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Missouri Public
Service Commission

BYLAWS OF THE BOARD OF TRUSTEES OF THE JEFFERSON COUNTY PUBLIC SEWER DISTRICT

ARTICLE I - EXISTENCE; NAME OF DISTRICT

1. Order 6-20-2000A of the County Commission of the County of Jefferson, Missouri established the Jefferson County Public Sewer District pursuant to Chapter 249 of the Revised Statutes of the State of Missouri, Sections 249.430 through 249.668. The name of the district, in accordance with the name specified in the order of the County Commission creating the district, is the "Jefferson County Public Sewer District" (hereafter, the "District").

2. Order 11-28-2000A of the County Commission of the County of Jefferson, Missouri appointed the first Board of Trustees of the Jefferson County Public Sewer District (hereafter, the "Board") pursuant to Section 249.470 RSMo (Cum. Supp. 2000).

ARTICLE II - POWERS

The Board of Trustees shall be responsible for the control and operation of the District. The Board shall have those powers prescribed by law including the power to pass all necessary rules and regulations for the proper management and conduct of the business of the Board, and of the District; for carrying into effect the objects for which the District is formed; and as are incidental or necessary to the foregoing powers or to the accomplishment of the purposes of the Board in accordance with applicable law.

ARTICLE III - MEMBERS

1. Appointed Members. The members of the Board shall consist of those qualified persons who are appointed by the County Commission as provided in Section 249.470. Each

person appointed as a Board member shall serve for such term as is prescribed by Section 249.470 and until such member dies or resigns. A person who is appointed to replace a member of the Board, who has died or resigned, shall serve for the remainder of the term of the member who is being replaced and until such replacement member dies or resigns. The Board may recommend a candidate to the County Commission to fill any vacancy on the Board.

2. Qualifications of Members. To be qualified to serve as a member of the Board, a person shall meet the applicable requirements for membership in Section 249.470.

3. Compensation. Each appointed member shall serve without compensation, but shall be entitled to reimbursement of certain expenses, as provided in Section 249.470.

ARTICLE IV - MEETINGS; QUORUM; VOTING

1. Regular Meetings. The Board shall meet on an as needed basis. The Board may establish regular meeting dates by resolution adopted at any Board meeting that is called and convened with proper notice. A regular meeting may be canceled by action of the Board at its immediately preceding regular or special meeting if there is nothing on the agenda for the canceled meeting to be discussed or considered. A copy of the agenda for each regular meeting shall be posted in a public place at least 24 hours before the date and time of the meeting. No special notice of a regular meeting shall be required to be given to any member of the Board. Notice of meetings shall be provided in a manner consistent with Missouri law relating to the conduct of public meetings.

2. Special Meetings. The Chairperson of the Board or any three members of the Board may call special meetings of the Board. Notice of each special meeting, together with a copy of the agenda for the meeting, shall be sent to each member of the Board at least 24 hours before the date and time of the meeting.

3. Starting Time of Meetings. Meetings of the Board shall commence at a time and place contained in the meeting notice or as established by resolution of the Board. If a quorum is

not present at the designated time, the starting time of the meeting shall be extended until there is a quorum., but no later than one hour after the scheduled time. Matters scheduled to be heard at a meeting that is cancelled as hereby provided will considered at a subsequent meeting for which proper notice is provided.

4. Quorum for Action. A simple majority of the serving members of the entire Board shall constitute a quorum. No action shall be taken at a meeting of the Board in the absence of a quorum, except that the meeting may be adjourned to a subsequent date and time by majority vote of the members of the Board present at the meeting.

5. Required Vote for Action. Except as otherwise required by law or these bylaws, any action by the Board may only be pursuant to a resolution adopted by a majority of members of the Board present at a meeting at which a quorum is present.

6. Member Voting, Recusal. Each member of the Board who attends a meeting of the Board shall be entitled to cast one vote on all matters and resolutions brought to a vote; but if any member of the Board has a financial or other interest in a matter to be considered by the Board, such member shall disclose the existence of such interest and shall recuse himself or herself from consideration and discussion of the matter, and shall be disqualified from voting upon the matter. The minutes of the meeting shall record such disclosure and recusal, and that no vote on the matter was cast by such disqualified member.

7. Agendas. An agenda shall be prepared for each meeting and delivered to each member of the Board. Every agenda shall contain a brief description of all matters to be considered or discussed at the meeting, which shall include the following in the order listed:

- 1) Roll Call to Determine if a Quorum is Present
- 2) Approval of the Agenda for the Meeting
- 3) Approval of Minutes of Previous Meeting
- 4) Report to the Board by the Sewer District Engineer and Legal Counsel (on such matters as he, she or they deem appropriate or the Board may direct from time to time)

- 5) Old Business (being all matters considered or discussed at a previous meeting on which no action has been taken or which have been continued to the current meeting)
- 6) New Business (being all matters to be considered or discussed that are not Old Business)
- 7) Other matters properly before the Board
- 8) General Comments from the Public (may be moved to front of agenda)
- 9) Adjournment

The Board may take action at each regular and special meeting only on those matters appearing on the agenda for that meeting and, provided that the applicable requirements of Chapter 610 RSMo have been met, such other matters to which three-fifths or greater of the members of the Board present at the meeting consent by affirmative vote.

ARTICLE V - HEARINGS AND DELIBERATION

1. Public Hearings to be conducted at Meetings. All public hearings conducted by the Board regarding any matter shall be held coincident with meetings of the Board.

2. Rules for Public Hearings. The following rules shall apply to the taking of testimony and evidence in each public hearing at a meeting of the Board on any matter being considered by the Board:

- a. All persons who testify or present evidence, other than members of staff, the sewer district engineer and legal counsel shall be sworn.
- b. All documents submitted as evidence shall be marked with sequential identifying numbers.

The foregoing rules may be changed with respect to any matter being considered at a meeting by

the vote of a majority of the members of the Board present at the meeting.

3. Deliberation on Actions. Deliberations on any proposed action on a matter being considered at a meeting of the Board, including deliberations after a public hearing, shall be conducted in accordance with such rules for debate and deliberation as the Board may prescribe from time to time as being necessary for a full and fair consideration thereof.

ARTICLE VI - OFFICERS

1. Election. The officers of this Board shall consist of a Chairperson, Vice-Chairperson, Secretary, and Financial Officer who shall be elected from among the appointed members of the Board at the regular meeting in February of each year by majority vote of the members of the Board present at the meeting. Each officer shall serve for a term of one year and until a successor is elected or such officer dies, resigns or ceases to be a member of the Board.

2. Duties. The duties of the officers of the Board shall be as follows:

a. Chairperson

i. The Chairperson shall preside at all meetings of the Board and enforce its rules for hearings and deliberations.

ii. The Chairperson shall be an *ex officio* member of every committee established by the Board.

iii. The Chairperson shall sign documents on behalf of the Board or to evidence action by the Board.

b. Vice-Chairperson

i. During the absence of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson.

c. Secretary

i. The Secretary shall keep all minutes of meetings of the Board in a separate minute book as an official record of meetings, hearings,

deliberations and actions of the Board. The Secretary shall keep all evidence submitted to the Board on a matter with the minutes of the meeting at which the evidence was submitted or in a separate file to which such minutes refer.

ii. The Secretary shall give all notices and deliver all agendas for meetings as required by law or these bylaws.

iii. The Secretary shall be the official custodian of all records of the Board and of the Seal of the Board and District.

iv. The Secretary shall sign such instruments with the chairperson or other officers as may be required; and shall perform such other duties as from time-to-time may be assigned by the chairperson of the Board.

v. The Secretary may delegate the performance of the duties outlined in (i.) and (ii) above to a recording secretary.

d. Financial Officer

i. The Board shall appoint one of its members to serve as the Financial Officer for the District. The Financial Officer shall not hold another office on the Board.

ii. The Financial Officer shall be responsible for supervising receipts and expenditures for the District and shall supervise an annual audit of the Districts accounts.

iii. The Financial Officer shall be one of two signatories on all District accounts.

iv. The Financial Officer shall make a monthly report to the Board on District financial activity and account balances.

3. Death or Resignation. If an officer of the Board dies, resigns, or ceases to be a member of the Board, the Board may elect a successor by majority vote at any regular meeting or at a special meeting called for that purpose and at which a quorum is present. The successor shall be one of the members of the Board and shall serve the remainder of the unexpired term of such officer and until another successor is elected.

ARTICLE VII - COMMITTEE

The Board may appoint special committees of its members for such purposes as the Board determines. The proceedings of all such special committees shall be conducted as required by applicable law and in accordance with such rules as the Board may prescribe. Any special committee appointed by the Board may be dissolved by it at any time and shall automatically dissolve upon the expiration of such time or on such date as the Board may prescribe.

ARTICLE VIII - BOARD STAFF

Provided the Board anticipates it will have sufficient funds from sources provided or permitted by law to cover the expense thereof and that the anticipated expense thereof has been included in the relevant budget prepared as required in Article IX of these Bylaws, the Board may employ or contract with such persons as it may deem necessary for its work and for such services as it may require.

ARTICLE IX - BOARD BUDGETS AND EXPENDITURES

If the County Commission appropriates, or notifies the Board that it intends to appropriate, amounts for expenditures by the Board for a fiscal period, the Board shall adopt a budget for such expenditures which complies with the requirements for budgets of the County Commission, and Chapters 249 and 250 RSMo.

ARTICLE X - SEAL

The Board shall obtain and adopt a formal seal that shall consist of an embossing die that makes an impression upon paper. The impression shall contain at least the word **Seal**, the name **BOARD OF TRUSTEES** and the name **Jefferson County Public Sewer District**. After the seal is obtained, all documents intended to evidence action by the Board shall be impressed with the seal.

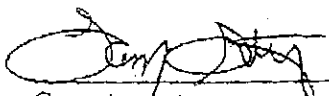
ARTICLE XI - AMENDMENTS

These bylaws may be amended at any regular meeting of the Board or at a special meeting of the Board called for that purpose as provided in these bylaws. A copy of any proposed amendment shall be given to each member at least five days prior to the meeting. The affirmative vote of at least the majority of all the serving members of the Board shall be necessary for the amendment of these bylaws.

ARTICLE XII - STATUTORY REFERENCES

All references in these bylaws to statutory sections are references to those sections in RSMo. 1994, as amended.

The undersigned Secretary of the Board of Trustees of the Jefferson County Public Sewer District hereby certifies that the foregoing are the bylaws of the Board of Trustees of the Jefferson County Public Sewer District as adopted by the Board by majority vote of its members present at a meeting on 12/6/06 at which a quorum was present.


Secretary LOREN STUCKMEYER