

**AMENDED
BYLAWS OF
MICHIGAN RURAL WATER ASSOCIATION
ADOPTED MAY 23, 1990
AMENDED MARCH 20, 2002
AMENDED MARCH 9, 2005
AMENDED MARCH 18, 2010
AMENDED MARCH 17, 2011
AMENDED MARCH 21, 2013
AMENDED MARCH 18, 2015
AMENDED MARCH 21, 2018
AMENDED MARCH 20, 2019**

ARTICLE I

The purpose for which the Michigan Rural Water Association ("Association") is formed and the powers which it may exercise are set forth in the Association's Articles of Incorporation and these Bylaws.

ARTICLE II

Section 1: The name of this not-for-profit Association is the Michigan Rural Water Association.

Section 2: The principal office of this not-for-profit Association shall be 2127 University Park Dr., Suite 340, Okemos, MI 48864 or such other place as the Board of Directors may determine, from time-to-time.

ARTICLE III

The seal of the Association shall have a circle with the words "MICHIGAN RURAL WATER ASSOCIATION" inscribed around the outer perimeter and the words Corporation SEAL in the center. Provided however, the Association's seal shall not be a necessary component to any action taken by the Directors and/or Officers pursuant to these Bylaws, or otherwise.

**ARTICLE IV
Fiscal Year**

The fiscal year of the Association shall commence on January 1 and end on December 31 of each respective calendar year.

**ARTICLE V
Membership**

Section 1: Eligibility For Membership. Membership in the Association shall be limited to the following classes of Members.

(a) Voting Members. Non-profit public water, wastewater and other types of utilities and municipalities that are headquartered in locales with less than 15,000 population and are engaged in the transportation, distribution and/or the sale of utility services in rural areas of the State of Michigan.

(b) Additional Voting Members. Non-Profit Educational Institutions, Non-Profit Service Organization Homes and/or facilities that provide wastewater collection, treatment and/or potable water treatment to a transient population.

(c) Associate Members. Municipalities over 15,000 population, any person, firm, corporation, organization and/or other association adhering to the purpose of the Association and desiring to assist in the work of the Association may become Association Members. The Associate Members and Voting Members shall elect three (3) Associate Member delegates to the Association's Board of Directors ("Board"). The three (3) Associate Member Directors shall also have full voting rights on the Board. The Association's Board may choose to elect any Associate Board Member to hold any executive office, except that of President. Additional responsibilities of Associate Members are detailed in Article VII; Section 7 of these Bylaws.

Section 2: Delegates. Each voting member and associate member shall select a delegate and an alternate delegate to represent its membership at the meetings of the Association, provided the name of the delegates have been authorized by resolution at the time of new membership or renewal, and submitted to the Board or the Board's designated representative prior to the Annual Meeting.

Section 3: Dues. Membership dues shall be determined by the Association's Board.

Section 4: Liability of Members and Board. The property of the Members of the Association or of the Board shall be exempt from execution for the debts and liabilities of the Association. All Board Members shall be indemnified by the Association as more-fully described in Article XIV of these Bylaws.

ARTICLE VI **Meeting of the Members**

Section 1: Annual Meetings. The Annual Meeting of the Members of the Association shall be held at a time and place in the State of Michigan as determined by the Board. The order of business shall be:

ORDER OF BUSINESS:

- a. Call to Order
- b. Report by secretary of Delegates present and determination of quorum
- c. Reading of the Notice of Hearing
- d. Reading and approval of minutes of last annual meeting
- e. Presentation of financial reports of the Association
- f. Election of Directors

- g. Reports of Directors and Committees
- h. Unfinished Business
- i. New Business
- j. Adjournment

Section 2: Special meetings may be called by the President or any Officer of the Board pursuant to these Bylaws.

Section 3: Notice of Meetings. A written notice shall be mailed to each Member at the address shown on the books of the Association at least five (5) days prior to the date of any Annual or special meeting of the Members. A copy of the Agenda shall accompany such notice.

Section 4: Quorum. At any meeting of the Members, at least six (6) Members present shall constitute a quorum for the transaction of any business, which may properly come before said meeting.

Section 5: Voting. Each voting member of the Association shall be entitled to one vote in person on each matter submitted to the delegates at each Annual Meeting or special meeting thereof. All matters presented to such Annual or special meeting shall be decided by a majority of the delegates present in person and entitled to vote.

ARTICLE VII **Board of Directors**

Section 1: Number of General Powers. The affairs of the Association shall be governed by the Board which shall consist of ten (10) directors (hereinafter, individually a "Director" and collectively, the "Directors"). Seven (7) Directors shall be elected for three (3) year terms. At the organizational meeting of the Association the terms of the original Board shall be as follows: One (1) Director shall serve a one (1) year term, three (3) Directors shall serve two (2) year terms and three (3) Directors shall serve three (3) year terms. The three (3) Associate Member Directors shall be elected as more-fully detailed in Article VII; Section 7 of these Bylaws.

Section 2: Election. The Directors shall be elected at the Annual Meeting by a plurality vote of delegates in attendance and in good standing. Only Director nominees whose names appear on the preprinted Annual Meeting election ballot shall be eligible for election. Directors' election nominations from the floor of the Annual Meeting will not be accepted unless there exist insufficient nominees to fill the required Director Vacancies. Every member desiring to cast a vote at the Annual Meeting must be a member in good standing.

Section 2(a): In case of a tie vote for a Director, the Board in office at the time of election shall, by secret vote, choose the Director(s) from among the tied Directors.

Section 3: Qualifications. Directors must be official representatives and full- time employees of voting Members of the Association. If an existing Director retires during their

term that Director has the option to serve till the next Annual Meeting, whereupon the seat will be up for election to fill the term. If an existing member of the Board accepts employment in another community, utility, organization or institution which is not a member, but is eligible for membership by definition of Article V of these Bylaws, such Director shall have a grace period of thirty (30) calendar days from their first day of employment or until the first formal meeting of the employer, whichever occurs first, with which to secure the new employer's membership and written authorization allowing that particular member to serve as delegate representative to the Association's Board on behalf of such employer. If such membership and authorization are not achieved within the specified time period, the Director shall resign from their position on the Association's Board.

Section 4: Removal by Board. A Director may be removed from office should any Director be absent from two meetings in any calendar year without proper notice having been accepted by the Board. The Director shall be removed from office unless a majority of remaining Directors vote otherwise. After a Director is absent from two meetings in any calendar year without proper notice, said Director shall be notified of the impending vote on his or her removal.

Section 5: Removal of Director by Membership. Any one or more of the Directors may be removed either with or without cause at any time by a vote of 2/3 of the Association's Members present at any special meeting called for such purpose.

Section 6: Vacancies. Whenever a vacancy occurs in the Board it shall be filled by a majority vote of the remaining Directors by the final Board meeting of the calendar year. The person so chosen shall hold office until the next Annual Business. If the vacancy occurs after the final Board meeting of the year the position will remain open until the election at the Annual Business meeting.

Section 7: Associate Members. Subject to Article V – Section 1(c) of these Bylaws, there will also be three (3) Associate Members on the Association's Board. In the 2002 Association's Annual Election, two (2) Associate Directors will be elected from the Associate Members. One Associate Member/Director will have a two-year term, expiring in 2004, and one Associate Member/Director will have a three-year term, expiring in 2005. The associate Director with the most votes will serve a three (3) year term and the Associate Director with the next highest total, shall serve a two (2) year term. Currently, there is an Associate Director with a term expiring in 2003. Following the elections in 2002, every year one (1) new Associate Director will be elected to a three (3) year term.

Section 8: No employee of the Association shall become a Director or Associate Director while employed by the Association.

Section 8(a): No Director either from the Voting Membership or Associate Membership can be employed by the Association during his or her term of office.

ARTICLE VIII
Meeting of the Board of Directors

Section 1: There shall be at least one (1) meeting annually of the Board, which shall be held immediately after the Annual Meeting of the Members for the purpose of reorganization of the Board and to transact any other business of the Association.

Section 2: Special meetings of the Board may be held at any place and at any time when called by the President, or any three (3) or more Directors. Two (2) days notice of the time and place shall be given to each Director. A waiver of such notice in writing either before, or after, the time stated herein; shall be deemed equivalent to such notice. Notice of any adjourned meeting of the Board need not be given.

Section 3: Quorum. At all meetings of the Board, it shall take a majority of the Directors to constitute a quorum authorized to transact a business.

ARTICLE IX
Officers

Section 1: Number. The Association shall have the following officers: President, Vice President and a Secretary/Treasurer. These officers shall be elected by the Board and no Director may hold more than one (1) office.

Section 2: Election and Removal. The officers of the Association shall be elected at each Annual Meeting of the Board and may be removed by the Board at any time.

Section 3: Term of Office. At each Annual Meeting of the Board, the Directors shall elect from their number a President, Vice-President, Secretary/Treasurer and the other Members of the Executive Committee to serve from the end of that Annual Conference until the end of the next Annual Conference.

Section 4: President. The President shall preside at all meetings of the Board and membership. He/She shall generally perform all of the duties, which usually pertain to the office of President of the Association.

Section 5: Vice President. In the absence of the President, the Vice President shall perform all of the duties of the President. He/She shall also perform such other duties as may be prescribed, from time to time by Directors.

Section 6: Secretary/Treasurer. In general, the Secretary/Treasurer shall perform all duties incident to the office of Secretary/Treasurer and shall perform or insure such duties are performed as prescribed for the office of Secretary/Treasurer.

Section 7: The Association's Directors shall select a National Director to represent the Association and sit on the National Rural Water Association Board. The term of office shall be for three (3) years.

ARTICLE X

Compensation of Officers and Directors

Section 1: Compensation. No Officer or Director of the Association shall be entitled to any compensation for or in consideration of the execution of his/her duties as such Director or Officer; provided, however, that the actual reasonable expenses of the Officer or Directors incurred on the business of the Association, may with the approval of the Board, be reimbursed.

ARTICLE XI

Power to Accept Donations

The Board shall have the power and authority to accept donations made to the Association for the furtherance of its purposes; provided, however, that the Board may reject any donation made upon a condition or restriction. If in the discretion of the Board, the donation as so contained or restricted will not be in the best interest of the Association.

ARTICLE XII

Dissolution

The Association shall be dissolved in accordance with Article VI of the Association's Articles of Incorporation.

ARTICLE XIII

Amendments

These By-Laws may be amended by a majority vote of the delegates at any Annual Meeting of the Association, or any special meeting of the Association, provided that proper written notice of any proposed revision is mailed to the Members at least thirty-five (35) days prior to the Annual Meeting or special meeting at which the amendment would be voted on.

ARTICLE XIV

Indemnification

Section 1: Indemnification and Insurance. The Association shall, to the fullest extent now or hereafter permitted by law and by regulations and rulings issued by the Internal Revenue Service, indemnify any Board Member or officer of the Association (and, to the extent provided in a resolution of the Board or by contract, may indemnify any employee or agent of the Association) who was or is a party to or threatened to be made a party to any threatened, pending, or completed civil action, suit or proceeding by reason of the fact that such person is or was a Board Member, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Board Member, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (other than taxes, penalties, or expenses of correction) including attorneys' fees (which expenses may be paid by the Association in advance of the final disposition of such action, suit or proceeding as provided by law), actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in

or not opposed to the best interests of the Association and such person is either successful in his or her defense or the proceeding is terminated by settlement, and such person has not acted willfully and without reasonable cause with respect to the Association duties concerned, The Association may purchase and maintain insurance on behalf of any such person against any liability (including penalties, taxes, expenses of correction, judgments, settlements or expenses) asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 2. Rights to Continue. The indemnification herein provided for shall continue as to a person who has ceased to be a Board Member or officer of the Association and, to the extent provided in a resolution of the Board or in any contract between the Association and such person, may continue as to a person who has ceased to be an employee or agent of the Association. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Board Member, officer, employee or agent of the Association shall inure to the benefit of the heirs, personal representatives and administrators of such person.

ARTICLE XV

The above Amended and Restated Bylaws were duly and regularly adopted by the Association on March 20, 2019.

ATTEST:

PRESIDENT
