

Article III Directors and Officers

Section 1

The board of directors of this corporation shall consist of nine (9) directors, all of whom shall be members of the corporation who are natural persons and subject to the qualifications set forth below:

1. A minimum of seven (7) of the directors shall be residents of Delaware County, Ohio, and a minimum of one (1) of the directors shall be a resident of Morrow County, Ohio; and
2. No more than two (2) of the Delaware County directors shall be residents of the same township within Delaware County. For purposes of this provision, persons residing within a municipality shall be considered residents of the township within which the municipality is or was geographically located, whether or not such persons would be considered residents of the township for other purposes.
3. No person is eligible to be a director if they are 80 years or older on the date of election or of appointment; and
4. No person employed by this corporation or who has been employed by this corporation in the preceding three (3) years is eligible to be a director.
5. No person is eligible to be a director if they are a public official, whether elected or appointed to the position.

Section 2

At each annual election of directors, the members shall elect for a term of three (3) years the number of elected directors whose terms of office have expired. A nominee whose election would result in a violation of the Article III, Section 1 qualifications is disqualified from standing for election. Members wishing to stand for election at the annual election of directors must have successfully completed the nominating process as listed on the corporate website and member communications. Only ballots casting votes for candidates equal in number to the number of directors to be elected shall be counted; ballots containing votes for fewer or greater than the number of directors the ballot indicates are to be elected shall not be counted. The qualified nominees receiving the highest number of votes will be elected to the seats to be filled. Each director shall hold office for the term for which elected and until his or her successor shall have been duly elected and qualified.

Section 3

If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, or otherwise, except by removal from office, a majority of the remaining directors, though less than a quorum, shall, by a majority vote and subject to the

qualifications set forth in Article III, Section 1 above, choose a successor, who shall hold office for the unexpired term of said director.

Section 4

Meetings of the board of directors will be held at an office of the corporation, at such other place or as a virtual meeting as the board of directors designates. Regular meetings of the board shall take place at such times and dates set forth in an annual directors' meetings schedule adopted by the board of directors at its first meeting, regular or special, following the annual meeting of the members, as the same may be amended from time to time (the "directors' meeting schedule"). The directors' meeting schedule constitutes notice to all directors of all regular meetings on the directors' meeting schedule and no further notice shall be required, although further notice may be given. A notice stating the time, date and purpose of any special meeting of the board of directors will be delivered to each director at least twenty-four (24) hours prior to the meeting. Such notices shall be delivered by any means permitted by Ohio Revised Code Chapter 1702, as the same may be amended from time to time.

Section 5

A majority of the board of directors shall constitute a quorum at any meeting of the board. Except as otherwise provided by law or in these regulations, the affirmative vote of the majority of the directors at a meeting at which there is a quorum shall be the act of the board of directors.

Section 6

The board of directors shall meet within ten (10) days after the annual election of directors, as an initial directors meeting, and shall elect a president, vice-president, and a secretary and treasurer from among themselves. Each of the officers shall hold office until the next initial directors meeting and until the election and qualification of his or her successor, unless removed sooner by death, resignation, or for cause. The board of directors shall fix the compensation of officers.

Section 7

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 such charges in writing with the secretary of the corporation. However, if the charge(s) are directed against the secretary, the charge(s) shall be delivered to the president. If presented by a member, the charges must be accompanied by a petition signed by not less than ten percent (10%) of the members of the corporation. Such charges shall be heard at the members' next annual or special meeting. The director or officer against whom such charges have been presented shall be informed in writing of such charges at least twenty (20) days prior to the meeting and shall have the opportunity at such meeting to be heard in person or by counsel and to present witnesses. The person or persons bringing the charges, who shall have the burden of proof and who shall first present witnesses and evidence to support the charges, may be heard in person or by counsel. The president of the corporation, or an attorney at

law designated by the president, shall preside over the hearing unless the president is a person against whom the charges have been brought, in which case the vice president, or an attorney at law designated by the vice president shall preside. If at the conclusion of the hearing, the removal of a director is approved by a majority vote of the members participating in the meeting, such removal is effective immediately, and such action shall also constitute removal from office of any office held by the removed director. A vacancy in the board of directors thus created shall immediately be filled by a vote of a majority of the members participating in the meeting. A vacancy in any office thus created shall be filled at the next board of directors' meeting, regular or special, by the directors from among their number so constituted after the vacancy in the board of directors has been filled. Upon the motion of any director, a director may also be removed from office by an affirmative vote of not less than six (6) members of the board of directors for failing to attend three (3) consecutive regularly scheduled meetings. A vacancy in the board thus created shall be filled in accordance with Article III, Section 3 hereof.

Section 8

With approval from the Board, the Corporation may create a Member Advisory Committee (MAC) for persons whom the Corporation serves. The Board may choose to appoint up to two members of the MAC to serve as non-voting Board Members at their discretion.

Article IV Duties of Directors

Section 1

The board of directors, subject to restrictions of law, the articles of incorporation, and these regulations, shall exercise all the powers of the corporation and, without prejudice to or limitation upon these general powers, shall have full power and authority with respect to the following:

1. To approve membership applications. The board may make binding commitments to grant membership and to permit the connection of properties to the water system in the future in cases involving proposed construction.
2. To elect all officers and select and appoint all agents or employees of the corporation; remove such officers, agents, or employees of the corporation; prescribe such duties and designate such powers for such officers, agents, or employees as may not be inconsistent with these regulations; and fix their compensation.
3. To borrow from any source money, goods, or services and to make and issue notes and other negotiable or nonnegotiable instruments evidencing indebtedness of the corporation; to make other instruments evidencing security interests in the assets of the corporation; and to do every act and thing necessary to effectuate the same.
4. To prescribe, adopt, and amend, from time to time, such equitable, uniform rules and regulations as, in its discretion, may be deemed essential or convenient for the conduct of the business and affairs of the corporation, and the guidance and control of its officers and employees, and to prescribe adequate penalties for the breach thereof.
5. To order, at least once each year, an audit of the books and accounts of the corporation by a competent public auditor or accountant. The report prepared by such auditor or accountant shall be submitted to the members of the corporation at their annual meeting. Copies of such audit reports shall be submitted to such parties as may be required by other agreements.
6. To fix and alter the charges to be paid by each member or other person for services rendered by the corporation to the member or other person, including, but not limited to, connection fees where such are deemed to be necessary by the directors; and to fix and alter the method of billing, time of payment, manner of connection, and penalties for late or nonpayment of the same. The board may establish one or more classes of users or customers. All charges shall be uniform and non-discriminatory within each class of user or customer.
7. To require all officers, agents, and employees charged with responsibility for the custody of any of the funds of the corporation to give adequate bonds, the cost

thereof to be paid by the corporation; and it shall be mandatory upon the directors to so require.

8. To select one or more banks to act as depositories of the funds of the corporation and to determine the manner of receiving, depositing, and disbursing the funds of the corporation, the form of check or other transaction, and person or persons by whom the same shall be signed or otherwise authorized, with the power to change such banks and such person or persons at will.
9. To levy assessments against the members of the corporation in such a manner and upon such proportionate basis as the directors deem equitable and to enforce collection of such assessments by the suspension of water service or other legal methods. The board of directors shall have the option to suspend the service of any member or customer who has not paid such assessments within thirty (30) days from the date the assessment is due, provided the corporation shall give the member at least fifteen (15) days written notice at the address of the member on the books of the corporation of its intention to suspend such service if the assessment and any penalties applicable thereto are not paid. Upon payment of such assessments and any penalties applicable thereto, and a reconnection charge, if one is in effect, service will be promptly restored.

Section 2

The directors shall be entitled to receive such compensation as is approved from time to time by the corporation's members.

Section 3

The Directors may adopt at any time special rules for operations during an emergency as defined in Ohio Revised Code Sections 1701.01(H) and 1702.11(G) as the same may be amended from time to time.

Article V Duties of Officers

Section 1: Duties of the President

The president shall pre-side over all meetings of the corporation and the board of directors, call special meetings of the board of directors, perform all acts and duties usually performed by an executive and presiding officer, and sign all papers of the corporation as he or she may be authorized or directed to sign by the board of directors, provided the board of directors may authorize any person to sign any or all checks, contracts, and other instruments in writing on behalf of the corporation. The president shall perform such other duties as may be prescribed by the board of directors.

Section 2: Duties of Vice President

In the absence, death, or disability of the president, the vice president shall perform the duties of the president; provided, however, that in case of death, resignation, or disability of the president, the board of directors may declare the office vacant and elect a successor.

Section 3 Duties of Secretary

The secretary shall keep a complete record of all meetings of the corporation and of the board of directors and shall have general charge and supervision of the books and records of the corporation. The secretary shall attest the president's signature as needed on papers pertaining to the corporation unless otherwise directed by the board of directors. The secretary shall serve, mail, or deliver all notices required by law and by these regulations and shall make a full report of all matters and business pertaining to the office to the members at the annual meeting or at such time or times as the board of directors may require. He or she shall keep a membership record showing the name of each member of the corporation and any dates pertinent to such membership. He or she shall make all reports required by law and shall perform such other duties as may be required by the articles of incorporation, these regulations, or the board of directors. Upon the election of a successor, the secretary shall turn over all books and other property belonging to the corporation that he or she may have in his or her possession or control. Except where a resolution or a policy or procedure adopted by the board of directors or applicable law provides otherwise, any of the duties imposed upon the secretary by this Section 3 or applicable law may be delegated by him or her to an employee or agent of the corporation; provided, however, that the secretary shall be responsible for the full and faithful performance of all duties imposed upon the secretary by this Section 3 and applicable law.

Section 4 – Duties of Treasurer

The treasurer shall perform such duties concerning the corporation's finances as prescribed by the board of directors or applicable law. Except where a resolution or a policy or procedure adopted by the board of directors or applicable law provides otherwise, any of the duties imposed upon the treasurer by this Section 4 or applicable law may be delegated by him or her to an employee or agent of the corporation; provided, however, that the treasurer shall be responsible for the full and faithful performance of all duties imposed upon the treasurer by this Section 4 and applicable law.