

TWIN-KEYSTONE WATER DISTRICT

Code of Bylaws and Regulations

(as of September 12, 2012)

Adopted circa. 1970

Amended per Res. No. 17-04, adopted July 6, 2004

Amended per Res. No. 06-05, adopted July 12, 2005

Amended per Res. No. 09-12, adopted February 15, 2012

Amended per Res. No. 14-12, adopted March 14, 2012

Amended per Res. No. 41-12, adopted September 12, 2012

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Preamble

WHEREAS, the Twin-Keystone Water District (hereinafter the “District”) exists pursuant to Ohio Revised Code Chapter 6119, and the Orders of the Court of Common Pleas, Summit County, Ohio; and

WHEREAS, the Board of Trustees of the District (hereinafter the “Board”), consisting of persons having been duly elected or appointed per orders of the Court of Common Pleas of Summit County, Ohio, desires to adopt rules and regulations pertaining to the organization of the Board, the business of the District, and the conduct of procedures therefor, hereby enacts this Code of Bylaws and Regulations (hereinafter the “Code”).

ARTICLE I. OFFICERS.

Section 1. Identification of Board.

The District exists as an independent political body, as stated herein, with offices at: Twinsburg Township Hall, 1790 Enterprise Parkway, Twinsburg, OH 44087.

Section 2. Organization of the Board of Trustees.

The Board is organized into officers, as follows:

Chair
Vice Chair
Secretary
Treasurer

Section 3. Election of Officers.

- A. The Officers of the Board shall be Board Members and shall be elected by the Board for a term of one (1) year. The election shall occur at the first meeting of the Board in a calendar year, commencing in 2001.
- B. Board Members holding office at the time of the acceptance and adoption of this Code shall remain in office until their successor is elected, as provided herein.
- C. The election of Officers shall be by majority vote of the Board Members and Alternates attending and eligible to vote at the meeting where and when the election occurs.
- D. If a quorum of Board Members is not in attendance at the first calendar year meeting, the election will occur at the next meeting of the Board at which a quorum is in attendance.

Section 4. Duties of Officers.

- A. Chair. The Chair shall preside at all meetings of the Board, provided that he may assign or delegate the presiding of meetings to any other Board Member. The Chair shall be the spokesperson of the District and shall represent the District to the media and public. The Chair shall communicate and relate the position of the Board on all issues. If the Chair holds a different view than the Board, he or she shall so indicate in his or her communications with the media and the public.
- B. Vice Chair. The Vice Chair shall perform all duties of the Chair in the absence, or inability to act of the Chair, or when designated to do so by the Chair.
- C. Secretary. The Secretary shall be responsible to record all proceedings of the Board, the transcription thereof, and shall maintain a file of such records; shall be responsible for the maintenance of all papers, records and files of the District, in an orderly fashion, as required by law. The Secretary shall receive and send mail to and on behalf of the District. The Secretary shall be responsible for preparing and distributing the Agenda for all meetings of the Board, unless circumstances or time factors make the creation and distribution of a meeting Agenda unreasonable.
- D. Treasurer. The Treasurer shall have custody of and maintain the funds and securities of the District in accordance with law and the direction of the Ohio Auditor. The Treasurer shall pay the debts and obligations of the District, shall deposit the funds of the District, as authorized by Resolution of the Board, and shall report the financial condition of the District at each Regular Meeting. The Treasurer shall be responsible for the maintenance of the books and accounts of the District and shall perform such other duties as may, from time to time, be assigned to him by the Board. The Treasurer shall be bonded.

ARTICLE II. MEETINGS.

Section 1. Location of Meetings.

District Board meetings shall be held at Twinsburg Township Hall, 1790 Enterprise Parkway, Twinsburg, OH 44087.

Meetings shall be called to order at the time designated in the Meeting Notice, or as otherwise resolved by the Board.

Section 2. Regular Meetings.

The Board shall annually adopt a schedule of regular meetings, with the schedule to include all regular meetings for the current year and one regular meeting for the succeeding year, with meetings to be held at whatever frequency (e.g., quarterly, monthly or other) is deemed appropriate by the Board, and with the schedule to be adopted not later than the first regular meeting of the year.

Section 3. Special Meetings.

- A. Special Meetings of the Board shall be scheduled by the Secretary on order of the Chair, or at the written request of any two (2) Members of the Board.
- B. A request for a Special Meeting shall be in writing, signed by two (2) Board Members, and shall state the reason or purpose of the meeting.
- C. A Special Meeting of the Board shall be scheduled per the order or request, but not sooner than twenty-four (24) hours of the receipt of the order or request by the Secretary. Verbal notice of a Special Meeting of the Board shall be given to each Member of the Board at least twenty-four (24) hours prior to the time that the meeting is scheduled by the Secretary, and public notice of the Special Meeting shall be accomplished in accordance with law.

Section 4. Conduct of Meetings.

A. Order of Business – Regular Meetings.

1. Call to order.
2. Roll call.
3. Pledge of allegiance.
4. Reading and disposal of unapproved minutes.
5. Reports.
6. Discussion from the public attendees.
7. Unfinished business, per Agenda.
8. New business, per Agenda or Motion.
9. Executive session, if necessary.
10. Additional business, if applicable.
11. Adjournment.

Any matter of business or concern of the District or a Board Member may be brought before the Board for consideration at a Board meeting upon a Motion by a Board Member or Alternate for such, with a second by a Board Member or Alternate, and such Motion being passed by a majority vote of the Board Members and Alternates present and eligible to vote at that meeting.

B. Order of Business – Special Meetings.

1. Call to order.
2. Roll call.
3. Pledge of allegiance.
4. Reports.
5. Discussion from the public attendees.
6. New business, per Agenda.
7. Other business, per Agenda or Motion.
8. Adjournment.

C. Accomplishment of Business.

1. The business of the District is provided and is specific in Ohio Revised Code Chapter 6119, and all lawful and reasonable implications and interpretations thereof.
 - a. The Resolutions and Motions referred to in this part may create mandate, direct, and require the procedures to be used to have subjects placed on the agenda of a Regular or Special Meeting of the Board.
 - b. The Resolutions referred to in this part are the legislative enactments of the District, and may create and require compliance with technical requirements in these Bylaws and Regulations for the doing of jobs and projects affecting the accomplishment of the purpose, business, and affairs of the District.
2. The business of the District shall be accomplished by Resolution and Motions of and by any Board Member or Alternate. Resolutions must be presented to the Board by Motion by a Board Member or Alternate as provided herein. Motions are not Resolutions; Motions pertain to the procedure for the conduct of a Meeting (and the effect of any passed Motion terminates when the Meeting wherein the Motion was passed is adjourned), and matters under consideration by the Board that, in the judgment and discretion of the Board, do not require legislative action. Whether legislative action is required is determined by consensus of the Board considering the issue. Motions which direct the Secretary to take administrative action shall remain operative until the task(s) referred to in the Motion are completed. Motions are not required to be in writing. All Motions, whether passed or defeated, shall be reported in the minutes of the meeting wherein the Motion was considered.

3. Any Resolution or Motion of the Board must be passed by a majority of the Board Members and Alternates present and eligible to vote when the Resolution is offered, provided that a quorum of the Board is in attendance at that meeting. Effective until December 31, 2013, a quorum shall consist of four (4) Board Members. Effective beginning January 1, 2014, a quorum shall consist of three (3) Board Members and/or Alternates. Effective until December 31, 2013, each Board Member shall vote yes or no, or may abstain from voting, on any Resolution or Motion for which a vote is called. Effective beginning January 1, 2014, each Board Member and Alternate shall vote yes or no, or may abstain from voting, on any Resolution or Motion for which a vote is called, with the vote of one Board Alternate to count only in the absence or abstention of one Board Member, and with the vote of two Board Alternates to count only in the absence or abstention of two or more Board Members.
4. If a quorum is not in attendance at any meeting, no Resolution or Motion may be passed at that meeting.
5. Any Board Member or Alternate may offer a Resolution or Motion for consideration of the Board at any meeting. The Resolution or Motion may be offered by oral Motion. A second Resolution or Motion sponsor is required to cause the Resolution or Motion to be called for a vote by the Board.
6. The Chair or other person presiding at a Board meeting may, at any time, interrupt discussion of any matter then under consideration by the Board, and entertain a Motion and second to terminate discussion of the subject being discussed.
7. The Chair or other person presiding at a Board Meeting may, at his or her sole discretion, recognize a speaker from the public attendees at a Meeting and permit the speaker to address the Board. The Chair has like authority to terminate the talk of a speaker at any time.

8. During any Board meeting, all electronic communication devices in the meeting room (including but not limited to any devices belonging to Board Members and Alternates and the public attendees) shall be silenced and/or turned off. In addition, any person desiring to utilize an electronic communication device during any Board meeting, whether to make or answer a telephone call, send or receive a text message, or for any other reason, shall exit the meeting room to do so. The Chair or other person presiding at a Board meeting may, at his or her sole discretion, enforce this rule, including – if necessary – temporarily adjourning a meeting until all persons in the meeting room comply with this rule. This shall not apply to devices used for recording purposes.

9. The Board may, from time to time, promulgate, pass, and enact resolutions pertaining to rules, regulations, plans, methods, and procedures to be used by private and public persons and agencies to bring matters to the attention of the Board, and for the accomplishment of the business and affairs of the District, including project pertaining to the mandate and responsibility of the District.

ARTICLE III. RESOLUTIONS.

Section 1. Form of Resolutions.

Resolutions of the Board are to be recorded in the format shown in Appendix A hereto.

Section 2. Publication of Resolution.

The original of any Resolution of the Board shall be maintained in the records and files of the District. The Board may, upon Motion as provided herein, direct the Secretary to publicize any Resolution or action by the Board.

Section 3. Amendment of Code.

This Code, including any part hereof, singular, in part or in total, may be changed, revised or revoked by the Board by Resolution offered and passed in accordance with the procedures set forth herein.

Section 4. Suspension of Code.

The procedures set forth herein are mandatory and no part or parts of this Code may be suspended or declared not applicable or inoperative except by passage of Motion for a Resolution to do so, presented and passed as provided herein.

Section 5. Termination of Officer Capacity.

- A. The term of office of any Officer of the Board is ended by:
1. Disqualification or termination of the Board Member from membership on the Board.
 2. Resignation from the Office or the Board.
 3. By Resolution of the Board duly offered and passed by members of the Board.
- B. When the term of Office of an Officer of the Board, other than the Chair, ends for any reason before the term thereof, the vacancy thereby created shall be filled by the Chair by the appointment of a Board Member to the vacated Office. The Chair shall provide Notice of the appointment in writing to all Board Members, and a copy of the Notice of Appointment shall be placed in the records of the District. The person appointed, pursuant to this part, shall hold the Office until the election conducted pursuant to Article I, Section 3, of this Code occurs.
- C. Upon the end of the term of Office of the Chair before the expiration of the term of Office, as provided for herein, the Secretary shall schedule a Special Meeting of the Board to occur as soon as practicable for the purpose of electing a replacement, temporary Chair; unless a Regular Meeting is scheduled within two weeks of the end of the term of Office referred to in this item.
- D. When the term of Office of the Chair of the Board ends for any reason before the expiration of the term thereof, the vacancy thereby created shall be filled by the election of a new Chair, who shall be elected to complete the unexpired term at the next Regular or Special Meeting of the Board.

ARTICLE IV. VACANCY ON BOARD OF TRUSTEES.

Section 1. Method of Filling Vacancy. REPEALED

Section 2. Time of Election to Fill Vacancy. REPEALED

Section 3. Qualification of Trustee Elected Pursuant to This Article. REPEALED

Section 4. Term of Office of Replacement Trustee. REPEALED

APPENDIX A.

TWIN-KEYSTONE WATER DISTRICT

Resolution No. _____

Board of Trustees Resolution (Brief Statement of Content of Resolution)

WHEREAS, (One or several paragraphs stating the purpose of and reason for the resolution.)

NOW THEREFORE, IT IS RESOLVED by the Board of Trustees of the Twin-Keystone Water District:

1. That (One or several numbered paragraphs stating the resolved action(s) of the Board.)
2. ...
3. ...

Date

Chair, Board of Trustees

I hereby certify that this Resolution was passed by the Board of Trustees of the Twin-Keystone Water District on _____.

Secretary