

AMENDED
BY-LAWS
OF THE
INDIANA REGIONAL
SEWER DISTRICT ASSOCIATION

ARTICLE I

General

Section 1. The name of the corporation is the Indiana Regional Sewer District association (hereinafter referred to as the “Corporation”).

Section 2. The address of the Corporation is One Penn Mark, Suite 701, 11595 North Meridian Street, Carmel, Indiana 46032. The resident agent is Anne Hensley Poindexter, Campbell Kyle Proffitt LLP, One Penn Mark, Suite 701, 11595 North Meridian Street, Carmel, Indiana 46032.

Section 3. The fiscal year of the Corporation shall be on the first day of January and end on the last day of December next succeeding.

ARTICLE II

Members

Section 1. Membership in the Corporation is governed by the Articles of Incorporation, with the exception that there shall be categories of non-voting Associate Members, and Representative Ex-Officio members. Associate Membership will be open to all companies and individuals who do not qualify for regular membership, subject to the approval of the Board of Directors. In addition, the Board of Directors may provide invitations to interested groups, associations and/or alliances for an appointment of a representative to the Corporation as a non-voting Ex-Officio Member.

Section 2. Unless otherwise determined by the Board of Directors, the annual meeting of the members shall be held each year on such day in the conjunction with the Association's Annual Conference and at such place and time as the Board of Directors shall specify.

Section 3. Special meetings of the members may be called at any time by the President of the Corporation, by a majority of the Board of Directors, or by written petition signed by no less than one-tenth of the members of the Corporation. A special meeting shall be held at a time and place specified by the caller or callers of the special meeting.

Section 4. A written notice, stating the place, day and hour of any meeting, and the purpose of any special meeting, of the members shall be personally delivered, e-mailed or mailed by the Secretary of the Corporation, or by the caller or callers of the meeting, to the members at least ten (10) days before the date of the meeting. Notice may be waived in writing by any member, or by the member's proxy, if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof. Attendance at any meeting, in person or by proxy, shall constitute a waiver of notice of such meeting.

Section 5. Each member shall be entitled to one vote upon each question, which comes before a meeting of the members. Provided, however, that if any waste district shall have more than one member on the Board of Directors only one of the Directors can vote. Each question shall be determined by a majority vote of the members present at a meeting at which a quorum is present.

Section 6. At all meetings of members, a majority of the members shall constitute a quorum. Any meeting of members, including annual and special meetings or any adjournments thereof, may be adjourned to a later date although less than a quorum is present.

Section 7. Dues for memberships and other requirements for memberships shall be prescribed from time to time by the Board of Directors.

ARTICLE III

Directors

Section 1. The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall have no less than three (3) members, who shall be elected by a majority of the voting members present at the annual meeting of the members.

Section 2. A majority of the voting members of the Board of Directors shall be necessary to constitute a quorum for the transaction of any business except the filing of vacancies on the Board of Directors, and the act of a majority of the voting members of the directors present at a meeting at which a quorum is present shall be at the act of the Board of Directors.

Section 3. The Board of Directors shall meet in January of each year, elect officers of the Corporation for the ensuing year and transact such other business as properly may come before the meeting. No notice of such meeting of the Board of Directors need be given.

Section 4. Special meetings of the Board of Directors may be called by the President of the Corporation or by a majority of the Board of Directors upon not less than

seven (7) days' written notice. A special meeting may be held at any such place within or without Indiana and for such purposes as are specified in the notice of the special meeting. Notice of the time, place, and call of any meeting of the Board may be waived in writing if the waiver sets out in reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof. Attendance at any meeting of the Board shall constitute a waiver of notice of such meeting and of the time, place, and call thereof.

ARTICLE IV

Officers

Section 1. In General. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and any other officers the Board of Directors deem appropriate. Each officer shall serve until the officer's successor is duly elected and qualified. Any two or more offices, except President and Secretary, may be held by the same person. The President shall be a member of the Board of Directors of the Corporation. Except for the President, the officers of the Corporation may, but need not be, members of the Board of Directors. The Board of Directors may remove any officer at any time.

Section 2. President. The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall act as general administrative head of the Corporation, exercising general control and supervision over the affairs of the Corporation and over the other officers, agents and personnel of the corporation. The President shall, with the approval of the Board of Directors, appoint the member of each committee. The President shall perform all duties incident to the office of the President and such other duties as the Board of Directors may assign.

Section 3. Vice President. The Vice President shall perform all such duties and services as shall be assigned or required by the Board of Directors or President and shall, without limitation, act in the place of the President and be empowered to perform all acts which the President is authorized to perform in case of the President's absence or inability to serve.

Section 4. Secretary. The Secretary shall attend all meetings of the members of the Board of Directors and shall keep a true and complete record of the proceedings of such meetings. The Secretary shall give and serve all notices, keep a roll of the members, and file and preserve all important documents, records, reports, and communications, and shall perform such other duties as the Board of Directors or President may prescribe.

Section 5. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately the financial condition of the Corporation. The Treasurer shall be the legal custodian of all monies, notes securities and other valuables, which may from time to time come into the possession of the Corporation. The Treasurer shall promptly deposit all funds of the Corporation in the Corporation's accounts in reliable banks or other depositories designated by the Board of Directors. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested by the President, a statement of the financial condition of the Corporation and shall perform such other duties as the Board of Directors or President may prescribe. The Treasurer may be required to furnish bond in such amount as shall be determined by the Board of Directors.

ARTICLE V

Committees

Section 1. The Board of Directors may designate an Executive Committee composed of two or more members of the Board. The Executive Committee shall be subject to the authority and supervision of the Board of Directors, and between meetings of the Board, the Executive Committee shall possess and may exercise the power and authority of the Board of Directors in the management of the Corporation's affairs.

Section 2. The Board of Directors may establish various other committees, in addition to the Executive Committee, to accomplish the goals and perform the programs of the Corporation. Members of such other committees may, but need not be, members of the Board of Directors or of the Corporation.

ARTICLE VI

Contracts, Loans Checks

Section 1. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Except as provided by these By-Laws, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount unless so authorized by the Board of Directors.

Section 2. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution.

Section 3. Unless authorized by the Board of Directors, no loan shall be made by or contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name.

ARTICLE VII

Amendments

The powers to make, alter, amend, or repeal the By-Laws is vested in the Board of Directors of the Corporation.

ADOPTED AND PASSED this _____ day of _____, 2005, by the Board of Directors for the Indiana Regional Sewer District Association.

Secretary