

AMENDED AND CONSOLIDATED

BYLAWS

FOR

THE BEAUFORT-JASPER WATER AND SEWER AUTHORITY

MARCH 26, 2020

**AMENDED AND CONSOLIDATED BYLAWS
FOR
THE BEAUFORT-JASPER WATER AND SEWER AUTHORITY
APRIL 25, 2013**

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WHEREAS, the Beaufort-Jasper Water and Sewer Authority was created by the General Assembly of South Carolina by Act No. 784 of 1954; and

WHEREAS, the Beaufort-Jasper Water and Sewer Authority was given certain functions and powers as set forth in Act No. 784, as amended by Acts No. 950 and 951 of 1956, Act No. 1024 of 1958, Act No. 353 of 1959, Act No. 457 of 1963, Act No. 1193 of 1966, Act No. 598 of 1969, Act No. 573 of 1973, two subsequent Beaufort and Jasper County Ordinances, and Act No. S793 of 2009 amending Title 6 of the 1976 South Carolina Code of Laws by adding Chapter 37; and,

WHEREAS, the Members of the Beaufort-Jasper Water and Sewer Authority adopted Bylaws for the Beaufort-Jasper Water and Sewer Authority on January 11, 1990; and amended the said Bylaws on January 27, 1994, on June 23, 1994; on February 22, 2001; on December 18, 2003; on January 25, 2007; on September 25, 2008; on December 17, 2009; April 25, 2013 and

WHEREAS, it is now the desire of the Members of Beaufort-Jasper Water and Sewer Authority to amend further the Bylaws pursuant to Article IX of the Bylaws and Act No. 784 of 1954, as amended, and to adopt and ratify the Amended and Consolidated Bylaws ("Bylaws") contained herein:

NOW, THEREFORE, BE IT RESOLVED, that the Members of the Beaufort-Jasper Water and Sewer Authority do hereby adopt, ratify, and publish the following Bylaws as of the 26th day of March, 2020, and do hereby declare that these Bylaws shall govern the administration of the Beaufort-Jasper Water and Sewer Authority until amended as provided herein.

ARTICLE I
NAME, PLACE OF BUSINESSES AND REGISTERED OFFICE AND AGENT OF
THE BEAUFORT-JASPER WATER AND SEWER AUTHORITY

Section 1. The name of the special purpose district shall be the Beaufort-Jasper Water and Sewer Authority ("Authority").

Section 2. The principal place of business and the mailing address of the Authority is 6 Snake Road, Okatie, South Carolina 29909.

Section 3. The Authority may also have offices at such other places, both within and without the State of South Carolina, as the Members may from time to time determine or as the business of the Authority may require.

Section 4. The registered office and the registered agent shall be as designated by the Members from time to time.

ARTICLE II
MEMBERSHIP AND MEETINGS

Section 1. The business and affairs of the Authority shall be managed and controlled by its Members as provided by Act No. 784 of 1954, all subsequent amendments thereto, and as set forth in Section 6-37-40 of the South Carolina Code of Laws, as amended by S. 793 adopted in June 2009.

Section 2. The Members of the Authority shall hold office as set forth in Section 6-37-40(D) of the South Carolina Code of laws, as amended by S.793 adopted in June 2009.

Section 3. Any vacancy, however occurring, among the Members of the Authority shall be filled as provided by Act No. 784 of 1954, and the amendments thereto. No decrease in the number of members of the Authority shall have the effect of shortening the term of any incumbent Member. Any Member appointed to fill any vacancy shall be appointed for the

unexpired term of his or her predecessor. A vacancy shall be deemed to exist when the Member's resignation becomes effective.

Section 4. The entire membership of the Authority or any individual Member may be removed for good cause as provided by law.

Section 5. If any Member of the Authority is absent from three (3) consecutive Regular meetings of the Authority without cause, the Member will be so notified, and thereafter the Chair shall forward a letter to the sponsoring entity of said Member notifying said sponsoring entity of the Member's absences.

Section 6. Regular meetings of the Authority shall be held at such time and place as the Members by resolution determine Except as hereinafter provided, no notice to the Members of such regular meetings shall be required, and it shall be the duty of each Member to attend such meeting without notice.

Section 7. Special meetings of the Authority may be called by the Chair, the General Manager, or by any three (3) Members, upon notice sent by any usual means of communication not less than 24 hours before the meeting. Notice of a meeting of the Authority need not be given to any Member who signs a waiver of notice either before or after the meeting. Attendance of a Member at any meeting shall of itself constitute a waiver of notice of such meeting, except where a Member attends a meeting solely for the purpose of stating at the beginning of the meeting his or her objection to the transaction of any business on the grounds that the meeting is not lawfully called or convened. The notice of the special meeting thereof shall specify the time, place, and purpose of the business to be transacted at such special meeting.

Section 8. The Annual Meeting of the Authority shall be the first meeting of each fiscal year. Fiscal Year is defined in Article VIII, Section 1, of these By-Laws.

Section 9. If a meeting of the Authority or of any committee is held without call or notice where such is required, any action taken at such meeting shall be deemed ratified by a Member or committee Member who did not attend, unless after learning of the action taken and the impropriety of the meeting, he or she makes prompt objection thereof, and files the same in writing with the Secretary/Treasurer of the Authority.

Section 10. At any meeting of the Authority, a majority of the total and voting number of Members then in office shall constitute a quorum for the transaction of business of the Authority. The vote of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Authority, except as to the removal of the General Manager as provided in Article III, Section 2 c), the removal of officer(s) of the Authority as provided in Article III, Section 2 h), or an amendment or repeal of the Bylaws, except as provided in Article IX of these Bylaws.

Section 11. In order to vote at any regular or special meeting of the Authority, Member must be present. However, a Member may attend a meeting by telephone, video conferencing or related technology and may be allowed to vote provided the following conditions have been met.

- a) A quorum of the Members are physically present at the meeting place and remain physically present throughout the meeting;
- b) The Members attending by teleconference can hear any and all comments made by the public, staff and other Members (whether attending in person or telephonically), at such meeting;

- c) Each of the members of the public, staff and other Members (whether attending in person or telephonically) can hear the comments, motions and vote(s) of the Members attending the meeting telephonically;
- d) The individual presiding over the meeting is physically present during the meeting;
- e) Other than establishing remote access (telephone, video conference and related technology), there shall be no communications between those Members attending remotely and those Members physically present at the meeting, unless such communication is part of the meeting and can be heard by members of the public in attendance and,
- f) All of the comments, motions and votes of the Members attending telephonically must be capable of being recorded in the minutes of the meeting.

The Chair shall, in each instance where voting by phone is requested, find that the above criteria have been met and shall enter a statement to that effect into the official minutes of the meeting.

ARTICLE III **POWERS OF THE MEMBERS**

Section 1. The Members of the Authority shall have management of the business of the Authority and may exercise all such powers and do all such things which a corporation may legally do but subject nevertheless to the provisions of Act No. 784 of 1954, the amendments thereto, the general statutes of South Carolina, and these Bylaws.

Section 2. Without limiting the general powers conferred by the preceding paragraph and the other powers conferred upon them by these Bylaws or by statute, the Members of the Authority shall have the following powers:

- a) To purchase or otherwise acquire for the Authority any property, rights or privileges which the Authority is authorized to acquire at such terms and conditions for such consideration as they think fit;
- b) To pay, at their discretion, for any property or rights acquired by the Authority, either wholly or partially, in money or stocks, bonds, debentures, or other securities of the Authority;
- c) To employ, and at their discretion remove, the General Manager of the Authority. Any vote to remove the General Manager of the Authority must be approved by a two-thirds (2/3) vote of the total membership of the Authority;
- d) To appoint any person or persons to accept and hold in trust for the Authority any property belonging to the Authority for which it is interested or for any other purpose, and to execute and do all such duties and things as may be required in relation to any such trust;
- e) To create, make, and issue deeds, mortgages, bonds, deeds of trust, contracts, trust agreements, and negotiable or transferable instruments and securities, secured by mortgage or otherwise, and to do every other act or thing necessary to effectuate the same;
- f) To determine who shall be authorized to sign on the Authority's behalf deeds, mortgages, bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents;
- g) To fix the compensation of themselves as provided by law; and

h) To remove the officer(s) and member(s) of committees of the Authority from his/her position, with or without cause, by a two-thirds (2/3) vote of the total membership of the Authority.

i) To employ, and at their sole discretion remove, the General Counsel for the Authority.

The decision to engage or dismiss the General Counsel shall be by majority vote of the Authority. The General Counsel shall take direction as to daily activities from the General Manager, who is authorized, after consultation with the General Counsel, to engage other such specialized legal counsel as may be required.

Section 3. Members shall not individually act or communicate as making a representation with regard to any position, policy or any other matter of the Authority as if such act or communication was coming from the Board of Directors unless such action or communication has been previously approved by a majority of the Members of Board of Directors of the Authority and that such action or communication accurately represents the Board's position as a whole. Violation of this provision of the Bylaws by a Member shall be grounds for removal from the Board of Directors as set forth in Article II, Section 4 and Article III, Section 2(h).

ARTICLE IV **OFFICERS OF THE AUTHORITY AND THEIR DUTIES**

Section 1. The officers of the Authority shall consist of a Chair, Vice Chair, and a Secretary/Treasurer. Other officers from time to time may be appointed by the Members.

Section 2. The date of the annual meeting of the Authority shall be the first meeting of each fiscal year as defined in Article VIII, Section 1, of these Bylaws. At the May meeting of

each year, the Personnel Committee shall recommend to the Members a slate of names to be officers of the Authority for the next fiscal year. Thereafter, at the June meeting of each year, after calling for additional nominations from the floor, if any, the Members shall elect from their own a Chair, Vice Chair, and Secretary/Treasurer to take office on July 1 of the next fiscal year. Each officer shall hold office for one (1) year or until his or her successor is elected and qualified in his or her stead. The Board Chair shall be limited to three (3) one (1) year terms, with an option of one (1) additional one (1) year term by vote of the majority of the Members as set forth in Act No. 784 of 1954, as amended. Any Member elected to the Chair position, must wait the same number of years as he/she held office as Chair before becoming eligible for nomination for the Chair position thereafter. Such officers have such authority and may perform such duties as may be provided herein or by action of the Members of the Authority not inconsistent herewith. In addition, they shall have such other duties as are usually imposed upon such officers of the Authority and such as are required by law.

Section 3. **CHAIR.** The Chair shall be the chief executive officer of the Authority. The Chair shall see that all orders and resolutions of the Members of the Authority are carried out and shall execute or shall designate a Member of the Authority or the General Manager of the Authority to execute all contracts and agreements authorized by the Members of the Authority. The Chair shall be the presiding officer of all regular and special meetings of the Members. The Chair shall see that there are regular reports from all committees of the Authority to the Members at special and regularly called meetings. The Chair shall be an ex-officio member of all committees of the Authority as established by Article V of these Bylaws.

Section 4. VICE CHAIR. The Vice Chair, in the case of disability of the Chair as determined by a resolution of the Members of the Authority, or during the absence of the Chair, shall be vested with all the powers and shall perform all of the duties of the Chair.

Section 5. SECRETARY/TREASURER. The Secretary/Treasurer shall:

- a) Attend all regular and special meetings of the Members of the Authority and act as Secretary/Treasurer thereof;
- b) Ensure that the Board Clerk properly record all votes, any objections filed pursuant to Article II, Sections 7 and 9, of these Bylaws, and that the minutes of all regular and special meetings of the Members of the Authority are kept in compliance with legal guidelines and best practices and that said minutes are maintained in a book to be kept for that purpose;
- c) To ensure that custody of all money and securities of the Authority are secure;
- d) To ensure that the Chief Financial Officer keeps full and accurate accounts of all receipts and disbursements of the Authority in appropriate books belonging to the Authority;
- e) To ensure that the deposit of all money and valuable effects in the name of and to the credit of the Authority are made in such depositories as designated by the Chief Financial Officer;
- f) Disburse funds of the Authority as may be authorized by the Members of the Authority, taking proper vouchers for such disbursements; and
- g) Render to the Chair and Members, whenever they may require it, an account of all transactions as Secretary/Treasurer, and report as to the financial condition of the Authority.

Only the Chair or Secretary/Treasurer, or such other person or persons as may be designated by the Members of the Authority, shall have the authority to sign checks of the Authority. If required by the Members, the Secretary/Treasurer shall give the Authority a bond, paid for by the Authority, in a form and in a sum with surety satisfactory to the Members for the faithful performance of the duties of his or her office and for the restoration to the Authority in case of his or her death, resignation, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind and nature in his or her possession belonging to the Authority.

Section 6. If the office of any officer or agent of the Authority becomes vacant for any reason, then a successor or successors shall be elected by the Members at the next regular meeting, and such successor shall hold office for the remainder of the unexpired term.

ARTICLE V COMMITTEES

Section 1. The Authority shall have four (4) permanent or standing committees, to wit the Executive, Capital Project, Finance and Personnel committees. At the Annual Meeting of the Authority, the Chair, with the concurrence of a majority of the Membership of the Authority, shall appoint the Chair and members of each standing committee:

a) EXECUTIVE COMMITTEE

The Executive Committee shall:

- (i) Have such powers and shall perform such duties as the Members may delegate;
- (ii) Be organized and shall perform its functions as directed by the Members;
- (iii) Report periodically to the Members;

- (iv) Take no independent action nor make any resolution or amendment without the approval of the majority of the Members; and
- (v) Undertake the organization of and spearhead the long range planning efforts for the Board.

b) **CAPITAL PROJECTS COMMITTEE**

The Capital Projects Committee shall:

1) **CAPITAL PLANNING**

- (i) Assure the development of and review the Authority's Capital Improvement Plan (CIP) to ensure conformance with the Authority's Strategic Plan;
- (ii) Recommend approval of the CIP to the Members;
- (iii) Prioritize discretionary projects to be completed based on available funding;
- (iv) Monitor progress of active capital projects and provide periodic status reports to the Members;
- (vi) Recommend to the Members the award of all engineering, construction and equipment purchase contracts above \$100,000;
- (vii) Annually review the use of technology within the functional area of Capital Projects; and
- (viii) Perform any other duty as may be assigned by the Members.

2) **DEVELOPMENT ACTIVITIES**

- (i) Review and recommend for approval the Authority's Development Policy and Procedures Manual;
- (ii) Ensure that the Authority's staff is consistently applying all requirements

of the Development Policy and Procedures Manual to include assessment of fees, construction of facilities in accordance with approved plans and specifications, the review and approval of plans and specifications, and the acceptance of newly constructed facilities; and

(iii) Perform any other duty as may be assigned by the Members.

c) **FINANCE COMMITTEE**

The Finance Committee shall:

- (i) Assure the development, approval, and implementation of financial policies and procedures necessary to meet the obligations and objectives of the Authority's approved Strategic Plan;
- (ii) Recommend to the Members for approval an Annual Budget consistent with established policies and the expected requirements of the Strategic Plan;
- (iii) Review and make regular reports to the Members regarding the financial performance and projections versus the Budget, debt covenants and established procedures;
- (iv) Evaluate and propose for the Members approval the necessary financial arrangements required to meet the approved needs of the Authority developed in accordance with established policies and procedures;
- (v) Provide for an audit of the annual financial statements by qualified independent certified public accountant(s) engaged for the purpose in accordance with established policies and procedures;
- (vi) Fulfill an audit committee role for the Authority by receiving the results of the annual financial statement audit;

- (vii) Annually review the use of technology within the functional area of Finance;
- (viii) Act as communications link between auditor, Members, and management; and
- (ix) Perform any other duty as may be assigned by the Members.

d) **PERSONNEL COMMITTEE**

The Personnel Committee shall:

- (i) Assure development, implementation and timely revision of personnel employment and compensation policies and procedures;
- (ii) Evaluate the staffing level recommendations developed in connection with the annual budget process and report concurrence to the Finance Committee;
- (iii) Assure that any employee grievances are handled in compliance with applicable policies, procedures, and objectives;
- (iv) Oversee the annual performance evaluation of the General Manager by the Members and, based on the results, develop an overall assessment of performance and prepare a recommendation regarding compensation adjustment for the Members' approval;
- (v) Annually review the use of technology within the functional area of Personnel; and
- (vi) Perform any other duty as may be assigned by the Members.

Section 2. The Executive Committee will consist of four (4) Members, the same being the Chair, the Vice Chair, the Secretary/Treasurer, and the immediate past Chair. The immediate past Chair is defined as a Chair that has fulfilled his or her term pursuant to Article IV, Section 2. If the immediate past Chair is unavailable or desires not to serve, then one (1) other Member of the Authority, who shall be appointed by the Chair with the consent of a

majority of the Members of the Board, shall serve. In cases where the Immediate Past Chair, by manner of election, continues to serve in a capacity which is by default a member of the Executive Committee then one (1) other member of the Authority shall be appointed by the Chair with the consent of a majority of the Members of the Board to serve on the Executive Committee.

Section 3. The Capital Projects Committee, the Finance Committee, and the Personnel Committee shall each consist of no more than four (4) Members. With the exception of a Member's service on the Executive Committee no member of the Authority may serve on more than one (1) standing committee simultaneously.

Section 4. The Chair may appoint any other committee for a specific purpose in addition to the aforementioned. The designation of any such committee shall not relieve the membership of the Authority, or any Member thereof, of any responsibility imposed by law.

Section 5. So far as applicable, the provisions of these Bylaws relating to the conduct of the meetings of the Authority shall govern the meetings of the Executive Committee or other committees. The Chair, with the concurrence of a majority of the Members of the Authority, shall fill the vacancies in the Executive Committee or other committee or discharge any committee formed pursuant to Article V, Section 4.

Section 6. Any such standing committee or other special committee shall make a report or recommendation to the Members of the Authority of its proceedings, and shall submit such report or recommendation to the Members at each regular or special meeting, at such other times as may be requested by the Members.

ARTICLE VI **INDEMNIFICATION**

Section 1. The Authority shall, to the full extent permitted by Act No. 784 of 1954,

as amended, and the general statutes of South Carolina, indemnify all persons whom it may indemnify pursuant thereto. In this connection, the Authority is authorized to take out such insurance as may deem necessary or desirable consistent with the indemnification provisions aforesaid.

ARTICLE VII **SEAL**

Section 1. The corporate seal of the Authority shall be the seal imprinted at the foot of these Bylaws.

ARTICLE VIII **FISCAL YEAR**

Section 1. The Authority shall conduct its affairs on the fiscal year basis employed by the State, July 1 of each year to June 30 of the succeeding year, as provided by Section 7 of Act No. 784 of 1954, as amended.

ARTICLE IX **ADOPTION, AMENDMENT AND REPEAL OF THE BYLAWS**

Section 1. Bylaws may be adopted, amended, or repealed by a two-thirds (2/3) vote of the total membership of the Authority.

Section 2. Any notice of a meeting of the Members at which it is proposed to adopt, amend, or repeal Bylaws shall be given as for a special meeting, and such meeting and such notice shall include the notice of the proposed action.

ARTICLE X **EMERGENCY PROCEDURES AND POWERS**

Section 1. General Powers in an Emergency Situation:

Whenever, due to an emergency resulting from the effects of a natural disaster, or an emergency due to the death or incapacity by illness or injury whether a State of Emergency has been declared

or not, and there is no Member(s) available to call or attend a duly called, Special or Emergency meeting of the Authority who has/have been authorized to manage and direct business of the Authority, then, until the earliest time upon which a meeting of the Members can be convened at which a quorum is represented, including a meeting under Section 2 of this Article, or until a Member is present and capable of action (whichever first occurs), the first of the persons described in the following list who is available and suffering no incapacity shall have the authority to manage and direct the operation of the Authority at a location and continue the customary business thereof pursuant to Title 6 Chapter 3 of the South Carolina Code of Laws, 1976, as amended, which shall include the power to sign checks upon the bank account of the Authority:

- a) Chair
- b) Vice Chair
- c) Secretary/Treasurer
- d) General Manager of the business of the Authority at its registered office.

The person managing and directing the business of the Authority under the authority of this Section is authorized and directed to call and convene a meeting of the Members at the earliest possible time at a location established pursuant to Title 6 Chapter 3 of the South Carolina Code of Laws, 1976, as amended.

Section 2. Standards for Electronic Meetings when a State of Emergency has been called.

Whenever, due to an emergency resulting from the effects of a natural disaster, or an emergency due to the death or incapacity by illness or injury, and a State of Emergency has been declared by the Governor of the State of South Carolina and/or the Commander in Chief of the United States, the Authority is hereby authorized to conduct public meetings exclusively in electronic form, provided the medium for such

meeting, whether telephonic, broadcast video, computer-based, or other electronic media, or any combination of these, and the conduct of the electronic meeting, allows for the following standards and practices to be met:

(a) At the beginning of any electronic meeting, the presiding officer shall poll the members of the Authority to confirm attendance, and any member of the Authority attending by way of electronic media shall be considered present for the purposes of constituting a quorum.

(b) Throughout the duration of the electronic meeting, all members of the Authority, as well as any officials or staff required to speak at such meeting, must have the capability to be heard at all times by any other member of the governing body and by the general public.

(c) Any vote of the Authority must be conducted by individual voice vote of the members of the Authority, who shall verbally indicate their vote on any matter by stating “yay” or “nay.” All individual votes shall be recorded by the clerk, secretary, or presiding officers, as appropriate.

(d) Meetings shall be recorded or minutes kept in the same manner as an in-person meeting as required by South Carolina Code of Laws, Section 30-4-90 (as amended).

(e) All members of the Authority, officials, staff, and presenters should identify themselves and be recognized prior to speaking. Members of the Authority shall strictly comply with the rules of the Authority as they relate to procedural matters in order to preserve order and allow for the effectiveness of electronic meetings.

(f) Electronic executive sessions shall be permitted in accordance with the provisions of the Freedom of Information Act and the Authority shall properly announce its reason for going into any executive session in conformance with Section 30-4-70 of the Act. Upon the entry into any electronic executive session, meeting minutes need not be kept and the electronic meeting utilized for such executive session may be held by (i) a separate telephonic, broadcast video, computer-based, or other electronic media, or any combination of these wherein the public shall not be permitted to participate, or (ii) on the initial telephonic, broadcast video, computer-based, or other electronic media, or any combination of these, with the implementation of necessary participation or listening restrictions, provided that in either instance all members of the Authority must have the capability to be heard at all times.

(g) With respect to any electronic meeting, any public comment periods provided for by local ordinance, resolution, policy, or bylaws are hereby suspended. Members of the public may submit written public comments which shall be distributed to the members of the Authority.

Section 3. Suspension of Local Provisions. During the period of effectiveness of Article X, Section 2 of the Amended Bylaws, any resolution, policy, or Bylaw of the Authority that conflicts with the provisions hereof is suspended and shall be superseded hereby, to include but not limited to Article II,

Section 11(a) of the Bylaws that requires a quorum to be physically present in order to vote at any regular or special meeting of the Authority.

Section 4. Effective Date. The provisions hereof shall be effective as of March 26, 2020 upon a single hearing and two-thirds vote of the Authority.

ARTICLE XI **PROCEDURAL RULES**

Section 1. All meetings of the Members shall be held in substantial compliance with the procedures set forth in the current edition of Robert's Rules of Order, these Bylaws, Act No. 784 of 1954, the amendments thereto, and the laws of the State of South Carolina.

ADOPTED by a Resolution of the Members of the Authority at Beaufort, South Carolina, this 26th day of March 2020.

Signatures on File
Respectfully Submitted by,
Libby E. Breland, Clerk to the Board