

**AMENDED REGULATIONS AND BY-LAWS PUTNAM COMMUNITY WATER CORPORATION EFFECTIVE AS OF JANUARY 29<sup>th</sup>, 2019 (ORIGINALLY ADOPTED FEBRUARY 28<sup>th</sup>, 1979 and AMENDED (January 27<sup>th</sup>, 2002, January 28<sup>th</sup>, 2014, January 24<sup>th</sup>, 2017, January 29<sup>th</sup>, 2019, January 28<sup>th</sup>, 2020)**

**ARTICLE I**

**NAME**

This corporation is incorporated as a not for profit corporation under the laws of the State of Ohio and is known as Putnam Community Water Corporation.

**ARTICLE II**

**PURPOSE**

The purposes of this corporation are:

To acquire by purchase, lease or drilling of wells a source of water for the benefit of the residents of Muskingum Township east of the Muskingum River and within a three-mile radius from the southeast corner of the corporation's office building on Township Road 457.

To acquire, operate and maintain a water distribution, supply and treatment system throughout such service area as economically indicated, for its members, at actual cost.

To fix and collect water charges sufficient to do any and all things necessary to secure and provide an adequate water supply, to establish and maintain the distribution system in good repair and to provide for future expansion.

The corporation is not organized for the private gain of any person.

The corporation shall at all times be operated on a non-profit basis for the mutual benefit of its members. No interest or

dividends shall be paid or payable by the corporation on any capital furnished by its members.

### **ARTICLE III**

#### **DIRECTORS, OFFICERS AND DUTIES**

The governing body of this corporation shall be a Board of Directors. The management and control of the affairs of this corporation shall be vested in the Board.

The board shall consist of at least five but not more than seven members. The number of Directors may be changed by resolution of the Board of Directors without amendment to these Regulations and Bylaws. Directors shall be elected at the annual members' meeting, or if an annual meeting is not held, then at a special meeting called for that purpose. Only members of the corporation may serve as Directors.

Directors shall hold office for three years. At the annual meeting of the members which marks the third anniversary of a Director's election, the position of the Director shall be filled by vote of the members. Barring a timely replacement or reelection, a Director shall continue to serve beyond the Director's three-year term until his or her successor is elected and qualified.

Vacancies on the Board of Directors shall be filled by majority vote of the remaining members of the Board and the person so selected shall serve the remaining term of the vacancy.

The Board of Directors shall elect from their membership a Chairman, who shall also serve as President of the corporation, and who shall preside at all meetings of the members and Directors, sign the records thereof, and perform generally all the duties usually performed by the chief executive officer of a corporation, and such other and further duties as shall be from time to time required of him by the members or the Directors. A Vice Chairman shall also be elected to serve in the absence or disability of the Chairman.

The Board of Directors shall appoint a Manager, who shall also serve as Secretary-Treasurer of the corporation, and who shall bill for and collect fees due the corporation, disburse funds

as directed by the Board of Directors, maintain proper books of account, generally oversee the operations of the corporation and perform any other duties which the Board of Directors may assign. The Manager may appoint one or more assistants, with the advice and consent of the Board of Directors, to assist the Manager in the conduct of the corporation's operations. The books and records of account of the Manager shall be audited at regular intervals at the discretion of and in the manner selected by the Board of Directors.

For their service to this Corporation, the Chairman shall receive \$150 per meeting attended including special meetings. The Vice Chairman shall receive \$125 per meeting attended including special meetings. The other Directors shall each receive \$100 per meeting attended including special meetings. Any Director who obtains an operator's license shall receive an additional \$50 per meeting attended in addition to regular Director's compensation. These amounts shall not be increased or decreased except at an annual membership meeting or special membership meeting and upon due notice.

The Directors shall fix the compensation and other conditions of the employment for the Manager or any other officers or full time or part time employees of the corporation.

Four members of the Board of Directors shall constitute a quorum to transact business.

The Board of Directors shall meet at regular intervals to be determined by them and shall do all things necessary to carry out the purposes for which this corporation was formed.

Special meetings of the Board of Directors may be called by the Chairman or the Vice Chairman and two members of the Board. Notwithstanding anything in these Regulations and Bylaws to the contrary, any meeting of the Board of Directors may be held through any means of electronic communication pursuant to which each Director is able to hear every other Director participating, or in any other manner permitted under the laws the State of Ohio, and such participation shall constitute attendance at such meeting.

Any action which may be authorized or taken at a meeting of the Board of Directors may be taken without a meeting with the affirmative vote or approval of a majority of the Directors,

evidenced in a writing or writings signed by all of the Directors.

## **ARTICLE IV**

### **QUALIFICATION OF MEMBERS**

Each person owning improved real estate (property) in the corporation's water service area and purchasing water from the corporation for property owned by the person in the corporation's service area shall be a member of this corporation and shall be entitled to one vote. Persons seeking to become members or members seeking to connect additional owned properties to the system shall make said connection at their own expense and only with the consent and approval, and within the sole discretion of the Board and the Manager. Proper tie-in charges, advance deposits, meter fees, and so forth, will be determined from time to time by the Board and Manager and will be payable to the corporation prior to any connection.

Membership shall follow property ownership, and shall be transferred upon sale of property.

Non-payment of a water bill shall, in the discretion of the Directors and Manager, result in the suspension of membership and disconnection from the corporation's distribution system until the bill is paid and any required deposit and reconnection fees are paid.

Main lines to the property lines of new members or non-member customers shall be, or shall be conveyed to and become the property of the corporation, but the Directors may defer acceptance of any conveyance for a period not to exceed two years from completion.

An equitable method of allocating expense of repair of service lines from the member's structure to the member's property line, as well as any services line located off of the member's property, shall be provided for by a policy of the Directors.

## **ARTICLE V**

### **MEETINGS**

The annual meeting of the members of this corporation shall be held at the corporation's office at 7:00 o'clock p.m. on the last Tuesday in January of each year or at such other time, date and place as the Board of Directors may determine. Notice of said annual meeting shall be given by publication once at least five days before in a newspaper published and of general circulation in Marietta, Ohio.

Special meetings of the members may be called by any Director or by 10% of the members of the corporation, by written notice, given by the Manager at least five days before the date of such meeting, to each member by mail, at his last known address or by publication once, at least five days before the date of such meeting, in a newspaper published and of general circulation in Marietta, Ohio.

At all meeting of members, ten members present in person or by proxy shall constitute a quorum.

Vote by proxy at members' meetings shall be permitted if the proxy is given in writing and, unless the proxy is limited, may be used on any matter coming before the meeting; provided, however that only members may hold proxies, and no member may hold more than five proxies at any meeting.

## **ARTICLE VI**

### **ORDER OF BUSINESS**

Unless suspended by a majority vote of the members present at any meeting of the members, the order or business at all members' meeting shall be as follows:

1. Reading and approval of minutes of last meeting of members.
2. Reading of reports and statements.
3. Unfinished business.
4. Election of Directors, if in order.
- S. New Business.

## **ARTICLE VII**

## **NON-MEMBER CUSTOMERS**

The Directors may enter into contracts with property owners out of the corporation's water service area to furnish water thereto on such terms and conditions as the Directors shall determine, if such persons have need of and reasonable accessibility to water produced by the corporation; provided that the corporation shall fully recover any expense thereof on a commercially reasonable basis. Such owners shall become members of the corporation, subject in all respects to these Regulations and Bylaws.

## **ARTICLE VIII**

### **PUBLIC SERVICE**

The Directors may authorize the use of the corporation's real or personal property by non-members for educational, recreational, athletic or community and/or public purposes and may provide regulations therefore.

## **ARTICLE IX**

### **AMENDMENTS**

Regulations may be adopted, amended, or repealed by the assent thereto of two-thirds of the members of this corporation or by majority vote of the members present at a meeting called for that purpose or at any annual meeting of the members.

## **ARTICLE X**

### **MEMBERS TO SUBSCRIBE TO REGULATIONS**

All members, as they join this corporation, shall be required to subscribe to these regulations. As membership terminates, the Secretary-Treasurer will note that fact and the date and reason therefore after the name of such former member.

## **ARTICLE XI**

### **DISTRIBUTION OF SURPLUS FUNDS**

It is not anticipated that there will be any net income from the corporation's activities, but if there should be any such net income, then at the end of the fiscal year, after (i) paying expenses of operations and maintenance, (ii) paying interest and principal of obligations and debts, and (iii) reserving funds for depreciation and for anticipated construction, operation and maintenance costs, then any funds remaining shall be distributed to the members on the basis of the assessments and charges made, levied against and paid by such members during the year.

## **ARTICLE XII**

### **DISTRIBUTION ON DISSOLUTION**

Upon the dissolution or other termination of this corporation, all of the assets of the corporation which remain for distribution after winding up of the corporation's affairs shall be distributed to or inure to the benefit of the then current members of the corporation. The corporation's

physical assets, to the extent that they are not capable of distribution to the members, shall be distributed to the then current members as a whole as members of an unincorporated association or may be distributed to one or more political subdivisions for the purposes of continuing the corporation's purposes as set forth above in Article I.

The foregoing regulations and bylaws were amended and adopted at an annual meeting of the membership upon due notice held January 29<sup>th</sup>, 2019 at the office of the corporation.

---

Steve Schoonover, Chairman

---

John Huck, Secretary

---

Date

(460943)