

AMENDED AND RESTATED
BY-LAWS OF

PUBLIC WATER SUPPLY DISTRICT NO. 2 OF
ST. CHARLES COUNTY, MISSOURI

ARTICLE I

OFFICES

The principal office of the District shall be located at 100 Water Drive, O'Fallon, Missouri 63366.

ARTICLE II

MEETINGS

SECTION 1. MONTHLY MEETINGS. The monthly meeting of the Board of Directors shall be held on the 2nd Wednesday of the month, at such hour as may be set by the Board of Directors from time to time, for the purpose of transaction of such business as may come before the meeting. If the day fixed for the monthly meeting shall be a legal holiday, such meeting shall be held on such date and at such hour as may be set by the Board of Directors.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President as occasion requires.

SECTION 3. PLACE OF MEETINGS. The Board of Directors shall meet at the principal office of the District.

SECTION 4. QUORUM. 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.

ARTICLE III

DIRECTORS

SECTION 1. GENERAL POWERS. The management of the business and affairs of the District is hereby vested in the Board of Directors, who shall have all the powers conferred upon the District, who shall serve without pay.

SECTION 2. SPECIFIC POWERS. The Board shall have power:

- (a) to employ necessary help and to contract for such professional service as the demands of

the District require in creating and operating a waterworks and sewer system contemplated by the laws of the State of Missouri for Districts of this type, and shall pay out of the funds of the District available for such purposes reasonable compensation for the service rendered. The Board shall have made by a competent accountant an annual audit of the receipts and expenditures of the District. All persons employed shall serve for an indefinite term and at the will of the Board, and party politics shall not enter into the selection of employees;

- (b) to sue and be sued;
- (c) to purchase or otherwise acquire water for the necessities of the District;
- (d) to accept by gift any funds or property for the uses and purposes of the District;
- (e) to dispose of property belonging to the District under the conditions imposed by the laws of the State of Missouri;
- (f) to build, acquire by purchase or otherwise, enlarge, improve, extend and maintain a system of waterworks, including fire hydrants; and a system of sewer facilities, including sewer treatment facilities;
- (g) to contract and be contracted with;
- (h) to condemn private property within or without the District, needed for the uses and purposes of a District of this type under the conditions imposed by the laws of the State of Missouri;
- (i) to lease, acquire and own any and all property, equipment and supplies needed within or without the District in the successful operation of a waterworks and sewer system;
- (j) to contract indebtedness and issue general or special obligation bonds, or both, of the District, under conditions imposed by the laws of the State of Missouri;
- (k) to acquire by purchase or otherwise, a system of waterworks and sewer facilities, and to build, enlarge, improve, extend and equip such system for the uses and purposes of the District;
- (l) to certify to the county commission or county commissions of the county or counties within which such District is situated, the amount or amounts to be provided by the levy of a tax upon all taxable property within the District to create an interest and sinking fund for the payment of general obligation bonds of the District and the interest thereon;
- (m) to purchase equipment "and supplies needed in the operation of the water and wastewater

system of the District;

- (n) to provide for the collection of taxes and rates or charges for water and water service and sewer service;
- (o) 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; to contract with a municipality to sell water within such municipality according to the terms and provisions of such contract; to contract with a municipality for such municipality to sell water within the district according to the terms and provisions of such contract;
- (p) to fix rates for the sale of water and establish and collect user charges for the collection and treatment of sewerage;
- (q) to engage in the construction, maintenance and operation of common sewer treatment facilities and the operation and maintenance of all such existing sewer treatment facilities;
- (r) to make general rules and regulations in relation to the management of the affairs of the District;
- (s) to require all persons charged with the handling of funds to give bond to be fixed and approved by the Board, but at the expense of the District;
- (t) to authorize and enter into all contracts on behalf of the District. All contracts made by the District shall conform to law governing contracts of other municipal corporations;
- (u) to provide an official seal of the District, and all official documents to be attested by the seal.

SECTION 3. NUMBER, TENURE, QUALIFICATIONS AND REMOVAL. The Board of Directors shall be composed of five members, each of whom shall be a voter of the District and shall have resided in the District one whole year immediately prior to his election. A member shall be at least twenty-five years of age and shall not be delinquent in the payment of taxes at the time of his election. Except as provided herein, the term of office of a member of the Board shall be three years. The remaining members of the Board shall appoint a qualified person to fill any vacancy on the Board. If no qualified person who lives in the subdistrict for which there is a vacancy is willing to serve on the Board, the Board may appoint an otherwise qualified person, who lives in the District but not in the subdistrict in which the vacancy exists to fill such vacancy.

After notification by certified mail that he or she has two consecutive unexcused absences, any member of the Board failing to attend the meetings of the Board for three consecutive regular

meetings, unless excused by the Board for reasons satisfactory to the Board, shall be deemed to have vacated the seat, and the Clerk of the Board shall certify that fact to the Board. The vacancy shall be filled as other vacancies occurring in the Board.

The Circuit Court of St. Charles County, Missouri shall have jurisdiction over the members of the Board of Directors to suspend any member from exercising his or her office, whensoever it appears that he or she has abused his or her trust or become disqualified; to remove any member upon proof or conviction of gross misconduct or disqualification for his or her office; or to restrain and prevent any alienation of property of the District by members, in cases where it is threatened, or there is good reason to apprehend that it is intended to be made in fraud of the rights and interests of the District.

The jurisdiction conferred by this section shall be exercised as in ordinary cases upon petition, filed by or at the instance of any member of the Board, or at the instance of any ten voters residing in the District who join in the petition, verified by the affidavit of at least one of them. The petition shall be heard in a summary manner after ten days' notice in writing to the member or officer complained of. An appeal shall lie from the judgment of the Circuit Court as in other causes, and shall be speedily determined; but an appeal does not operate under any condition as a supersedeas of a judgment of suspension or removal from office.

SECTION 4: ATTENDANCE FEES. Each member of the Board may receive an attendance fee not to exceed one hundred dollars for attending each regularly called Board meeting, or special meeting, but shall not be paid for attending more than four meetings in any calendar month. However, no Board member shall be paid more than one attendance fee if such member attends more than one Board meeting in a calendar week. In addition, the President of the Board of Directors may receive fifty dollars for attending each regularly or specially called Board meeting, but shall not be paid the additional fee for attending more than two meetings in any calendar month. Each member of the Board shall be reimbursed for his or her actual expenditures in the performance of his or her duties on behalf of the District.

In no event, however, shall a Board member receive any attendance fees or additional compensation authorized in this section until after such Board member has completed a minimum of six hours training regarding the responsibilities of the Board and its members concerning the basics of water treatment and distribution, budgeting and rates, water utility planning, the funding of capital improvements, the understanding of water utility financial statements, the Missouri sunshine law, and Chapter 247 of the Revised Statutes of Missouri.

ARTICLE IV

OFFICERS

Within thirty 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 of its number President and one 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 year and until their successors are selected and qualified.

SECTION 1. PRESIDENT. The President shall be the principal executive officer of the District and shall in general supervise and control all of the business and affairs of the District. He shall preside at all meetings of the Board of Directors. He may sign, with the Clerk of the District, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the District, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 2. VICE PRESIDENT. In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

SECTION 3. 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. 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. He shall in general perform all duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 4. 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 Sections 247.010 to 247.220 of the Revised Statutes of Missouri and the rules of the Board. The Clerk shall (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the District records and of the seal of the District and see that the seal of the District is affixed to all documents, the execution of which on behalf of the District under its seal is duly authorized in accordance with the provisions of these bylaws; (d) in general perform all duties incident to the Office of Clerk and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize the President and Clerk to enter into any contract or execute and deliver any instrument in the name of and on behalf of the District and such authority may be general or confirmed to specific instances.

SECTION 2. LOANS. No loans shall be contracted and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors as required by law.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the District shall be signed by such officer or officers of the District in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the District not otherwise employed shall be deposited from time to time to the credit of the District in such banks, trust companies or other depositories as the Board of Directors may select and as permitted by law.

ARTICLE VI

FISCAL YEAR

This fiscal year of the District shall begin on the 1st day of December in each year and end on the last day of November in each year.

ARTICLE VII

AMENDMENTS

These bylaws, or any of them, or any additional or supplementary bylaws, may be amended or repealed, and new bylaws may be adopted at any regular meeting of the Board of Directors, or at any special meeting the notice of which shall set forth the terms of the proposed bylaws, amendment or repeal, by a vote of the majority of the directors. Any amendment or repeal of these bylaws so made by the Board of Directors may be amended, repealed or the former bylaw reinstated.

ARTICLE VIII

INDEMNIFICATION

The District shall indemnify to the full extent authorized or permitted by the laws of the State of

Missouri, as now in effect or as hereafter amended, any person made or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the District) by reason of the fact that he is or was a director, officer, employee or agent of the District or serves any other enterprise as such at the request of the District.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article VIE. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE IX

MISCELLANEOUS

The foregoing amended and restated bylaws are all of the provisions of the bylaws as heretofore amended and these amended and restated bylaws correctly set forth the bylaws as heretofore amended. These amended and restated bylaws supersede the original bylaws and all amendments thereto.

Dated: 2/17/2016

Virginia L. Bowden
President

Seal:

Attest: [Signature]
Clerk

