

**AMENDED AND RESTATED BYLAWS  
OF  
NORTH LAUDERDALE WATER ASSOCIATION, INC.**

**ARTICLE I**

**GENERAL PURPOSES:**

North Lauderdale Water Association is a member-owned, non-stock, mutual utility cooperative organization incorporated under the laws of the State of Mississippi and the United States, specifically Mississippi Code § 79-11-101 through 79-11-501 and the Internal Revenue Code § 501(c)(12), as a nonprofit, tax-exempt corporation. 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.

**ARTICLE II**

**NAME AND LOCATION:**

Section 1. The name of this corporation is: NORTH LAUDERDALE WATER ASSOCIATION, INC.

Section 2. The principal office of this corporation shall be located in Bailey, County of Lauderdale, State of Mississippi.

**ARTICLE III**

**SEAL:**

Section 1. The seal of the corporation shall have inscribed thereon the name of the corporation, the year of its organization and the words "Lauderdale County, Mississippi" "Corporate Seal".

Section 2. The secretary of the corporation shall have custody of the seal.

Section 3. The seal may be used for causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

**ARTICLE IV**

**FISCAL YEAR:**

Section 1. The fiscal year of the corporation shall begin the first (1<sup>st</sup>) day of May in each year.

**ARTICLE V**

**MEMBERSHIP:**

Section 1. Membership will be limited to those who obtain the corporation's services. The membership fee shall be determined and approved from time to time by the Board of Directors.

Section 2. Every person (which word as used herein includes any legal entity) who is a record owner of a fee or undivided fee interest, or having a substantial possessory interest, in a property within the service boundaries of the water system may become a member of the corporation upon signing such applications, agreements, and easements necessary for the purchase and delivery of water as may be provided and required by the corporation, and upon the payment of such fees and deposits as may be

imposed by the board of directors. One membership in the corporation shall be created for each property so served, and shall be shared by all persons owning or having a substantial possessory interest in the property. Only one membership may be held with respect to property at one time. The board of directors shall cause to be issued appropriate certificates of membership for each served property. The certificate of membership attaches to the served property, along with the property rights of patronage capital which it represents. Any person who is a member has only one vote in the affairs of the corporation regardless of the number of membership certificates issued in their name or number of served properties they own. No membership shall be denied because of the applicant's race, color, creed, sex, age, marital status or national origin. Membership may be denied if the capacity of the corporation's water system is exhausted by the need of its existing members, or if the proposed use of the applicant is such that it would interfere with existing uses previously authorized by the board of directors.

a. A substantial possessory interest is one where the person or persons have a legal right to control and occupy a property, but do not have the legal or equitable ownership of the property. It may be under a lease or similar right to possession.

i. Before membership is allowed to one or more persons claiming such an interest, the corporation will endeavor to obtain the application for membership from the owner of such property.

ii. Where membership is granted to one or more persons having a substantial possessory interest, the corporation, as a condition to the membership, may require such applicant to post such collateral or bond as the directors determine necessary to fully protect the corporation from any additional risk that may be involved to the corporation by reason of the lack of legal ownership in the applicant.

Section 3. When more than one person holds the interest in a property served, the vote shall be exercised by the person in whose name the certificate is registered or by such person as the several persons may designate, but in no event shall more than one vote be cast with respect to any property or membership

Section 4. Membership certificates and the membership in the corporation and patronage capital that they represent shall be transferable as property rights, and the transfer effective upon change of ownership of the served property. Such transfer will be made only to a person who obtains a qualifying interest in the property. A member will transfer membership in the corporation to a successor in interest as part of the transaction whereby the member disposes of any interest to said property. The secretary will make note of such transfer upon the records of the corporation but need not issue a new certificate to the successor in interest of the previous existing member.

Section 5. When membership in the corporation is not transferred, it shall terminate upon the disposition or other termination of the member's interest in the property, regardless of whether the certificate is surrendered to the corporation. Membership also may be terminated by action of the board of directors where the use of the property has changed so as to materially increase the amount of water consumed to the prejudice of other existing members or to the prejudice of the orderly operation of the system.

Section 6. Termination of membership will not result in forfeiture of the former member's rights and interest in the corporation's assets as they stand at time of termination, and the former member will

not be precluded from receiving a proportionate share of any subsequent distribution of the residual of such assets by the corporation.

Section 7. The termination of the membership of any member shall not disqualify for membership any other person who has or obtains an interest in the property of the terminated member and who otherwise meets the requirements of these bylaws.

Section 8. In the event a member's property interest is divested other than by voluntary means, such member's membership will pass to the trustee, receiver, executor or the like, who will be entitled either in person or through a designated representative to exercise all of the rights incident to such membership, but subject to such duties and liabilities also applicable to the membership. The trustee, receiver, executor or the like may terminate such membership by written notice to such effect delivered or mailed to the secretary of the corporation. Upon the final disposition of such property rights, the owner thereof shall be entitled to membership in like manner as if the membership had been transferred to the owner by the original member as set forth in Section 4 above.

Section 9. Upon the transfer of a membership, the corporation will not look to the successor in interest for the payment of any past due amounts. The corporation will seek collection only from the individual who incurred such charges or assessments or from the property itself if a judgment lien had been duly perfected against such property.

#### ARTICLE VI

##### **MEMBERSHIP CERTIFICATES:**

Section 1. This corporation shall not have capital stock. Membership in the corporation shall be represented by membership certificates. Such certificates shall represent the right to use and enjoy the benefits of the corporation's water supply system upon the payment of necessary assessments, if any, and or reasonable charges based upon such use, provided such use and enjoyments are consistent with the rules, regulations and contracts affecting the same as may from time to time be prescribed by the board of directors.

Section 2. A Membership certificate shall be issued to each holder of fully paid membership, numbered consecutively in accordance with the order of issue and shall bear on its face the following statement:

"This membership certificate is issued and accepted in accordance with and subject to the conditions and restrictions stipulated in the articles of incorporation and bylaws, as amended, of the North Lauderdale Water Association, Inc."

#### ARTICLE VII

##### **MEETINGS OF MEMBERS:**

Section 1. The annual meeting of the members of this corporation shall be held at a place to be designated by the Board of Directors, within the County of Lauderdale, State of Mississippi, at 7:00 o'clock p.m. on the third Thursday in July of each year. The place, day and time of the annual meeting may be changed to any other convenient place, day and time within the county by the board of directors giving proper notice thereof to the members.

Section 2. Special meetings of the members may be called at any time by the action of the board of directors, and such meetings must be called whenever a petition requesting such meetings is signed by at least five percent (5%) of the members and presented to the secretary or to the board of directors. The purpose of every special meeting shall be stated in the notice thereof, and no business shall be transacted at such special meeting, except such as is specified in the notice.

Section 3. Notice of meeting of members of the corporation, both regular and special, shall be given by the method or methods judged by the board to be most timely and effective in reaching all members. The board may send written notice mailed by first class mail to each member of record, directed to the mailing address provided by the member and shown in the records of the corporation, not less than ten (10) nor more than forty (40) days prior to such meeting. The board may use electronic means, such as automated email, voicemail, and texting, sent to the phone number or electronic addresses provided by each member and shown in the records of the corporation, transmitted not less than seven (7) days nor more than forty (40) days prior to such meeting. Such notice shall state the nature, time, place and purpose of the meeting, but no failure or irregularity of a notice of a regularly held annual meeting shall affect the proceedings of said annual meeting.

Section 4. All members shall be of one class, each represented at large by all directors. The voting powers of the members of the corporation shall be equal. Each member shall have one vote only, regardless of the number of served properties or membership certificates they possess. The presence at a meeting of members entitled to cast in their own right or by proxy 1% of the total number of votes shall constitute a quorum. Only members in good standing may vote in their own right or as proxy in a meeting of the corporation. All proxies shall be documented using procedures and forms established by the board, filed with and validated by the secretary. Such proxies may be general or restrictive. Proxies shall be revocable, provided such revocation is in writing and submitted to the secretary prior to the commencement of the meeting. All proxies expire at the adjournment of the annual or called meeting. No standing proxies are permitted. Only members of the corporation in good standing may designate or serve as proxies.

Section 5. Directors of this corporation shall be elected at the annual meeting of the members as provided in Article VIII, Section 1. No cumulative voting shall be allowed. Nominations and voting for each director position shall be considered sequentially. Any member in good standing may nominate any other member in good standing for director. No second is required. Unsuccessful nominees and incumbents voted out may be immediately re-nominated for the next director position coming to a vote. The secretary will validate the votes per the list of members. The nominee gaining a majority of the quorum is elected.

Section 6. The order of business at the regular meetings, and so far as possible, at all other meetings shall be:

- a. Call to order and proof of quorum including submitted proxies
- b. Proof of notice of meeting
- c. Reading of and action on any unapproved minutes
- d. Reports of officers and committees

- i. Operations Report
- ii. Financial Report
- iii. Budget
- e. Unfinished business
- f. New business
- g. Election of directors
- h. Adjournment

## ARTICLE VIII

### **DIRECTORS AND OFFICERS:**

Section 1. The board of directors of this corporation shall consist of five (5) members, all of whom shall be members of the corporation. 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, one director shall be elected for a term of one year, two directors for a term of two (2) years and two 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 terms of office have expired. Each director shall hold office for the term for which elected and until a successor shall have been elected and qualified.

Section 2. At the regular monthly board meeting location and time following the annual meeting and election, the new slate of directors shall meet and shall elect a president, vice-president, and secretary-treasurer from among themselves, each of whom shall hold office until the next annual meeting and until the election and qualification of a successor, unless sooner removed by death, resignation or cause.

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

Section 4. To assist the secretary and presiding officer in conducting meetings and votes, the following table contains the quorum and affirmative vote threshold requirements for various action of the corporation in accordance with requirements imposed by Mississippi state law, the Rural Utilities Service, and Robert's Rules of Order.

<b>Body</b>	<b>Event</b>	<b>Quorum</b>	<b>Affirmative Vote or Petition Count</b>
<b>Members</b>	Elect Director at Annual Meeting	1% of Members	Majority of Quorum
	Remove Director at Special Meeting called for this purpose		
	Annual Meeting Normal Business		
	Change to Bylaws	1% of Members	2/3 of Votes Cast
	Change to Articles of Incorporation		
	Merger, Dissolution, Sale, Transfer, Purchase of Memberships, Distributions, Disposal of Assets Not in Regular Course of Business		
	Add Agenda Item for Vote not in Notice of Regular Meeting		1/3 of Members
	Call Special Meeting		5% of Members
	Add Agenda Item for Vote not in Notice of Special Meeting		Prohibited
	Emergency Rules Invoked by President per Articles of Incorporation	Members who Respond	Majority of Responders
<b>Board</b>	Monthly Board Meeting & Normal Business	Majority of Directors including 2 Officers	Majority of Quorum
	Call Special Meeting		
	Election of Officers		
	Fill Director Vacancy	Majority of Directors including 2 Officers	Majority of Directors
	Create a Committee and Appoint Directors to it		
	Termination of Member	Majority of Directors including 2 Officers	2/3 of Directors
	Remove a Director		
	Sale, Transfer, Disposal of Assets in Regular Course of Business		
	Action involving Conflict of Interest	All Directors without Interest	Majority of Directors without Interest
	Actions by Written Notification and Consent without Meeting	All Directors	Majority of Directors
<b>Notes:</b>	Emergency Rules Invoked by President per Articles of Incorporation		
	Directors who Respond		
	Majority of Responders		
	1. "Directors" means Directors in Office.		
	2. "Members" means persons owning at least one served property denoted by a Membership Certificate, and that are in good standing with the Association, with each Member having one vote regardless of number of served properties.		
	3. The count of both 1 and 2 above are to be reckoned as of the opening of a meeting or action where votes are counted.		
	4. A "List of Members" will be maintained by the Secretary in the records of the corporation, will be used to validate votes, and will be made available for inspection by members upon request.		

Section 5. Compensation of officers and directors may be fixed only at any regular or special meeting of the members of the corporation. Officers, and directors performing functions as part of a committee tasked by the board, will be paid \$25 per hour for special services and necessary duties of their roles performed outside of their normal participation in regular board and member meetings. Directors shall receive no compensation for their services as such, but shall receive an honorarium of \$100 per meeting attended. All employees, officers, and directors will be compensated for travel expenses incurred on behalf of the corporation for necessary and authorized purposes at federal government rates established by the U.S. General Services Administration.

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 secretary of the corporation. If presented by a member, the charges must be accompanied by a petition signed by five (5%) percent of the members of the corporation. Such removal shall be voted on at a special meeting of the members called for this purpose, and shall be effective if approved by a vote of a majority of the quorum, if present. 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; and, the

person or persons presenting such charges 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 corporation. A vacancy in the board thus created shall immediately be filled by an election of a new director by vote of a majority of the quorum present. A vacancy in any office thus created shall be filled by vote of the board of directors at their next monthly meeting from among their number so constituted after the vacancy in the board has been filled.

## ARTICLE IX

### **DUTIES OF DIRECTORS:**

Section 1. The board of directors, subject to restrictions of law, the articles of incorporation, and these bylaws, shall exercise all of the powers of the corporation, and without prejudice in 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 in respect to the matters as hereinafter set forth to be exercised by resolution duly adopted by the board:

a. To approve membership applications, and to cause to be issued appropriate certificates, and to permit the connection of properties to the system in the future in cases involving proposed construction or may issue such certificates prior to the commencement of the proposed construction.

b. To select and appoint all agents or employees of the corporation, remove such agents or employees of the corporation, prescribe such duties and designate such powers as may not be inconsistent with these bylaws, fix their compensation and pay for faithful services.

c. To borrow from any source, money, goods or services, and to make and issue notes and other negotiable or non-negotiable instruments evidencing indebtedness of the corporation; to make and issue mortgages, deeds of trust, pledges of revenue, trust agreements, security agreements and financing statements, and other instruments evidencing a security interest in the assets of the corporation; 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 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.

e. 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, together with a proposed budget for the ensuing year. Copies of such audits and budgets shall be submitted to such parties as may be required by other agreements.

f. To fix and alter the charges to be paid by each member for services rendered by the corporation to the member, including connection or re-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 collection, and penalties for late or non-payment of the same. The board may establish one or more classes of users. All charges shall be uniform and non-discriminating within each class of users.

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 members of the corporation in such 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 who has not paid such assessment within thirty (30) days from the date the assessment was due, provided the corporation must give the member at least fifteen (15) days written notice at the address of the member in the records of the corporation of its intention to suspend such service if the assessment is not paid. Upon payment of such assessments, any penalties applicable thereto, and a re-connection charge, if one is in effect, service will be promptly restored to such member.

## ARTICLE X

### **DUTIES OF OFFICERS:**

Section 1. Duties of the President: The President shall preside 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 office, and sign all membership certificates and such other papers of the corporation as 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 the Vice-President: In the absence 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 the Secretary-Treasurer: The Secretary-Treasurer 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-Treasurer shall attest the President's signature on all membership certificates and other papers pertaining to the corporation unless otherwise directed by the board of directors. The Secretary-Treasurer shall serve, mail or deliver all notices required by law and by these bylaws, 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 other time or times as the board of directors may require. The Secretary-Treasurer shall keep the corporate seal and membership certificated issued and affix said corporate seal to all papers requiring a seal. The Secretary-Treasurer shall maintain a list of members and keep a proper membership certificate record, showing the name of each member of the corporation and date of issuance, surrender, transfer, termination, cancellation or forfeiture. The Secretary-Treasurer shall make all reports required by law, and shall perform such other duties as may be required by the corporation or the board of directors. Upon the election of a successor, the Secretary-Treasurer shall turn over to the successor all books and other property belonging to the



corporation that the Secretary-Treasurer may possess. The Secretary-Treasurer shall also perform such duties with respect to the finances of the corporation as may be prescribed by the board of directors.

## ARTICLE XI

### **BENEFITS AND DUTIES OF MEMBERS:**

Section 1. 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 pipeline or lines to the property line of each member of the corporation, at which points, designated as delivery points, meters to be purchased, installed, owned and maintained by the corporation shall be placed. The cost of the service line or lines from the main distribution pipeline or lines of the corporation to the property line of each member shall be paid by the corporation. The corporation also may purchase and install a cutoff valve in each service line from its main distribution line or lines, such cutoff valve 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 of such cutoff valve. However, the provisions of this section shall not be construed to require the acquisition or installation of meters or cutoff valves where the directors determine under the circumstances of the system and the nature of the membership that the use of either or both devices is impractical, unnecessary to protect the system and the rights of the membership and/or economically not feasible.

Section 2. Each member will be required, at the member's expense, to have dug a ditch for the connection of the service line or lines from the property line of the member to member's dwelling or other portion of the member's premises, and to purchase and have installed the portion of the service line or lines from the member's property line to the place of use on the member's premises. The member will maintain such portion of such service line or lines, which shall be owned by the member, at the member's own expense. The corporation may, if the board of directors so determines, purchase the pipe for and install such portion of such service line or lines, the cost of which will, however, be paid by the individual members. In addition, each member shall pay such charges, if any, as may have been imposed by the board of directors before such member will be entitled to receive water from the system.

Section 3. Each member may be permitted to have additional service lines from the corporation's water system in the discretion of the board of directors upon proper application and the tender of payment not to exceed the then existing connection charge. The approval by the board of directors of additional service lines to an existing member may be made conditional upon such provisions as the board of directors determines necessary to protect the interest of other members and to allow for the orderly expansion and extension of the system. 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 water system has sufficient capacity to permit the delivery of water through a service line at that point without interfering with the delivery of water through a prior service line. If the corporation's water system is 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 designated by the corporation.

Section 4. Each member may be permitted to purchase from the corporation, pursuant to such agreement as may from time to time be provided and required by the corporation, such water as is needed for domestic, commercial, agricultural, industrial or other purposes as a member may desire, subject, however, to the provisions of these bylaws and to such rules and regulations as may be prescribed by the board of directors. Each member shall be entitled to have delivered, through the member's service lines,

only such water as may be necessary to supply the needs of each member, including the member's family, business, agricultural or industrial requirements. The water delivered through each service line shall be metered separately, irrespective of the number of service lines owned by a member.

Section 5. 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, 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 use of water for commercial, agricultural, or industrial purposes by particular members, and require adherence thereto or prohibit the use of water for commercial, agricultural, or industrial purposes; provided, that if at any time the total water supply shall be insufficient to meet all of the needs of all of the members for domestic, livestock, commercial, agricultural, or industrial purposes, the corporation must first satisfy all of the reasonable needs of the members for domestic purposes before supplying any water for livestock purposes, and must satisfy all of the needs of all of the members for domestic, and livestock purposes before supplying any water for commercial or industrial purposes; and, provided further, that where a member has more than one service line, the corporation may cut off the flow of water to the non-domestic service lines until such time as the supply of water from the system is sufficient to meet the needs of all of the members for domestic and livestock purposes. During such periods of shutoff of additional service lines, there shall be no minimum fee charged to the members having such additional service lines, and the cost, if any, of resuming the flow of water to such additional service lines shall be borne by the corporation.

Section 6. The board of directors shall, with the consent of the Rural Utilities Service, so long as it shall either hold any obligations or insure any financing of the system, prior to the beginning of each calendar year, determine the flat minimum monthly rate to be charged to each member during the following calendar year for a specified quantity of water. Such flat minimum monthly rate shall be paid irrespective of whether any water is used by a member during any month. The board of directors shall also determine at said time the rate per 1,000 gallons for additional water which may be supplied the members, and the amount of penalty for late payments, and shall fix the date for the payment of such charges. A member to be entitled to the delivery of water shall pay such charges on or prior to the dates fixed by the board of directors. The failure to pay water charges duly imposed shall result in the automatic imposition of the following penalties.

a. Nonpayment within ten days from the due date will be subject to a penalty of ten (10%) percent of the delinquent account, which percent may be changed at the discretion of the board of directors.

b. Nonpayment within thirty (30) days from the due date will result in the water being shut off from the member's property without any notice thereof to such delinquent member. Upon the payment by the delinquent member of past due water charges, penalties thereon and any re-connection charge, such member shall be entitled to resumption of the water supply. During the time of such suspension of water to a member, such member shall have no right to vote in the affairs of the corporation in their own right or as a proxy.

c. Non-payment for sixty (60) days shall initiate termination of membership procedures by the board of directors.

Section 7. The board of directors shall be authorized to require each member and each tenant of a served property that has been leased or rented out by a member to enter into a water service agreement, which shall embody the principles set forth in the foregoing provisions of these bylaws.

Section 8. The corporation may provide additional utility and incidental services to its members as permitted by law and its articles of incorporation. This includes but is not limited to internet access service via fixed wireless, fiber, and other means using excess capacity from the corporation's supervisory control and data acquisition (SCADA) network. The board of directors will establish charges and a system for billing and collection for these services.

Section 9. The corporation may sell to non-members water and other goods and services it provides to members when such is permitted by law, does harm to no member, and is beneficial to the corporation. Examples include sales of water to construction contractors, sales of pipe and hydrants to housing developers, and sales of internet access service to non-members within range of corporation facilities. No more than fifteen percent (15%) of corporation revenue may be collected from non-members.

## ARTICLE XII

### **DISTRIBUTION OF SURPLUS FUNDS:**

Section 1. It is not anticipated that there will be any surplus funds or net income to the corporation at the end of the fiscal year after provisions are made for the payment of the expenses of operation and maintenance and the funding of the various reserves for depreciation, debt retirement and other purposes, including those required by the terms of any borrowing transaction. The occurrence in subsequent fiscal years of surplus funds or net income above the requirements of the corporation as above mentioned, including, if any, a reserve for improvements and extension of the facilities shall be taken into consideration by the board of directors in determining the water rates to be charged to the members.

Section 2. The corporation will provide services substantially at cost. Dividends shall not be paid on the basis of membership or shares of stock in the corporation. All funds from whatever sources remaining at the end of the year in excess of those needed to meet current losses and expenses shall be retained for such purposes as retiring indebtedness incurred in acquiring assets, expanding the corporation's services, maintaining reserves for necessary purposes or reducing subsequent year's water rates. However, the corporation will maintain records from which each member's rights and interest in the retained funds and assets acquired with such funds in proportion to the member's business with (i.e., patronage of) the corporation can be determined at any time. Required records for this purpose include financial records that show the corporation's revenues from all sources for each year, and records such as bills or receipts showing the amount of each member's business annually with the corporation.

## ARTICLE XIII

### **AMENDMENTS:**

Section 1. These bylaws may be repealed or amended by a vote of the majority of members present at any regular meeting of the corporation, or at any special meeting of the corporation called for that purpose, except that so long as any indebtedness is held by or guaranteed by the Rural Utilities Service, 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, or to waive any requirement of bond or other provision for the safety and security of the property and funds of the corporation or its members, or so to amend the

bylaws as to effect a fundamental change in the policies of the corporation without the prior approval of the Rural Utilities Service in writing.

#### ARTICLE XIV

##### DISSOLUTION OF CORPORATION:

Section 1. In the event of dissolution of this corporation, its assets shall be applied and distributed as follows in accordance with a specific plan developed by the board of directors and approved by vote of 2/3 of a quorum of members at a called meeting:

a. Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

b. Functioning fixed assets of the corporation uniquely and permanently suited to water utility functions, such as water treatment plants, elevated tanks, and distribution lines, shall be sold at a just and equitable price to the successor water utility in possession of a certificate of convenience and necessity spanning the service area of the corporation.


c. All other assets, including real and personal property of the corporation, shall be sold for fair market value or disposed of by transfer to legitimate charitable organizations.

d. Once all liabilities and obligations of the corporation have been paid, satisfied, and discharged, any funds remaining, including gains from the disposition of corporate assets, will be distributed among all current members, and former members with memberships not transferred by subsequent sale of the served property, in proportion to each one's historical cumulative patronage of the water services of the corporation.

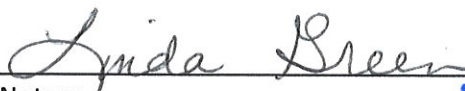
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##### CERTIFICATION

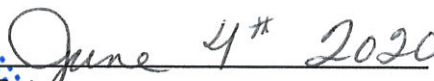
The foregoing bylaws were duly adopted by vote of the members of the corporation on the 4th day of June, 2020.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

  
\_\_\_\_\_  
Notary



  
\_\_\_\_\_  
Date



**Office of General Counsel**  
United States Department of Agriculture  
3201 Federal Building - 700 West Capitol Avenue - Little Rock, Arkansas 72201  
(501) 301-3150 Facsimile (501) 301-3178

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*Via E-mail*

August 11, 2020

TO: John Campbell, State Director  
USDA Rural Development  
831 Federal Building  
100 West Capitol Street  
Jackson, MS 39269

Attention: Nicole Barnes  
Community Programs Director

FROM: Angela Boyd Mathews  
Associate Regional Attorney

RE: Review of By-Laws  
North Lauderdale Water Association, Inc.  
Lauderdale County, MS  
OGC # 8664470

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Reference is made to your letter requesting review of the organizational documents of North Lauderdale Water Association, Inc. for RUS loan purposes. The organizational documents have been reviewed and are **approved** as to legal sufficiency.

Feel free to call with any questions. Our file is now closed.