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## BYLAWS

### The Miami Conservancy District Dayton, Ohio

**WHEREAS**, pursuant to the provisions of Ohio Revised Code Section 6101.15 (O) the Board of Directors ("Board") of The Miami Conservancy District ("District") is empowered to "Do all things necessary or incident to the fulfillment of the purposes for which the district is established;" and

**WHEREAS**, the Board has determined that it is necessary and incidental to the success of the purpose and mission of the District that the Board have bylaws which will allow the Board to respond to the current needs of the District and the public it serves;

**NOW THEREFORE**, the Board of Directors of The Miami Conservancy District and its Subdistricts adopt the following Bylaws:

#### ARTICLE I MEETINGS

1. **General.** The Board of Directors of The Miami Conservancy District, and its Subdistricts, shall meet as required in each calendar year to transact such official business as may be presented to the Board. Meeting dates, insofar as is practicable, shall be scheduled at least three months in advance.
2. **Quorum.** Two (2) members of the Board present at any meeting shall constitute a quorum for the transaction of matters presented for the consideration of the Board.
3. **Regular Meetings.** Regular meetings of the Board shall be held in the headquarters building of the District located in Dayton, Ohio; in other locations within boundaries of the District or its Subdistricts; or by means of teleconference, video conference or other similar electronic technology as allowed by law.
4. **Notice of Regular Meetings.** Notices, including the date, time, and place of regular meetings of the Board shall be posted on the District's website and provided to any individuals or news media requesting such information at least one week (seven calendar days) in advance of such meeting.
5. **Special Meetings.** Special meetings of the Board, between regular meetings, may be called by the President, Vice President, Secretary, or General Manager of the District at any time circumstances may so dictate.
6. **Notice of Special Meetings.** Notices of special meetings, including the date, time, place, and purpose shall be posted on the District's website and provided to any individuals or news media requesting such information at least forty-eight (48) hours in advance of such meeting.

7. Emergency Meetings. Emergency meetings of the Board may be called by the President, Vice President, Secretary, or General Manager of the District.
8. Notice of Emergency Meetings. Notices of emergency meetings, including the date, time, place, and purpose shall be immediately sent to the Board members, posted on the District's website, and provided to any individuals or news media requesting such information.
9. Executive Sessions. The Board may conduct executive sessions during regular or special meetings of the Board, but only for the purpose of discussing those items set forth in Ohio Revised Code Section 121.22(G).
10. Order of Business. Insofar as the matters to come before the Board at any meeting are concerned, in general, the following order of business shall be followed:
  - i. Call to Order
  - ii. Roll Call
  - iii. Compliance with Sunshine Law and Bylaws
  - iv. Approval of Minutes
  - v. Appeals Hearings
  - vi. Finance
  - vii. Main District
  - viii. Subdistricts
  - ix. Other Business
  - x. Setting of Date(s) for Next Meeting(s)
  - xi. Executive Session
  - xii. Adjourn

## **ARTICLE II OFFICERS**

1. Election of Officers. Officers of the Board shall be elected during the regular meeting of the Board held in the second quarter of each calendar year. Officers to be elected shall be the President, Vice President, and Secretary. Pursuant to Ohio Revised Code Section 6101.11, the President and Vice President shall be members of the Board, and the Secretary shall not be a member of the Board.
2. Vacancies. In the event of a vacancy in the office of President, the Vice President shall become President. A vacancy in any other office shall be filled by election by the Directors at their next regular meeting or at a special meeting called for that purpose.
3. Duties of Officers. It shall be the duty of the officers to assist the Directors in managing the affairs of the District and its Subdistricts and in executing the policies determined by the Directors. More particularly, the Officers shall have the following duties:

**President:** In addition to the other duties set forth herein, the President shall act as Chairman and preside at all meetings of the Board.

**Vice President:** It shall be the duty of the Vice President to discharge the duties of the President in his/her absence and to generally assist the President in his/her duties.

**Secretary:** The Secretary shall attend meetings of the Board, keep the minutes thereof, and send out all notices of meetings as required by law or by these Bylaws. The Secretary shall, in general, perform all duties incident to the office of Secretary under the Ohio Revised Code Section 6101 and the Corporation Law of Ohio where applicable. The Secretary shall also act as the custodian of all of the official records of the District and its Subdistricts. The Secretary shall not be a member of the Board and shall not be entitled to vote on matters submitted to the Board for action. In the absence of the Secretary, the Board shall appoint a designee to act with all of the authority of the Secretary.

### **ARTICLE III GENERAL MANAGER**

The Board may appoint a General Manager who shall serve as the chief executive officer of the District (and its Subdistricts) and have day-to-day responsibility for the organization, including hiring and oversight of other staff.

### **ARTICLE IV EXECUTION OF DOCUMENTS**

The President, Vice President, Secretary, and General Manager of the District are authorized to execute any agreement, contract, deed, easement, lease, affidavit, notice, release, bond, mortgage, or other document as authorized by the Board on behalf of the District or its Subdistricts, except as specified in Ohio Revised Code Section 6101.16 or otherwise required by law. Only one signature of any of the foregoing individuals shall be required.

### **ARTICLE V EMERGENCIES INVOLVING THE DISTRICT OR ITS SUBDISTRICTS**

In the event of a sudden emergency when it is necessary to protect the District (including any of its Subdistricts), the General Manager of the District or his/her designee shall, to the extent possible, inform and keep the Board apprised of the emergency as soon as practical, solicit their input and guidance on the sudden emergency and shall take all action required and necessary to respond to the emergency.

### **ARTICLE VI AMENDMENT**

These Bylaws may be amended from time to time as necessary, but only during the proceedings of a regular meeting of the Board of Directors as set forth in Article I, Section 3.