

BYLAWS AND RULES OF ORDER HAMILTON COUNTY WATER & WASTEWATER TREATMENT AUTHORITY

The Board of Directors of the Hamilton County Water & Wastewater Treatment Authority (WWTA), Hamilton County, Tennessee, met this 27th day, month of March 2024, in regular session. The roll of the Board was called, and a quorum was present. The following by-laws and rules of order were approved at that meeting, and made effective hereafter.

RULES OF ORDER

Rule 1. Unless otherwise provided herein, *Roberts Rules of Order* shall be observed and shall govern the proceedings of meetings of the Board of Commissioners.

WEIGHT OF BOARD VOTE AND DETERMINATION OF A QUORUM

Rule 2. A minimum of three County Appointed Commissioners shall be in attendance at a Board meeting to constitute a quorum and may transact any business of the Board. A majority of the quorum shall be sufficient for all matters.

For any contested vote, each Board Member appointed by Hamilton County shall have one vote. For each municipally appointed member, his or her vote is equal to the percentage of the municipality population compared to 1/5 of the Hamilton County population as stated in TCA § 68-221-605 (b)(2).

DISTRICT ADDRESS

Rule 3. The official business address of the District is:

1250 Market Street, Suite 3050
Development Resource Center
Chattanooga, Tennessee 37402

The address may be changed from time to time by the Board.

GOVERNING LAW

Rule 4. The WWTA and the Board shall be governed by the laws of the State of Tennessee, specifically including the County Water and Wastewater Treatment Law [“the Law”], as set forth in the TCA § 68-221-605 et al. as same may be amended from time to time. All duties and powers of the WWTA and the Board shall derive from the Law, or as elsewhere may be provided. Any conflicts between Tennessee law and these Rules and Bylaws are to be resolved in favor of applicable Tennessee law.

BOARD MEMBERSHIP

Rule 5. The Board of Commissioners shall be composed of such members properly appointed by Hamilton County or the municipality making the appointment in accordance with TCA § 68-221-605.

BOARD OFFICERS

Rule 6. The Board shall have officers, including a Chair and a Vice-Chair. The Board may also have a Treasurer, Secretary, and Assistant Secretary. The term and duties of each position shall be as set forth herein, or as may be otherwise required by the Law or as may be amended by the Board, from time to time.

DUTIES OF CHAIR

Rule 7. The duties of the Chair shall be as follows:

- a. The Chair shall convene the Board at such time and place as approved by the Board, or as otherwise provided;
- b. The Chair shall preside over all meetings of the Board, preserve order and maintain decorum at meetings;
- c. The Chair shall speak to points of order in preference to other members, and decide questions of order, subject to appeal to the Board of any member;
- d. The Chair shall have general direction of the Board Meeting Room in accordance with the authority granted under these Rules;
- e. The Chair shall appoint all committees, unless expressly directed otherwise by the Board, and shall be an ex-officio member of all committees;

DUTIES OF VICE-CHAIR

Rule 8. The duties of the Vice-Chair shall be to act in the absence of the Chair, exercising the powers and fulfilling the duties otherwise fulfilled by the Chair.

DUTIES OF THE TREASURER

Rule 9. The duties of the Treasurer shall be as follows:

- a. Provide a report on the WWTa's financial affairs at each meeting in accordance with such guidelines as may be required by the Law and the State Comptroller of the Treasury;
- b. Review all documents, which may create financial obligations for the WWTa and provide recommendations to the Board prior to action thereon; and
- c. Cooperate with the WWTa's Auditor in the preparation of the annual audit.

DUTIES OF THE SECRETARY

Rule 10. The duties of the Secretary shall be as follows:

- a. To attend meetings and review minutes thereof, which shall be submitted to the Board for review and approval.
- b. To certify documents representing official action of the Board or obligating the WWTa to the performance of services or the payment of funds.

DUTIES OF THE ASSISTANT SECRETARY

Rule 11. The duties of the Assistant Secretary shall be to act in the absence of the Secretary, exercising the powers and fulfilling the duties otherwise fulfilled by the Secretary.

TERM AND ELECTION OF OFFICERS

Rule 12. Officers shall serve a term of one (1) year, commencing January 1st and ending December 31st of the calendar year. Officers shall continue to hold office and serve until a replacement is duly elected, unless the officer's term on the Board has expired and their Board replacement has been appointed.

OFFICER VACANCIES

Rule 13. Any vacancy in the positions of Chair, Vice-Chair, Treasurer or Secretary shall be filled by Board election at the next regular meeting. The person elected shall serve the unexpired portion of the term.

EXECUTIVE DIRECTOR

Rule 14. The Board shall appoint the Executive Director, who shall be the Chief Executive and the Administrative Officer of the Authority, and the Board shall enter into a contract with the Executive Director, establishing the Executive Director's salary and term of office.

EXECUTIVE DIRECTOR APPOINTMENTS

Rule 15. The Executive Director shall present to the Board for consideration and confirmation the following WWTa positions: secretary auditor, legal counsel, treasurer, and chief engineer.

ORDER OF BUSINESS

Rule 16. After appropriate opening ceremonies, the Chair shall call for the following:

- a. Call to Order
- b. Roll Call

- c. Proposed Agenda
- d. Recognition of Visitors
- e. Review of Previous Meeting Minutes
- f. Consent Calendar
- g. Old Business, including, but not limited to:
 - (1) Treasurer Report
 - (2) Committee Report (s)
 - (3) Consultant(s) Report(s)
- h. New Business
- i. Discussion Items
- j. Other Business
- k. Public Comment
- l. Next Meeting Date
- m. Adjournment

VOTING

Rule 17. Commissioners shall be present in order to cast a vote; provided, however, that upon motion passed, the Board may elect to waive this requirement so that the Board may proceed in a meeting to conduct business with Commissioners being present via telephone or video conference. There shall be no proxy voting. In all voting, Chair shall vote last. Any Commissioner may request and receive of the Chair a roll call vote. All votes requiring the expenditure or obligation of public funds in excess of Five Thousand Dollars (\$5,000.00) shall be by roll call vote.

CONFLICT OF INTEREST

Rule 18. Each Commissioner should disclose any potential conflicts of interest that arises between their role on the Board and outside interests and activities. Commissioners with a conflict of interest are encouraged to abstain from debate, discussion, and votes related to their conflict of interest.

PERSONNEL RULES

Rule 19. All personnel matter decisions shall be determined in accordance with and subject to the "Hamilton County Personnel Rules" and/or the "Hamilton County Human

Resource Policies” as may be amended from time to time and policies adopted in accordance therewith. The position of the Executive Director is exempt from this Rule and serves as an at will employee who serves at the pleasure of the Hamilton County Water & Wastewater Treatment Authority Board of Commissioners. Individuals appointed by the Executive Director to serve as secretary, auditor, legal counsel, treasurer and chief engineer are exempt from this Rule and will likewise serve as employees at will at the pleasure of the Executive Director as confirmed by the Board.

PURCHASING

Rule 20. All purchases shall be made in accordance with the “Hamilton County Purchasing Rules,” as may be amended from time to time, and policies adopted in accordance therewith. To the extent that the Hamilton County Purchasing Rules conflict with Title 7, Chapter 82, part 8 of the Tennessee Code, the Code shall apply.

AUDITS

Rule 21. There shall be an annual audit of the financial affairs of the WWTa, conducted by an independent certified public accountant firm designated by the Board.

BUDGET AND FISCAL PLAN

Rule 22. The Executive Director shall prepare and the Board shall adopt an annual budget on or before July 1st of each year and operate under an annual budget. The budget shall present a financial plan for the ensuing fiscal year. The budget and plan shall be in accordance with such guidelines as may be required by law or adopted by the Board.

SURETY BOND

Rule 23. Any Commissioner, employee or other person authorized by the Board or applicable law to receive public funds or to make expenditures thereof, or who may have access to any public funds, must give a public surety bond in such form and amount as may be required by law, or prescribed by the State Comptroller of the Treasury. The premium of such bonds shall be paid by the WWTa. To the extent allowed by applicable law, the Board may choose to purchase appropriate insurance coverage in lieu of requiring a bond.

INVESTMENTS

Rule 24. All funds of the WWTa not earmarked for immediate use shall be held or invested in accordance with the provisions of Tennessee Law, including, but not limited to *T.C.A. §5-8-301*, as amended from time to time.

FINANCIAL ASSET CONTROL

Rule 25. No single Commissioner shall have exclusive control or custody of the WWTa’s financial assets. Outside the ordinary course of budgeted business, no less than two (2) signatures of authorized Board members shall be required for the disbursement, transfer, withdrawal or investment of any financial assets belonging to the WWTa; provided, however,

the Board may delegate financial management to such other person(s), including an Executive Director, as it may deem, from time to time, so long as consistent with law. All financial activities shall be in conformance herewith, and applicable laws, as amended from time to time.

PAYMENT OF RECURRING CHARGES

Rule 26. The treasurer is authorized to approve the payment of normal, recurring charges, and issue payment therefor, subject to additional approval by another authorized Board member. Reports shall be made at the next regular Board Meeting.

MEETINGS

Rule 27. The WWTa Board shall hold regular meetings at such times and locations as the Board or Committees may establish, from time to time. Special meetings may be called by the Chair of the Board, the Chair of the respective Committee, or a majority of the full Board or Committees, provided sufficient notice thereof is given to all members of the Board or Committees before the special meeting. All meetings shall be noticed and held in compliance with *T.C.A. § 8-44-101 et seq.* or other applicable law.

SUSPENSION OF THE RULES

Rule 28. No rule shall be suspended except by a vote of the majority of the members present. The Chair may suspend or invoke the rules at any time, absent objection of any member. However, no Rule required by Tennessee law may be suspended.

COMMITTEES

Rule 29. The WWTa Board may establish standing committees or temporary committees to consider issues and make recommendations. Any committee established shall elect a Chair and consist of an odd number of members. The Board Chair shall serve as an ex-officio member of each committee and may attend and vote. The Board may choose to handle all of its work as a Board and is not otherwise required to establish any committees.

As provided in Rule 7(e) of the by-laws, the Chair appoints all special or ad-hoc committees. The Ad-Hoc Committees shall schedule meetings in accordance with Rule 23. The Executive Director or his designee shall be the staff liaison to all ad-hoc committees. The Chair may appoint committees on a temporary basis to consider issues and make recommendations to the Board. These temporary or ad-hoc committees should meet as often as necessary and for whatever period of time the Committee may need to properly consider the issue and prepare its recommendation. Each ad-hoc committee shall automatically dissolve upon acceptance of its report, dissolved by the Chair, or by recommendation of the Board.

OFFICIAL MINUTES

Rule 30. Audio recordings of the WWTa meetings shall not be considered official minutes of WWTa but shall only be kept to assist with the creation of the minutes. Upon Adoption, the minutes become the official record of the prior Board meeting and the audio records may thereafter be deleted.

CONSENT CALENDAR

Rule 31. Items approved by any committee under Rule 30 of the WWTa By-Laws or the Board as a whole may be designated at the discretion of the chair of such committee or the Board to be placed on the consent calendar at the next WWTa Board meeting. The Chair shall only place items on the Consent Calendar voted unanimously to be recommended for passage by the full WWTa Board. At any time prior to the WWTa Board meeting any WWTa Board member may request that any item be removed from the Consent Calendar. Items on the Consent Calendar must be voted upon by the WWTa Board without debate and without amendment. When the Consent Calendar is addressed by the WWTa Board it must be passed by unanimous vote of those present. Any vote less than unanimous will result in the Consent Calendar not passing; thus, each item on the Consent Calendar will then need to be addressed individually during the WWTa Board meeting. Once a Consent Calendar is passed by a unanimous vote by the WWTa Board then the minutes of that WWTa Board meeting shall reflect that each such item on that particular Consent Calendar was voted upon by the full WWTa board with a unanimous vote. The intent of this rule is to permit routine and noncontroversial items to be voted on in combination, without debate and without amendment. Any WWTa Board member should request the removal of any item from the consent calendar that requires debate, amendment or will not receive a unanimous vote prior to its placement on the consent calendar.

AMENDMENTS OF THE BY-LAWS

Rule 32. Proposed Amendments of the By-laws may be presented at any regular Board Meeting. Amendments of the By-laws must be approved by a majority vote of the Board and goes into effect immediately upon its adoption unless the motion to adopt specifies a prior or subsequent time for its going into effect.

Any By-law or Rule herein, found to conflict with Tennessee law, is void and of no effect.