

PIEDMONT TRIAD REGIONAL WATER AUTHORITY BYLAWS

ARTICLE I

Name, Seal and Offices

1. Name. The name of this Authority is the Piedmont Triad Regional Water Authority.
2. Seal. The corporate or official seal of the Authority shall consist of two triangles inside of which is inscribed the name of the Authority and in the center of which shall be the date 1986 and the words official seal.
3. Offices. The principal office of the Authority shall be in Greensboro, North Carolina; but the Authority may also have offices located at such other places as the Directors of the Authority may from time to time designate or as the purposes and objectives of the Authority may require or find convenient.

ARTICLE II

Appointment, Tenure, Resignation, and Replacement of Members or Directors

1. Membership.
 - a) There shall be ten (10) members of the Authority appointed by the governing boards of the organizing political subdivisions. Membership appointment shall be as follows: one (1)

member appointed by the City Council of the City of Archdale, one (1) member appointed by the Town Council of the Town of Jamestown, one (1) member appointed by the Board of Aldermen of the City of Randleman, two (2) members appointed by the Board of County Commissioners of Randolph County, two (2) members appointed by the City Council of the City of High Point and three (3) members appointed by the City Council of the City of Greensboro.

- b) Each appointee to the membership of the Authority shall be known as a Director of the Authority; and when the term "member" is used, it shall mean Director.
- c) Directors shall be appointed for the respective terms as specified by G.S. 162A-5 of the "North Carolina Water and Sewer Authorities Act"; and may be removed, with or without cause, by the governing body appointing said member, as provided by G.S. 162A-5.

- 2. Resignation. Any Director may resign from membership on the Authority at any time by giving written notice of such resignation to the Authority and to the Mayor or Chairman of the Board, respectively, of the political subdivision by which he or she was appointed.
- 3. Vacancies. Any vacancy in membership on the Authority shall be filled for the unexpired term by the political subdivision which made the original appointment.

4. Oath of Office. Each Director of the Authority before entering upon his or her duties as a member thereof shall take and subscribe an oath or affirmation to support the Constitution of the United States and of this State and to discharge faithfully the duties of his or her office, and a record of each such oath shall be filed with the Secretary of the Authority and kept among its official documents.

ARTICLE III

Meetings

1. Annual Meetings. Annual meetings of the Authority shall be held on the fourth Thursday in September of each year at the hour and place designated in the notice of same. Written notice of the time and place of Annual meetings shall be given by the Secretary or Executive Director by mailing such notice to each Director at his or her residential or business address not less than twenty (20) days prior to the date of such meeting.
2. Regular Meetings. The Authority may establish by resolution a schedule of regular meetings to be held from time to time between the Annual Meetings. The schedule of regular meetings shall be filed with the Secretary of the Authority. No notice of such regularly scheduled meetings shall be required to be given the Directors, and the regular business of the Authority may be transacted at such meetings, provided a quorum is in attendance.

3. Special Meetings. Special meetings of the Authority may be called by official action of the Authority (by formal resolution or adoption of motion to do so), or by the Chairman or Vice-Chairman, or upon the written request of at least three (3) Directors for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each Director or may be mailed to the business or home address of each Director at least one day prior to the date of such special meeting. Such call shall be posted on the door of its usual meeting room 48 hours in advance of such meeting and mailed to such persons as law may require (G.S. 143-138.12). At such special meeting no business shall be considered other than as designated in the call, but if all of the Directors are present at a special meeting, any and all business may be transacted at such meeting.
4. Waiver of Notice. Any Director may waive notice of any special meeting by writing, prior to, or at the time of such meeting, or thereafter if allowed by law. Attendance at any meeting shall automatically constitute a waiver of notice of such meeting.
5. Quorum. A majority of the membership of the Authority shall constitute a quorum, and the affirmative vote of a majority of all of the Directors of the Authority shall be necessary for any action taken by the Authority.

No vacancy in the membership of the Authority shall impair the right of a quorum to exercise all the rights and perform all of the duties of the Authority.

If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent member.

6. Meetings to be open to the public. Subject only to lawfully recognized exceptions, all official meetings of the Authority, including Committee Meetings, shall be conducted openly and in compliance with North Carolina General Statutes Sec. 143-318.9, et seq.
7. Manner of Voting. Each appointed Director shall have one vote. The voting on all questions coming before the Authority shall be by call, and the ayes and nays shall be entered upon the minutes of such meeting.

Questions which would cause an alteration in the initial or subsequent allocation of water or an alteration in the level or percentage of financial participation of any of the organizing political subdivisions shall require prior approval by the governing boards of each of the organizing political subdivisions before a vote on such question by the Authority. The action taken by the governing boards on the question shall be recorded in the minutes of the meeting wherein such action was taken. When the Authority votes on the question, each member of the Authority shall be bound to vote in accordance with the officially recorded position of the governing board which appointed such member. A unanimous vote of all members of the Authority, representing the consent of each of the organizing political subdivisions, shall be required for passage.

No Director shall be excused from voting, except on matters involving consideration of his or her own official conduct, or where his or her financial or personal interests are involved.

ARTICLE IV

Officers

1. Designation. The officers of the Authority shall be the Chairman, a Vice-Chairman, a Secretary, a Treasurer, and such other officers and assistant officers, with such powers and duties not inconsistent with these bylaws or applicable law, as may be elected and determined by the Authority in accordance with law. Any two offices except those of Chairman and Vice-Chairman or Chairman and Secretary, may be held by the same person. Only the Chairman and Vice-Chairman are required to be members or Directors of the Authority.
2. Election and Terms. The officers provided for in Section 1 of this Article shall be elected at each annual meeting of the Authority, and shall hold office until the next annual meeting or until their successors are elected and qualified.
3. Officer Succeeding Self. Any officer may be elected by the Authority to succeed himself or herself in office, provided that the requirement that the Chairman and Vice-Chairman be members of the Authority be observed.
4. Chairman. The Chairman shall preside at all meetings of the Authority and shall have and exercise such authority and do and perform such other duties as may be assigned by the Authority.
5. Vice-Chairman. At the request of the Chairman, or in the event of the absence or disability of the Chairman, any Vice-Chairman shall perform the duties and possess and exercise the powers of the Chairman; and to the extent authorized by law the Vice-Chairman shall have such other powers as the Authority may determine, and shall perform such other duties as may be assigned to him by the Authority.

6. Secretary. The Secretary shall have charge of such books, documents and papers as the Authority may determine, and shall have the custody of the official seal. He shall attend and see that the minutes are kept of all the meetings of the Authority and that such minutes are permanently retained in the Minute Book. He shall keep a record, containing the names of all persons who are Directors of the Authority, the dates of their appointments and dates of expiration of their terms, showing their places of residence and mailing addresses. He shall in writing notify the Mayor or Chairman of the Board, as the case may be, of the appointing governing body at least 30 days prior to the expiration of the term for which a member of the Authority was appointed by such governing body so that such appointing governing body may have sufficient time in which to either reappoint such person for an additional term or to appoint some other person to the Authority in his or her place. He shall, in general, perform all the duties incident to the office of Secretary, subject to the control and direction of the Authority, and shall do and perform such other duties as may be assigned by the Authority.

Nothing in this section shall be construed as to prevent or diminish the power of the Authority to allocate to some other person such of the duties herein referred to as the Authority may determine to be more convenient and practical in furtherance of the activities of the Authority.

7. Treasurer. The Treasurer shall perform all of the duties incident to the Office of Treasurer including the cosignature of checks in amounts and for such purposes as specified by resolution of the

Authority. The Treasurer shall chair the Finance Committee if such committee is appointed and shall otherwise perform such duties as from time to time may be assigned by the Chairman or by the Authority.

8. Removal from office.

a) Grounds. Any officer provided for in Section 1 of this Article who is also a member or Director of the Authority may be removed from such office (but not from membership on the Authority) by the Directors

(i) for mental or physical incapacity to properly and adequately perform the duties and functions of the office; or

(ii) for repeated absences from meetings of the Authority or from the offices of the Authority or meetings of committees to the extent that such absences constitute gross neglect in the performance of the duties of the office to the inconvenience, damage, or disadvantage of the Authority in carrying on its functions and purposes; or

(iii) for any act of dishonesty, misfeasance, malfeasance or non-feasance; or

(iv) for any act or series of acts or omissions which are contrary to the best interests of the Authority and tend to impede or obstruct the carrying on of its functions and purposes in an orderly manner; or

(v) for any other cause which is deemed less than reasonably satisfactory performance of the duties and functions of such office.

b) Procedure. In the event the Authority for any reason requests the resignation of an officer to which this Section 8 (a) hereinabove applies, and such request is declined, it may by resolution of a majority affirmative vote of its Directors adopt a statement of grounds upon which it claims such officer should be removed from office, and such written statement of grounds shall be served upon such officer at least ten (10) days prior to the meeting at which action is to be taken thereon. The officer is entitled to be present at such hearing and be heard if he or she so desires, and is also entitled to offer such evidence as he or she may deem appropriate in response to the statement served upon such officer. The decision of the majority of Directors in said matter shall be final.

ARTICLE V

Management and Personnel

1. General. The Authority may employ such personnel as may be required to conform to the requirements of State law and to conduct and perform the duties and services which may be necessary or convenient in carrying out the objectives and purposes for which this Authority was created; define their duties and functions; set their terms of employment, compensation, fringe benefits, separation from service and other pertinent details.

2. Executive Director. The Authority may employ an Executive Director, who shall be its Chief Administrative Officer and may hold an elected office permitted by Article IV, Section 1 of these bylaws. Such Executive Director shall be responsible for the efficient administration and carrying out of the operations of the Authority, and shall carry out the policies and directives of the Authority. The Executive Director shall attend all official meetings of the Authority, and all Committee meetings when requested, shall be entitled to notice of all special meetings, and shall be entitled to take part in discussions of matters before the Authority, but shall have no vote.
3. Budget Officer, Finance Officer. The Authority shall appoint a Budget Officer and a Finance Officer as required by the Local Government Budget and Fiscal Control Act (G.S. 159-7 et seq.).
 - a) Budget Officer. The Budget Officer shall be appointed by the Authority to serve at the will of the Authority to perform such duties as are required by law. The duties of Budget officer may be imposed on the chairman, any member of the Authority or an employee.
 - b) Finance Officer. The Finance Officer shall be appointed to hold office at the pleasure of the Authority or the appointing official. The duties of the Finance Officer shall be as prescribed by law and may be imposed on the Budget Officer or any other officer or employee on whom the duties of budget officer may be imposed.
4. Professional Assistants. The Authority may employ such accountants, engineers, legal counsel, and experts as it may determine in its discretion to be necessary or advisable, and fix the terms of such employment.

ARTICLE VI

Compensation; Expenses

1. Compensation of Directors. For their services as such, the Directors shall receive such compensation as the Authority approves, subject to the limitations of G.S. 162A-5 as to the amount thereof.
2. Expenses. Directors shall be entitled to reimbursement for the amount of actual expenses incurred by them in the performance of their duties. The Authority may make policies concerning such reimbursement.
3. Compensation of Persons Other Than Directors. The Executive Director, officers, attorney, agents, and employees of the Authority shall receive such compensation and expense reimbursement as the Authority may approve by resolution or otherwise.

ARTICLE VII

Contracts

The Authority may, except as in these Bylaws or law otherwise provided, authorize any officer or the Executive Director to enter into any contract or execute and deliver any written instrument in the name of and on behalf of the Authority, and such authority may be general or confined to a specific instance; and unless so authorized by the Authority no officer, agent or employee shall have any power or authority to bind the Authority by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

ARTICLE VIII
Advisory Committees

The Authority may from time to time appoint from their number, or from among such persons as the Authority may see fit, one or more advisory committees for recommendatory purposes only. The members of such committees shall serve at the pleasure of the Authority and be disbanded at such time as the Authority may elect. None of the power, authority, or responsibility vested in the Authority may be delegated or surrendered to any such advisory committee.

ARTICLE IX
Fiscal Year

The fiscal year of the Authority shall begin on July 1 and end on the following June 30.

ARTICLE X
Amendments

The Authority shall have power to make, alter, amend, and repeal the Bylaws; provided, however, that such action shall be taken only at a regular, annual or special meeting of the Authority.

Before any such amendment to or repeal of any Bylaw may be made, however, written notice thereof and of the text of such proposed amendment or amendments shall be given to the member Directors of the Authority at least seven (7) days prior to the date of the meeting at which official action thereon is to be taken.