

METROPOLITAN UTILITIES DISTRICT
OF OMAHA

BOARD OF DIRECTORS

Bylaws

Committee Guidelines

Rules of Order and Procedure

Statement of Values

Code of Ethics

Revised April 2023

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Metropolitan Utilities District of Omaha

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ARTICLE I.

OFFICER AND DUTIES

Section 1. Chairperson. The Chairperson of the Board of Directors shall be the presiding officer of the Board, a member ex-officio of all committees of the Board, and shall speak for the Board in making public announcements relating to District affairs.

The Chairperson and Vice-Chairperson shall be elected annually by a majority of the Board at the first regular meeting in January, and shall hold office until their successors are elected.

Section 2. President. The duties of the President are those customary to such office in addition to those duties specifically set forth within Neb. Rev. Stat. §14-2109. The President shall be the administrative head of the District and shall carry out the policies established by the Board. The President shall coordinate the activities of all departments of the District and be responsible to the Board therefor. The President shall present an annual “State of the District” report at a regular meeting of the Board in the first half of each new calendar year.

As Secretary to the Board, the President’s duties shall be those customary to such office in addition to those required by these Bylaws. The President shall record and keep the minutes of all Board meetings and be the official custodian of the records of the acts, proceedings and documents of the Board.

Section 3. Senior Vice Presidents. The duties of the Senior Vice Presidents are to assist the President in the administration of the District. The Senior Vice Presidents shall carry out such specific duties and responsibilities as may be delegated to them by the President. In addition, one shall act in the stead of the President during the absence or disability of the President.

Section 4. Senior Vice President, General Counsel. The Senior Vice President, General Counsel shall be responsible to the Board and the President, shall be the chief consulting officer in all legal matters and shall have general control of all matters of legal import concerning the District.

ARTICLE II.

COMMITTEES

Section 1. Standing Committees. There are hereby created the following standing committees, each to consist of two or more Directors to be appointed annually by the Chairperson and subject to the approval of the Board:

- (1) Construction and Operation;
- (2) Accounts, Expenditures, Finance and Rates;
- (3) Judicial and Legislative;
- (4) Services and Extensions;
- (5) Personnel;
- (6) Marketing/Consumer Information;
- (7) Insurance and Pensions;
- (8) Security and Safety;
- (9) Audit;
- (10) Governance; and
- (11) Committee of the Whole.

Section 2. Duty and Power of Committees. These committees shall constitute fact-finding agencies whose duty it is to investigate questions within the natural scope of the function indicated by their title and to report the facts, together with the recommendation of the President, to the Board for action. No committee shall have power to act without the express approval or advance specific authority of the Board.

Section 3. Ex-officio Members. The President and Senior Vice Presidents shall be ex-officio, nonvoting members of all committees.

Section 4. Time for Report. The time allowed by these Bylaws for a committee report may be fixed, extended or waived by a majority of the full Board. In the absence of an order of the Board to report, a committee may report at its own pleasure.

Section 5. Superior Power of Board. Except as otherwise specifically provided by these Bylaws, reference of a matter to a committee shall not be an essential prerequisite to action by the Board.

ARTICLE III.

NOTICE OF MEETINGS

Section 1. Notice to Directors. Each Director shall be given a notice of meeting, delivered to the address designated by the Director for the receipt of such notices, not less than five days before the meeting, if the time and place are known, or immediately upon determination of the time and place of the meeting if less than five days remain between such determination and the time of the meeting.

An agenda of the meeting shall be delivered to the address designated by each Director as soon as it becomes available and not later than 4:00 p.m. of the Monday prior to a regular meeting, nor later than 3:00 p.m. of the day prior to a special meeting.

Notice of other called meetings shall be given to the Directors by telephone as soon as the time, place and subjects are determined. Notice of an emergency meeting, identifying the nature of the emergency, shall be given to the Directors by telephone.

Section 2. Notice to Public. Notice of meetings, except emergency meetings, shall be posted on the first floor of the District's Headquarters Building and published in the Omaha World-Herald newspaper, stating the time and place of such meeting and that a current agenda of the meeting is available for public inspection at the Office of the President.

Notice shall be made not less than five days before the meeting if the time and place are known, or immediately upon determination of the time and place of the meeting if less than five days remain between such determination and the time of the meeting. The agenda shall be kept current and shall be available in the Office of the Secretary and President for public inspection no later than 4:00 p.m. of the Monday preceding a regular meeting, nor later than 3:00 p.m. of the day preceding a special meeting, and as soon as subjects of any other meetings (except emergency meetings) are determined.

The Secretary shall maintain a list of news media requesting notification of meetings and shall make reasonable efforts to provide advance notification to them of the time and place of each meeting, including emergency meetings, and the subjects to be discussed at that meeting.

Section 3. Agenda—New Matter. An agenda of matters to be considered at any regular meeting of the Board shall be prepared by the Secretary and delivered to each Director by 4:00 p.m. of the Monday prior to the meeting.

Any matter shall be placed upon the agenda at the request of a Director if made by 3:00 p.m. of the Monday prior to the meeting.

No new matter shall be considered at that meeting, except matters of an emergency nature by consent of the majority of the full Board.

Section 4. Waiver of Notice. A Director present without notice at a meeting may enter into the minutes an express waiver of notice of the meeting.

ARTICLE IV.

REGULAR MEETINGS

Section 1. Time of Meeting—Quorum. Regular meetings shall be held in the District’s Headquarters Building or at such places within the District as may be designated by the Chairperson on the first Wednesday or any other date as designated by the Chairperson, of each month at 9:00 a.m. The Chairperson may designate a different time for any regular meeting.

A majority of the full Board shall constitute a quorum, but a meeting can be recessed by a smaller number of Directors until a quorum can be obtained.

If a regular meeting day falls on a holiday, the meeting shall be held on a date designated by the Chairperson.

Section 2. Important Matters Before the Full Board. The Chairperson shall arrange, insofar as possible, that all especially important matters and all matters of general policy shall be placed upon the agenda when it is known that the Directors, excepting those who may be under disability or absent from the District at the time, can be present.

Section 3. Agenda—New Matter. An agenda of matters to be considered at a regular meeting shall be prepared by the Secretary and delivered as provided in Article III. Any matter shall be placed upon the agenda at the request of any Director if made by 3:00 p.m. of the Monday prior to the meeting.

No new matter shall be placed on the agenda for consideration and action at that meeting, except items of an emergency nature, which may be considered by a consent of the majority of the Board.

Section 4. Recess. Regular meetings may be terminated by adjournment or may be continued by recessing until a stated day and time prior to the next regular Wednesday meeting, but no new matter, except items of an emergency nature, can be acted upon when reconvened after recess.

Section 5. Roll Call Vote. Any action taken on any question or motion, duly moved and seconded, shall be by roll call vote of the Board in open session and the minutes shall state how each Director voted, or if the Director was absent or not voting.

Section 6. New Matter May Be Laid Over. Upon request of a Director, any new matter which has not previously been considered by a committee, shall be laid over once until the next regular meeting.

Upon request of a Director, any new matter which has previously been considered by a committee shall be laid over once until the next regular meeting unless the request is denied by a majority vote of the full Board. A majority of the full Board may lay over any new matter until the next regular meeting or for a longer period of time.

Section 7. Majority of Full Board Must Vote. Any action taken shall require the affirmative vote of a majority of the full Board, except action taken to fill a vacancy on the Board, which action may be taken by the remaining Directors.

Section 8. Copies of Minutes to Directors. Each Director shall receive a copy of the minutes of the previous meeting of the Board within 10 working days after such meeting, but not later than the morning of the next succeeding meeting, whichever occurs earlier.

Section 9. Proxies. No Director may vote by proxy.

Section 10. Chairperson Pro Tem. In the absence of the Chairperson and Vice-Chairperson, a Chairperson pro tem may be elected by a majority of the remaining Board Members.

Section 11. Electronic Communications. The Secretary may deliver such documents referenced herein via electronic means so long as such delivery is determined to be secure. A Director may also request such delivery to be made via United States Postal Service delivery.

ARTICLE V.

SPECIAL MEETINGS

Section 1. Call and Notice of Special Meetings. Special meetings of the Board may be held at any time in the Headquarters Building of the District, or at such places within the District as may be designated by the Chairperson, upon call of the Chairperson or at the request of two Directors made to the President. Notice of the special meeting and the particular business to be considered shall be delivered to each Director as provided in Article III.

Section 2. Majority of Full Board Must Vote. No action shall be taken at any special meeting except upon the affirmative vote of a majority of the full Board.

Section 3. Minutes. Minutes of a special meeting shall be kept and reported to the Board at the next regular meeting.

ARTICLE VI.

CLOSED SESSIONS AND EMERGENCY MEETINGS

Section 1. Notice. Each Director shall receive notice of the time and place of such a meeting. Notice to the public shall be given as provided in Article III.

Section 2. Closed Sessions. The Board may hold a closed session by the affirmative vote of a majority of Directors in attendance at a meeting if a closed session is clearly necessary for the protection of the public interest or the prevention of needless injury to the reputation of an individual and if such individual has not requested a public meeting. Closed session shall comply with Neb. Rev. Stat. §84-1410 as it may be amended from time to time. The subject matter and the reason necessitating the closed session shall be identified in the motion to close.

Section 3. Emergency Meetings. When an emergency exists, the Board may hold an emergency meeting either at the District's Headquarters Building or other designated place within the District, or by means of electronic or telecommunication equipment.

Minutes shall be kept of the meeting and any action taken shall pertain only to the emergency, the nature of which must be stated within the minutes. Such meeting may be called by the Chairperson or at the request of any two Directors made to the President.

ARTICLE VII.

ORGANIZATIONAL CHART

Section 1. Organizational Chart. The President shall prescribe an organizational chart for the District and fix the duties and responsibilities of the several departments, and the officers and employees thereof, including the Senior Vice Presidents, except as otherwise provided by these Bylaws, and except the President and the Senior Vice President, General Counsel.

ARTICLE VIII.

EMPLOYMENT

Section 1. Salaries. The salaries or other compensation of all officers and employees shall be fixed by general rule or classification, except those that require a recorded vote of the Board by law.

Section 2. Selection of Employees. The President, Senior Vice Presidents and Senior Vice President, General Counsel shall be selected by the Board. All other employees shall be selected by the President, in conformance to the established personnel practices and procedures of the District.

Section 3. Directors Not to Interfere. Employment, promotion and demotion of employees shall be governed by the District's established personnel practices and procedures, without interference by any Director. Any concerns in this area by a Director shall be addressed to the President only.

Section 4. Directors Not to Solicit Officers and Employees. No Director shall solicit any officer or employee for contributions or donations to any funds or drives, or sell tickets to any officer or employee for such purposes. The President shall notify all Board members if a Director violates this section.

Section 5. Directors Not to Be Hired. No Director shall be hired by the District in any capacity as an employee or consultant until such time as they have been off of the board for a period of one year.

ARTICLE IX.

MISCELLANEOUS

Section 1. Annual Budget. An annual budget shall be adopted by the Board. No substantial departure that would exceed the total approved budget shall be made without first obtaining the approval of the Board.

Section 2. Monthly Report by President. The President shall make a monthly report to the Board concerning the operations of the District for the previous month.

Section 3. Special Terms for Sales or Service. No special rates, discounts, concessions, terms or favors of any character, either individually or by class, shall be granted without the approval of the Board.

Section 4. Formal Public Statements. All formal public statements of Board policy shall be approved by the Board prior to publication.

Section 5. Inspection of Public Records. Public records of the District shall be subject to inspection and examination by the public during business hours when a written request is made in good faith to the President or the Senior Vice President - General Counsel. Public records shall be provided in accordance with the Nebraska Public Records Act, Neb. Rev. Stat. §84-712 through 84-712.09, as amended.

Section 6. Obligation of Contracts. These Bylaws shall not be applied so as to impair the obligation or contracts or of vested rights.

Section 7. Directors, Officers and Employees—Legal Action. If any legal action shall be brought against any Director, the President, any Senior Vice President, the Senior Vice President, General Counsel, any Vice President or any other District employee based upon the negligent error or omission of such official or employee while in the performance of his or her lawful duties, the District shall defend such official or employee against such action. If final judgment is rendered against such official or employee, the District shall pay such judgment in his or her behalf and shall have no right to restitution from such official or employee.

ARTICLE X.

SUSPENSION OF BYLAWS

Section 1. Suspension of Bylaws. These Bylaws may be suspended for a particular meeting by the vote of a majority of the full Board to the extent made necessary by a serious emergency, the nature of the emergency being described in the motion or resolution.

ARTICLE XI.

AMENDMENT TO BYLAWS

Section 1. Amendment. These Bylaws may be amended by the affirmative vote of a majority of the full Board. The proposal for amendment shall be made in writing at a regular meeting and shall be laid over, to be acted upon not earlier than the second succeeding regular meeting.

Part II
Committee Guidelines of the Board of Directors
Metropolitan Utilities District of Omaha

This document provides guidelines for matters referred to the various Board committees. The 10 standing committees are:

I. ACCOUNTS, EXPENDITURES, FINANCE AND RATES (AEF & R)	16
II. CONSTRUCTION AND OPERATIONS (C & O) .	18
III. INSURANCE AND PENSIONS (I & P)	19
IV. JUDICIAL AND LEGISLATIVE (J & L)	19
V. MARKETING/CONSUMER INFORMATION . .	20
VI. PERSONNEL	21
VII. SERVICES AND EXTENSIONS (S & E)	22
VIII. SECURITY AND SAFETY	22
IX. AUDIT	23
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The Chairperson of the Board may appoint ad hoc committees (e.g. Strategic Planning).

Specific topics may be forwarded to more than one committee for consideration.

I. ACCOUNTS, EXPENDITURES, FINANCE AND RATES

Items related to the accounting and financial functions of the District are referred to this committee. They include:

- All District disbursements including procedures for issuing warrants and checks.
- Weekly disbursements.
- Monthly reports of income and finances including schedule of investments.
- All investment funds except pension funds.
- Annual operating budget.
- Annual financial audit.
- Gas and water rates, uniform charge rates for main extensions, gas service policy, connection charges, capital facilities charges and all other fees and customer charges (e.g., Billing Price Book).
- Gas supply contracts (jointly with Construction and Operations Committee).
- Gas and water supply mains and contracts to serve new or existing franchised areas (e.g., Springfield, La Vista, Bellevue, Waterloo, Bennington, Fort Calhoun) to be jointly considered with Construction and Operations Committee.
- Fire hydrant levy and rates (e.g., rates for temporary usage and connections, and private hydrant maintenance fees).
- Collection policies, charge-off of uncollected bills, turnoff policies, budget plan, cashiering, customer service.
- Outside services related to the accounting and financial functions, including actuarial and auditors, information systems.
- Revenue bonds, including all related fees.

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- Plant retirement charges to the reserve depreciation.
 - Treasurer's reports.
 - Write-offs of uncollectible accounts.
 - Purchasing gas and water systems from others or franchise agreements with outlying communities (e.g., Bellevue, Springfield, La Vista, Waterloo, Bennington, Fort Calhoun). Matters relating to costs of main extensions, connections and other costs.
 - Renting/leasing excess property not declared surplus.
 - Contracts with City of Omaha and other entities for collecting user fees.

II. CONSTRUCTION AND OPERATIONS

Items referred to this committee include capital improvements to District facilities, engineering operations and maintenance of those facilities, specifically:

- Design and construction of all new plant facilities.
- Renovating, remodeling or revisions of all existing plant facilities.
- Purchasing all materials and equipment.
- Maintaining all facilities including replacements (e.g., pumps, engines, valves, regulator stations and main replacements).
- Service contracts for maintenance of buildings, grounds, equipment and distribution facilities; other services such as trash removal, security and barricading.
- Engineering and technical outside services contracts related to construction, operations, system planning, operations and maintenance planning and work load management.
- Gas and water mains for supply, transmission, reinforcement and replacement, relocations, excluding mains to serve new customers.
- Gas and water supply mains and contracts to serve new or existing franchised areas (e.g., Bellevue, Springfield, La Vista, Waterloo, Bennington, Fort Calhoun) to be jointly considered with Accounts, Expenditures, Finance and Rates on financing issues.
- Contracts for gas and water mains and all other District facilities, (e.g. change orders, final payments).
- Construction operations policies related to work by contract and/or District forces.
- Long-range master plans for orderly expansion of the gas and water supply and distribution system.

III. INSURANCE AND PENSIONS

The following items are referred to the Insurance and Pensions Committee:

- Investment policy for pension funds.
- Quarterly performance reports of the pension fund managers.
- Selecting fund managers.
- Any pension change not covered by the bargaining unit contract, such as for retired employees.
- Actuarial reports.
- Insurance matters relating to property and liability insurance.

IV. JUDICIAL AND LEGISLATIVE

Those items related to the functions of the Law Department and legislative activities affecting the District are referred to the committee and would more specifically include:

- Board of Directors Bylaws.
- Election activities (e.g., payments, certification of returns).
- Settlements of claims.
- Legislative activities (lobbying, position on legislative bills).
- Retaining outside counsel.
- District boundaries.
- Gas and Water Rules.
- Easements for construction of gas and water distribution mains and facilities and releases when no longer needed.
- Acquiring property and declaring surplus property.

V. MARKETING AND CONSUMER INFORMATION

Those items related to the functions of public information, marketing, customer service and community affairs are referred to this committee and will specifically include:

- Marketing policies, plans and programs.
- Demand-side management programs, integrated resource planning, conservation.
- Promotional activities.
- Public relations policies, plans and programs.
- Customer Information: CUSTOMER NEWS, Employee Speakers Bureau.
- Community relations, plans and programs, Heat Aid Fund.
- Advertising (policies, programs, safety).
- Participation in community affairs.

VI. PERSONNEL

Those items related to the functions of the Human Resource Department are referred to this committee and more specifically include:

- Personnel policy.
- Executive salary adjustments.
- Annual salary and benefit review for Supervisory, Professional and Administrative (SPA) employees.
- Promotional increases.
- Wage and benefit reviews for Operating, Administrative and Clerical (OAC) employees.
- Union negotiations for bargaining unit employees.
- All special training, safety, educational and health awareness programs.
- Contracts related to Human Resources, (e.g., management or personnel consultants).
- Special employment policies related to Equal Employment Opportunities Commission and other agencies of the state or federal government.
- Employment of and re-evaluation of positions for SPA employees.
- Retirement plan.
- Health, dental, disability and life insurance for employees.

VII. SERVICES AND EXTENSIONS

Those items related to gas and water mains for individual customers and real estate developments are referred to this Committee and more specifically include:

- Gas and water main extensions and policies, except for wholesale or franchised service, relocation work, or major reinforcing gas or water supply mains.
- Creation and rescission of gas and water main districts.
- Denials of private water lines.

VIII. SECURITY AND SAFETY

Those items related to the security of District facilities and safety of employees and the general public are referred to this Committee and more specifically include:

- Workplace hazards.
- Department of Homeland Security regulations and programs.
- Physical security measures.
- Personal injury and vehicle accident statistics.

IX. AUDIT

The Audit Committee exists to ensure the integrity and efficiency of the entire audit process, as well as the system of internal controls and financial reporting. An effective Audit Committee should have open lines of communication with management, internal auditors and outside auditors. Responsibilities of the Audit Committee more specifically include:

- Review and approval of all aspects of auditing, both internal and external.
- Oversight of risk management.
- Oversight of financial statements and internal controls.

X. GOVERNANCE

Those items related to the Board's exercise of its governing authority are referred to this Committee and more specifically include:

- Review proposed amendments to the Bylaws.
- Review matters of parliamentary procedure.
- Assist the Board in matters that enhance the effectiveness of the Board in carrying out its governing function.

XI. COMMITTEE OF THE WHOLE

The Committee of the Whole is comprised of all members of the Board operating under informal rules to review subjects of common interest to all members.

Part III

Rules of Order and Procedure

The Rules of Order and Procedure are guidelines to be followed at the Metropolitan Utilities District of Omaha's Board of Directors meetings for the purpose of promoting orderly discussion and deliberation. These Rules of Order and Procedure are hereby incorporated into the Board of Directors Bylaws.

1. Directors – Opportunity to Speak. The Chairperson may require that any Director who wishes to speak must first be recognized by the Chairperson. Such recognition is not normally needed as each Director is expected to provide each other the courtesy of speaking. Each Director shall be given an opportunity to speak to each agenda item.

2. Putting a Motion to a Vote. A motion must be presented by a Director and seconded by a separate Director to be considered by the Board. After the motion receives a second, discussion may follow, and a roll call vote shall be taken. A quorum of the Board is required for Board action.

3. Motions Handled in the Order They are Presented. Each motion shall be voted on in the order in which it was presented.

4. Questions Decided by Chairperson. The Chairperson shall decide all questions regarding any rule of order or procedure with the advice of General Counsel.

5. Voting.

(a) Roll Call Voting and Voting Order. Voting is to be conducted by roll call and the votes must be recorded in the minutes for that meeting (Bylaws, Article IV, Section 5). For each Board meeting, voting order shall be a rotation of a fixed order of Directors' names, whereby the first name on the roll call list moves to the bottom of the list for the following Board meeting.

(b) Voting Requirements and Procedure. When a motion is presented and seconded, each attending Director shall vote “yes” or “no” unless “present, not voting.” In the latter case, if the reason for not voting is due to a provision of state or local law or due to a conflict of interest, the reason shall be disclosed and recorded in the minutes.

(c) Quorum Required. A majority of the Board shall constitute a quorum for the transaction of business. (Neb. Rev. Stat §14-2106)

(d) Remote Attendance Voting. Remote attendance participation and voting at Board Meetings is permissible so long as the circumstances meet the requirements of the Nebraska Open Meetings Act (Neb. Rev. Stat. § 84-1407 et seq.).

(e) Explanation for Vote or Absence. A Director may present an explanation for his or her vote prior to, or immediately after a roll call vote on the matter at hand and such explanation will be recorded in the minutes of the meeting. A Director may present an explanation for his or her absence to be recorded in the minutes if forwarded to the Chairperson in advance of the Board Meeting.

6. Motions.

(a) Motion. A motion is a formal proposal by a Director, typically to introduce proposition for consideration by the Board. Such motion is made in the normal course of business by a Director. A motion may be a motion to approve or deny a particular action presented by the District’s Management. In addition, a motion may include the following although these examples are not intended to be exhaustive. A motion must receive a second vote in order to be considered by the Board. A motion that does not receive a second vote, fails.

(b) Motion to Amend. A motion ‘to amend a motion’ is to modify wording or text in a previously presented motion and is permitted if the motion has not yet been seconded. The motion to amend a motion must be seconded and carried by a majority vote of the full Board. A motion to ‘amend an amendment to a motion’ is not permitted.

(c) Motion to Reconsider. A ‘motion to reconsider’ is intended to bring back to the Board a decision or action as if it had not been voted on. The motion must be seconded and carry a majority vote of the full Board.

(d) Motion to Withdraw. A Director that proposed a motion may withdraw that motion if it does not receive a second.

(e) Motion to Table (or Postpone) Vote. A Director may motion to table or postpone a vote on a matter in order to, for example, await further information or understand a change in circumstances. The motion must be seconded and be supported by a quorum. The matter may or may not be raised at a following meeting.

(f) Call the Question. To “call the question” ends discussion. A request to call the question requires a second and a roll call vote. If the quorum votes in favor, discussion is ended.

(g) Suspension of the Rules of Order and Procedure. A Director may motion to suspend the Rules herein, so long as the suspension does not conflict with the Bylaws, regulations or any local, state or federal statutes. The motion must be seconded and carried by a majority of the full Board. Such suspension must be supported by the General Counsel.

7. Other Board Actions

(a) Place on File. For agenda items at a regular Board Meeting that are typically presented to the Board “for information only” and do not require a Board vote, a Director shall request that the document in question be ‘placed on file.’ Some examples of the types of documents to which this action would apply include, but are not limited to, the following: the Notice of Purchases letter between \$25,000 and \$50,000; the Legislative Report if no change is recommended since previously reviewed at a regular Board Meeting; the Actuarial Valuation on the Retirement Plan; and the annual Audited Financial Statement.

(b) Point of Order: A Director may call for a ‘point of order’ when questioning an actual or potentially improper procedure or a breach of rules, bylaws or statute. The Chairperson shall decide the question, with the advice of the General Counsel.

(c) Point of Information: A Director may state ‘point of information’ when more information is desired, or an issue requires clarification to ensure Directors are fully informed before voting. The Chairperson shall decide the question, with the advice of the General Counsel.

(d) Point of Personal Privilege: A point of personal privilege covers a broad range of topics, from addressing the accuracy of published reports or questioning the conduct of a Director or member of the public. The Chairperson shall decide the question, with the advice of the General Counsel.

8. Vacancy – Office of the President or Board of Directors. If a vacancy occurs for the Office of the President or a Director’s seat, the Chairperson (or ‘Acting Chairperson’), with the advice and consent of a majority of the Board, may choose to conduct interviews with the full Board or may choose to appoint a committee to conduct interviews and make recommendations to the full Board. Interviews and the Board vote for the selection of a successor shall be conducted in an open meeting in compliance with the Nebraska Open Meetings Act and any other pertinent state or local laws.

9. Board Meetings: Public Participation

(a) Introduction. This section provides guidelines for public engagement at all public committee and regular monthly Board Meetings.

(b) Policy of the Board. It is the policy of the Board that public engagement is essential to the role of the Board of Directors representing the interests of the District and its customer-owners.

(c) Open Sessions. All Board Meetings shall be conducted in compliance with the Nebraska Open Meetings Act.

(d) Closed Sessions. Closed sessions permit the exclusion of members of the public so long as the session meets the criteria outlined in Nebraska Open Meetings Act.

(e) Communications and Testimony. Members of the public may communicate with Directors by emailing Directors using the email address published on the District's website (www.mudomaha.com); by mailing correspondence to the District's headquarters office at 7350 World Communications Drive, Omaha NE 68122; or by attending a Board Meeting in-person to offer written or oral comments. If comments are submitted in writing, the Chairperson may elect to read those comments into the record.

(f) Attendance and Public Comment at Monthly Meetings. Individuals wishing to speak at a meeting may do so at the direction of the Chairperson.

(g) Rules Governing Public Participation at Meetings. It is the policy of the Board of Directors to encourage and welcome public participation at all its public meetings. The Board may establish and enforce reasonable guidelines as necessary for public participation at any time by majority vote. Notwithstanding, members of the public are expected to comply with the following:

(i) Identification. Members of the public who attend public meetings are not required to identify themselves. Members of the public who choose to address the Board may be required by the Chairperson to identify themselves by name and address.

(ii) Signing in. The Chairperson may require members of the public who wish to address the Board to sign in.

(iii) Time Limits for Speakers. The Chairperson may establish time limits for testimony and may request or otherwise direct members of the public to limit their testimony. The Chairperson may limit or extend the amount of time an individual speaker may have if necessitated by circumstances. Comments shall become part of the official record.

(h) Public Comment - Guidelines for Directors and Speakers

(i) Speakers. Speakers' remarks shall be addressed to the Chairperson or Board as a whole, and not to individual Directors or the audience.

(ii) Directors. Directors' interactions with a member of the public are limited to (a) providing factual information, or (b) providing policy reference or other legal basis for his or her action; or (c) proposing to place the subject on the agenda for a subsequent meeting. The purpose is to ensure that the Board does not violate the Nebraska Open Meetings Act by reaching a consensus or arriving at a decision on a topic that has not been given the required public notice in advance of the meeting.

(iii) Conduct for Public Meeting Participants. In addition, all attendees of meetings are expected to abide by the following requirements: (a) respect others in attendance; (b) respect diversity of viewpoints and opinions; (c) abide by these rules and any other rules announced by the Chairperson; and (d) refrain from disrespectful or disruptive conduct. The Chairperson may at his or her discretion issue an individual warning for conduct violations; restate the expectation for all to abide by the rules of conduct; order that individual(s) in violation leave the meeting; order removal of individual(s) by security personnel.

Part IV

Statement of Values

The Statement of Values reflects the District's core principles that guide its decisions, the way it operates, and the way all people are to be treated. Directors are expected to be committed to these same principles as representatives and advocates for the District, its employees and its customer-owners.

1. Honesty, truthfulness and integrity.
2. Impartiality, fairness and transparency.
3. Equal opportunity, diversity and inclusion.
4. Respect and consideration for others and their viewpoints.
5. Respect for the role of a Director as one of public service.
6. Responsibility and accountability for all personal and professional actions that reflect upon the District and the Board as a whole.
7. Respect for, and compliance with, the rule of law including pertinent regulations and District policies.

Part V Code of Ethics

The Code of Ethics is an affirmation of each Director’s responsibility to personify the highest standards of professional and personal ethics, to build and safeguard the public trust, and to always act in the best interests of the District, its employees and its customer-owners.

1. **Conflict of Interest.** A Director shall comport with applicable state law and further shall disclose a conflict of interest according to District policies with the advice of the General Counsel, and if necessary, abstain from voting on any related matters. Questions regarding a conflict of interest shall be decided by the District’s General Counsel.
2. **Favorable treatment or personal gain.** A Director shall avoid favorable treatment or any personal or financial benefit that may be obtained by virtue of one’s position as a Director.
3. **Confidentiality.** A Director shall maintain confidentiality of information received by virtue of one’s position as a Director including matters discussed in closed sessions or matters concerning privileged information.
4. **Influence personnel matters.** A Director shall avoid undue influence regarding personnel matters.
5. **Compliance with all applicable laws, rules and regulations.** Directors are required to comply with all pertinent laws, rules and regulations. Suspected violations shall be reported to the District’s General Counsel.

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