a) if such Trustee or Officer is wholly successful with respect thereto or (b) if not wholly successful, then if such Trustee or Officer is determined to have acted in good faith, in what they reasonably believed to be the best interests of the District and, in addition, with respect to any criminal action or proceeding, is determined to have had no reasonable cause to believe that this conduct was unlawful. The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval), conviction, plea of guilty or plea of nolo contendere (or its equivalent) shall not create a presumption that a Trustee or Officer did not meet the standards of conduct set forth in this Section.

As used in this Section, the terms "claim, action, suit or proceeding" shall include any claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of the District), civil, criminal, administrative or investigative, or threat thereof, in which a Trustee or Officer of the District (or their heirs and personal representatives) may become involved, as a party or otherwise:

(1) by reason of their being or having been a Trustee or Officer of the District or of any Entity which they served as such at the request of the District, or

(2) by reason of their acting or having acted in any capacity in a partnership, association, trust or other organization or entity where they served as such at the request of the District, or

(3) by reason of any action taken or not taken by them in any such capacity, whether or not they continue in such capacity at the time such liability or expense shall have been incurred.

As used in this Section, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of, a Trustee or Officer.

As used in this Section, the term “wholly successful” shall mean (i) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against them, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification (i) if special independent legal counsel, which may be regular counsel of the District or other disinterested person or persons, in either case selected by the Board, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the District written findings that such director or officer has met the standards of conduct set forth herein, and (ii) if the Board, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which they rely for indemnification. The District shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee's findings which are within the possession or control of the District.

The rights of indemnification provided in this Section shall be in addition to any rights to which any such director or officer may otherwise be entitled. Irrespective of the provisions of this Section, the Board may, at any time and from time to time, approve indemnification of Trustees,

Officers, employees or other persons to the full extent permitted by the law of the State of Indiana, whether on account of past or future transactions.

Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the District (by action of the Board, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount unless they are entitled to indemnification.

Section 2. Insurance. The Board is authorized and empowered to purchase insurance covering the District's liabilities and obligations under this Section and insurance protecting the District's Directors, Officers, members, and employees.

Article XI
Conflict of Interest

Trustees, Officers, managers and key employees of the District are obligated to avoid and disclose all potential and actual conflicts of interest to the Board and, as required, remove themselves from a position of decision-making authority with respect to any conflict situation involving the District and its business. The Board shall develop a conflict of interest policy to be adhered to by all Trustees, Officers, managers and key employees.

Article XII
Nondiscrimination Statement

The District is a recipient of federal financial assistance from the U.S. Department of Agriculture (the "USDA").

In accordance with Federal civil rights law and USDA civil rights regulations and policies, the District is prohibited from discriminating on the basis of race, color, national origin, religion, sex, gender identity (including gender expression), sexual orientation, disability, age, marital status, family/parental status, income derived from a public assistance program, political beliefs, or reprisal or retaliation for prior civil rights activity, in any program or activity conducted or funded by USDA (not all bases apply to all programs). Remedies and complaint filing deadlines vary by program or incident.

The District is an equal opportunity provider.

Persons with disabilities who require alternative means of communication for program information (e.g., Braille, large print, audiotape, American Sign Language, etc.) should contact the responsible state or local agency that administers the program or USDA's TARGET Center at (202) 720-2600 (voice and TTY) or contact USDA through the Federal Relay Service at (800) 877-8339. Additionally, program information may be made available in languages other than English.

To file a complaint alleging discrimination, complete the USDA Program Discrimination Complaint Form, AD-3027, found online at http://www.ascr.usda.gov/complaint_filing_cust.html and at any USDA office or write a letter addressed to USDA and provide in the letter all of the information requested in the form. To request a copy of the complaint form, call (866) 632-9992. Submit your completed form or letter to USDA by:

- (1) mail: U.S. Department of Agriculture Office of the Assistant Secretary for Civil Rights
1400 Independence Avenue, SW Washington, D.C. 20250-9410;
- (2) fax: (202) 690-7442; or
- (3) email: program.intake@usda.gov.

Article XIII

Amendments

These By-Laws may be amended by the affirmative vote of a majority of the entire Board at any regular or special meeting, notice of which contains the proposed amendment. The adoption of these bylaws hereby repeals and replaces any previously adopted bylaws as of the date of written below.

*[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]
[SIGNATURE PAGE FOLLOWS]*

IN WITNESS WHEREOF, these By-Laws were duly adopted at a regular meeting of the Board of Trustees of the Lakeland Regional Sewer District, held on the 16 day of February, 2022, replacing and superseding in their entirety any By-Laws previously adopted.

Robert J. Murrain
Alan L. ...
Christy Shipley

Joe ...
Patrick ...
James P. ...