

# AMENDED AND RESTATED BY-LAWS

OF

## L.W. SEWER COMPANY

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These Amended and Restated By-laws amend and restate those certain By-laws adopted by L.W. Sewer Corporation, a Missouri corporation (the "**Original Corporation**") that were in effect until the conversion by the Original Corporation into a Missouri nonprofit sewer company subject to sections 393.825 to 393.861 and Section 393.175 of the Missouri revised statutes.

### ARTICLE I

#### **Offices**

The principle office of the corporation in the State of Missouri shall be located at P.O. box 2249, Hillsboro, Missouri. the corporation may have such other office, either within or without the State of Missouri, as the business of the corporation may require from time to time.

The registered office of the corporation required by The General and Business Corporation Law of Missouri to be maintained in the State of Missouri may be, but need not be, identical with principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

### ARTICLE II

#### **Members**

Section 1. Annual Meeting: The annual meeting of the members shall be held between the hours of 7:00 p.m. and 9:00 p.m. on any day of the week beginning on the third Tuesday of September as may be fixed by the Board of Directors and as contained in the call of said meeting. The annual meeting shall be held for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. Special Meetings: Special meeting of the members may be called by

the President, by the Board of Directors, by any three Directors or upon the request of not less than ten percent of all the members.

Section 3. Place of Meeting: The Board of Directors may designate any place, either within or without the State of Missouri, as the place of meeting for any annual meeting of the members or for any special meeting of the members called by the Board of Directors. The members may designate any place, either within or without the State of Missouri, as the place for the holding of such meeting, and may include the same in a waiver of notice of any meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Missouri, except as otherwise provided in Section 5 of this article.

Section 4. Notice of Meetings: Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty (50) days preceding the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or person calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid..

Section 5. Meeting of All Members: If all of the members shall meet at any time and place, either within or without the State of Missouri, and consent to the holding of a meeting, such meeting shall be valid, without call or notice, and at such meeting any corporate action may be taken.

Section 6. Closing of Transfer Books or Fixing of Record Date: The Board of Directors of the corporation may close its membership books for a period not exceeding fifty (50) days preceding the date of any meeting of members, or for the allotment of rights, or the date when any change or conversion or exchange of membership interests shall be effective; or, in lieu thereof, may fix in advance a date, not exceeding (50) days preceding the date of any meeting of members, or for the allotment of rights, or to the date when any change or reconversion or exchange of membership interests shall be effective, as the record date for the determination of members entitled to notice of, or to vote at, such meeting, or members entitled to receive any such allotment of rights, or to exercise rights in respect of any such change, conversion or exchange of membership interests; and the members of record on such date of closing the transfer books, or on the record date so fixed, shall be the members entitled to notice of and to vote at, such meeting, or to receive payment of such dividend, or to receive such allotment of rights, as the case may be. If the Board of Directors shall not have closed the membership books or set a record date for the determination of its members entitled to vote as hereinabove provided, the date on which notice of the meeting is mailed or right announced, as the case may be, shall be the record date for such determination of members so entitled to vote.

**Section 7. Voting Lists:** At least ten days before each meeting of members, the officer or agent having charge of the membership book for membership interests of the corporation shall make a complete list of the members entitled to vote at such meeting, arranged in alphabetical order with the address of each member, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original membership interest ledger or membership book, or a duplicate thereof kept in this state shall be prima facie evidence as to who are the members entitled to examine such list or membership interest ledger or transfer book or to vote at any meeting of members.

**Section 8. Quorum:** Ten percent (10%) of the members of the corporation, represented in person or by proxy, shall constitute a quorum at any meeting of the members; provided, that if less than ten percent of the members are represented at said meeting, a majority of the members so represented may adjourn the meeting, from time to time, without further notice, to a date not longer than ninety days from the date originally set for such meeting.

**Section 9. Proxies:** At all meetings of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

**Section 10. Voting by Members:** Each member shall have one membership interest and be entitled to one vote upon each matter submitted to a vote at a meeting of members. The act of the majority of the members present (or by proxy) at a meeting of the members at which a quorum is present shall be the act of the members.

**Section 11. Informal Action by Members:** Any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote with respect to the subject matter thereof.

**Section 12. Membership Qualification:** Each person that agrees to use wastewater disposal or treatment services furnished by the corporation (as evidenced by an open account for services in such person's name) with the corporation shall be a member of the corporation. Any person shall cease to be a member if such person shall fail or refuse to use such services. To the extent there are multiple names associated with a single account, such named persons shall be deemed a single member and shall designate one of such named persons with the authority to exercise the rights and obligations associated with such membership interest.

## **ARTICLE III**

### **Directors**

**Section 1. General Powers:** The business and affairs of the corporation shall be managed by its Board of Directors.

**Sectional 2. Number, Election and Term:** The number of directors of the corporation shall be seven (7), each of whom shall be elected at the annual meeting of members, except as hereinafter provided for the initial term of said directors. The term of office of said directors, except as hereinafter provided with reference to the initial term of office shall be three (3) years. All such directors as are elected shall hold office until his successor has been elected and has qualified. Three of the seven aforesaid directors shall be at the first meeting of the members nominated and elected for a term of one (1) year, another two of the seven aforesaid directors shall be at the first meeting of the members nominated and elected for a term of two (2) years and the remaining two of the aforesaid seven directors shall be elected at the first meeting of the members for a term of three (3) years.

**Section 3. Regular Meetings:** A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as, the annual meeting of the members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Missouri, for the holding of additional regular meetings with notice of such resolution to all directors.

**Section 4. Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place in the United States, either within or without the State of Missouri, as the place for holding any special meeting of the Board of Directors called by them.

**Section 5. Notice:** Notice of any special meeting shall be given at least five days previously thereto by written notice delivered personally or mailed to each director at his business address, or by telegram provided, however, that if the designated meeting place is without the State of Missouri, an additional five days notice shall be given. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that is less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting: The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies: In case of the death or resignation or disqualification of one or more of the directors, a majority of the survivors or remaining directors may fill such vacancy or vacancies until the successor or successors are elected at the next annual meeting of the members. A director elected to fill a vacancy shall serve as such until the next meeting of the members.

Section 9. Compensation: Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

## ARTICLE IV

### **Officers**

Section 1. Number: The officers of the corporation shall be a President, a Vice-Presidents, a Treasurer, and a Secretary who shall be elected annually. The President and the Vice-President shall be chosen from the members of the Board of Directors. The offices of Treasurer and Secretary may be held by the same person and need not be chosen from the members of the Board, but they may be so chosen. The Board of Directors, by resolution, may elect or appoint such other officers, agents or employees as it shall deem necessary or advisable and shall prescribe the powers and duties thereof.

All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the property and affairs of the corporation as may be provided in the by-laws, or, in the absence of such provision, as may be determined by resolution of the Board of Directors.

Section 2. Election and Term of Office: The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members except as hereinafter set forth. If the election of officers shall not be held at such meeting, such election shall be held as soon

thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or Treasurer or any other proper officer thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have 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 by-laws to some other officer or agent of the corporation, 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 6. The 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 restrictions upon the President. The Vice-President may sign with the Secretary, or with the Treasurer, certificates for membership interests of the corporation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. The Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these by-laws; (b) in general perform all the 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 8. The Secretary: The Secretary shall: (a) keep the minutes of the member's and 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 by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all certificates for membership interests prior to the issue thereof and to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) sign with the President, or the Vice-President, certificates for membership interests of the corporation, the issue of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries: The Board of Directors may elect such Assistant Treasurers and Assistant Secretaries as it deems necessary or desirable. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant Treasurers and assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors.

Section 10. Salaries: The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

## ARTICLE V

### **Contracts, Loans, Checks and Deposits**

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation 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 corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE VI**

### **Membership Interests and Restriction on Transfer**

Section 1. Membership Interests are Uncertificated: The membership interests of the members shall be uncertificated..

Section 2. Restriction on Transfer: Membership interests of the corporation are not transferable.

## **ARTICLE VII**

### **Fiscal Year**

The fiscal year of the corporation shall begin on the first day of October in each year and end on the last day of September in each year.

## **ARTICLE VIII**

### **Excess Revenues**

Revenues of the corporation for any fiscal year in excess of the amount therefor necessary for the purposes provided for in Section 393.849 or Section 393.851 of the Missouri Revised Statutes shall, unless otherwise determined by a vote of the members, be distributed by the corporation to its members as patronage refunds prorated in accordance with the patronage of the corporation by the respective members paid for during such fiscal year.

## **ARTICLE IX**

### **Seal**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, "Corporate Seal, Missouri".

## **ARTICLE X**

### **Waiver of Notice**



Whenever any notice whatever is required to be given under the provisions of these by-laws or under the provisions of the articles of incorporation, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XI**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS AGAINST LIABILITIES AND EXPENSES IN ACTIONS**

Each director or officer, or former director or officer of this corporation, and his legal representatives, shall be indemnified by this corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer; and any person who, at the request of this corporation, served as director or officer of another corporation in which such corporation owned corporate stock, and his legal representatives, shall in like manner be indemnified by the corporation so requesting him to serve; provided that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his 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 expenses, counsel fees and costs reasonably incurred in connection therewith), provided the board of directors of the corporation shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; but in taking such action any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the board cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the members at a duly called special meeting or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the board of directors or committee appointed by members, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such board or committee. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a Court of competent jurisdiction. 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 XII**

### **Amendments**

These by-laws may be altered, amended or repealed and new by-laws may be adopted at any annual meeting of the members or at any special meeting of the members

called for that purpose. The Board of Directors may adopt emergency by-laws as provided by law.

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These Amended and Restated Bylaws have been duly adopted by the Board of Directors of the corporation by a written consent dated August \_\_\_\_, 2006

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Connie Hargis  
Secretary