

**BYLAWS  
OF THE  
NORTHWEST CASS COUNTY WATER RESOURCE DISTRICT**

**ARTICLE I  
PRINCIPAL OFFICE**

The principal office of the Northwest Cass County Water Resource District (the “District”) shall be, until changed by the Board of Supervisors (the “Board”) at 16940 Meadow Lane, Village of Loch Lloyd, Missouri 64012.

**ARTICLE II  
THE BOARD**

**Section 1. Management.**

The property, business and affairs of the District shall be controlled and managed by the Board of Supervisors. The Board shall consist of five members.

**Section 2. Terms.**

Each Board Member shall hold office for five years until that Board Member’s successor is elected and qualified pursuant to § 249.773 RSMO. Should a vacancy occur, the remaining members of the Board shall select a person to fill the vacancy pursuant to § 249.773 RSMO.

**ARTICLE III  
BOARD MEETINGS AND ACTIONS**

**Section 1. Place.**

All meetings of the Board shall be at the principal place of business of the District or at such other place within or without the District as may be selected by the Board.

**Section 2. Annual Meeting.**

The Board shall hold an annual meeting each year for the election of officers and for such other business as may properly come before the Board. Unless the Board otherwise specifies, the annual meeting of the Board shall be held at the regularly scheduled March meeting.

**Section 3. Regular Meetings.**

The Board may establish a schedule for regular meetings of the Board. Regular meetings of the Board may be held without notice, except when such a meeting is rescheduled to a date or time different from that originally set by the Board. Notice of the date and time of such rescheduled regular meeting shall be given to each Board Member at least five (5) days before the earlier of

the rescheduled regular meeting or the original date for the meeting. Such notice need not specify a purpose for the meeting. An agenda and packet of information should be sent by the District's Administrator to each Board Member prior to each regular meeting. However, the failure to send such agenda or packet of information shall not invalidate a regular meeting. In the case of a rescheduled regular meeting, such agenda and packet of information, if sent, shall be in addition to and not in lieu of the notice required by this Section 3.

**Section 4. Special Meetings.**

Special meetings of the Board may be called at any time by the Chairman of the Board or upon written request by two or more Board Members. Special meetings of the Board must be preceded by at least five days' notice to each Board Member of the date and time of each such meeting. The notice of a special meeting must specify the purpose of the meeting.

**Section 5. Notice Procedures.**

Any notice required by these Bylaws shall be effective if communicated in writing by personal delivery, facsimile, other form of wire or wireless communication, or by U.S. Postal Service or private carrier. The notice shall be correctly addressed if addressed to a Board Member's address, facsimile number or electronic mail address shown in the current list of Board Members. The notice shall be effective at the earliest of the following:

- (a) When delivered, if by hand or private carrier;
- (b) Upon deposit with the United States Postal Service, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed; or
- (c) When transmitted, if sent by wire or wireless communication to a correct facsimile number or other electronic address.

**Section 6. Persons Authorized to Execute Notice.**

Notice of a meeting of the Board of the District shall be signed by the Secretary of the Board or, if that officer is unavailable, the Chairman and, in the case of a special meeting, shall recite under whose authority of the persons authorized by Section 4 of this Article to call such meetings such notice is given.

**Section 7. Waiver of Notice.**

A Board Member may at any time waive any notice required by these Bylaws. The waiver must be in writing and filed with the minutes of the meeting. A Board Member's attendance at or participation in a meeting waives any required notice of the meeting unless the Board Member upon arriving at the meeting or prior to the vote on a matter objects to lack of notice and does not vote for the assent to the action to which that Board Member objects.

**Section 8. Compliance with Open Meetings Law.**

Except as specifically authorized below, each meeting of the Board shall be held at a place reasonably accessible and convenient to the public and, in addition to any other notice authorized or required by these bylaws, only after the posting of the date, time, place, and tentative agenda of such meeting on a bulletin board or other prominent place that is easily accessible to the public and clearly designated for such purpose at the principal office of the District. Copies of such

information posted shall also be made available to any representative of the news media who requests them. In case the meeting is to be a closed meeting, the posted notice and notice to the news media shall, in lieu of a tentative agenda, set forth the specific statutory exception that serves as the reason for closing the meeting. The posted notice and notice to the news media required by this Section shall be given at least twenty-four (24) hours prior to the time the meeting is to commence, not counting weekends and holidays. The Board may meet on less than twenty-four (24) hours notice under this Section or at a place that is not reasonably accessible or at a time that is not reasonably convenient to the public only if as much notice under this Section as is reasonably possible has been given, there is good cause for such lesser notice, inaccessibility, or inconvenience, and such good cause has been stated in the minutes of the meeting.

**Section 9. Quorum.**

A majority of the Board Members in office immediately before a meeting begins shall constitute a quorum for the transaction of business. The act of the majority of the Board Members present at a meeting at which a quorum is present at the time such act is taken shall be the act of the Board, except in the case of an action to hire, fire or contract with the District's Administrator/General Manager or to amend these Bylaws, in which case the concurrence of three-quarters of the Board Members then in office shall be necessary.

**ARTICLE IV  
COMMITTEES**

The Chairman of the Board may name one or more committees of the Board and appoint members of the Board and members of the District to serve on them. Each committee shall have two (2) or more Board Members who shall serve as Chairman and Co-Chairman, who will serve at the pleasure of the Chairman. The creation of a committee and appointment of members to it must be approved by a majority of the Board Members then in office. Section 1 and Section 3 through 9 of Article III of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, apply to committees of the Board and committee members as well. Committees shall make such recommendations to the Board and carry out such other functions and activities as the Board may assign but shall have no authority to act on the Board's behalf or to bind the District.

**ARTICLE V  
OFFICERS**

**Section 1. Officers.**

The officers of the Board shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer, who shall be an ex-officio officer without a vote, and such other officers, as the Board may from time to time elect from its members.

**Section 2. Appointment and Term.**

The officers shall be elected annually by the Board for terms of one (1) year and shall hold office until their successors shall have been chosen and have qualified.

**Section 3. Removal.**

The Board may remove any officer at any time, with or without cause by the concurrence of three quarters of the Board Members then in office.

**Section 4. Vacancies.**

In case any office shall become vacant by reason of death, resignation, removal or otherwise, the Board Members then in office, although less than a majority of the entire Board, by a majority vote of those voting, may elect a successor or successors for the unexpired term.

**ARTICLE VI**

**AUTHORITY AND DUTIES OF OFFICERS**

**Section 1. Chairman.**

The Chairman shall see that all orders and resolutions of the Board are carried into effect, subject to the right of the Board Members to delegate any specific authority to any other officer of the Board. The Chairman shall preside at all meetings of the Board.

**Section 2. Vice Chairman.**

The Vice Chairman shall perform such duties as shall be assigned and shall exercise such powers as may be granted by the Board. In the absence of the Chairman, the Vice Chairman may perform the duties and exercise the powers of the Chairman with the same force and effect as if performed by the Chairman.

**Section 3. The Secretary.**

The Secretary shall act as clerk of meetings of the Board and shall cause to be recorded all votes and the minutes of all proceedings in a minute book to be kept for that purpose. The Secretary shall perform such other duties as may be prescribed from time to time by the Board. The Board, at any meeting, may designate any of its members to act as temporary secretary in the absence of the Secretary.

**Section 4. The Treasurer.**

The Board shall employ a Treasurer and the Treasurer shall have such authority, perform such duties, and furnish such bond as the Board may prescribe. The Treasurer shall have responsibility for the funds and securities of the District, receive and give receipts for monies due and payable to the District from any source whatsoever, and deposit all such monies in the name of the District in such banks, trust companies, or other depositories as shall be selected by the Board. The Treasurer shall disburse or cause to be disbursed such funds of the District as may be ordered or authorized generally to be disbursed by the Board. The Treasurer shall render to the Board whenever it may require an account of all his or her transactions as Treasurer and of those under the Treasurer's jurisdiction and of the financial condition of the District.

## ARTICLE VII

### DISTRICT ADMINISTRATOR/GENERAL MANAGER

**Title, Duties.** The District's Administrator/General Manager or the individual or organization contracted for administrative services shall serve at the pleasure of the Board and shall be responsible for the day-to-day administration of the District's affairs. The District's Administrator/General Manager shall have such specific powers and duties as the Board may delegate.

## ARTICLE VIII

### SIGNATURE AUTHORITY AND REPRESENTATION

**Contracts, Checks, etc.** The officer of the Board, employee of the District, or other agent that the Board Members designate shall sign all contracts and agreements that the Board authorizes, as well as all checks, drafts, or other orders for payment of indebtedness that the District has issued in its name. Designation of those with authority to sign for the District may be general or for a specific purpose. Two authorized signatures as approved by the Board shall be required on all checks issued.

## ARTICLE IX

### MISCELLANEOUS

**Section 1. Fiscal Year.**

The fiscal year for the District shall be the year ending December 31.

**Section 2. Seal.**

Documents executed by the District need not contain a seal; provided, however, if the Board decides to adopt a seal of the District, it shall be circular in form and shall bear the name of the District.

**Section 3. Amendments.**

These Bylaws, or any of them, or any additional or supplementary Bylaws, may be amended or repealed, and new Bylaws may be adopted at any regular or special meeting of the Board.

**Section 4. Interpretation.**

Whenever the context indicates, the masculine gender in these Bylaws shall include the feminine and neuter, and the singular shall include the plural or vice versa. The headings are solely for organization, convenience, and clarity. They do not define, limit, or describe the scope of these Bylaws or the intent of any of the provisions.

**Section 5. Inoperative Portion.**

If any portion of these Bylaws shall be invalid or inoperative, then, to the extent reasonable and possible, the remainder shall be valid and operative, and effect shall be given to the intent that the portion held invalid or inoperative manifests.

**KNOW ALL MEN BY THESE PRESENTS**, that we, the undersigned, Supervisors and Clerk of the Northwest Cass County Water Resource District, do hereby certify that the above and foregoing Bylaws were duly amended as the Bylaws of the District at a regular meeting of the Board on the 17th day of July 2024, and that the same do now constitute the Bylaws of the District.

Signed this 17th day of July 2024.



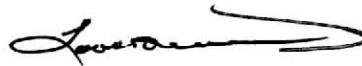
Chairman of the Board of Supervisors



Member of the Board of Supervisors



Member of the Board of Supervisors



Member of the Board of Supervisors

Member of the Board of Supervisors

ATTEST:



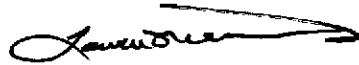
Secretary of the Board of Supervisors

## CERTIFICATION

The undersigned Secretary of the District does hereby certify that the foregoing Bylaws were duly adopted July 17, 2024, by the affirmative vote of a majority of the Board Members at a meeting properly called, noticed and convened, and in accordance with applicable law, and that the same remain in full force and effect, as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 17th day of July 2024.

APPROVED BY THE BOARD AT THE JULY 17, 2024 REGULARLY SCHEDULED BOARD MEETING.



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Secretary