

# BY-LAWS

of  
LEWISBURG-BELLEVUE WATER SYSTEM, INC.

## ARTICLE I

### General Purposes

The purposes for which this corporation is formed and the powers which it may exercise are set forth in the Articles of Incorporation of the corporation. The current format and following Articles have been revised, altered and amended from the original By-Laws adopted December 8, 1968 A.D. by the membership on the 20<sup>th</sup> day of March, A.D., 2007, the 18<sup>th</sup> day of March 2008, 16<sup>th</sup> day of March 2010, and the 20<sup>th</sup> day of March 2012 and the 3rd day of October 2023.

## ARTICLE II

### Name and Location

**Section 1. Corporation Name.** The name of this corporation is the LEWISBURG-BELLEVUE WATER SYSTEM, INC. (hereinafter called the "Corporation").

**Section 2. Corporation Location.** The principle office of this corporation shall be located in the Village of Lewisburg, Parish of St. Landry, State of Louisiana, but the Corporation may maintain offices and places of business at such other places within or without the state as the Board of Directors may determine.

**Section 3. Corporation Status.** The corporation is a private, non-profit corporation, with Louisiana Secretary of State Charter No. 03807560N.

## ARTICLE III

### Seal

**Section 1. Corporate Seal.** The corporate seal of the Corporation shall consist of a flat faced circular die with the name of the Corporation and the year of its organization inscribed thereon.

The Secretary of the Corporation shall have custody of the seal. The seal may be used by causing it or a facsimile or electronic transmission thereof to be impressed or affixed or reproduced otherwise.

## ARTICLE IV

### Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January of each year and end on the thirty-first of December in the same year.

## ARTICLE V

### Membership

**Section 1. Eligibility and Requirements for Membership.** Any person who is a bona fide owner of (1) immovable property or (2) a residence, having reasonable accessibility to a source of water, and who are in need of having water supplied for any residential, commercial, domestic, livestock or gardening purposes, from the water system constructed, maintained and operated by the Corporation may become a member of the Corporation by:

- (a) filing a written application for membership therein;
- (b) agreeing to purchase from the Corporation potable water as hereinafter specified;
- (c) agreeing, in writing, to comply with and be bound by the Articles of Incorporation, these By-Laws, and any rules and regulations adopted by the Board of Directors; and
- (d) paying the membership fee hereinafter specified.

Notwithstanding the foregoing, no Person shall become a member of the Corporation unless and until he or she has been accepted for membership by the Board of Directors or the members. No member may hold more than one membership in the Corporation, and no membership in the Corporation shall be transferable.

Notwithstanding anything herein to the contrary, no member of the Corporation shall be entitled to more than one vote at meetings of the members.

Individual renters, commercial businesses, firms, corporations, partnerships, associations, business trusts, federal agencies thereof or any political subdivision of the State of Louisiana are not eligible for membership in the Corporation, but such renters and juridical entities who are in need of water supplied from the Corporation may apply for water service from the Corporation, without membership, by:

- (a) filing a written application for water service;
- (b) agreeing to purchase from the Corporation potable water as hereinafter specified, including, if required by the Board of Directors, entry into water usage agreements as provided for in Section 6;
- (c) agreeing, in writing, to comply with and be bound by the Articles of Incorporation, these By-Laws, and any rules and regulations adopted by the Board of Directors; and
- (d) paying the specified application fee and deposit as set forth by the Corporation.

No person or firm otherwise eligible shall be admitted to the Corporation if the capacity of the Corporation's water system may be exhausted by the needs of its existing members, unless a proposed new member is purchasing a property presently served by the Corporation and when the seller is retaining his membership because of other property or properties he may own that are presently served by the Corporation.

**Section 2. Spouse Membership.** Spouses may apply for a membership and, subject to their compliance with the requirements set forth in Section 1 of this Article, may be accepted for such membership. The term "member" as used in these By-Laws shall be deemed to include spouses holding a membership jointly and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the spouses. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect to the holders of a membership shall be as follows:

- (a) The presence at a meeting of either or both shall be regarded as the presence of one member and shall have the effect of constituting a joint waiver of notice of the meeting;
- (b) Either spouse, or both jointly, shall be entitled to vote the membership, provided, however, the vote of either separately or both jointly shall constitute only one vote;
- (c) A waiver of notice signed by either or both shall constitute a joint waiver;
- (d) Notice to either shall constitute notice to both;
- (e) Expulsion of either shall terminate the membership;
- (f) Withdrawal of either shall terminate the membership, unless the non-withdrawing spouse maintains compliance with the requirements set forth in Section 1 of this Article;
- (g) Either, but not both, may be elected or appointed as an officer or director provided that both meet the qualifications and eligibility for such office.

**Section 3. Membership Certificates.** This Corporation shall not have capital stock shares, but its capital shares of stock shall be represented by membership certificates. Membership in the Corporation may be evidenced by a membership certificate in such form, containing such provisions, and issued on such conditions, as the Board of Directors may, in its sole discretion, from time to time determine, authorize and direct. Nothing contained in this Section shall be construed as requiring the issuance of any such certificates.

The membership certificates may be issued to each holder of a fully paid membership and shall be numbered consecutively in accordance with the order of issue. Each membership certificate shall bear on its face the following statements:

- (a) This membership certificate, No. \_\_\_\_\_, is issued and accepted in accordance with and subject to the conditions and restrictions stipulated in the Articles of Incorporation and By-Laws and amendments to the same of the Lewisburg-Bellevue Water System, Inc.;
- (b) Transfers of membership certificates shall be made only upon the books of the Corporation, only to the Corporation among members in good standing, only with the approval of the Board of Directors, and only when the transferring member is free from indebtedness to the Corporation;
- (c) Notwithstanding anything herein to the contrary, no member of this Corporation shall be entitled to more than one vote at meetings of the members. Every member upon becoming a member of this Corporation agrees to sign such agreement for the purchase of water from the Corporation as may from time to time be provided and required by the Corporation and agrees, should he/she desire to terminate a membership, to notify the Corporation of termination or withdrawal thirty (30) days prior to termination or withdrawal to allow the Corporation to redeem the membership certificate.

**Section 4. Termination of Membership.**

- (a) Membership in the Corporation, including any membership certificates associated therewith, shall not be transferable. Upon the death, cessation of existence, expulsion or voluntary withdrawal of a member, the member shall be considered to have withdrawn from the Corporation.

- (b) Subject to Section 2, the membership of any member who withdraws due to death, cessation of existence, expulsion, or voluntary withdrawal, including the member's certificates, shall thereupon terminate, and the membership shall be surrendered to the Corporation.
- (c) Upon the death, cessation of existence, expulsion, or withdrawal of a member, the Corporation may, with the Board or Director's approval, pay to such withdrawing member (or its estate or personal representative) the membership fee originally paid.
- (d) Termination of membership by death, cessation of existence, expulsion, or withdrawal, or for any other cause shall not release the withdrawing member (or their estate) from the debts or liabilities of such member to the Corporation, nor release the Corporation from the obligation to pay each member, and former member, its equitable share as reflected by the patronage records of the interest in the Corporation; provided, however, that in the event of termination of membership for any cause, the Treasurer or other proper officer may, with approval of the Board of Directors, apply the membership fee and/or members patronage capital to the payment of the withdrawing member's indebtedness to the Corporation.
- (e) In case the Corporation disposes of facilities which are necessary for the service of any of the members of the Corporation, such members shall be notified of such disposition at least two (2) months in advance and shall be entitled to have their respective membership repurchased.

**Section 5. Membership and Non-Member Deposit and Service Connection Fees.**

- (a) For members, the membership fee shall be fifty dollars (\$50.00) upon payment of which a member shall be eligible for one service connection. An additional fee of fiftydollars (\$50.00) shall be charged for each additional service connection for a member.
- (b) Non-members, including renters, commercial businesses, firms, corporations, business trusts, federal agencies, state or political subdivisions or agencies thereof or any political subdivision of the State of Louisiana, shall pay a refundable deposit and/or service connection fee for each service connection to the Corporation, prior to any furnishing of services by the Corporation. The amount of the deposit and/or service connection fee for a non-member for an original and/or any additional service connections shall be determined by the Board of Directors based upon the services requested or provided for in a water usage agreement with the Corporation.
- (c) Other service connection charges for members and non-members may be levied and applied as determined by the Board of Directors.

**Section 6. Purchase of Potable Water.**

- (a) Each member and non-member shall, as soon as potable water shall be available, purchase from the Corporation all water used on the premises specified in the application for membership or application for non-member services. Each member and non-member receiving potable water shall pay monthly rates for

potable water service and usage, which shall, from time to time, be fixed by the Board of Directors; provided, however, that the Board of Directors may limit the amount of water which the Corporation shall be required to furnish to any one member or non-member receiving services. Each member and non-member shall pay to the Corporation a minimum amount per month regardless of the amount of water consumed, as shall be fixed by the Board of Directors from time to time. Each member and non-member shall also pay all amounts owed by said member and non-member to the Corporation as and when the same shall become due and payable.

- (b) The Board of Directors may, at any time, require non-members to enter into water usage agreements, which include, without limitation, estimated quantities of water usage by the non-member; a flat rate for water services; a defined quantity or limit of water to be furnished to or used monthly by the non-member; and any other terms or conditions which may be required to advance the purpose of the Corporation.
- (c) Any member or non-member who fails to comply with the terms and provisions of this Section 6, including reasonable requests by the Board of Directors for water usage agreement, shall not be in good standing with the Corporation. Any member or non-member who receives services from the Corporation may be expelled or disqualified from receiving services, without notice, if the member or non-member is found not to be in good standing by the Board of Directors or the membership.

#### **Section 7. Service to Non-Members and Non-Member Obligations and Withdrawal.**

- (a) The Corporation shall render service only to its members, except as provided for in the Corporation's Articles of Incorporation and Article V, Section 1 of these By-Laws. Any non-member who receives services from the Corporation shall have the obligations set forth in Article V, Sections 5 and 6, but shall not have any voting rights or membership rights.
- (b) Any non-member who fails to comply with the terms and provisions of this Section shall not be in good standing with the Corporation.
- (c) Any non-member who receives services from the Corporation may terminate or withdraw from services by notifying the Corporation of the termination or withdrawal at least thirty (30) days prior to termination or withdrawal. Any non-member who receives services from the Corporation may be expelled or disqualified from receiving services, if the non-member is found not to be in good standing by the Board of Directors or the membership.
- (d) Termination, withdrawal, expulsion, or disqualification or separation from the Corporation for any other cause shall not release the withdrawing non-member (or their estate) from the debts or liabilities of such non-member to the Corporation. In the event of termination, withdrawal, expulsion, or disqualification or separation from the Corporation for any other cause, the Treasurer or other proper officer may, with approval of the Board of Directors, apply the non-member's deposit or service fee to the payment of the withdrawing non-member's indebtedness to the Corporation.

**Section 8. Withdrawal From Membership.** Any member of the Corporation may voluntarily withdraw from membership upon payment in full of all of his or her debts and liabilities to the Corporation and upon compliance with and performance of such terms and conditions as the Board of Directors may prescribe.

#### **Section 9. Expulsion of Members and Penalties for Failure to Pay Debts to Corporation or Infraction of Rules.**

- (a) If any member shall neglect or refuse to pay or honor any bill or other obligation owed by him or her to the Corporation, the Board of Directors may (1) declare the non-compliant member's rights and privileges suspended or forfeited; (2) expel the non-compliant member from membership in the Corporation; (3) discontinue service to the non-compliant member, temporarily or permanently; or (4) take all of the foregoing actions listed in (1) through (3).
- (b) The Board of Directors may also expel any member who (1) has violated or refuses to comply with any of the provisions of the Articles of Incorporation, By-Laws, or Rules and Regulations; (2) is not in good standing with the Corporation; or (3) engages in actions, inactions or conduct which, in the opinion of the Board of Directors, jeopardizes or threatens the Corporation, its members, or its purpose.
- (c) Without any limitation on any other provisions of these By-Laws, if a member is expelled, any membership or service connection fees, members patronage capital and/or security deposits previously paid by him to the Corporation may be retained by the Corporation as liquidated damages to cover the expense of making water service available to such member up to the time of expulsion.
- (d) The Board may reinstate expelled members upon payment in full of all amounts due them to the Corporation, plus interest at not to exceed fifteen percent (15)% per annum, or upon the making of arrangements satisfactory to the Board for the payment of such obligations in installments.
- (e) Any member who is expelled by the Board of Directors, as permitted under these Bylaws, shall be disqualified and ineligible from serving on the Board of Directors, beginning at the time of disqualification and for a ten-year period thereafter. Any member who is expelled may apply in writing to the Board of Directors for re-admission to the membership, and, separately, for Board of Director eligibility, within the ten-year period of ineligibility, but re-admission shall be solely within the discretion of the Board of Directors.

#### **Section 10. Security Deposits.**

- (a) When the payment for a membership or non-member deposit does not in the judgment of the Board of Directors constitute sufficient security for payment of the bills of the holder thereof, the Board of Directors shall require such member or non-member to post a deposit with the Board in an amount sufficient to secure such payments.

**Section 11. Easements For Corporation's Lines.**

- (a) Members shall, without charge to the Corporation, grant to it easements over land owned by them, for the distribution and service lines of the Corporation, including for installation and maintenance thereof, and the Board of Directors may require from applicants for membership the return of any payments previously made to such applicants for easements.

**ARTICLE VI**

**Rights and Liabilities of Members**

**Section 1. Property Interest of Members.** Upon dissolution, after:

- (a) all debts and liabilities of the Corporation shall have been paid, and
- (b) all capital furnished through patronage shall have been retired as provided in these By-Laws, then the remaining property and assets of the Corporation shall be distributed among the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all members during the seven years next preceding the date of the filing of the certificate of dissolution.

**Section 2. Non-Liability For Debts of the Corporation.** The private property of the members shall be exempt from execution or other liability for the debts of the Corporation and no member shall be individually liable or responsible for any debts or liabilities of the Corporation.

**ARTICLE VII**

**Meetings of Members**

**Section 1. Annual and Special Meetings.**

- (a) The Annual Meetings of the members shall be held on Tuesday prior to the third Wednesday of March of each year at 6:00 P.M. for the purpose of electing directors, passing upon reports covering the previous fiscal year, and transacting such other business as may come before the meeting. If such Annual Meeting is omitted on the date herein provided for, a Special Meeting may be held in place thereof, and any business transacted or elections held at such Special Meeting shall have the same effect as if transacted or held at the Annual Meeting. Failure to hold the Annual Meeting at the designated time shall not work a forfeiture or dissolution of the Corporation.
- (b) Special Meetings of the members may be called by the President, by Resolution of the Board of Directors, upon written request signed by any three Directors, or by a Petition signed by not less than ten percent (10%) of the members of the Corporation. It shall thereupon be the duty of the Secretary to cause a notice of such meeting to be given as hereinafter provided, with an agenda of all items to be discussed. No business shall be transacted at Special Meetings except as is specified in notices.

**Section 2. Place and Purposes of Member's Meetings.**

- (a) Meetings of the members shall be held in the Village of Lewisburg, Louisiana, Parish of St. Landry, or at such other place in the State of Louisiana as may be designated in the call of the meeting.
- (b) The purposes for which meetings of the members are to be held, in addition to those purposes prescribed by law, include Amendments to the Articles of Incorporation, or By-Laws, and in the case of a Special Meeting, the purpose or purposes for which the meeting is called shall be specified in writing. Special meetings shall be called by the President, Board of Directors, a written request signed by any three (3) Directors, or by a Petition signed by not less than ten percent (10%) of the members of the Corporation.

**Section 3. Notice of Meetings.** Written or printed notice of the time and place and purposes as set out in Section 2 of all meetings shall be either mailed or delivered personally to each member not less than ten (10) days nor more than twenty-five (25) days before the date for such meeting, directed to his address as it appears on the Corporation's books, postage prepaid. If mailed, with postage thereon prepaid, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Corporation. The failure of any member to receive notice of an Annual or Special Meeting of the members shall not invalidate any action which may be taken by the members of any such meeting.

**Section 4. Quorum.** Two percent (2%) of all members, present in person, shall constitute a quorum. At any meeting of members at which a quorum is determined not to be present, a majority of those present in person may adjourn the meeting from time to time without further notice.

**Section 5. Voting.**

- (a) At every meeting of the members, each member present shall be entitled to only one vote. Where the membership stands in the name of a spouse, the vote may be cast by the other spouse in the event the named spouse is not in attendance. In such situations, proof of marriage may be requested and required by the Board of Directors at the time of the vote. A duly authorized officer of any firm, corporation, partnership, association, business trust, federal agency, state or political subdivision or agency thereof, or any political subdivision of the State of Louisiana purchasing water from the Corporation, may attend any membership meeting of the Corporation but said officer is not entitled to cast a vote. Except as otherwise provided herein, at all such meetings of the members at which a quorum is present, all questions shall be decided by vote of a majority of the members voting on the particular question.
- (b) There shall be no voting by proxy by members.

**Section 6. Order of Business.** The Order of Business at the Annual Meetings of the members, and so far as possible at all other meetings of the members, shall be as follows:

- (1) Roll Call of Board of Directors.



- (2) Report as to which members are present in person in order to determine the existence of a quorum.
- (3) Reading of the Notice of the Meeting together with proof of the due mailing thereof or of the waiver or waivers of notice of such meeting.
- (4) Presentation and reading of unapproved Minutes of previous meetings of the members and the taking of necessary action thereon..
- (5) Presentation and consideration of, and acting upon, Report of Officers, Directors, and Committees.
- (6) Election of Directors.
- (7) Unfinished Business.
- (8) New Business
- (9) Adjournment.

## ARTICLE VIII

### Board of Directors

**Section 1. General Powers.** The business and affairs of the Corporation shall be managed by a Board of Directors which shall exercise all of the powers of the Corporation except such as are by law or by the Articles of Incorporation or by these By-Laws conferred upon or reserved to the members.

**Section 2. Number and Qualifications and Election.**

- (a) The number of Directors of the Corporation shall be nine (9).
- (b) Each Director must be a member of the Corporation and must be a member in good standing. In these Bylaws, "good standing" means a member who (1) is current and compliant with all bills and other obligations owed by him or her to the Corporation; (2) has not been disconnected from service within the 36 months preceding qualification or nomination; (3) is not or has not been delinquent more than twice within the 48 months months preceding qualification or nomination; (4) is compliant with all the provisions of the Articles of Incorporation, these By-Laws, or Rules and Regulations; and (5) has not engaged in any actions, inactions or conduct which jeopardizes or threatens the Corporation, its members, or its purpose.
- (c) Each Director shall be elected by the members at the first Annual Meeting of the meeting of the members and until their successors are elected and have qualified. At the first Annual Meeting of the members, three (3) Directors shall be elected for a term of one (1) year; three (3) Directors for a term of two (2) years; and three (3) Directors for a term of three (3) years. At each Annual Meeting thereafter, the members shall elect for a term of three (3) years the number of Directors whose term of office have expired.
- (d) No person may hold the office of Director who is in any way employed by, or financially interested in a competing enterprise or a business selling water or supplies to the Corporation, or a business primarily engaged in selling plumbing appliances, fixtures, or supplies to the members of the Corporation.
- (e) No person may be eligible to serve as Director who is the incumbent of or a candidate for an elective public office in connection with which a salary in excess of \$500.00 per annum is paid.

(ef) No person shall be allowed to hold the office of a Director of the Corporation who is physically and/or mentally incapable of performing all of the duties required of a Director. Such a determination, pursuant to a charge of incapacity, shall first be made by a physician selected by a majority of the Board of Directors and who after performing his evaluation, renders a report certifying the incapacity either physically or mentally, of the Director. Upon such certification, a majority of the Board of Directors shall be allowed to declare said party mentally and/or physically incapable of performing all of his duties as a Board Member. A refusal to submit to the examination subjects the Director charged to immediate removal by majority vote of the Board of Directors.

(g) No person may hold the office of a Director of the Corporation who has been convicted of any felony or a misdemeanor involving moral turpitude.

(h) No person may be eligible to serve as a Director who has an immediate family member (immediate means within the third degree) serving on the Board of Directors of the Corporation.

(i) No person holding the position of a Director of this Corporation shall be allowed to solicit or otherwise request that the Corporation and/or its employees conduct business with said Director.

(j) **Nomination.** The President shall accept nominations from the members in good standing present at the Annual Meeting of all qualified members in good standing present desiring to be elected to a vacant Board of Directors position. To qualify as a candidate for a position as a Board of Director, members in good standing for five (5) years prior to the election date must present a current Background Investigation Report from the St. Landry Parish Sheriff's Dept. to the corporate office a minimum of ten (10) working days prior to the election for corporate verification of eligibility. All nominees as candidate for the Board of Directors shall have an opportunity prior to the vote to present their qualifications to the membership. All members present at the Annual Meeting at which Directors are to be elected, shall be entitled to vote on the Directors to be elected in accordance with these Bylaws.

**Section 3. Vacancies.** Vacancies occurring on the Board of Directors shall be filled by a majority vote of the remaining Directors. Directors thus elected by the Board of Directors to fill vacancies shall serve until the expiration of the term of the Director whose office the said member has been elected to fill or until his successor has been duly elected and qualified.

**Section 4. Rules and Regulations.** The Board of Directors shall have the power to make and adopt such rules and regulations, not inconsistent with the Articles of Incorporation or the By-Laws of the Corporation or the laws of the State of Louisiana, as it may deem advisable for the management, administration, and regulation of the business and affairs of the Corporation.

**Section 5. Compensation.** Directors shall not receive any salary for their services, but by Resolution of the Board of Directors, a fixed fee

and expenses of attendance may be allowed for attendance at each meeting of the Board and other meetings where Director's attendance is expected.

**Section 6. Removal of Directors by Members.** Charges against a Director requesting his removal may be brought by filing such charges in writing with the Secretary in a Petition signed by at least ten percent (10%) of the members of the Corporation who request the removal of such Director by reason thereof. The Director, against whom such charges have been brought, shall be informed, in writing, of the charges at least forty-five (45) days prior to the meeting at which the charges are to be considered and said Director shall have an opportunity at the meeting to be heard in person or by counsel and shall be allowed to present evidence in respect to the charges and the person or persons bringing the charges against him shall have the same opportunity. The question of the removal of such Director shall be considered and voted upon at the next regular or Special Meeting of the members, as provided for in Louisiana R.S. 12:417, and any vacancy created by such removal shall be filled by vote of the members in accordance with the general nomination and election procedure provided for herein.

**Section 7. Removal by Board of Directors.**

- (a) Any person and/or Director who violates any of the requirements of Article VIII, Section 2, shall be subject to charges and removal by the Board of Directors, as follows:
- (b) The Director against whom such charges have been brought shall be informed, in writing, of the charges at five (5) days prior to the meeting at which the charges are to be considered and said Director shall have an opportunity at the meeting to be heard in person or by counsel and shall be allowed to present evidence in respect to the charges and the Board of Directors shall have the same opportunity. At the next regularly or specifically scheduled meeting of the Corporation, the Board of Directors, by a majority vote of said Board, may remove and the same are hereby authorized to remove the Director who is found to have violated and/or who is found not to have fulfilled the qualifications of serving on the Board of Directors of the Corporation.
- (c) The Board of Directors may, without notice, immediately remove a Director who is found to have violated and/or who is found not to have fulfilled the qualifications of serving on the Board of Directors of the Corporation, when six of eight Directors (or 75%) vote in favor of removal. The Director against whom such charges have been brought shall not be entitled to vote and must abstain from any such vote.
- (d) Any vacancy caused hereunder shall be filled as provided for in Article VIII, Section 3, of these By-Laws.
- (e) Any Director removed by the Board of Directors shall be entitled to appeal the removal to the membership by:
  - (1) Notifying the Secretary in writing within ten (10) days of the removal of the request to appeal; and
  - (2) Concurrently furnishing costs for the Corporation to hold a Special Meeting of the members for purposes of reviewing

the removal, which costs shall be the greater of \$500 or the actual costs for notice to the members.

- (f) Upon the Secretary's receipt of a timely notice of appeal, a Special Meeting of the membership shall be called by the Secretary for the purpose of reviewing the Director's removal, with said meeting occurring within 45 days of the Board's vote to remove the Director. The Board's decision shall only be reversed if (a) a quorum of the membership is present at the Special Meeting and (b) 75% of the members in attendance at the Special Meeting vote in favor of reversal.

**ARTICLE IX**

**Duties of Directors**

**Section 1. Duties.** The Board of Directors, subject to restrictions of law, the Articles of Incorporation, or these By-Laws, shall exercise all of the powers of the Corporation, and, without prejudice to or limitation upon their general powers, it is hereby expressly provided that the Board of Directors shall have, and are hereby given, full power and authority (to be exercised by resolution adopted by a majority vote of all the Board members) in respect to the matters and as hereinafter set forth:

- (a) To pass upon the qualifications of members, and to cause to be issued appropriate certificates of membership.
- (b) To select and appoint all officers, agents or employees of the Corporation or remove such agents or employees of the Corporation for just cause, prescribe such duties and designate such powers, compensation and pay for faithful services.
- (c) To borrow from any source, money, goods or services and to make issue notes and other negotiable and transferable instruments, mortgages, and trust agreements, and to do every act and thing 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 Corporation and the guidance and control of its officers and employees, and to prescribe adequate penalties for the breach thereof.
- (e) To be established and maintained a complete accounting system, which shall conform to such systems of accounts as may from time to time be designated by the United States Department of Agriculture Rural Development. The Board of Directors may also, after the close of each fiscal year, cause to be made a full and complete audit of the accounts, books and financial condition of the Corporation as of the end of such fiscal year. Such audit reports shall be available to the members at the following Annual Meeting, upon request by each member.
- (f) To fix the charges to be paid by each member for services rendered by the Corporation to him, the time of payment and the manner of collection.
- (g) 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.

- (h) 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 and the form of checks and the person or persons by whom the same shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will.
- (i) To levy assessments against the membership certificates of the Corporation and to enforce the collection of such assessments by the forfeiture of delinquent certificates. The Board of Directors shall have the option to declare forfeited any membership certificate on which assessment has not been paid, at any time after ninety days from the date the assessment was due, provided that the Corporation must give the member at least thirty (30) days written notice at the address of the member on the books of the Corporation, of its intention to forfeit the certificate if the assessment is not paid.
- (j) To protect and manage the Corporation as a fiduciary and avoid any actions, inactions or conduct which jeopardizes or threatens the Corporation, its members, or its purpose.
- (k) Upholding and carrying out the duties and obligations of the Corporation as required under state or federal law and/or related rules and regulations.

## ARTICLE X

### Meeting of Directors

**Section 1. Regular Meetings.** A regular meeting of the Board of Directors shall be held without notice other than these By-Laws, prior to, and at the same place as the Annual Meeting of the members. A regular meeting of the Board of Directors shall also be held monthly and at such time and place in the Parish of Saint Landry, State of Louisiana, as the Board may provide by resolution. Such regular monthly meeting may be held without notice other than such resolution fixing the time and place thereof.

**Section 2. Special Meetings.** Special Meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix the time and place which shall be in Saint Landry Parish, Louisiana for the holding of any Special Meeting of the Board of Directors called by them.

**Section 3. Notice.** Notice of the time, place, and purpose of any Special Meeting shall be given at least two (2) days previous thereto, by written notice, delivered personally or mailed, to each Director at his last known address or by direct verbal or phone contact. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting shall not have been lawfully called or convened.

**Section 4. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 5. Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 6. Executive Committee.** The Board of Directors may select an Executive Committee which shall at all times be subject to the orders and control of the Board of Directors and which shall have authority to exercise any powers of the Board of Directors when the Board of Directors is not in session. Such Executive Committee shall be composed of three members, all of whom shall be members of the Board of Directors.

## ARTICLE XI

### Officers

**Section 1. Number.** The officers of the Corporation shall be President, Vice President, Treasurer, and Secretary and such other officers as may be determined by the Board of Directors from time to time. No offices may be held by the same member.

**Section 2. Election and Term of Office.** The officers of the Corporation shall be elected by ballot, annually by the Board of Directors at the first meeting of the Board of Directors held after each Annual Meeting of the members. The officers of the Corporation shall be elected by and from the membership of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the Board of Directors following the next Annual Meeting of the members or until his successor shall have been elected and shall have qualified.

**Section 3. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation would be served thereby, provided that such officer shall be notified of his proposed removal at least five (5) days before the date of said meeting.

**Section 4. Vacancies.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. President.** The President shall be the Chief Executive Officer of the Corporation. He/she shall have general and active management of the business of the Corporation and:

- (a) shall preside at all meetings of the members and the Board of Directors.
- (b) shall sign all certificates of membership, the issue of which shall have been authorized by the Board of Directors or the members, countersign all bonds, notes, deeds or trust, mortgages and other evidences of indebtedness issued by the Corporation, and shall on behalf of the Corporation sign all contracts.

- (c) In general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. Vice President.** In the absence of the President, or in the event of his inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President, and shall perform such duties as from time to time may be assigned to him by the Board of Directors

**Section 7. Secretary.** The Secretary shall:

- (a) keep the Minutes of meetings of the members and the Board of Directors in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with these By-Laws or as required by law;
- (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all certificates of membership prior to the issue thereof and to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provision of these By-Laws;
- (d) keep a register of the Post Office address of each member which shall be furnished to the Secretary by such member;
- (e) sign with the President or other authorized officer certificates of membership of the Corporation, the issue of which have been authorized by resolution of the Board of Directors, or by the members;
- (f) have general charge of the books of the Corporation in which a record of the members is kept; and
- (g) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Directors.

**Section 8. Treasurer.** The Treasurer shall be the Chief Financial Officer of the Corporation. He/she shall:

- (a) have charge and custody of and be responsible for all funds and securities of the Corporation;
- (b) receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such bank or banks as the Board of Directors may select;
- (c) disburse the funds of the Corporation under the direction of the Board;
- (d) shall keep accurate books of accounts showing all receipts and disbursements of the Corporation, which shall at all times be open to the inspection of the members of the Board;
- (e) sign or countersign all checks, drafts, orders for money and receipts of the Corporation;

- (f) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.

**Section 9. Manager and Chief Executive Officer.** The Board of Directors may appoint a Manager who may be, but shall not be required to be a member of the Corporation. The Manager and CEO shall perform such duties as the Board of Directors may from time to time require of them and shall have such authority as the Board of Directors may from time to time vest in them. The offices of President and CEO shall be held by the same person.

**Section 10. Bonds of Officers.** The Board of Directors shall require the Treasurer or any other officer of the Corporation, charged with responsibility for the custody of any of its funds or property, to give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Board of Directors, in its discretion, may also require any other officer, agent or employee of the Corporation to give such bonds in such amounts, with such surety or sureties, and containing such terms and conditions as it shall determine.

**Section 11. Compensation.** The powers, duties, and compensation of any officer, agents, and employees shall be fixed by the Board of Directors, subject to the provisions of these By-Laws and any other applicable state or federal laws. Officers possessing certifications or qualifications essential to the operation of the Corporation may be compensated for the performance of duties utilizing their certifications or qualifications.

**Section 12. Reports.** The officers of the Corporation shall submit, at each Annual Meeting of the members, reports which shall cover the business of the Corporation for the previous fiscal year and shall show the condition of the Corporation at the close of such fiscal year.

## ARTICLE XII

### Benefits and Duties of Members

**Section 1. Corporation and Member Duties.** The Corporation will install, maintain and operate a main distribution pipeline or lines from the source of the water supply and service lines from the main distribution pipe line or lines to the property line of each member of the Corporation, designated as delivery points. Meters to be purchased, owned, maintained and installed at the delivery points by the members following Corporation specifications. The cost of the service line or lines from the main distribution pipe line or lines of the Corporation to the property line of each member shall be paid by the Corporation. The Corporation will also purchase and install a cut-off valve in each service line from its main distribution line or lines, such cut-off to be owned and maintained by the Corporation and to be installed on some portion of the service line owned by the Corporation. The Corporation shall have the sole and exclusive right to use such cut-off valve to turn it on and off.

**Section 2. Member Benefits.** Each member shall be entitled to purchase from the Corporation, pursuant to such agreements as may from time to time be provided and required by the Corporation, such water for domestic, livestock and garden purposes as a member may desire, subject, however, to the provisions of these By-Laws and such Rules and Regulations as may be prescribed by the Board of Directors. Each member shall be entitled to have delivered to him or

her through a single basic service line only such water as may be necessary to supply the needs of the persons residing within a single farmstead or dwelling and of the livestock, owned by such persons and to irrigate a garden.

**Section 3. Additional Benefits.** Each member shall be entitled to service lines in excess of one (1) basic service line for the purpose of serving the needs of the persons residing within a single farmstead or dwelling and of the livestock owned by such persons and to irrigate a garden, provided that the member shall be required to pay a fee of:

TWENTY-FIVE AND NO/100 (\$25.00) DOLLARS for each service line in excess of one (1). The water delivered through such additional service lines will be metered, and the charges for such water shall be determined separately.

Each member shall be entitled to purchase a service line for other property owed under the same terms and conditions specified herein for the basic service line, provided that the member shall be required to pay a fee of FIFTY AND NO/100 (\$50.00) DOLLARS for each such additional service line. The water delivered through such service lines will be metered, and the charges for such water shall be determined on the same basis as applies to the basic service line.

No new service line or change in an existing service line may be made which will interfere with an existing line or the delivery of water therein. Each service line shall connect with the Corporation's water system at the nearest available place to the place of desired use by the member if the Corporation's water system shall be of sufficient capacity to permit the delivery of water through a service line at that place without interfering with the delivery of water through a prior service line. If the Corporation's water system shall be inadequate to permit the delivery of water through a service line installed at such place without interfering with the delivery of water through a prior service line, then such service line shall be installed at such place as may be designated by the Corporation. Each individual member will be responsible for the connection to the service line at the delivery point, at his own expense, and is solely responsible for the care, maintenance and condition of the service line, service stop, meter and meter enclosure on the member's property and to ensure the metering equipment is not subject to any tampering, misuse or abuse. Unencumbered access is to be provided to the Corporation for servicing the metering equipment and service lines. Members are individually responsible for insuring no physical connections exist with their water lines and another water source prior to connecting to the Corporation's water system. Members will follow the most recent Cross Connection and Backflow Prevention policy adopted by the Corporation's Board of Directors when connecting to the Corporation's water lines.

**Section 4. Service Priority.** In the event the total water supply shall be insufficient to meet all of the needs of the members, or in the event there is a shortage of water, due to major equipment failure or causes of natural disaster, the Corporation may prorate the water available among the various members on such basis as is deemed equitable by the Board of Directors, and may also prescribe a schedule of hours covering the use of water and require adherence thereto, provided that if at any time the total water supply shall be insufficient to meet all of the needs of the members for domestic, livestock, gardening, industrial and commercial purposes, the

Corporation must first satisfy all of the needs of the members for domestic purposes before supplying any water for livestock purposes, and must satisfy all of the needs of the members for both domestic and livestock purposes before supplying water for garden, industrial or commercial purposes.

### **Section 5. Service Rates.**

- (a) The Board of Directors shall, prior to the beginning of each calendar year, determine the flat minimum monthly rate to be charged each member non-members during the following calendar year for a specific quantity of water, such flat minimum monthly rate to be payable irrespective of whether any water is used by a member during any month, and the amount of additional charges, if any, for additional water which may be supplied the member, renter or commercial account, shall fix the date for the payment of such charges, and shall notify each member, renter or commercial account of the amount of such charges and the dates for the payment thereof.
- (b) The Board of Directors may change flat rate fees at any time, subject to conducting a rate study and subsequently acquiring approval of the Legislative Auditor in accordance with Act 444.
- (c) A member, renter or commercial account to be entitled to the delivery of water shall pay such charges at the office of the Corporation at or prior to the dates fixed by the Board of Directors.
- (d) The failure to pay water charges duly imposed shall result in the automatic imposition of the following penalties, fees, connection fees, or reconnection fees:
  - (i) Non-payment for Five (05) calendar days after due. The water service shall be cut off from the delinquent account's property, with the delinquent member thereafter responsible for a reconnection fee.
  - (ii) Non-payment for Forty-five (45) days after due. Membership in this Corporation shall be terminated and any membership certificate purchased, as provided for in Article V, Section 9 of these By-Laws, shall be returned or voided on the Corporation books.

**Section 6. Usage Agreements.** The Board of Directors shall be authorized to require each member, renter and commercial account to enter into Water Users Agreements which shall embody the principles set forth in the foregoing sections of this article.

## **ARTICLE XIII**

### **Renter and Commercial Accounts**

#### **Section 1. Renter and Commercial Account Duties.**

- (a) The Corporation may provide water service to a non-member, including a renter account or commercial account, as established in and pursuant to Article V of the By-Laws, through service lines and equipment purchased, installed and maintained by a member in good standing with the Corporation.

- (b) The non-member, whether a renter or commercial account holder, by signing a water service agreement, shall be responsible for payment of all charges for service from the day of established service to the day the Corporation was notified by the non-member to discontinue service. To ensure timely refund of any deposit funds due after all account charges have been cleared, the non-member shall provide the Corporation with a forwarding mailing address at time of notification to discontinue service.
- (c) The Corporation will install, maintain and operate a main distribution pipe line or lines from the source of the water supply and service lines from the main distribution pipe line or lines to the property line of each non-member commercial account, designated as delivery points. The cost of the service line or lines from the main distribution pipe line or lines of the Corporation to the property line of each commercial account shall be paid by the Corporation. The Corporation will also purchase and install a cut-off valve in each service line from its main distribution line or lines, such cut-off to be owned and maintained by the Corporation and to be installed on some portion of the service line owned by the Corporation. The Corporation shall have the sole and exclusive right to use such cut-off valve to turn it on and off. The non-member commercial account owner shall be responsible for installing and maintaining water service lines from the meter to the final distribution points on the property. Non-member commercial account owners are individually responsible for insuring no physical connections exist with their water lines and another water source prior to connecting to the Corporation's water system. Cross connections from any other source are not allowed on the Corporation's water system. Non-member commercial account owners will follow the most recent Cross Connection and Backflow Prevention Policy adopted by the Corporation's Board of Directors when connecting to the Corporation's water lines.

**Section 2. Commercial Account Benefits.** Commercial account owners or appointed representatives, while not entitled to vote, may attend the annual meeting of the Corporation membership and participate in the meeting discussions.

**Section 3. Service Priority.** Service priority for non-members, renter and commercial accounts, is described in Article XII, Section 4 of these By-Laws

**Section 4. Service Rates.** Service rates for non-members, including renter and commercial accounts, are described in Articles V and XII of these By-Laws.

## ARTICLE XIV

### Revenues and Receipts

Revenues of the Corporation for any fiscal year in excess of the amount thereof necessary:

- (a) to defray expenses of the Corporation and of the operation and maintenance of its facilities during such fiscal year;
- (b) to pay interest and principal obligations of the Corporation coming due in such fiscal year;

- (c) to finance or to provide a reserve for the financing of the construction or acquisition by the Corporation of additional facilities to the extent determined by the Board of Directors;
- (d) to provide a reasonable reserve for working capital;
- (e) to provide a reserve for the payment of indebtedness of the Corporation maturing more than one (1) year after the date of the incurrence of such indebtedness in an amount not less than the total of the interest and payments in respect thereof required to be made during the next following fiscal year; and
- (f) to provide a fund for education in cooperation and for the dissemination of information concerning the effective use of potable water and other services made available by the Corporation;

shall, at the discretion of the Board of Directors, be distributed by the Corporation to its members as patronage refunds prorated in accordance with the patronage of the Corporation by the respective members paid for during such fiscal year. Nothing herein contained shall be construed to prohibit the payment by the Corporation of all or any part of its indebtedness prior to the date when the same shall become due.

**Section 1. Interest or Dividends on Capital Prohibited.** The Corporation shall at all times be operated on a private non-profit basis for the mutual benefit of its members. No interest or dividends shall be paid or payable by the Corporation on any capital furnished by its members.

**Section 2. Patronage Capital in Connection with Furnishing Potable Water.** In the furnishing of potable water, the Corporation's operations shall be so conducted that all members will, through their patronage, furnish capital for the Corporation. In order to induce patronage and to assure that the Corporation will operate on a non-profit basis, the Corporation is obligated to account on a patronage basis to all its members for all amounts received and receivable from the furnishing of potable water in excess of operating costs and expenses properly chargeable against the furnishing of potable water. All such amounts in excess of operating costs and expenses at the moment of receipt by the Corporation are received with the understanding that they are furnished by the members as capital. The Corporation is obligated to pay by credits to a capital account for each member all such amounts in excess of operating cost and expenses. The books and records of the Corporation shall be set up and kept in such a manner that at the end of each fiscal year, the amount of capital, if any, so furnished by each member is clearly reflected and credited in an appropriate record to the capital account of each member. All such amounts credited to the capital account of any member shall have the same status as though they had been paid to the member in cash in pursuance of a legal obligation to do so and the member had then furnished the Corporation corresponding amounts for capital.

All other amounts received by the Corporation from its operations (regardless of the source thereof and whether classified as operating or non-operating revenue [for purposes hereof, non-operating revenue shall not include revenue received from the sale of corporate assets]) in excess of costs and expenses shall, insofar as permitted by law, be used:

- (a) to offset any losses incurred during the current or any prior fiscal year; and



- (b) to the extent not needed for that purpose, allocated to its members on a patronage basis and any amount so allocated shall be included as part of the capital credit to the accounts of members, as herein provided.

The Board of Directors shall determine the method, basis, priority, and order of making such retirements, if any, for all amounts heretofore and hereafter furnished as capital. In no event, however, may any such capital be retired unless, after the proposed retirement, the capital of the Corporation shall equal at least forty percent (40%) of the total assets of the Corporation.

**Section 3. Patronage Capital on Dissolution.** In the event of dissolution or liquidation of the Corporation, after all outstanding indebtedness of the Corporation shall have been paid, outstanding capital credits shall be retired without priority on a prorated basis before any payments are made on account of property rights of members. If at any time prior to dissolution or liquidation, the Board of Directors shall determine that the financial condition of the Corporation will not be impaired, thereby the capital then credited to member's accounts may be retired in full or in part. The Board of Directors shall determine the method, basis, priority, and order of making such retirements, if any, for all amounts heretofore and hereafter furnished as capital. In no event, however, may any such capital be retired unless, after the proposed retirement, the capital of the Corporation shall equal at least forty percent (40%) of the total assets of the Corporation.

**Section 4. Assignment.** Capital credited to the account of each member shall be assignable only on the books of the Corporation pursuant to written instruction from the assignor and only to successors in interest or successors in occupancy in all or in a part of such member's premises served by the Corporation unless the Board of Directors, acting under policies of general application, shall determine otherwise. However, no assignment shall vest in the assignee any greater rights than those held by assignor. Such assignment shall at all times be subject to the Corporation's prior lien for any unpaid charges or amounts due by the assignor to the Corporation.

**Section 5. Non-Eligible Members.** Members of the Corporation who have been members for less than one (1) year shall not have allocated capital credits to their account.

**Section 6. Patronage Refunds in Connection with Furnishing Other Services.** In the event that the Corporation should engage in the business of furnishing goods or services other than potable water, all amounts received and receivable there from which are in excess of costs and expenses properly chargeable against the furnishing of such goods or services shall, insofar as permitted by law, be prorated annually on a patronage basis and returned to the Corporation members as provided for in these By-Laws.

**Section 7. Members Debts to Corporation.** The Corporation, before retiring any capital credited to any member's account, shall deduct there from any amount owing by such member to the Corporation, together with interest thereon at the Louisiana legal rate of judgments in effect when such amount became overdue, compounded annually.

## ARTICLE XV

### Miscellaneous

**Section 1. Membership in Other Organizations.** The Corporation shall not become a member of any other organization inconsistent with the objectives and purposes of this Corporation, without an affirmative vote of the members at a meeting called as provided in these By-Laws, and the notice of said meeting shall specify that action is to be taken upon such proposed membership as an item of business; provided, however, that the Board of Directors may accept, on behalf of the Corporation, membership in other organizations engaged in production of safe, clean potable water on a non-profit basis or engaged in the advancement, and promotion of the interests of safe, clean potable water.

**Section 2. Board of Directors Authorizations.** Notwithstanding anything herein to the contrary, the Board of Directors, by written resolution, may designate any employee, or employees, to enter into contracts to sign checks and drafts and other documents, for and on behalf and in the name of the Corporation.

**Section 3. Indemnification of Officers, Directors, Employees and Agents.** The Corporation does hereby indemnify any person who was or is a party, or is threatened to be made a party, to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of the Corporation) by reason of the fact that he is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another non-profit, cooperative, business, or foreign corporation, partnership, joint venture, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful; provided that in case of actions by or in the right of the Corporation, the indemnity shall be limited to expenses (including attorney's fees), and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless, and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he/she is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 4. Membership, or Ownership of Stock, in Other Organizations.** The provisions of Article XV, Section 1, to the

contrary notwithstanding, the Board of Directors, of the Corporation is authorized, on behalf of the membership, to join, establish, acquire, and/or acquire a partial interest in any non-profit or for-profit organization, which the Board of Directors of the Corporation deems prudent and necessary to represent and/or advance the interests of the Corporation and its membership.

**Section 5. By-Laws a Contract.** The patrons of the Corporation, by dealing with the Corporation, acknowledge that the terms and provisions of the Articles of Incorporation and By-Laws shall constitute and be a contract between the Corporation and each patron, and both the Corporation and the patrons are bound by such contract, as fully as though each patron had individually signed a separate instrument containing such terms and provisions. The provisions of this Article of the By-Laws shall be called to the attention of each patron of the Corporation by posting in a conspicuous place in the Corporation's office.

**Section 6. Savings Clause.** If any part of these By-Laws should be declared invalid by a final court of law, then and in that event, the remaining Articles, Sections, sub-paragraphs, and other portions of these By-Laws shall remain in full force and effect. In the event any one or more of these Bylaws shall be determined by any court of competent jurisdiction to be unenforceable for any reason, all provisions will be interpreted, severed, and/or reformed to allow such provisions to be enforceable to the maximum extent in all other respects as determined by such court in such action.

## ARTICLE XVI

### Amendments

These By-Laws may be altered, amended, or repealed by a vote of a majority of the members present at any regular meeting of the Corporation, or at any Special Meeting of the Corporation called for that purpose, except that the members shall not have the power to change the purposes of the Corporation so as to decrease its rights and powers under the laws of the state of Louisiana or to waive any requirement of bond or other provisions for the safety and security of the property and funds of the Corporation or its members, or so to amend the By-Laws as to effect a fundamental change in the policies of the Corporation. Notice of any amendment to be made at a Special Meeting of the members must be given at least ten (10) days before such meeting and must set forth the amendments or alterations to be considered. For so long as the Corporation is indebted for a loan or loans made to it by the United States of America through the Farmers Home Administration, these By-Laws shall not be altered, amended or repealed without the prior consent of the State Director of the Farmers Home Administration for the State of Louisiana.

Copies of the By-Laws are available upon request by members at the Corporation's headquarters office and online at [www.lbws.com](http://www.lbws.com).

The above By-Laws were altered and amended unanimously by the Board of Directors and Members of the LEWISBURG-BELLEVUE WATER SYSTEM, INC. at a Special Meeting of the Members, duly called and authorized by the Board of Directors through Resolution and Proclamation, in and at a place designated and approved in accordance with the By-Laws of the Corporation on October 03, 2023.

Certified this 3 day of October, 2023.

  
SECRETARY

Seth Ortego