

**Public Water Supply District No. 9
Of
Boone County, Missouri**

**Article one
Name and Place of Business**

Section 1. The name of this corporation shall be Public Water Supply District No. 9 of Boone County, Missouri.

Section 2. The principal office of this District shall be located at 391 N. Rangeline Rd (Rt. Z), Columbia, Boone County, Missouri.

**Article two
Corporate Powers**

The management of the business and affairs of this District is vested in the Board of Directors, who may exercise all of the powers conferred upon this District to the extent permitted by the laws of the State of Missouri and in accordance with these Bylaws.

**Article Three
Purposes and Objectives**

The purposes and objectives of this District are to provide needed facilities and services in the use of water, ample in quantity and pure and wholesome in quality for household, domestic, garden, livestock, and other uses from common sources of supply to inhabitants of the District now denied such privileges and thereby promote the general public welfare, public health and sanitation, and make available conveniences not otherwise possible.

**Article Four
Elections**

Section 1. All persons residing within the boundaries of the District who are qualified voters within the meaning of Section 2 of Article VIII of the constitution of Missouri shall be entitled to vote at all elections of the District.

Section 2. All elections of the District shall be by ballot. The polling place or places shall be those fixed by the Board of Directors in its orders calling such elections. Regular elections shall be held annually on the first Tuesday in April or may be called and held annually on the first Tuesday in June in accordance with the election laws of the State of Missouri in the event the Board, acting in cooperation with the County Clerks of Boone and Callaway Counties believe that it would be more advantageous to hold the annual election the first Tuesday in April. The elections shall be conducted by the Water District or the District may request, or be required under the law, that the election be called and conducted by the County Clerks of Boone and Callaway counties. Special elections may be held on

any date fixed by the Board of Directors so long as in compliance with the election laws of the State of Missouri.

Section 3. There shall be four judges of election for each polling place, or such number as may be set by the various county clerks conducting the elections, and such judges may be appointed by the Board of Directors or selected by the various county clerks conducting the election. The manner of conducting elections of the District and the hours of voting shall be the same as provided by law for State and County elections. The judges of elections shall select two of their number to serve as clerks. Returns of elections shall be made to the various County Clerks, or to the Board of Directors if the election is being conducted by the Water District, and the returns shall be canvassed by the Board and the results spread upon the records of the Water District.

Article Five

Board of Directors

Qualifications, Terms, and Organization

Section 1. The Board of Directors shall consist of five members, each of whom shall be a voter of the District and of the Sub-District for which he or she seeks office, and shall have resided in said Sub-District (1) whole year next before his election; shall be at least twenty-five (25) years of age and shall not be delinquent in the payment of taxes at the time of his election. Each Director shall be elected for a term of three (3) years and until his successor is elected and has qualified. The terms of the office of each Director shall be for staggered terms in accordance with the laws of the State of Missouri. Vacancies in office of Board Members shall be filled for the unexpired term by the remaining members of the Board; provided, should any vacancy occur more than six (6) months prior to the expiration of the term in which the vacancy occurs, the Board shall call a special election to fill the vacancy. Members of the Board of Directors shall serve without pay.

Section 2. Within thirty (30) days after appointment or election of the Board, or on the date of the first regular meeting after appointment or election of the Board, whichever is earlier, the Board shall meet and organize, selecting one (1) of its members as President and one (1) Vice-President. It shall also select a Clerk and a Treasurer, neither of whom shall be members of the Board. The President and Vice-President shall serve for one (1) year and until their successors are selected and qualified.

Article Six

Powers and Duties of Directors

The Board, subject to restriction of the laws of the State of Missouri, shall exercise all the powers of the District and without prejudice to or limitation upon the Board's general powers, it is hereby given, full power and authority to act on behalf of the Water District and in the name of the Water District in respect to the following matters:

- (A) To sue and be sued.
- (B) To purchase, drill wells, construct surface impoundments, or otherwise acquire water and water rights for the uses and purposes of the District.

- (C) To accept by gift any funds or property for the uses and purposes of the District.
- (D) To dispose of property belonging to the District, under the conditions expressed in Sections 247.010 to 247.220, RSMO, 1959.
- (E) To build, acquire by purchase or otherwise, enlarge, improve, extend, operate, and maintain a system of water works.
- (F) To contract and be contracted with. The Board shall authorize and enter into all contracts in behalf of the District. All such contracts shall conform to law governing contracts of other municipal corporations.
- (G) To condemn private property within or without the District needed for the uses and purposes set out in Section 247.010 to 247.220 RSMO 1959.
- (H) To lease, acquire, own and hold nay and all property, equipment and supplies within or without the District, which may be necessary and convenient in the successful operation of a water works system.
- (I) To contract indebtedness and issue general or special obligation bonds, or both, of the District therefor, and to secure said bonds to the extent and by the methods permitted by the laws of State of Missouri.
- (J) To acquire by construction, purchase or otherwise, a system of waterworks, and to build, enlarge, improve, extend and equip such system for uses and purposes of the District.
- (K) To purchase equipment and supplies needed in the operation of the water system of the District.
- (L) To provide for the collection of rates or charges for water and water service; and fix, determine and collect charges for new installations and extension of water mains and facilities for new and additional customers, contractors and developers.
- (M) To sell and distribute water to the inhabitants of the District and to consumers outside the District, delivered within or at the boundaries of the District.
- (N) To fix rates or charges for the sale of water and water services rendered by the District. The rates or charges to be so fixed shall, at all times, be reasonable and established with equal rates for both farm users and non-farm users, according to the amount of services furnished. In determining the reasonableness of rates or charges, the Board shall take into consideration the sum or sums required to retire outstanding special obligation bond indebtedness (revenue bonds) of the District and the interest accruing thereon, the need for extension of mains, repairs, depreciation, enlargement of plant, adequate service, obsolescence, overhead charges, operating expenses and the need of

an operating fund, sinking fund for waterworks revenue bonds, bond reserve fund and replacement and extension fund, out of which the District may protect itself in emergencies, and out of which the incidental expenses of the District may readily be met. The rates may be changed from time to time as the Board of Directors, in its discretion, may deem necessary to meet the needs of the Water District.

- (O) To prescribe, adopt and amend from time to time such equitable and uniform Rules and Regulations as, at the discretion of the Board, may be deemed essential or convenient for the conduct and management of the business and affairs of the District, and the guidance and control of its agents and employees.
- (P) To cooperate with any person or governmental agency in any undertaking designed to further the purposes of the District.
- (Q) The Board may prescribe duties and designate powers for the agents and employees as are not inconsistent with these bylaws and fix their compensation and pay for faithful services. All persons employed shall serve for an indefinite term and at the will of the Board. Party politics shall not enter into the selections of the employees. The Board shall have the power and duty to contract for such professional service as the demands of the District require in creating and operating a water works system pursuant to the purposes of the District.
- (R) To require all officers, agents, and employees charged with the responsibility for the handling and custody of any funds of the District to give adequate bond, the amount thereof to be fixed and approved by the Board, but at the expense of the District. It shall be mandatory upon the Board to require such bonds.
- (S) To select one or more banks to act as depositories of the funds of the District, and to determine the manner of achieving, depositing, and disbursing the funds of the District in the form of checks. The Board shall have the power to change such bank and the form of checks at will.
- (T) To prepare annually an estimated budget for the coming year; to adjust water rates if necessary to produce sufficient revenue required by such budget; and to cause an annual audit of the District records, accounts, receipts, and expenditures to be made by an independent public accountant employed for such purposes.
- (U) To exercise all powers and perform any and all acts necessary to, or fairly implied in, or incident to, or desirable for, the accomplishment of the purposes of the District, which may be lawfully done by the District under the laws of the State of Missouri.

Article Seven **Duties of Officers**

Section 1. President. It shall be the duty of the President to preside at all Board Meetings; to call special meetings of the Board from time to time as occasion requires; or to act as official head of the District; to countersign all warrants for payment of money out of the treasury of the District; to execute all contracts required to be executed by the District and the Board; and to perform all acts and duties usually performed by an executive and presiding officer.

Section 2. Vice-President. In the absence or disability of the President, the Vice-President shall assume the duties of the President.

Section 3. Clerk. The Clerk shall keep the official records of the meetings of the Board; shall attest all official documents with the seal of the District; shall, when called upon, make reports pertaining to the business of his office; attend the Board meetings; and perform such other duties as may be imposed upon him by the provisions of the Public Water Supply District statutes of Missouri and the rules of the Board.

Section 4. Treasurer. The treasurer shall be the custodian of the funds of the District and pay money out of the treasury only upon valid warrants drawn on the treasury; such treasury to be maintained in some bank designated by the Board as a depository. Warrants shall be signed by the Clerk and countersigned by the President. He shall execute such bond for faithful performance of duty as may be required by the Board; the expense of the execution of the bond, however, to be borne by the District.

Section 5. The Board may, from time to time, provide for additional rules and regulations concerning the duties of its officers.

Article Eight **Books and Records**

The books and records of the District, and such papers as may be placed on file by the Officers and Directors, shall, during all reasonable business hours, be subject to inspection by any person owning land or residing within the District, or any holder or insurer of special obligation bonds of the District.

Article Nine **Meetings of the Board of Directors**

Section 1. The Board shall meet monthly on the third Tuesday night of each month, and each meeting shall commence at 7:30 p.m. at the office of the Water District located at 391 N Rangeline Road. (Rt. Z) which office shall be the place for transaction of the business of the District. The Board reserves the right to change the time and location of the meeting with proper notification.

Section 2. The Board shall meet at such other times or locations as occasion requires, upon the call of the President.

Section 3. A majority of Board Members shall constitute a quorum to do business. No act of the Board shall be valid unless authorized by a majority of the members of the Board.

Section 4. All meetings of the Board shall conform with Missouri law No. Section 610.020 RSMO. Which requires the Water District to give notice of the following at least 24 hours prior to the commencement of any meeting:

- A) Time, Date, and Place of each meeting:
- B) Tentative agenda

The notice must include posting the notice on a bulletin board or other prominent place which is easily accessible to the Public at the principal office of the body holding the meeting, or if no such office exists, at the building in which the meeting is to be held. Also, copies of the notice must be made available to any representative of the news media who requests notice of a particular meeting.

Article Ten **Seal**

The District shall have a corporate seal, consisting of a circle having in its circumference and face the words as follows "Public Water Supply District No. 9 of Boone County, Missouri" which shall be in the custody of the Clerk. All official documents shall be attested by a seal.

Article Eleven **Fiscal Year**

The fiscal year of the District shall begin the first day of January of each year.

Article Twelve **Amendment**

These bylaws may be repealed and amended by a majority vote of the Board of Directors at regular meeting, or at any special meeting lawfully called for that purpose, except that said Board shall not have the power to change the purposes of the District so as to impair its rights and powers under the laws of the State of Missouri, nor to waive any requirement of bond or other provision for the safety and security of the property, funds and obligations of the District or its consumers or of their rights and privileges then existing. Notice of any amendment to be made at any regular or special meeting of the Board must be given at least ten (10) days before such meeting and must set forth the amendments to be considered.

Article Thirteen **Basis of Operation**

The District shall at all times be operated on a non-profit basis.

Article Fourteen

Benefits and duties of water users

Section 1. Subject to the limitations of its capabilities, the District shall install, maintain, and operate a water distribution system from the source of water supply to a delivery point at or near the property line of each person residing within the District who has entered into a water user's agreement with the District and has otherwise complied with the Rules and Regulations and requirements of the District with relation to supplying easements, and further provided that it is economically feasible for the water district to service the property. The Board of Directors shall have the authority to require a prospective user to pay the costs for extending water service from an existing main to the nearest point of his property. The persons who have entered into water user agreements with the District shall be referred to as "water users". Meters, which are purchased, installed, owned, and maintained by the District, shall be placed at or near the delivery point for each water user. The District, however, shall make extensions, improvements, enlargements, and increases in water service provided within the District only after consideration and determination by the Board that each such extension, improvement, enlargement, and increase in service is financially practical and will not violate the provisions of any of the District's general and special obligation bonds than outstanding, and the resolutions authorizing the issuance of said bonds.

Section 2. Each water user shall be entitled to purchase from the District, pursuant to such agreement as may from time to time be provided and required by the District, such water for Domestic, livestock, garden and other purposes as the water user may desire; subject, however, to the provisions of these bylaws and such Rules and Regulation as by be prescribed by the Board. The water delivered to each water user shall be metered and the rates and charges, therefor, fixed by the Board.

Section 3. In the event the total water supply shall be insufficient to meet all of the needs of the water users, or in the event there is a shortage of water, the District may pro-rate the water available among the various users on such basis as is deemed equitable by the Board, and may also prescribe a schedule of hours covering the use of water for garden purposes and require adherence thereto, or prohibit the use of water for garden purposes if, at any time, the total water supply shall be insufficient to meet all the needs of all the water users for domestic, livestock, garden, and other purposes, and the District must first satisfy all the needs of the water users for domestic purposes and must satisfy all the needs of all the water users for domestic and livestock purposes before supplying water for gardens or other purposes.

Article Fifteen

Director – Officer indemnification

Section 1. That each Director or Officer, or former Director or Officer of this Water District, and his or her legal representatives, shall be indemnified by this Water District against liabilities, expenses, counsel fees, and costs reasonably incurred by him or her or his or her estate in connection with, or arising out of, any action, suit, proceeding or claim in which he or she is made a party by reason of his or her being, or having been, such Director or Officer to the extent and only to the extent that the same is not covered by liability insurance; provided however, this Water District shall not

indemnify such Director or Officer with respect to any matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to have been liable for knowingly fraudulent conduct, deliberate dishonesty or willful misconduct in the performance of his or her duties as such Director or Officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Director or Officer (including expense, counsel fees, and costs reasonably incurred in connection therewith) to the extent and only to the extent that the same is not covered by liability insurance, provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the Officer or Director involved was not guilty of knowingly fraudulent conduct, deliberate dishonesty, or willful misconduct. The right to indemnification herein provided shall not be exclusive of any other rights to which such Director or Officer may be lawfully entitled.

Article Sixteen **Code of Ethics**

An Article of Public Water Supply District No. 9 of Boone County, Missouri, to establish a procedure to disclose potential conflicts of interest and substantial interests for certain officials.

Be it resolved by the Board of Directors of Public Water Supply District No. 9 of Boone County, Missouri, as follows:

Section 1. Declaration of Policy. The proper operation of government requires that public officials and employees be independent, impartial, and responsible to the people; that government decisions and policy be made in the proper channels of the governmental structure; that public office not be used for personal gain; and that the public have confidence in the integrity of its government. In recognition of these goals, there is hereby established a procedure for disclosure by certain officials and employees of private financial or other interests in matters affecting the public entity.

Section 2. Conflicts of Interest.

- a. All elected and appointed officials as well as employees of a political subdivision must comply with section 105.454 of Missouri Revised Statutes on conflicts of interest as well as any other state law governing official conduct.
- b. Any member of the governing body of a political subdivision who has a "substantial or private interest" in any measure, bill, order, or ordinance proposed or pending before such governing body must disclose that interest to the Secretary or Clerk of such body and such disclosure shall be recorded in the appropriate journal of the governing body. Substantial or private interest is defined as ownership by the individual, his spouse, or his dependent children, whether singularly or collectively, directly or indirectly of: (1) 10% or more of any business entity, or (2) an interest having a value of \$10,000 or more; or (3) the receipt of a salary, gratuity, or other compensation or remuneration of \$5,000 or more, per year from any individual, partnership, organization, or association within any calendar year.

Section 3. Disclosure Reports. Each elected official, the chief administrative officer, the chief purchasing officer, and the full-time general counsel shall disclose the following information by May 1 if any such transactions occurred during the previous calendar year:

- a. For such person, and all persons within the first degree of consanguinity or affinity of such person, the date and the identities of the parties to each transaction with a total value in excess of five hundred dollars, if any, that such person had with the political subdivision, other than compensation received as an employee or payment of any tax, fee or penalty due to the political subdivision, and other than transfers for no consideration to the political subdivision.
- b. The date and the identities of the parties to each transaction known to the person with a total value in excess of five hundred dollars, if any, that any business entity in which such person has a substantial interest, had with the political subdivision or transactions involving payment for providing utility service to the political subdivision, and other than transfers for no consideration to the political subdivision.
- c. The chief administrative officer and the chief purchasing officer also shall disclose by May 1 for the previous calendar year the following information:
 1. The name and address of each of the employers of such person from whom income of one thousand dollars or more was received during the year covered by the statement;
 2. The name and address of each sole proprietorship that he owned; the name, address, and the general nature of the business conducted of each general partnership and joint venture in which he was a partner or participant; the name and address of each partner or coparticipant for each partnership or joint venture unless such names and addresses are filed by the partnership or joint venture with the Secretary of State; the name, address, and the general nature of the business conducted of any closely held corporation or limited partnership in which the person owned ten percent or more of any class of the outstanding stock or limited partnership units; and the name of any publicly traded corporation or limited partnership that is listed on a regulated stock exchange or automated quotation system in which the person owned two percent or more of any class of outstanding stock, limited partnership units or other equity interests;
 3. The name and address of each corporation for which such person served in the capacity of a director, officer, or receiver.

Section 4. Filing Reports.

- a. The financial interest statements shall be filed at the following times, but no person is required to file more than one financial interest statement in any calendar year;
 1. Every person required to file a financial interest statement shall file the statement annually not later than May 1 and the statement shall cover the calendar year ending the immediately preceding December 31; provided that any member of the Board of Directors of Public Water Supply District No. 9 may supplement the financial interest statement to report additional interests acquired after December 31 of the covered year until the date of filing of the financial interest statement.
 2. Each person appointed to office shall file the statement within thirty days of such appointment or employment;
- b. Financial disclosure reports giving the financial information required in Section 3 shall be filed with the local political subdivision and with the Missouri Ethics Commission. The reports shall be available for public inspection and copying during normal business hours.

Section 5. Filing or Ordinance. A certified copy of this ordinance resolution, adopted prior to September 15, 1999 shall be sent within 10 days of its adoption to the Missouri Ethics Commission.

Section 6. Effective Date. This ordinance shall be in full force and effect from and after the date of its passage and approval and shall remain in effect for two years from date of passage.