

**BYLAWS
OF
RYKER'S RIDGE WATER CO., INC.**

ARTICLE I

- Section 1.** **Name.** The name of this company shall be **Ryker's Ridge Water Co., Inc.**
- Section 2.** **Location.** The office of this company shall be in Madison Township, Jefferson County, Indiana.
- Section 3.** **Seal.** This company shall possess a seal which shall have inscribed the name of the company, **Ryker's Ridge Water Co., Inc.**
- Section 4.** **Fiscal Year.** The Fiscal year of this company shall be the same as the calendar year.

ARTICLE II

Section 1. **Membership.** Any person owning property having reasonable accessibility to the source of, and who is in need of having water supplied to his/her place of occupancy or property, may be a member of this company by signing a water user's agreement from the company provided, that no person otherwise eligible shall be permitted to subscribe for or require a membership of the company if the capacity of the company's water system is exhausted by the needs of its existing members. A fee of One hundred dollars (\$100.00) shall be paid per membership, upon application for membership in this company.

Section 2. A member ceases to be eligible to hold membership as provided in Section 1 in case of death, or willful failure to comply with these Bylaws and other requirements, or willfully obstruction of the purposed and proper activities of the company. The Board may terminate his membership upon tender to him or his heirs or legal representative, the original membership value less any indebtedness then due from him to the company. Any member whose membership is so terminated for cause other than that of ceasing to be eligible may appeal from the action of the Board of Directors to a vote of the members at the next regular meeting of the members, or special meeting of the members called for such purpose.

Section 3. All transfer of memberships shall be made upon the books of the company as requested by the member or by their legal representatives, but only with the approval of the Board of Directors and only to persons eligible to become members, and only when the transferring member is free from indebtedness to the company.

Section 4. Each member agrees to sign such water user's agreements as the company shall from time to time provide and require.

Section 5. The purchaser of any real estate with an existing water line shall have the first option to purchase the membership of the seller at a price equal to the book value of said membership as shown by the books of the company.

ARTICLE III

Section 1. The **annual** meetings of the members shall be held at the Rykers Ridge Firehouse Annex in Madison Township, County of Jefferson, State of Indiana at 6:30 p.m., on the fourth Monday of January of each year.

Section 2. Special meetings of the members may be called by the Board of Directors and such meeting must be called whenever a petition requesting such meeting is signed by at least ten percent of the members and presented to the Board of Directors. The purpose of every special meeting shall be stated in the notice thereof, and no business shall be transacted thereat except such as is specified in the notice. Such notice shall be mailed to each member of record, directed to the address shown on the books, at least ten days prior to the meeting; and such notice shall state the nature, time, place, and purpose of the meeting, but no failure or irregularity of notice of any annual meeting, regularly held, shall affect any proceedings taken thereat.

Section 3. The members present at any meeting of the members shall constitute a quorum at any meeting for the transaction of business. No member shall be entitled to more than one vote only, and no voting by proxy shall be allowed.

Section 4. The directors of this company shall be elected at the annual meeting of the members.

Section 5. The order of business at the regular meetings and so far as possible at all other meetings shall be:

- (1) Call to order and proof of quorum.
- (2) Proof of notice of meeting.
- (3) Reading and action on any unapproved minutes.
- (4) Reports of officers and committees.
- (5) Election of directors.
- (6) Old or unfinished business.
- (7) New business.
- (8.) Adjourn.

ARTICLE IV

Section 1. The Board of Directors of this company shall consist of nine members, all of whom shall be members of this company. The directors named in the Articles of Incorporation shall serve until the first annual meeting of the members and until their successors are elected and have qualified. At the first annual meeting of the members, or at a special meeting called for that purpose, three directors shall be elected for a term of one year; three directors for a term of two years; and three directors for a term of three years. At each annual meeting thereafter, the members shall elect for a term of three years the number of directors whose term of office has expired.

Section 2. The Board of Directors shall meet immediately following the annual meeting of members and shall elect by ballot a president, vice-president, secretary, and treasurer from their number, each of whom shall hold office until the next annual meeting and until election and qualification of his successor, unless sooner removed by death, resignation or for cause.

Section 3. If the office of any director or officer becomes vacant by reason of death, resignation, retirement, disqualification or otherwise, except by removal from office, a majority of the remaining directors shall choose a successor who shall hold office until the next annual meeting of the members, at which time the members shall elect a director for the unexpired term or terms.

Section 4. A majority of the Board of Directors shall constitute a quorum at any meeting of the board.

Section 5. Compensation of officers may be fixed at any meeting (regular or special) of the members of the company. Directors shall receive no compensation for their services as such.

Section 6. Officers and directors may be removed from office in the following manner:

Any member, officer, or director may present charges against a director or officer by filing them in writing with the company. The charges must be accompanied by a petition signed by ten percent of the membership of the company. Such removal shall be voted on at the next regular or special meeting of the members and shall be effective if approved by a vote of the majority of the members present. The director or officer against whom such charges have been presented shall be informed in writing of such charges five days prior to the meeting, and shall have the opportunity to be heard in person or by counsel and to present witnesses, and the person or persons presenting such charges against him shall have the same opportunity. If the removal of a director is approved, such action shall also vacate any other office held by the removed director in the association. A vacancy in the board thus created shall be filled by the directors from among their number so constituted after the vacancy in the board has been filled.

ARTICLE V

Section 1. The Board of Directors, subject to restrictions of law, the Articles of Incorporation, or these bylaws, shall exercise all of the powers of the company, and without prejudice to or limitation upon their general powers, it is hereby given, full power and authority, upon approval to the members of the board by a majority vote at regular or special meeting, in respect to the matters as hereinafter set forth:

- a. To pass upon the qualifications of members.
- b. To select and appoint all offices, agents, and employees and removal of same for just cause, fix their compensation and pay for services and prescribe their duties as may not be inconsistent with these Bylaws.
- c. To borrow from any source, money, goods, or services and to make and issue notes and other negotiable and transferable instruments and to do every act necessary to effectuate the same.
- d. To prescribe, adopt, and amend, from time to time such equitable uniform rules and regulations as, in their discretion, may be deemed essential or convenient for the conduct of the business and affairs of the company and the guidance and control of its officers and employees; and to prescribe adequate penalties for breach thereof.
- e. To order an annual audit of the books and accounts by a competent auditor or accountant. The report prepared by such person shall be submitted to the members at the annual meeting.
- f. To fix charges to be paid, for the time of payment, and manner of collection by each member for services rendered to him.
- g. To require adequate bond, the cost thereof to be paid by the company, by all officers, agents, and employees charged with responsibility for custody of any funds of the company.
- h. To select the bank or banks to act as depositories of the funds provided such funds are covered by insurance. To determine the manner of receiving, depositing, and disbursing of funds, and the form of checks and the person or persons by whom the same shall be signed with the power to make changes thereof at will.
- i. To levy assessments against the membership of the company and to enforce the collection of such assessments in the manner provided for in the rules and regulations of the company, or by the forfeiture of delinquent memberships failing to pay such assessments within the time prescribed for payment.

ARTICLE VI

Section 1. **Duties of President.** The president shall preside at all meetings of the association and of the Board of Directors; shall call special meetings of the board; shall perform such other duties as may be prescribed in these Bylaws or assigned to him by the Board of Directors; and shall sign papers as he may be authorized or directed to sign by the Board of Directors.

Section 2. **Duties of Vice-President.** The vice-president shall act as aide to the president and shall perform the duties of the president in the absence or inability of that officer to serve.

Section 3. **Duties of Secretary.** The secretary shall record the minutes of all meetings of the company and of the Board of Directors. He shall sign papers pertaining to company as he may be authorized or directed to do so by the board. He shall service all notices required by law and by these Bylaws and shall make a full report of all matters pertaining to his office to the members at the annual meeting. He shall perform such duties as may be delegated to him including turnover to his successor all books and other property belonging to the company that he may have in his possession.

Section 4. **Duties of Treasurer.** The treasurer shall review all accounts of the company and sign any necessary paper as directed by the Board of Directors.

Section 1. All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time. The officers shall deliver to their successors all official material, records, and property within ten days following the meeting at which they are elected and qualified.

ARTICLE VII

Section 1. It is not anticipated there will be any net income; but if there should be any, then at the end of the fiscal year, after paying all costs of operations and maintenance, set aside reserves for depreciation on building, equipment, etc., and such other reserves as may be deemed proper and provide for payment of interest and principal of obligations and debts, and after providing for the purchase or proper supplies and equipment a, the net earning shall be accumulated in a surplus fund for the purpose of replacing, enlarging, extending, and repairing the system and property of the company and for such other purposes as the Board of Directors may determine to be for the best interest of the company. The said surplus fund or any portion thereof may from time to time at the discretion of the Board of Directors, be distributed to the members as provided in the Bylaws, on the basis of the assessments and charges made and levied against and paid by such members during the year.

Section 2. Any part or the whole of such apportionment may be credited, at the discretion of the Board of Directors, to the indebtedness of the members, should any exist, and in such case, the members shall be notified in writing of the amount so applied.

ARTICLE VIII

The rules contained in **Robert's Rules of Order Revised** shall govern the society in all cases to which they are applicable, and in which they are not inconsistent with the Articles of Incorporation, Bylaws, or the special rules of the order of this society.

ARTICLE IX

Section 1. Amendments of these Bylaws may be adopted by a vote of a majority of the members present at any special or regular meeting of the company, if the members have been given at least ten (10) days written notice of said meeting and the notice has contained a copy of the proposed amendments or amendments.

