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NORTHWESTERN WATER AND SEWER DISTRICT

BYLAWS FOR GOVERNANCE OF THE
BOARD OF TRUSTEES



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**BYLAWS OF THE BOARD
OF TRUSTEES OF THE
NORTHWESTERN WATER AND SEWER DISTRICT**

BYLAW 1: NAME

The name of the regional water and sewer district shall be the Northwestern Water and Sewer District, hereinafter referred to as the "Regional District."

BYLAW 2: MISSION STATEMENT

Our goal is to be the premier water and wastewater provider in Northwestern Ohio. We are committed to sound financial management, responsible environmental stewardship, responsive public service, superior customer service, and responsible economic growth. We strive to field a skilled, respectful, and cooperative workforce dedicated to the highest professional and ethical standards; we support them with appropriate training and technology.

BYLAW 3: PURPOSE OF THE DISTRICT

To provide safe, reliable, cost effective, uninterrupted water and sewer service.

BYLAW 4: TERRITORY

The territory of the Regional District shall be as ordered by the Wood County Common Pleas Court at the District's formation plus any territory added pursuant to Chapter 6119.05 of the ORC and 6119.06 (Y) of the ORC. Other areas will be considered by the Board for inclusion in the Regional District upon meeting the requirements of Chapter 6119.05 of the ORC and 6119.06 (Y) of the ORC.

BYLAW 5: REGIONAL DISTRICT TRUSTEES

A. Governing Body

The governing body of the Regional District shall be the Board of Trustees of the Regional District.

B. Composition

The District Board shall consist of ten (10) trustees. A Trustee's primary residence must be located in a member area in which they were appointed. Should they move during their term and stay within the District, trustees shall finish their term with the District.

Board trustees may not serve as an elected official of the State of Ohio or any political subdivision of the State and may not be an employee of the District or the District' trustees. Trustees shall comply with provisions of Chapter 102, Ohio Revised Code.

A member can be removed, by the appointing authority for misfeasance, nonfeasance, or malfeasance in office. Prior to removing a member, the appointing authority (county commissioners, townships and municipalities) shall notify the member of the facts supporting the proposed removal and shall provide the member an opportunity to appear before the appointing authority or at a public hearing held by the appointing authority and show cause why the member should not be removed from office.

The Board of Wood County Commissioners, member townships and member municipalities shall each appoint three (3) Trustees on staggered 3-year terms. The Henry County Commissioners shall appoint one (1) member for a 3-year term. The Village of McClure shall be recognized as a voting municipal member and any municipality who becomes part of the Regional District by application pursuant to 6119.05 of the ORC or by merger pursuant to 6119.06 (Y) shall also be recognized as a voting municipal member. Providence Township, Lucas County, Ohio shall be recognized as a voting township member and any township who becomes part of the Regional District by application pursuant to 6119.05 of the ORC or by merger pursuant to 6119.06 (Y) shall also be recognized as a voting township member.

C. Board Officers

The officers of the District Board shall be Chairman, Vice Chairman and Secretary; such officers shall be elected by the District Board from among the Trustees at the first meeting of each calendar year.

CHAIRMAN OF THE BOARD: The Chairman of the Board shall preside at all meetings of the Board and shall perform such duties as are usually incident to such office, or as may be prescribed by the Board. Committees may be appointed by the Chairman as necessary.

VICE CHAIRMAN OF THE BOARD: The Vice Chairman of the Board shall have such powers and duties as may be prescribed by the Board. In case of the absence or disability of the Chairman of the Board or when circumstances prevent the Chairman of the Board from acting, the Vice Chairman of the Board shall perform the duties of the Chairman of the Board. The Vice Chairman shall also chair the Board's Governance Committee.

SECRETARY: The Secretary shall attend and keep the minutes of all meetings of the Board and distribute a copy thereof to each trustee of the Board; shall keep such books as may be required by the Board; shall give all notices of meetings of the Board and its committee; provided, however, that any person calling such meeting, at his/her option, shall give such notice; and shall have such powers and duties as may be prescribed by

the Board. In the absence or disability of the Secretary, the Board may designate an interim secretary.

D. Staff Officers

The District will also have staff officer positions of: President/CEO and Chief Financial Officer and such other officers as the Board deems necessary. The President/CEO will be appointed by and report to the Board of Trustees.

PRESIDENT/CEO: The president/CEO shall be the chief executive officer of the District, shall be employed by the resolution of the Board and shall have general supervision over the property, activities, and affairs of the District. The President shall (i) supervise, manage, and direct the employees of the District, with the power to hire, evaluate and terminate the same; (ii) supervise and direct strategic planning for the District, and (iii) have such other powers and duties as may be ordinarily exercised by a president of a District and such other powers and duties may be prescribed by the Board. The President or another officer or employee of the District designated by resolution of the Board shall sign all authorized deeds, mortgages, bonds, notes, contracts, and other agreements, in the name of the District. The President shall report to and be subject to the direction of the Board.

In case of the absence or disability of the President or when circumstances prevent the President from acting the Chief Financial Officer shall perform the duties of the President, and in such case, the power of such Chief Financial Officer to act in the name of the Regional District shall be the same as the powers of the President. If the Chief Financial Officer is unable to perform the duties of acting President, the Chairman of the Board or Vice Chairman of the Board, shall designate an employee of the Regional District who shall perform the duties of the President, and in such case, the power of such employee to act in the name of the District, shall be the same as the like powers of the President.

CHIEF FINANCIAL OFFICER (CFO): The CFO shall provide general oversight regarding the financial transactions and the books and accounts of the District and shall have such other powers and duties as may be prescribed by the Board.

E. Powers and Duties

The District Board shall exercise all powers, authority, and duties conferred upon it through the Ohio Revised Code Chapter 6119. The Board shall conduct an annual review of the President/CEO.

F. Attendance/Termination

If any trustee fails to attend 75% of the regularly scheduled Board assigned meetings in any six consecutive month periods, the term of office of the trustee will be

subject to termination upon the affirmative vote of a super majority of the Board of Trustees, which shall be a majority of the Board members, plus one (1). The vote shall occur at the first regular meeting of the Board after the regular meeting missed by the absent trustee that would equal more than a 25% absence record. Prior to the vote, the trustee who is the subject of termination, or his representative shall have the opportunity to address the remainder of the Board to mitigate the absences of the trustee at issue.

A recommendation to remove a trustee may be made after an affirmative vote of a super majority of the Trustees of the Board, which shall be a majority of the Board members, plus one (1), if it is found by the Board that the Trustee has committed acts considered to be misfeasance, malfeasance, nonfeasance, misconduct, theft in office, or a violation of the rules of ethics for the Board. Removal of the trustee then shall be accomplished as set forth in Bylaw 5 (B) above.

G. Compensation

The Board of Trustees shall at its first meeting of a new year, set its compensation for the new year for Board Officers and Trustees to cover regular meetings as well as training and other meetings upon consideration of a recommendation by the Board's Governance Committee.

H. Oath

Before entering upon his/her duties, each person appointed as a Trustee or officer shall take an oath, as provided by Section 7 of Article XV of the Ohio Constitution, to support the constitution of the United States, and of the State of Ohio and to faithfully perform the duties of his/her office.

BYLAW 6: BOARD OF TRUSTEES AND TERM OF OFFICE

As Trustee positions become vacant, they will be filled as follows:

A. Wood County Commissioners

One (1) Trustee shall be appointed by the Board of County Commissioners of Wood County, Ohio each year. The Board of County Commissioners shall meet to make the appointment no later than sixty (60) days prior to expiration of the term of the current appointee. The Trustee must live in the unincorporated areas of the Wood County or within a member Wood County municipality. A majority vote of the Commissioners is required for the selection.

B. Townships

One (1) trustee shall be appointed each year by the townships which comprise part of the District, whether as initial petitioners or townships which became a part of the

District after the District was initially established. The trustee must live in one of the townships unincorporated areas of the District. The appointment will be made no later than sixty (60) days prior to expiration of the term of the current appointee. The voting procedures are described below in Section 6E.

C. Municipalities

One (1) trustee shall be appointed each year by the mayors of the municipalities which comprise part of the District, (Note: charter municipalities will make their appointments per their charter provisions), whether as initial petitioners or municipalities which became a part of the District after the District was established. The trustee must live in one of the municipalities of the District who are legal petitioning members. The appointment will be made no later than sixty (60) days prior to the expiration of the term of the current appointee. The voting procedure is described below in Section 6E.

D. Henry County Commissioners

One (1) Trustee shall be appointed by the Board of Commissioners of Henry County, Ohio. The Board of County Commissioners shall meet to make the appointment no later than sixty (60) days prior to the expiration of the term of the current appointee. The Trustee must live in the unincorporated areas of the Henry County, within the unincorporated area of Providence Township, Lucas County, or within a member Henry County municipality. A majority vote of the Commissioners is required for the selection.

E. Future appointments

Future Appointments to the Board shall be accomplished by the appropriate appointing authorities set forth in paragraph A, B, and C (above), pursuant to procedures established by the Board of Trustees as described below.

All appointees shall serve until their successor is appointed and qualified.

F. Nominations for Board Trustees

The Board of Trustees Clerk of the Board shall notify the clerk (or fiscal officer) of each government entity (county commissioners, townships, and municipalities) of the expiration of a term of a trustee 120 days prior to said expiration and invite the appointing entities to nominate individuals for the expiring seat.

The board's governance committee will review nominations for a seat on the board. The committee will review the nominees' experience and qualifications and recommend suitable nominees as candidates for the expiring seat. The governance committee may also nominate individuals not named by one of the appointing entities. Any and all nominations for the board seat will be reviewed no later than 60 days prior

to the board seat's expiration.

Official ballots listing all nominees will be sent to all appropriate municipal and township subdivisions of the District for their vote and return no later than 30 days prior to the end of the expiring term of the board member in question. Each appointing entity shall use the ballot to rank all candidates in order of preference, with "1" indicating first choice, "2" second choice, and so on.

The District uses the Instant-runoff voting (IRV, also known as preferential voting) electoral system to elect a single winner from a field of more than two candidates for a board seat. Under this system, ballots are initially distributed based on each elector's first preference. If a candidate secures more than half of the votes cast, that candidate wins. Otherwise, the candidate with the fewest votes is eliminated. Ballots assigned to eliminated candidates are assigned to one of the remaining candidates based on the next preference on each ballot. This process continues until one candidate wins by obtaining more than half the votes.

If a majority of the municipal and township subdivisions return the ballots with a single candidate as a first choice, that candidate will be declared the winner. If no single candidate earns a majority of the first-choice ballots, then the ballots of the lowest vote earner shall be redistributed to the next-preferred candidates as described above. The ultimate winner of the IVR process will be seated on the board at the next available meeting.

G. Successor Appointees

All appointees shall serve until their successor is appointed and qualified.

H. Vacancy

Any vacancy on the District Board shall be filled for the unexpired term by such appointing authority(ies) whose member ceases to serve. The Board will immediately notify the Clerks of these authorities by certified mail of such vacancy. The appointing authority(ies) shall employ the process set out in Section 6E to fill the vacant seat.

BYLAW 7: MEETINGS

A. Public Notice of Meetings

(i). The District Board shall post a notice of the time and place of all regular meetings and the time, place, and purpose/s of all special meetings. Such notice shall be posted at the principal address of the Regional District at least twenty-four (24) hours in advance of any meeting, pursuant to Section 121.22, O.R.C. The Clerk of the Board shall be responsible for delegating or performing the required notices under this section. The District may, at its sole discretion, also post such notice on the District website.

(ii). Special Meetings and Emergency Meetings: The District Board shall not hold a special meeting unless it gives at least twenty-four hours' advance notice to the news media that have requested notification. An emergency meeting may be held with less than twenty-four (24) hours advanced notice, and the Clerk of the Board shall notify any requester as soon as immediately practicable as outlined herein.

(iii). Notice to Individuals of Specific Public Business by Special Request: The District Board shall provide any person who makes a request for notice and who pays a reasonable fee established by the Board reasonable advance notification of all meetings at which any specific type of public business is to be discussed. Provisions for advance notification may include, but are not limited to, mailing the agenda of meetings to all subscribers on a mailing list or mailing notices in self-addressed, stamped envelopes provided by the person.

B. Regular Meetings

Regular meetings of the District Board shall be held, at a minimum once each month on such date and at such place and time as may be fixed from time to time by resolution of the Board.

C. Calling Special Meetings

The District Board may hold a special meeting upon the Chairman of the Board or a minimum of (3) Trustees of the Board calling for such a meeting. Upon calling for the meeting, the Board shall give at least twenty-four (24) hours' advance notice to all Trustees, and any others who have requested notification in accordance with this section. Notice shall be posted according to the previous section of these bylaws and shall include a statement of the purpose of the special meeting. Such statement shall be reasonably specific enough to put the public on notice of what topic/s will be discussed at the special meeting.

D. Calling Emergency Meetings

The District Board may hold an emergency meeting for emergencies requiring immediate official action upon the Chairman of the Board or a minimum of three (3) Trustees calling for such a meeting. Upon calling for such a meeting, the Board shall give notice immediately to all Trustees and any others who have requested notification. The reason for the emergency meeting shall be stated in the minutes of the meeting.

When a public emergency is declared by the Federal, State, or a Local political subdivision, the Board may meet by teleconference or videoconference under rules established by the State Legislature and/or by the Board.

E. Quorum

The presence of a majority of the trustees of the District Board at any called meeting shall constitute a quorum for such meeting. During a public emergency that is declared by the Federal, State, or a Local political subdivision, a trustee may be deemed present if he or she attends the meeting by teleconference or videoconference under rules established by the State Legislature and/or the Board.

F. Order of Business

At meetings of the District Board the following shall be the order of business:

- i. Roll Call
- ii. Minutes of preceding meeting and action thereon
- iii. Correspondence
- iv. Public Comment
- v. Report by Director and other officials
- vi. Reports of Committees
- vii. Unfinished Business
- viii. New Business
- ix. Executive session, if needed
- x. Adjournment

G. Voting

Regardless of Bylaw 7 E regarding a quorum, an affirmative vote of a majority of the District Board shall be required to determine any matter, except changes in these by-laws as set forth in Bylaw 8. No proxy votes shall be permitted except in consideration of minutes of proceedings. Voting may be by general consent, unless a roll call vote is requested by a trustee or in the opinion of the Chairman of the Board, roll call vote or other voting method is appropriate.

H. Conduct of the Meetings

Meetings of the District Board shall be conducted with decorum befitting a public body and according to the latest edition of Robert's Rules of Order. The "Sunshine Law" as evidenced in Revised Code Section 121.22 shall be strictly observed. As stated in Bylaw 5 (C), the Chairman shall preside over all meetings and in the Chairman's absence the Vice Chairman shall preside over meetings, as necessary. If both the Chairman and Vice Chairman are unable to preside over any meeting of the Board, the Trustees present will elect a Trustee who is present at the meeting to preside over the meeting.

BYLAW 8: AMENDMENT

These Bylaws may be amended by an affirmative vote of a super majority of the Trustees of the Board, which is defined as a majority of the Board plus one. In order to consider amendments to the Bylaws, the District Board must provide a forty-five (45) day written notice of such action to all members of the District.

BYLAW 9: INDEMNIFICATION

The District shall defend, indemnify, keep and save harmless the trustees of the District Board from any claim or suit for damage arising out of the official acts of said District Board performed within the scope of their duties on behalf of the Petitioners.

BYLAW 10: BOARD TRAINING

All Board trustees will be expected to attend training provided internally or externally whether at the District's office or elsewhere and will be compensated according to a Board resolution.

BYLAW 11: DISTRICT MATERIALS

All District issued material including but not limited to computers, phones and records must be returned at the conclusion of their term.

BYLAW 12: RECORDS

Accurate records of the organization and all trustees of the organization, board and committees shall be kept in a book or books provided for that purpose, and the records of the meetings of the trustees shall be signed by the Secretary and the records of the meetings of the committees shall be signed by the Secretary or by such person as may be designated therefore from time to time by the committee staff. Records will be kept as required by the Ohio Revised Code.

BYLAW 13: FISCAL YEAR

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

Approved August 13, 1993
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Revised January 1, 2001
Revised June 1, 2001
Revised August 7, 2005
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