



**DISTRICT OF COLUMBIA
WATER AND SEWER AUTHORITY**

Board of Directors

Meeting of the Governance Committee

July 17, 2019

9:00 a.m.

**Meeting Location: 125 O Street, SE, Washington, D.C.
2nd Floor-Board Room**

AGENDA

- 1. Call to Order Ellen Boardman, Chairperson**
- 2. Amendment to DC Water Board BylawsGregory Hope, Interim EVP for Legal Affairs**
- 3. Executive Session ***
- 4. Adjournment**

*The DC Water Board of Directors may go into executive session at this meeting pursuant to the District of Columbia Open Meetings Act of 2010, if such action is approved by a majority vote of the Board members who constitute a quorum to discuss: matters prohibited from public disclosure pursuant to a court order or law under D.C. Official Code § 2-575(b)(1); contract negotiations under D.C. Official Code § 2-575(b)(1); legal, confidential or privileged matters under D.C. Official Code § 2-575(b)(4); collective bargaining negotiations under D.C. Official Code § 2-575(b)(5); facility security under D.C. Official Code § 2-575(b)(8); disciplinary matters under D.C. Official Code § 2-575(b)(9); personnel matters under D.C. Official Code § 2-575(b)(10); proprietary matters under D.C. Official Code § 2-575(b)(11); decision in an adjudication action under D.C. Official Code § 2-575(b)(13); civil or criminal matters where disclosure to the public may harm the investigation under D.C. Official Code § 2-575(b)(14), and other matters provided in the Act.

ATTACHMENT 1

BY-LAWS DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

Adopted – October 17, 1996; Resolution 96-11
Amended – February 4, 1999; Resolution 99-10
Amended – February 1, 2001; Resolution 01-16
Amended – September 12, 2002; Resolution 02-75
Amended – December 4, 2003; Resolution 03-86
Amended – July 5, 2007; Resolution 07-64
Amended – October 2, 2008; Resolution 08-87
Amended – April 1, 2010; Resolution 10-42
Amended – October 7, 2010; Resolution 10-100
Amended – December 2, 2010; Resolution 10-115
Amended – April 7, 2011; Resolution 11-49
Amended – December 5, 2013; Resolution 13-112
Amended – February 2, 2017; Resolution 17-11
Proposed Amendment – September 5, 2019; Resolution 19-XX

ARTICLE I General

These By-Laws and the Water and Sewer Authority Establishment and Department of Public Works Reorganization Act of 1996 (the “Act”), as the Act shall be amended from time to time, govern the function and operation of the District of Columbia Water and Sewer Authority (the “Authority”) and in the event of any conflict between these By-Laws and the Act, the Act shall control to the extent of the conflict. Terms defined in the Act shall have the same meaning when used in these By-Laws. References in these By-Laws to the Act, or any provision thereof, shall include a reference to any amendment to the Act which takes effect after the adoption of these By-Laws.

ARTICLE II Board of Directors

§ 2.01 Composition

(a) The Board of Directors of the Authority (the “Board”) shall consist of eleven ~~(11)~~ principal Board members (“principal members”) and eleven ~~(11)~~ alternate Board members (“alternate members”).

(b) Alternate members may participate in discussion at Board meetings, at the Chairperson’s discretion, but may vote at Board meetings only when their corresponding principal Board member is absent. An alternate member permitted by this subsection to vote at a meeting shall do so as a representative of their corresponding principal member except that if the principal’s position is vacant the alternate shall vote in her or his own right.

(c) Principal members shall endeavor to attend all Board meetings and meetings of those Committees upon which they serve.

(d) Alternate members shall attend any meeting which their corresponding principal is required to, but cannot attend. Alternates shall either attend all other meetings or familiarize themselves with the discussions and determination made at such meetings.

(e) Alternate members may be appointed by the Chairperson to the Committees established by the Board and may fully participate in Committee functions.

§ 2.02 Duties

The Board shall develop policies for the management, maintenance, and operation of water distribution and sewage collection and treatment, disposal systems and other devices and facilities under the control of the Authority, and shall perform such other duties as are specified in or otherwise required by the Act and these By-Laws.

§ 2.03 Removal, Suspension, and Termination

(a) The Board may recommend that the Mayor remove, suspend, or terminate a principal or alternate member for misconduct or neglect of duty. The Mayor may remove a principal or alternate pursuant to section 204(g) of the Act (D.C. Official Code § 34-2202.04(a)(4)(g)).

(b) The Board may recommend that the Mayor remove, suspend, or terminate a principal or alternate member for misconduct if the Board finds that the member or alternate committed any act involving moral turpitude. The Mayor may remove a principal or alternate pursuant to section 204(g) of the Act (D.C. Official Code § 34-2202.04(a)(4)(g)).

(c) The Board may recommend that the Mayor remove, suspend, or terminate a principal or alternate member for neglect of duty if the Board finds that:

- (i) The principal or alternate member committed any act or omission which constitutes a breach of the Board member's or alternate's fiduciary duty to the Board or the Authority;
- (ii) A principal member failed to attend two or more Board meetings, or three or more meetings of a Committee to which such member is appointed, within a twelve-month period, without providing a business or personal reason which the Board determines is legitimate; or
- (iii) An alternate member, having received notice from his or her corresponding principal member of that member's inability to attend a meeting (as required by § 3.05 (c)), failed to attend two or more

such Board meetings, or three or more Committee meetings, within a twelve-month period, without providing a business or personal reason which the Board determines is legitimate.

(d) A principal or alternate member who is indicted for the commission of a felony shall be automatically suspended from serving on the Board. Upon a final determination of guilt, the term of the principal or alternate member shall be automatically terminated. Upon a final determination of innocence, the Mayor may reinstate the Board member.

§ 2.04 Resignation

Any principal or alternate member may resign by giving notice of resignation to the Mayor and a copy of the notice to the Secretary to the Board. A non-District member shall also notify the official authorized to recommend a successor. The member's resignation shall take effect on the date specified in the notice.

§ 2.05 Compensation

Principal and alternate members of the Board of Directors shall be compensated and reimbursed for expenses as provided in the Act and in accordance with the Authority's reimbursement procedures for executive officers.

ARTICLE III Meetings

§ 3.01 Meetings to be Open to Public; Availability of Records

(a) For purposes of these By-Laws, except as provided in subsection (g), the term "~~meeting~~-meeting" shall be defined as a gathering of a quorum of the members of the Board, including hearings and roundtables, whether formal or informal, regular, closed executive session, or emergency, at which the members of the Board during such gathering consider, conduct, or advise on Authority business, including gathering of information, taking testimony, discussing, deliberating, recommending, and voting, regardless whether the meeting is held in person, by telephone, electronically, or by other means of communication. The term "meeting" may also include part or all of a retreat. The term "meeting" shall not include a chance or social gathering, press conference, or training session.

(b) Except as provided in § 3.04, all meetings shall be open to the public. A meeting shall be deemed open to the public if:

- (i) The public is permitted to be physically present;
- (ii) The news media, as defined by D.C. Official Code § 16-4701, is permitted to be present; or
- (iii) The meeting is televised.

(c) All meeting, whether open or closed, shall be recorded by electronic means; provided, that if a recording is not feasible, detailed minutes of the meeting shall be kept.

(d) Copies of records, including a written transcript or transcription shall be made available to the public, at a reasonable cost, upon request in accordance with the following schedule, provided that a record, or a portion of a record, may be withheld under the standards established for closed executive session meetings as provided in § 3.04:

(i) A copy of the approved minutes of a meeting shall be made available for public inspection as soon as practicable, but no later than three (3) business days after the meeting at which the minutes were approved.

(ii) A copy of the full record, including any recording or transcript, shall be made available for public inspection as soon as practicable, but not later than seven (7) business days after the meeting.

(e) A meeting may be held by video conference, telephone conference, or other electronic means, provided that:

(i) Reasonable arrangements are made to accommodate the public's right to attend the meeting;

(ii) The meeting is recorded; and

(iii) All votes are taken by roll call.

(f) A meeting held by electronic means shall comply with all of the requirements of these By-Laws.

(g) E-mail exchanges among principal or alternate members and staff shall not constitute an electronic meeting.

§ 3.02 Regular Meetings

Regular meetings of the Board shall be held on the first Thursday of each month, or if such day is a legal holiday in the District of Columbia, then on the next weekday following such day unless an alternate date is determined to be appropriate by the Chairperson. All meetings shall be held at the District of Columbia Water and Sewer Authority Headquarters Building, 1385 Canal Street, S.E., Washington, D.C. 20003~~Blue Plains Wastewater Treatment Plant, 5000 Overlook Avenue, S.W., Washington, D.C.~~, or as otherwise specified in the notice of such meeting.

§ 3.03 Emergency Meetings

(a) Emergency meetings of the Board to address an urgent matter may be called by the Chairperson on his or her own initiative, or upon the written request of not less than three members of the Board entitled to vote on the matter or matters to be considered at the emergency meeting (which request shall specify such proposed matter or matters and shall be delivered to the Chairperson and the Secretary to the Board).

(b) When an emergency meeting is convened, the Chairperson shall open the meeting with a statement explaining the subject of the meeting, the nature of the emergency and how public notice was provided.

§ 3.04 Closed (Executive Session) Meetings

(a) The Board or Committee may only close a meeting or portion of a meeting for an executive session for the following reasons:

- (i) A law or court order requires that a particular matter or proceeding not be public;
- (ii) To discuss, establish, or instruct the Authority's staff or negotiating agents concerning the position to be taken in negotiating the price and other material terms of a contract, including an employment contract, if an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority;
- (iii) To discuss, establish, or instruct the Authority's staff or negotiating agents concerning the position to be taken in negotiating incentives relating to the location or expansion of industries or other businesses or business activities in the District;
- (iv) To consult with the ~~General Counsel~~Executive Vice-President, Legal Affairs or other attorney to obtain legal advice and to preserve the attorney-client privilege between an attorney and the Authority, or to approve settlement agreements; provided, that, upon request, the Authority may decide to waive the privilege. A meeting shall not be closed that would otherwise be open merely because an attorney for the Authority is a participant;
- (v) Planning, discussing, or conducting specific collective bargaining negotiations;
- (vi) Preparation, administration, or grading of scholastic, licensing, or qualifying examinations;
- (vii) To prevent premature disclosure of an honorary degree, scholarship, prize, or similar award;

- (viii) To discuss and take action regarding specific methods and procedures to protect the public from existing or potential terrorist activity or substantial dangers to public health and safety, and to receive briefings by staff members, legal counsel, law enforcement officials, or emergency service officials concerning these methods and procedures; provided, that disclosure would endanger the public and a record of the closed session is made public if and when the public would not be endangered by that disclosure;
- (ix) To discuss disciplinary matters;
- (x) To discuss the appointment, employment, assignment, promotion, performance evaluation, compensation, discipline, demotion, removal, or resignation of government appointees, employees, or officials;
- (xi) To discuss trade secrets and commercial or financial information obtained from outside the Authority, to the extent that disclosure would result in substantial harm to the competitive position of the person from whom the information was obtained;
- (xii) To train and develop members of the Board and staff, including off-site retreats of members for such purposes;
- (xiii) To deliberate upon a decision in an adjudication action or proceeding by the Authority exercising quasi-judicial functions; and
- (xiv) To plan, discuss, or hear reports concerning ongoing or planned investigations of alleged criminal or civil misconduct or violations of law or regulations, if disclosure to the public would harm the investigation.

(b) Before a Board or Committee meeting or portion of a meeting is closed for an executive session, the Board or Committee shall:

- (i) Meet in an open session at which a majority of the members present shall vote in favor of closure;
- (ii) The Chairperson or acting Chairperson of the Board or Committee shall make a statement providing the reason for closure, including a citation from § 3.04(a) and the subjects to be discussed; and
- (iii) The Secretary to the Board shall make available to the public a copy of the written roll call vote and the statement.

(c) A Board or Committee meeting in a closed executive session shall not discuss or consider matters other than those matters listed under § 3.04(a).

§ 3.05 Notice to the Board of Meetings

(a) Before any meeting of the Board, the Secretary to the Board shall notify principal and alternate members of the meeting by:

- (i) Mailing a notice by first class mail, postage prepaid at least five (5) days (Saturdays, Sundays and legal holidays excluded) before the date of such meeting to the principal and alternate members' addresses appearing on the Authority's records; or
- (ii) Delivering a notice by hand, ~~facsimile~~ or e-mail transmission at least one (1) day (Saturdays, Sundays and legal holidays excluded) before the date of such meeting to the principal and alternate members' respective addresses, facsimile numbers or e-mail addresses appearing on the record.

(b) The notice shall state the date, time, and place of the meeting and shall be accompanied by a proposed agenda, prepared in accordance with § 3.07(a), except that where an emergency meeting is called, and time does not allow for the preparation of an agenda prior to the issuance of notice, the notice shall include a brief description of the matters to be considered.

(c) A member who is unable to attend a meeting due to legitimate personal or business reasons shall notify the designated alternate and the Secretary to the Board. If the member's corresponding alternate is also unable to attend, the alternate shall notify the Secretary to the Board of these circumstances and the reason for his or her absence.

(d) Satisfaction of the notice requirements of this Section may be waived by a majority of the members of the Board at a meeting at which a quorum is present, provided that the Secretary to the Board shall have made reasonable efforts to comply with such requirements. The attendance of a principal or alternate member at a Board meeting shall constitute such a waiver unless specific objection is made before the presence of a quorum is determined.

§ 3.06 Notice of Meetings to the Public

(a) The Secretary to the Board shall inform the public of any Board or Committee meeting, including regular, emergency, or closed executive session meeting, when they are scheduled and when the schedule is changed;

(b) Notices to the public shall be posted on the Authority's website and in a public area at the ~~Blue Plains Wastewater Treatment Plant~~ District of Columbia Water and Sewer Authority Headquarters Building, or the location of the Board or Committee

meeting not less than forty-eight (48) hours or two (2) business days before a meeting. Notice of meetings shall also be published in the *D.C. Register* as timely as practicable.

(c) The Secretary to the Board shall inform the public of a hearing to consider the establishment or adjustment of retail water and sewer rates by publishing a notice in the *D.C. Register* and a newspaper of general circulation at least ten (10) days prior to the date of the hearing.

(d) The Secretary to the Board shall inform the public of any emergency meeting by posting the notice of the meeting on the Authority's website and in a public area at the ~~Blue Plains Wastewater Treatment Plant~~District of Columbia Water and Sewer Authority Headquarters Building, or the location of the Board or Committee meeting at the same time as notice of the meeting is issued to Board members.

(e) Each notice to the public for a Board or Committee meeting shall include the date, time, location, and planned agenda to be covered at the meeting. If the meeting or any portion of the meeting is to be closed, the notice shall include, if feasible, a statement of intent to close the meeting or any portion of the meeting, including citations to the reason for closure under § 3.04(a), and a description of the matters to be discussed.

§ 3.07 Agenda

(a) The Secretary to the Board shall prepare a proposed agenda under the Chairperson's direction, including a consent agenda, for each meeting of the Board and Committee. The agenda shall be attached to the notices provided for in §§ 3.05 and 3.06, and shall designate, by an asterisk or other mark, those items which do not involve "joint-use sewerage facilities" within the meaning of Section 201(4) of the Act (a "non joint-use" matter).

(b) A motion to change the designation or non-designation of an agenda item as non joint-use must be made and acted on prior to discussion of the item. In the event that the Board is to consider a matter not listed on the proposed agenda or matters at an emergency meeting for which no agenda was prepared, such matters are presumed to be joint-use items unless a motion to redesignate the item is made and acted on prior to discussion of the item.

§ 3.08 Quorum

(a) Six (6) principal members shall constitute a quorum for the transaction of Board business, except that an alternate member may be counted towards a quorum in the absence of their corresponding principal member.

(b) Four (4) District members shall constitute a quorum for conducting a public hearing to establish or adjust retail water and sewer rates, pursuant to 21 DCMR § 4001.3.

(c) Committees shall not be required to meet a quorum requirement to hold a meeting.

(d) The number of attendees at a Board or Committee meeting shall not be kept below the number required to establish a quorum to avoid these requirements.

§ 3.09 Conduct of Business

(a) The Chairperson shall preside over Board meetings.

(b) Board actions shall be presented for a vote in the form of a resolution.

(c) The Board may postpone consideration of an agenda item by a majority vote of those members authorized to participate in the decision.

(d) All votes of the Board or Committee to hold a closed executive session or during a meeting conducted by electronic means shall be taken by roll call and recorded by the Secretary to the Board.

(e) Physical attendance at Board meetings is the preferred method of participation. However, Board members may participate telephonically and via videoconferencing in both Board and Committee meetings. Members participating in Board meetings telephonically or via videoconferencing may both be considered for purposes of determination of a quorum and vote. Members participating in Committee meetings telephonically or via videoconferencing may voice their recommendations to the Board. However, such telephonic and videoconferencing participation is to occur only when the following conditions are met: (i) neither the principal nor the principal's alternate can attend the meeting in person; and (ii) the ~~Chairman~~Chairperson determines that the telephonic and/or videoconferencing communication is in the best interest of the Authority. In order for the ~~Chairman~~Chairperson to make this determination, the Board member wishing to participate telephonically or via videoconferencing must notify the ~~Chairman~~Chairperson as soon as he/she is aware of the need to participate in this manner or the day before the meeting, whichever occurrence is earlier in time.

(f) The Board may establish rules governing the conduct and procedure of Board and Committee meetings. Questions of procedure for meetings of the Board or Committee meetings that are not determined by these By-Laws or any rules adopted by the Board shall be governed by Robert's Rules of Order as interpreted by the Chairperson.

ARTICLE IV Officers of the Board

§ 4.01 Appointment

(a) (a) — The Officers of the Board shall consist of the Chairperson, who shall be selected as provided for in the Act; a First Vice-Chairperson, Second Vice-Chairperson; and Vice-Chairperson and Alternate Vice-Chairperson for each participating jurisdiction.

(b) Effective September 5, 2019, the initial appointment of the First Vice-Chairperson and Second Vice-Chairperson shall be nominated by the Chairperson and, by resolution, approved by the Board; thereafter, these Officers shall be nominated by the Executive Committee and, by resolution, approved by the Board.

(c) Vice-Chairperson and Alternate Vice-Chairperson for each participating jurisdiction shall be nominated by the members from their respective jurisdiction and, by resolution, approved by the Board. from among persons nominated by the Nominating Committee. The Nominating Committee shall ensure that a member of each participating jurisdiction shall hold a Vice-Chairperson position. In the event a jurisdiction has a Board member who holds an executive position in their jurisdiction (i.e. the City Administrator for the District of Columbia, the County Executive for Fairfax County, the Chief Administrative Officer for Prince George's County and the Chief Administrative Officer for Montgomery County) that person shall automatically be appointed the Vice-Chairperson for that jurisdiction, unless such person also serves as the Chairperson in which case a non-executive shall be appointed to fill the position of Vice-Chairperson for that jurisdiction.

(d) Except for the Chairperson, all other Board Officers established by these By-Laws shall, by resolution, be approved by the Board at the first regular Board meeting of the calendar year, or as necessary. The officers of the Board shall consist of the Chairperson, who shall be selected as provided for in the Act and a First Vice-Chairperson and Second Vice-Chairperson. Both the First and Second Vice-Chairpersons and all other Board officers established by these By-Laws, shall be selected by the Board from among persons nominated by the Nominating Committee.

(e) (b) — The Board may, by resolution, create or abolish any officer position (other than the Chairperson).

(f) (c) — The Board may, by resolution, delegate the duties of the officer position (other than the Chairperson) to any alternate member.

(g) Except for the Executive Committee, the Chairperson shall appoint the chairperson and members of standing and ad-hoc Committees of the Board, as recommended by the Executive Committee.

§ 4.02 Duties

(a) The Chairperson's duties shall include but are not limited to calling emergency meetings of the Board in accordance with § 3.03, determining the agenda of a meeting for purposes of § 3.07, presiding over Board meetings in accordance with §

3.09, establishing ad-hoc Committees of the Board, appointing members and chairpersons of the standing and ad-hoc Committees of the Board in accordance with §§ 4.01(g) and 5.02, and carrying out such other duties as are specified in these By-Laws or delegated to the Chairperson by resolutions of the Board that are in accordance with the Act and these By-Laws.

(b) The First Vice-Chairperson shall fulfill the duties of the Chairperson if the Chairperson is absent or otherwise unavailable to do so. The Second Vice-Chairperson shall fulfill the duties of the First Vice-Chairperson if the First Vice-Chairperson is absent or otherwise unavailable.

(c) The Alternate Vice-Chairperson for each jurisdiction shall fulfill the duties of the Vice-Chairperson for their respective jurisdiction if the Vice-Chairperson is absent or otherwise unavailable to do so.

§ 4.03 Term of Office

Except for the Chairperson, a~~An officer-Officer~~ of the Board shall serve a one (1)- year term commencing upon approval of the Board and terminating on December 31st of each calendar year or until a successor assumes office, unless the ~~officer-Officer~~ resigns or is removed.

§ 4.04 Resignation and Removal of Officers

(a) Officers of the Board shall serve the full term provided in these By-Laws unless such term is terminated earlier by resolution of the Board for cause.

(b) An ~~officer-Officer~~ may resign by written notice to the Chairperson and the Secretary to the Board. The resignation shall take effect on the date the notice is received, unless the notice specifies a later effective date, which is acceptable to the Chairperson.

(c) The Board may appoint a successor to fill the unexpired term of a resigned or removed ~~officer-Officer~~ (other than the Chairperson), or for a new term, as the Board considers appropriate.

ARTICLE V Committees

§ 5.01 Establishment

(a) The following shall be standing Committees of the Board, with such other responsibilities as are specified by the Chairperson or appropriate resolution of the Board, including but not limited to the review of contracts that are material to the Committee's assigned duties. The Board may create additional standing Committees as it deems necessary. The Committees shall receive detailed information in their areas of

responsibility and make recommendations to the Board. Only formal actions of the Board through resolution can bind the Authority. The chairperson of a standing or ad-hoc Committee, with the concurrence of the Chairperson of the Board, may designate an acting chairperson for the purposes of chairing a particular standing or ad-hoc Committee meeting.

- (i) Executive Committee: Shall be composed of the Officers of the Board and shall meet at the direction of the Chairperson to: provide recommendations to the Board regarding Board organizational direction, strategic planning, and general affairs; nominate the First Vice-Chairperson and Second Vice-Chairperson as provided in § 4.01(b); and provide recommendations to the Chairperson for Committee chairmanship and membership.
- ~~(i)~~(ii) Finance and Budget Committee: Shall make recommendations to the Board regarding actions required of or desired by the Board of Directors which have a significant and material fiscal effect as a result of operations, including by way of example and not limitation, adoption of the budget, borrowings, investments, grants, acquisitions, accounting, sales, insurance, adjustments to charges due for services or commodities furnished by the Authority, appropriations and the settlement of claims.
- ~~(iii)~~ ~~(ii)~~ District of Columbia Retail Water and Sewer Rates Committee: Shall be composed of the six (6) members of the Board representing the District and shall make recommendations to the Board regarding actions required of or desired by the Board of Directors with respect to the establishment of rates and fees for services or commodities furnished by the Authority.
- ~~(iv)~~(iii) Environmental Quality and Operations Committee: Shall make recommendations to the Board regarding actions required of or desired by the Board of Directors with respect to: the assets, facilities and infrastructure owned, operated, or managed by the Authority, including but not limited to emergency planning and safety of operations; matters related to environmental and water quality; the operation, repair and replacement of water distribution, and sewage and stormwater collection, treatment, and disposal systems; groundwater flow management; and customer services issues, including but not limited to customer education initiatives and customer assistance programs.
- ~~(v)~~(iv) Human Resources and Labor Relations Committee: Shall make recommendations to the Board regarding actions required of or desired by the Board of Directors with respect to the terms,

requirements and conditions of employment for all employees including the General Manager, to include, by way of example and not limitation, matters involving compensation, pension and other benefits, awards and collective bargaining agreements.

- (vi) Audit Committee: Shall make recommendations to the Board regarding actions required of or desired by the Board of Directors with respect to the independent appraisal of internal controls, operations and procedures utilized by the Authority in its financial and other operations, shall make recommendations to the Board regarding the selection of the Authority's independent outside auditors, and shall meet as appropriate with such auditors with or without the presence of the Authority's management.
- (vii) Governance Committee: Shall make recommendations to the Board regarding the policies and procedures to be followed by the Board, matters of internal governance of the Board, resolution of ethical questions, the discharge of the Board's duties, including any modifications of these By-Laws, and policy level oversight of the Authority's legislative and governmental relations activities. The Committee may also consider other matters involving the conduct of members, which may be referred by the Chairperson.
- (viii) Strategic Planning Committee: Shall be composed of all Board members and shall make recommendations to the Board regarding both long and short term strategic planning.

§ 5.02 Appointment

Except for the Executive Committee, mMembers of the Board's standing Committees and ad-hoc Committees, and the chairpersons of these Committees, shall be selected-appointed by the Chairperson of the Board as recommended by the Executive Committee. Only District Board members may serve on Committees or Subcommittees with jurisdiction over the rates charged to District retail water and sewer customers.

§ 5.03 Duties

The principal duty of any Committee shall be to recommend proposed action to the Board of Directors. No Committee or individual member shall have the power to bind the Board or the Authority to any matter or obligation or to authorize any act by the Authority.

§ 5.04 Standing Committee Meetings

(a) At the first meeting each year of a standing Committee, the chairperson of such Committee (or the acting chairperson designated pursuant to § 5.01(a)), in

consultation with the other members of the Committee, the Chairperson of the Board, and the General Manager, shall establish a meeting schedule for the remainder of the year and for the first meeting in the ensuing year. Such schedule shall specify the date, time, and location at which each Committee meeting shall be held. In consulting with the other members of the Committee, the Chairperson of the Board, and the General Manager, the chairperson of the Committee shall endeavor to the greatest possible extent to avoid conflicts with the meeting schedules of other Committees and to minimize inconvenience to Board Members and Alternates serving on multiple Committees, and to the General Manager and relevant staff, so as to facilitate Committee meeting attendance by all appropriate participants.

(b) Following the establishment of a Committee meeting schedule as provided in subsection (a), should the ~~chairperson~~Chairperson of a Committee be unable to attend a scheduled meeting, such Committee chairperson shall request the ~~vice~~Vice-chairperson~~Chairperson~~ of the Committee (if a ~~vice~~Vice-chairperson~~Chairperson~~ has been designated) to serve as acting ~~chairperson~~Chairperson for the purpose of conducting the meeting at the previously scheduled date, time, and location. If the ~~vice~~Vice-chairperson~~Chairperson~~ is unable to attend, the Committee ~~chairperson~~Chairperson shall request another member of the Committee to serve as acting ~~chairperson~~Chairperson for such meeting. In the event that neither the ~~vice~~Vice-chairperson~~Chairperson~~ nor another Committee member is available to serve as acting ~~chairperson~~Chairperson for a previously scheduled meeting, or if it appears that a significant number of Committee members will be unable to attend at the scheduled date, time, or location, or at the request of the General Manager, the Committee ~~chairperson~~Chairperson may request that the Chairperson of the Board waive the requirements of this subsection for good cause shown and permit such meeting to be held on a different date, or at a different time or location. Should the Chairperson not grant such a waiver, the meeting shall be cancelled.

ARTICLE VI Administration

§ 6.01 General Manager

The Board shall hire a General Manager upon the affirmative vote of eight (8) voting members. The General Manager shall be the chief administrative officer of the Authority and, subject to the direction and supervision of the Board, shall have such supervisory and management responsibilities concerning the Authority's business, affairs, property, agents, and employees as the Board expressly determines by resolution. The General Manager may only be terminated upon an affirmative vote of eight (8) voting members.

§ 6.02 Delegation

The Board may by resolution delegate to the General Manager any of its authority to the extent permitted by the Act, including, but not limited to procurement authority in such amounts as are specified by the Board.

§ 6.03 Secretary to the Board

(a) There is hereby established the Office of Secretary to the Board. The Secretary to the Board shall not be an ~~officer~~Officer of the Board and may not vote, but may be an employee of the Authority.

(b) The Secretary shall:

- (i) In addition to the responsibility established in section 3.07, coordinate under the direction of the General Manager, all Board meetings and other business activities of the Board;
- (ii) Prepare meeting minutes from Board meetings and other business activities when appropriate and prepare agendas in accordance with § 3.07;
- (iii) Keep a written transcript or transcription of the proceedings of the Board and any hearings in one or more books kept for that purpose. The Secretary shall have custody of all books, records and papers of the Board;
- (iv) Make available to the public any recordings, transcripts or transcription prepared pursuant to § 3.01 of these By-Laws and furnish copies to the public in accordance with that section;
- (v) Maintain the annual reports required by law and approved by the Board. The Secretary shall transmit copies of the approved report to the Mayor and the Council, and shall make the report available to the public;
- (vi) Have custody of the seal of the Authority and shall have authority to affix, impress or reproduce such seal on copies of resolutions and other official actions of the Authority and on all documents, the execution and delivery of which has been duly authorized by the Board; and
- (vii) Perform all duties and have all powers incident to the Office of the Secretary and shall perform such other duties and have such other powers as may be assigned by these By-Laws, the Board, its Chairperson, or the General Manager.

ARTICLE VII Amendment

These By-Laws may be amended by a majority vote of the Board at a meeting which is open to the public in accordance with the Open Meetings Amendment Act of 2010 (D.C. Official Code § 2-501 *et seq.*).

ARTICLE VIII Miscellany

§ 8.01 Offices

(a) The principal office of the Authority and of the Board shall be located at the ~~Blue Plains Wastewater Treatment Plant~~District of Columbia Water and Sewer Authority Headquarters Building, 5000 Overlook Avenue, S.W.1385 Canal Street, S.E., Washington, D.C. 20003.

(b) The Board may maintain other offices at such other places in the District as the Board may establish from time to time.

§ 8.02 Seal

The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and its year of establishment.

§ 8.03 Fiscal Year

The Fiscal Year of the Authority shall end on the last day of September of each year.

§ 8.04 Sureties and Bonds

The Board may require any officer, employee, or agent of the Authority to execute, as a condition of employment or continued employment, a bond in such sum, with such surety or sureties as the Board may direct, conditioned upon the faithful performance of such person's duties to the Authority, including responsibility for negligence and of the accounting of all property, funds, or securities of the Authority as may come into such person's control.

§ 8.05 Joint-Use Sewerage Facilities

Section 34-2202.01(4) of the D.C. Official Code, designates the following facilities as joint-use:

Little Falls Trunk Sewer; Upper Potomac Interceptor Sewer; Upper Potomac Interceptor Relief Sewer; Rock Creek Main Interceptor Sewer; Rock Creek Main Interceptor Relief Sewer; (duplicate deleted); Potomac River Sewage Pumping Station; Potomac River Force Mains; Watts Branch Trunk Sewer; Anacostia Force Main (Project 89 Sewer); Anacostia Force Main & Gravity Sewer; Outfall Sewers (Renamed Potomac River Trunk Sewers); Outfall Relief Sewers (Renamed Potomac River Trunk Relief Sewers); Upper Oxon Run Trunk Sewer; Upper Oxon Run Trunk Relief Sewer; Lower Oxon Run Trunk Sewer; Lower Oxon Run Trunk Relief Sewer; Blue Plains Wastewater Treatment Plant (Blue Plains); and Potomac Interceptor Sewer.

§ 8.06 Captions

The captions of the articles and sections of these By-Laws are provided solely for convenience of reference and shall not affect the meaning thereof.

Secretary, Board of Directors

ATTACHMENT 1

BY-LAWS DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

Adopted – October 17, 1996; Resolution 96-11
Amended – February 4, 1999; Resolution 99-10
Amended – February 1, 2001; Resolution 01-16
Amended – September 12, 2002; Resolution 02-75
Amended – December 4, 2003; Resolution 03-86
Amended – July 5, 2007; Resolution 07-64
Amended – October 2, 2008; Resolution 08-87
Amended – April 1, 2010; Resolution 10-42
Amended – October 7, 2010; Resolution 10-100
Amended – December 2, 2010; Resolution 10-115
Amended – April 7, 2011; Resolution 11-49
Amended – December 5, 2013; Resolution 13-112
Amended – February 2, 2017; Resolution 17-11
Proposed Amendment – September 5, 2019; Resolution 19-XX

ARTICLE I General

These By-Laws and the Water and Sewer Authority Establishment and Department of Public Works Reorganization Act of 1996 (the “Act”), as the Act shall be amended from time to time, govern the function and operation of the District of Columbia Water and Sewer Authority (the “Authority”) and in the event of any conflict between these By-Laws and the Act, the Act shall control to the extent of the conflict. Terms defined in the Act shall have the same meaning when used in these By-Laws. References in these By-Laws to the Act, or any provision thereof, shall include a reference to any amendment to the Act which takes effect after the adoption of these By-Laws.

ARTICLE II Board of Directors

§ 2.01 Composition

(a) The Board of Directors of the Authority (the “Board”) shall consist of eleven (11) principal Board members (“principal members”) and eleven (11) alternate Board members (“alternate members”).

(b) Alternate members may participate in discussion at Board meetings, at the Chairperson’s discretion, but may vote at Board meetings only when their corresponding principal Board member is absent. An alternate member permitted by this subsection to vote at a meeting shall do so as a representative of their corresponding principal member except that if the principal’s position is vacant the alternate shall vote in her or his own right.

(c) Principal members shall endeavor to attend all Board meetings and meetings of those Committees upon which they serve.

(d) Alternate members shall attend any meeting which their corresponding principal is required to, but cannot attend. Alternates shall either attend all other meetings or familiarize themselves with the discussions and determination made at such meetings.

(e) Alternate members may be appointed by the Chairperson to the Committees established by the Board and may fully participate in Committee functions.

§ 2.02 Duties

The Board shall develop policies for the management, maintenance, and operation of water distribution and sewage collection and treatment, disposal systems and other devices and facilities under the control of the Authority, and shall perform such other duties as are specified in or otherwise required by the Act and these By-Laws.

§ 2.03 Removal, Suspension, and Termination

(a) The Board may recommend that the Mayor remove, suspend, or terminate a principal or alternate member for misconduct or neglect of duty. The Mayor may remove a principal or alternate pursuant to section 204(g) of the Act (D.C. Official Code § 34-2202.04(a)(4)(g)).

(b) The Board may recommend that the Mayor remove, suspend, or terminate a principal or alternate member for misconduct if the Board finds that the member or alternate committed any act involving moral turpitude. The Mayor may remove a principal or alternate pursuant to section 204(g) of the Act (D.C. Official Code § 34-2202.04(a)(4)(g)).

(c) The Board may recommend that the Mayor remove, suspend, or terminate a principal or alternate member for neglect of duty if the Board finds that:

- (i) The principal or alternate member committed any act or omission which constitutes a breach of the Board member's or alternate's fiduciary duty to the Board or the Authority;
- (ii) A principal member failed to attend two or more Board meetings, or three or more meetings of a Committee to which such member is appointed, within a twelve-month period, without providing a business or personal reason which the Board determines is legitimate; or
- (iii) An alternate member, having received notice from his or her corresponding principal member of that member's inability to attend a meeting (as required by § 3.05 (c)), failed to attend two or more

such Board meetings, or three or more Committee meetings, within a twelve-month period, without providing a business or personal reason which the Board determines is legitimate.

(d) A principal or alternate member who is indicted for the commission of a felony shall be automatically suspended from serving on the Board. Upon a final determination of guilt, the term of the principal or alternate member shall be automatically terminated. Upon a final determination of innocence, the Mayor may reinstate the Board member.

§ 2.04 Resignation

Any principal or alternate member may resign by giving notice of resignation to the Mayor and a copy of the notice to the Secretary to the Board. A non-District member shall also notify the official authorized to recommend a successor. The member's resignation shall take effect on the date specified in the notice.

§ 2.05 Compensation

Principal and alternate members of the Board of Directors shall be compensated and reimbursed for expenses as provided in the Act and in accordance with the Authority's reimbursement procedures for executive officers.

ARTICLE III Meetings

§ 3.01 Meetings to be Open to Public; Availability of Records

(a) For purposes of these By-Laws, except as provided in subsection (g), the term "meeting" shall be defined as a gathering of a quorum of the members of the Board, including hearings and roundtables, whether formal or informal, regular, closed executive session, or emergency, at which the members of the Board during such gathering consider, conduct, or advise on Authority business, including gathering of information, taking testimony, discussing, deliberating, recommending, and voting, regardless whether the meeting is held in person, by telephone, electronically, or by other means of communication. The term "meeting" may also include part or all of a retreat. The term "meeting" shall not include a chance or social gathering, press conference, or training session.

(b) Except as provided in § 3.04, all meetings shall be open to the public. A meeting shall be deemed open to the public if:

- (i) The public is permitted to be physically present;
- (ii) The news media, as defined by D.C. Official Code § 16-4701, is permitted to be present; or
- (iii) The meeting is televised.

(c) All meeting, whether open or closed, shall be recorded by electronic means; provided, that if a recording is not feasible, detailed minutes of the meeting shall be kept.

(d) Copies of records, including a written transcript or transcription shall be made available to the public, at a reasonable cost, upon request in accordance with the following schedule, provided that a record, or a portion of a record, may be withheld under the standards established for closed executive session meetings as provided in § 3.04:

(i) A copy of the approved minutes of a meeting shall be made available for public inspection as soon as practicable, but no later than three (3) business days after the meeting at which the minutes were approved.

(ii) A copy of the full record, including any recording or transcript, shall be made available for public inspection as soon as practicable, but not later than seven (7) business days after the meeting.

(e) A meeting may be held by video conference, telephone conference, or other electronic means, provided that:

(i) Reasonable arrangements are made to accommodate the public's right to attend the meeting;

(ii) The meeting is recorded; and

(iii) All votes are taken by roll call.

(f) A meeting held by electronic means shall comply with all of the requirements of these By-Laws.

(g) E-mail exchanges among principal or alternate members and staff shall not constitute an electronic meeting.

§ 3.02 Regular Meetings

Regular meetings of the Board shall be held on the first Thursday of each month, or if such day is a legal holiday in the District of Columbia, then on the next weekday following such day unless an alternate date is determined to be appropriate by the Chairperson. All meetings shall be held at the District of Columbia Water and Sewer Authority Headquarters Building, 1385 Canal Street, S.E., Washington, D.C. 20003, or as otherwise specified in the notice of such meeting.

§ 3.03 Emergency Meetings

(a) Emergency meetings of the Board to address an urgent matter may be called by the Chairperson on his or her own initiative, or upon the written request of not

less than three members of the Board entitled to vote on the matter or matters to be considered at the emergency meeting (which request shall specify such proposed matter or matters and shall be delivered to the Chairperson and the Secretary to the Board).

(b) When an emergency meeting is convened, the Chairperson shall open the meeting with a statement explaining the subject of the meeting, the nature of the emergency and how public notice was provided.

§ 3.04 Closed (Executive Session) Meetings

(a) The Board or Committee may only close a meeting or portion of a meeting for an executive session for the following reasons:

- (i) A law or court order requires that a particular matter or proceeding not be public;
- (ii) To discuss, establish, or instruct the Authority's staff or negotiating agents concerning the position to be taken in negotiating the price and other material terms of a contract, including an employment contract, if an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority;
- (iii) To discuss, establish, or instruct the Authority's staff or negotiating agents concerning the position to be taken in negotiating incentives relating to the location or expansion of industries or other businesses or business activities in the District;
- (iv) To consult with the Executive Vice-President, Legal Affairs or other attorney to obtain legal advice and to preserve the attorney-client privilege between an attorney and the Authority, or to approve settlement agreements; provided, that, upon request, the Authority may decide to waive the privilege. A meeting shall not be closed that would otherwise be open merely because an attorney for the Authority is a participant;
- (v) Planning, discussing, or conducting specific collective bargaining negotiations;
- (vi) Preparation, administration, or grading of scholastic, licensing, or qualifying examinations;
- (vii) To prevent premature disclosure of an honorary degree, scholarship, prize, or similar award;
- (viii) To discuss and take action regarding specific methods and procedures to protect the public from existing or potential terrorist

activity or substantial dangers to public health and safety, and to receive briefings by staff members, legal counsel, law enforcement officials, or emergency service officials concerning these methods and procedures; provided, that disclosure would endanger the public and a record of the closed session is made public if and when the public would not be endangered by that disclosure;

- (ix) To discuss disciplinary matters;
- (x) To discuss the appointment, employment, assignment, promotion, performance evaluation, compensation, discipline, demotion, removal, or resignation of government appointees, employees, or officials;
- (xi) To discuss trade secrets and commercial or financial information obtained from outside the Authority, to the extent that disclosure would result in substantial harm to the competitive position of the person from whom the information was obtained;
- (xii) To train and develop members of the Board and staff, including off-site retreats of members for such purposes;
- (xiii) To deliberate upon a decision in an adjudication action or proceeding by the Authority exercising quasi-judicial functions; and
- (xiv) To plan, discuss, or hear reports concerning ongoing or planned investigations of alleged criminal or civil misconduct or violations of law or regulations, if disclosure to the public would harm the investigation.

(b) Before a Board or Committee meeting or portion of a meeting is closed for an executive session, the Board or Committee shall:

- (i) Meet in an open session at which a majority of the members present shall vote in favor of closure;
- (ii) The Chairperson or acting Chairperson of the Board or Committee shall make a statement providing the reason for closure, including a citation from § 3.04(a) and the subjects to be discussed; and
- (iii) The Secretary to the Board shall make available to the public a copy of the written roll call vote and the statement.

(c) A Board or Committee meeting in a closed executive session shall not discuss or consider matters other than those matters listed under § 3.04(a).

§ 3.05 Notice to the Board of Meetings

(a) Before any meeting of the Board, the Secretary to the Board shall notify principal and alternate members of the meeting by:

- (i) Mailing a notice by first class mail, postage prepaid at least five (5) days (Saturdays, Sundays and legal holidays excluded) before the date of such meeting to the principal and alternate members' addresses appearing on the Authority's records; or
- (ii) Delivering a notice by hand, facsimile or e-mail transmission at least one (1) day (Saturdays, Sundays and legal holidays excluded) before the date of such meeting to the principal and alternate members' respective addresses, facsimile numbers or e-mail addresses appearing on the record.

(b) The notice shall state the date, time, and place of the meeting and shall be accompanied by a proposed agenda, prepared in accordance with § 3.07(a), except that where an emergency meeting is called, and time does not allow for the preparation of an agenda prior to the issuance of notice, the notice shall include a brief description of the matters to be considered.

(c) A member who is unable to attend a meeting due to legitimate personal or business reasons shall notify the designated alternate and the Secretary to the Board. If the member's corresponding alternate is also unable to attend, the alternate shall notify the Secretary to the Board of these circumstances and the reason for his or her absence.

(d) Satisfaction of the notice requirements of this Section may be waived by a majority of the members of the Board at a meeting at which a quorum is present, provided that the Secretary to the Board shall have made reasonable efforts to comply with such requirements. The attendance of a principal or alternate member at a Board meeting shall constitute such a waiver unless specific objection is made before the presence of a quorum is determined.

§ 3.06 Notice of Meetings to the Public

(a) The Secretary to the Board shall inform the public of any Board or Committee meeting, including regular, emergency, or closed executive session meeting, when they are scheduled and when the schedule is changed;

(b) Notices to the public shall be posted on the Authority's website and in a public area at the District of Columbia Water and Sewer Authority Headquarters Building, or the location of the Board or Committee meeting not less than forty-eight (48) hours or two (2) business days before a meeting. Notice of meetings shall also be published in the *D.C. Register* as timely as practicable.

(c) The Secretary to the Board shall inform the public of a hearing to consider the establishment or adjustment of retail water and sewer rates by publishing a notice in the *D.C. Register* and a newspaper of general circulation at least ten (10) days prior to the date of the hearing.

(d) The Secretary to the Board shall inform the public of any emergency meeting by posting the notice of the meeting on the Authority's website and in a public area at the District of Columbia Water and Sewer Authority Headquarters Building, or the location of the Board or Committee meeting at the same time as notice of the meeting is issued to Board members.

(e) Each notice to the public for a Board or Committee meeting shall include the date, time, location, and planned agenda to be covered at the meeting. If the meeting or any portion of the meeting is to be closed, the notice shall include, if feasible, a statement of intent to close the meeting or any portion of the meeting, including citations to the reason for closure under § 3.04(a), and a description of the matters to be discussed.

§ 3.07 Agenda

(a) The Secretary to the Board shall prepare a proposed agenda under the Chairperson's direction, including a consent agenda, for each meeting of the Board and Committee. The agenda shall be attached to the notices provided for in §§ 3.05 and 3.06, and shall designate, by an asterisk or other mark, those items which do not involve "joint-use sewerage facilities" within the meaning of Section 201(4) of the Act (a "non joint-use" matter).

(b) A motion to change the designation or non-designation of an agenda item as non joint-use must be made and acted on prior to discussion of the item. In the event that the Board is to consider a matter not listed on the proposed agenda or matters at an emergency meeting for which no agenda was prepared, such matters are presumed to be joint-use items unless a motion to redesignate the item is made and acted on prior to discussion of the item.

§ 3.08 Quorum

(a) Six (6) principal members shall constitute a quorum for the transaction of Board business, except that an alternate member may be counted towards a quorum in the absence of their corresponding principal member.

(b) Four (4) District members shall constitute a quorum for conducting a public hearing to establish or adjust retail water and sewer rates, pursuant to 21 DCMR § 4001.3.

(c) Committees shall not be required to meet a quorum requirement to hold a meeting.

(d) The number of attendees at a Board or Committee meeting shall not be kept below the number required to establish a quorum to avoid these requirements.

§ 3.09 Conduct of Business

(a) The Chairperson shall preside over Board meetings.

(b) Board actions shall be presented for a vote in the form of a resolution.

(c) The Board may postpone consideration of an agenda item by a majority vote of those members authorized to participate in the decision.

(d) All votes of the Board or Committee to hold a closed executive session or during a meeting conducted by electronic means shall be taken by roll call and recorded by the Secretary to the Board.

(e) Physical attendance at Board meetings is the preferred method of participation. However, Board members may participate telephonically and via videoconferencing in both Board and Committee meetings. Members participating in Board meetings telephonically or via videoconferencing may both be considered for purposes of determination of a quorum and vote. Members participating in Committee meetings telephonically or via videoconferencing may voice their recommendations to the Board. However, such telephonic and videoconferencing participation is to occur only when the following conditions are met: (i) neither the principal nor the principal's alternate can attend the meeting in person; and (ii) the Chairperson determines that the telephonic and/or videoconferencing communication is in the best interest of the Authority. In order for the Chairperson to make this determination, the Board member wishing to participate telephonically or via videoconferencing must notify the Chairperson as soon as he/she is aware of the need to participate in this manner or the day before the meeting, whichever occurrence is earlier in time.

(f) The Board may establish rules governing the conduct and procedure of Board and Committee meetings. Questions of procedure for meetings of the Board or Committee meetings that are not determined by these By-Laws or any rules adopted by the Board shall be governed by Robert's Rules of Order as interpreted by the Chairperson.

ARTICLE IV Officers of the Board

§ 4.01 Appointment

(a) The Officers of the Board shall consist of the Chairperson, who shall be selected as provided for in the Act; a First Vice-Chairperson, Second Vice-Chairperson; and Vice-Chairperson and Alternate Vice-Chairperson for each participating jurisdiction.

(b) Effective September 5, 2019, the initial appointment of the First Vice-Chairperson and Second Vice-Chairperson shall be nominated by the Chairperson and, by resolution, approved by the Board; thereafter, these Officers shall be nominated by the Executive Committee and, by resolution, approved by the Board.

(c) Vice-Chairperson and Alternate Vice-Chairperson for each participating jurisdiction shall be nominated by the members from their respective jurisdiction and, by resolution, approved by the Board. In the event a jurisdiction has a Board member who holds an executive position in their jurisdiction (i.e. the City Administrator for the District of Columbia, the County Executive for Fairfax County, the Chief Administrative Officer for Prince George's County and the Chief Administrative Officer for Montgomery County) that person shall automatically be appointed the Vice-Chairperson for that jurisdiction, unless such person also serves as the Chairperson in which case a non-executive shall be appointed to fill the position of Vice-Chairperson for that jurisdiction.

(d) Except for the Chairperson, all other Board Officers established by these By-Laws shall, by resolution, be approved by the Board at the first regular Board meeting of the calendar year, or as necessary.

(e) The Board may, by resolution, create or abolish any officer position (other than the Chairperson).

(f) The Board may, by resolution, delegate the duties of the officer position (other than the Chairperson) to any alternate member.

(g) Except for the Executive Committee, the Chairperson shall appoint the chairperson and members of standing and ad-hoc Committees of the Board, as recommended by the Executive Committee.

§ 4.02 Duties

(a) The Chairperson's duties shall include but are not limited to calling emergency meetings of the Board in accordance with § 3.03, determining the agenda of a meeting for purposes of § 3.07, presiding over Board meetings in accordance with § 3.09, establishing ad-hoc Committees of the Board, appointing members and chairpersons of the standing and ad-hoc Committees of the Board in accordance with §§ 4.01(g) and 5.02, and carrying out such other duties as are specified in these By-Laws or delegated to the Chairperson by resolutions of the Board that are in accordance with the Act and these By-Laws.

(b) The First Vice-Chairperson shall fulfill the duties of the Chairperson if the Chairperson is absent or otherwise unavailable to do so. The Second Vice-Chairperson shall fulfill the duties of the First Vice-Chairperson if the First Vice-Chairperson is absent or otherwise unavailable.

(c) The Alternate Vice-Chairperson for each jurisdiction shall fulfill the duties of the Vice-Chairperson for their respective jurisdiction if the Vice-Chairperson is absent or otherwise unavailable to do so.

§ 4.03 Term of Office

Except for the Chairperson, an Officer of the Board shall serve a one (1) year term commencing upon approval of the Board and terminating on December 31st of each calendar year or until a successor assumes office, unless the Officer resigns or is removed.

§ 4.04 Resignation and Removal of Officers

(a) Officers of the Board shall serve the full term provided in these By-Laws unless such term is terminated earlier by resolution of the Board for cause.

(b) An Officer may resign by written notice to the Chairperson and the Secretary to the Board. The resignation shall take effect on the date the notice is received, unless the notice specifies a later effective date, which is acceptable to the Chairperson.

(c) The Board may appoint a successor to fill the unexpired term of a resigned or removed Officer (other than the Chairperson), or for a new term, as the Board considers appropriate.

ARTICLE V Committees

§ 5.01 Establishment

(a) The following shall be standing Committees of the Board, with such other responsibilities as are specified by the Chairperson or appropriate resolution of the Board, including but not limited to the review of contracts that are material to the Committee's assigned duties. The Board may create additional standing Committees as it deems necessary. The Committees shall receive detailed information in their areas of responsibility and make recommendations to the Board. Only formal actions of the Board through resolution can bind the Authority. The chairperson of a standing or ad-hoc Committee, with the concurrence of the Chairperson of the Board, may designate an acting chairperson for the purposes of chairing a particular standing or ad-hoc Committee meeting.

- (i) Executive Committee: Shall be composed of the Officers of the Board and shall meet at the direction of the Chairperson to: provide recommendations to the Board regarding Board organizational direction, strategic planning, and general affairs; nominate the First Vice-Chairperson and Second Vice-Chairperson as provided in § 4.01(b); and provide recommendations to the Chairperson for Committee chairmanship and membership.

- (ii) Finance and Budget Committee: Shall make recommendations to the Board regarding actions required of or desired by the Board of Directors which have a significant and material fiscal effect as a result of operations, including by way of example and not limitation, adoption of the budget, borrowings, investments, grants, acquisitions, accounting, sales, insurance, adjustments to charges due for services or commodities furnished by the Authority, appropriations and the settlement of claims.
- (iii) District of Columbia Retail Water and Sewer Rates Committee: Shall be composed of the six (6) members of the Board representing the District and shall make recommendations to the Board regarding actions required of or desired by the Board of Directors with respect to the establishment of rates and fees for services or commodities furnished by the Authority.
- (iv) Environmental Quality and Operations Committee: Shall make recommendations to the Board regarding actions required of or desired by the Board of Directors with respect to: the assets, facilities and infrastructure owned, operated, or managed by the Authority, including but not limited to emergency planning and safety of operations; matters related to environmental and water quality; the operation, repair and replacement of water distribution, and sewage and stormwater collection, treatment, and disposal systems; groundwater flow management; and customer services issues, including but not limited to customer education initiatives and customer assistance programs.
- (v) Human Resources and Labor Relations Committee: Shall make recommendations to the Board regarding actions required of or desired by the Board of Directors with respect to the terms, requirements and conditions of employment for all employees including the General Manager, to include, by way of example and not limitation, matters involving compensation, pension and other benefits, awards and collective bargaining agreements.
- (vi) Audit Committee: Shall make recommendations to the Board regarding actions required of or desired by the Board of Directors with respect to the independent appraisal of internal controls, operations and procedures utilized by the Authority in its financial and other operations, shall make recommendations to the Board regarding the selection of the Authority's independent outside auditors, and shall meet as appropriate with such auditors with or without the presence of the Authority's management.

- (vii) Governance Committee: Shall make recommendations to the Board regarding the policies and procedures to be followed by the Board, matters of internal governance of the Board, resolution of ethical questions, the discharge of the Board's duties, including any modifications of these By-Laws, and policy level oversight of the Authority's legislative and governmental relations activities. The Committee may also consider other matters involving the conduct of members, which may be referred by the Chairperson.
- (viii) Strategic Planning Committee: Shall be composed of all Board members and shall make recommendations to the Board regarding both long and short term strategic planning.

§ 5.02 Appointment

Except for the Executive Committee, members of the Board's standing Committees and ad-hoc Committees, and the chairpersons of these Committees, shall be appointed by the Chairperson of the Board as recommended by the Executive Committee. Only District Board members may serve on Committees or Subcommittees with jurisdiction over the rates charged to District retail water and sewer customers.

§ 5.03 Duties

The principal duty of any Committee shall be to recommend proposed action to the Board of Directors. No Committee or individual member shall have the power to bind the Board or the Authority to any matter or obligation or to authorize any act by the Authority.

§ 5.04 Standing Committee Meetings

(a) At the first meeting each year of a standing Committee, the chairperson of such Committee (or the acting chairperson designated pursuant to § 5.01(a)), in consultation with the other members of the Committee, the Chairperson of the Board, and the General Manager, shall establish a meeting schedule for the remainder of the year and for the first meeting in the ensuing year. Such schedule shall specify the date, time, and location at which each Committee meeting shall be held. In consulting with the other members of the Committee, the Chairperson of the Board, and the General Manager, the chairperson of the Committee shall endeavor to the greatest possible extent to avoid conflicts with the meeting schedules of other Committees and to minimize inconvenience to Board Members and Alternates serving on multiple Committees, and to the General Manager and relevant staff, so as to facilitate Committee meeting attendance by all appropriate participants.

(b) Following the establishment of a Committee meeting schedule as provided in subsection (a), should the Chairperson of a Committee be unable to attend a scheduled meeting, such Committee chairperson shall request the Vice-Chairperson of the Committee (if a Vice-Chairperson has been designated) to serve as acting Chairperson

for the purpose of conducting the meeting at the previously scheduled date, time, and location. If the Vice-Chairperson is unable to attend, the Committee Chairperson shall request another member of the Committee to serve as acting Chairperson for such meeting. In the event that neither the Vice-Chairperson nor another Committee member is available to serve as acting Chairperson for a previously scheduled meeting, or if it appears that a significant number of Committee members will be unable to attend at the scheduled date, time, or location, or at the request of the General Manager, the Committee Chairperson may request that the Chairperson of the Board waive the requirements of this subsection for good cause shown and permit such meeting to be held on a different date, or at a different time or location. Should the Chairperson not grant such a waiver, the meeting shall be cancelled.

ARTICLE VI Administration

§ 6.01 General Manager

The Board shall hire a General Manager upon the affirmative vote of eight (8) voting members. The General Manager shall be the chief administrative officer of the Authority and, subject to the direction and supervision of the Board, shall have such supervisory and management responsibilities concerning the Authority's business, affairs, property, agents, and employees as the Board expressly determines by resolution. The General Manager may only be terminated upon an affirmative vote of eight (8) voting members.

§ 6.02 Delegation

The Board may by resolution delegate to the General Manager any of its authority to the extent permitted by the Act, including, but not limited to procurement authority in such amounts as are specified by the Board.

§ 6.03 Secretary to the Board

(a) There is hereby established the Office of Secretary to the Board. The Secretary to the Board shall not be an Officer of the Board and may not vote, but may be an employee of the Authority.

(b) The Secretary shall:

- (i) In addition to the responsibility established in section 3.07, coordinate under the direction of the General Manager, all Board meetings and other business activities of the Board;
- (ii) Prepare meeting minutes from Board meetings and other business activities when appropriate and prepare agendas in accordance with § 3.07;

- (iii) Keep a written transcript or transcription of the proceedings of the Board and any hearings in one or more books kept for that purpose. The Secretary shall have custody of all books, records and papers of the Board;
- (iv) Make available to the public any recordings, transcripts or transcription prepared pursuant to § 3.01 of these By-Laws and furnish copies to the public in accordance with that section;
- (v) Maintain the annual reports required by law and approved by the Board. The Secretary shall transmit copies of the approved report to the Mayor and the Council, and shall make the report available to the public;
- (vi) Have custody of the seal of the Authority and shall have authority to affix, impress or reproduce such seal on copies of resolutions and other official actions of the Authority and on all documents, the execution and delivery of which has been duly authorized by the Board; and
- (vii) Perform all duties and have all powers incident to the Office of the Secretary and shall perform such other duties and have such other powers as may be assigned by these By-Laws, the Board, its Chairperson, or the General Manager.

ARTICLE VII Amendment

These By-Laws may be amended by a majority vote of the Board at a meeting which is open to the public in accordance with the Open Meetings Amendment Act of 2010 (D.C. Official Code § 2-501 *et seq.*).

ARTICLE VIII Miscellany

§ 8.01 Offices

(a) The principal office of the Authority and of the Board shall be located at the District of Columbia Water and Sewer Authority Headquarters Building, 1385 Canal Street, S.E., Washington, D.C. 20003.

(b) The Board may maintain other offices at such other places in the District as the Board may establish from time to time.

§ 8.02 Seal

The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and its year of establishment.

§ 8.03 Fiscal Year

The Fiscal Year of the Authority shall end on the last day of September of each year.

§ 8.04 Sureties and Bonds

The Board may require any officer, employee, or agent of the Authority to execute, as a condition of employment or continued employment, a bond in such sum, with such surety or sureties as the Board may direct, conditioned upon the faithful performance of such person's duties to the Authority, including responsibility for negligence and of the accounting of all property, funds, or securities of the Authority as may come into such person's control.

§ 8.05 Joint-Use Sewerage Facilities

Section 34-2202.01(4) of the D.C. Official Code, designates the following facilities as joint-use:

Little Falls Trunk Sewer; Upper Potomac Interceptor Sewer; Upper Potomac Interceptor Relief Sewer; Rock Creek Main Interceptor Sewer; Rock Creek Main Interceptor Relief Sewer; (duplicate deleted); Potomac River Sewage Pumping Station; Potomac River Force Mains; Watts Branch Trunk Sewer; Anacostia Force Main (Project 89 Sewer); Anacostia Force Main & Gravity Sewer; Outfall Sewers (Renamed Potomac River Trunk Sewers); Outfall Relief Sewers (Renamed Potomac River Trunk Relief Sewers); Upper Oxon Run Trunk Sewer; Upper Oxon Run Trunk Relief Sewer; Lower Oxon Run Trunk Sewer; Lower Oxon Run Trunk Relief Sewer; Blue Plains Wastewater Treatment Plant (Blue Plains); and Potomac Interceptor Sewer.

§ 8.06 Captions

The captions of the articles and sections of these By-Laws are provided solely for convenience of reference and shall not affect the meaning thereof.

Secretary, Board of Directors