

**AMENDED BY-LAWS
OF
WALDEN'S RIDGE UTILITY DISTRICT
OF
HAMILTON COUNTY, TENNESSEE**

**First Adoption: 24 MARCH 2008
Final Adoption: 22 APRIL 2008**

ARTICLE I.

ORGANIZATION

SECTION I.

The Board of Commissioners of the Walden's Ridge Utility District (the District) of Hamilton County, Tennessee consists of three members and each serves a four-year term. Vacancies on the Board of Commissioners are filled by the Hamilton County Mayor from a list provided by the remaining Commissioners in office. (To be eligible to serve on the District's Board of Commissioners, the appointee must be a property owner within the District's service area.) Decisions by the Board of Commissioners pertaining to customer complaints brought before the Board of Commissioners under the District's customer complaint policy may be reviewed by the Utility Management Review Board of the Tennessee Department of Environment and Conservations pursuant to Section 7-82-702(7) of Tennessee Code Annotated.

SECTION II.

Item 1. The exclusive management and control of the operation of the District is vested in the Board of Commissioners (the Board) pursuant to T.C.A. § 7-82-301(a). The Board has the authority to engage, determine the number, and fix the duties and compensation of all employees. The Board has the authority to hire engineers, attorneys, experts and / or other agents as it may deem necessary and proper not in conflict with any applicable Tennessee statutes.

Item 2. The fiscal year governing operations and conduct of the business of the District is September 1 through August 31 of each year.

Item 3. The principal office location of the District shall be located at 3900 Taft Highway, Signal Mountain, Hamilton County, Tennessee.

Item 4. The District's area of service shall include its northern boundary where it intersects with Lone Oak Utility District, its southern boundary where it intersects with the Town of Signal Mountain,

its eastern boundary where it intersects with Hixson Utility District and Soddy Daisy-Falling Water Utility District and its western boundary where it intersects with Suck Creek Utility District.

Item 5. The purpose and nature of the business of the District is to provide potable water to all customers within the guidelines and regulations of the Department of Environment and Conservation.

Item 6. The Board shall set all rates for the District. The rates shall be set to meet the financial burden of the District.

ARTICLE II.

MEETINGS

SECTION I.

Item 1. Regular meetings of the Board shall be held on the fourth Tuesday of each month, except December, at 5:30 p.m. at the location designated by the Board. The President may change the date or time for a regular meeting and shall notify the other members of the Board of any such change.

Item 2. Special meetings of the Board shall be called by the President or by any two members of the Board with notice to the President. The President shall fix the time and place for a special meeting and notice of such meeting shall be given to all members stating the purpose for which the meeting is called. If the President is unavailable or unwilling to fix the time and place for a special meeting, the Secretary shall fix the time and place for a special meeting, and notice of such meeting shall be given to all members stating the purpose for which the meeting is called.

Item 3. At all meetings at least two members of the Board shall constitute a quorum for the transaction of business. Action taken by the Board at a meeting shall require a vote of the majority of the members of the Board present at the meeting.

Item 4. Notice of all regular and special meetings shall be given to the public in accordance with the Tennessee Open Meetings Act.

Item 5. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern Board meetings in all cases to which they are applicable and in which they are not inconsistent with the bylaws and with any special rules of order the Board may adopt. The procedures for small boards in *Robert's Rules of Order Newly Revised* shall apply.

SECTION II.

Item 1. The President shall preside at all meetings of the Board except that in his absence the Secretary may preside.

Item 2. The Secretary shall attend and be Secretary at all meetings. Should the Secretary fail to attend a meeting, a temporary Secretary shall be appointed by the presiding officer, and the person so appointed shall perform all the usual and customary duties of the regular Secretary at such meeting.

Item 3. The minutes of all meetings of the Board shall be kept accurately by the Secretary or the Secretary's representative. The minutes shall be signed by all Board Members. The approved minutes of the Board shall constitute a permanent record of the actions of the Board. The minutes shall include, but not be limited to, a record of persons present, all motions, proposals and resolutions offered, the results of any votes taken, and a record of individual votes in the event of roll call.

ARTICLE III.

OFFICERS

SECTION I.

Item 1. The officers of the District's Board shall consist of a President, Vice-President and Secretary. The President, Vice-President and Secretary will be elected by and from the members of the Board by a majority vote. Officers shall be elected in the regular meeting in January of each year.

Item 2. Any office, other than those for which specific provision is made by statute, may be abolished at any time by the Board.

SECTION II.

The Secretary and all officers and employees who are responsible for the funds or property of the District shall be required to execute good and sufficient bonds for the faithful performance of their duty in such manner as the Board may prescribe.

SECTION III.

Item 1. The President of the Board shall preside at all meetings of the Board. He shall have general administrative and executive charge of the business of the Board subject to the Board's supervision and control. He shall attend to the giving and serving of all notices required by statute or these by-laws or by direction of the Board. The President shall see that all resolutions, orders, directives, and actions of the Board are properly executed. The President shall have authority to sign all agreements, contracts, and transfers and conveyances of real and personal property approved by the Board unless otherwise directed by the Board.

Item 2. The Vice-President shall have and exercise all the authority of the President when the latter is not available, is unable, fails or refuses to act and discharge the duties of the office.

Item 3. The Secretary shall keep the minutes of all the meetings of the Board. The Secretary shall attend all meetings of the Board and shall attest all agreements, contracts, and transfers and conveyances of real or personal property when necessary. The Secretary shall be charged with the proper preparation and timely filing of the financial statements of the Board annually and at such other times as may be determined by the Board. The Secretary shall be custodian of all securities, evidences of indebtedness due the Board and such records as are necessary and proper in connection therewith and shall at all times acquaint the Board with such matters and to enable it and its officers to have and obtain accurate data and information with reference thereto. The Secretary shall make such reports as may be required from time to time and shall have such other and further duties as may be prescribed by the Board.

ARTICLE IV.

GENERAL PROVISIONS

SECTION I.

Any vacancies on the Board shall be filled in accordance with applicable Tennessee law.

SECTION II.

Item 1. All properties shall be acquired, held, owned and transferred in the name of the Walden's Ridge Utility District of Hamilton County, Tennessee. All such contracts, agreements, and transfers and conveyances of real and personal property shall be signed by the President of the Board.

Item 2. All checks shall be signed by the members of the Board or one member of the Board and the District's General Manager and shall be in such form as is or may be from time to time prescribed by the Board.

SECTION III.

Item 1. All funds of the Board shall be deposited in the name of the District with such particular or other designation as the Board may from time to time determine to be necessary, proper or convenient and consistent with the provisions of Tennessee law and the by-laws under which the District and the Board of Commissioners are governed.

Item 2. The General Manager has the authority to make any purchases deemed necessary for the day to day running of the District's business under \$2,500; however, expenditures of \$2,500 or greater, must have Board approval.

ARTICLE V.

ORDER OF BUSINESS

The order of business at all meetings other than special meetings of the Board shall be as follows:

1. Call the meeting to order, roll call and determination of quorum.
2. Business of Scheduled Visitors.
3. Reading and approval of the Minutes for the preceding meeting.
4. Report, discussion and approval of Financials for the preceding month.
5. Report from the General Manager
6. Scheduled business on the Agenda
7. Schedule next meeting and adjournment.

ARTICLE VI.

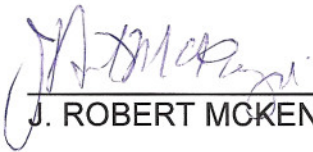
AMENDMENTS

These by-laws may be modified, altered, amended, increased or diminished by affirmative vote of a majority of the members of the Board at any regular or special meeting provided that in case of special meetings such action is specified in the notice given therefore.



FRANK GROVES, JR., PRESIDENT

5/27/08
DATE



J. ROBERT MCKENZIE, VICE PRESIDENT

5/27/08
DATE



DAVID J. FULTON, SECRETARY

5-27-08
DATE