

THREE RIVERS REGIONAL WASTEWATER AUTHORITY

BOARD OF DIRECTORS BYLAWS

ARTICLE 1. INTRODUCTION AND DEFINITIONS

Section 1.1. Introduction.

These Bylaws of the Three Rivers Regional Wastewater Authority Board of Directors are adopted and effective as of the ____ day of _____, 2016 [THE DATE OF THE FIRST BOARD MEETING]. The TRRWA Operating Board operates under separate bylaws.

Section 1.2. Definitions.

All capitalized terms used and not otherwise defined herein have the meanings set forth in the Three Rivers Regional Wastewater Authority Joint Municipal Utility Services Agreement, last executed the ____ day of _____, 2015, together with any and all future amendments thereto ("Agreement").

ARTICLE 2. THREE RIVERS REGIONAL WASTEWATER AUTHORITY BOARD OF DIRECTORS

Section 2.1. Powers.

In accordance with Section 5 of the Agreement, the Board of Directors exercises all policy, oversight and governance powers of TRRWA. Board of Directors actions must be consistent with and effectuate the terms of the Agreement. Together, the Agreement and these Bylaws serve as the instruments for the Board of Directors' policy making function.

ARTICLE 3. ACTIONS OF THE BOARD OF DIRECTORS

Section 3.1. Committees.

Consistent with Section 5.7 of the Agreement, the Board of Directors may create committees and advisory boards when it determines the Operating Board has not provided adequate community representation on a particular the matter.

Section 3.2. Chairperson.

The Board of Directors will appoint a Chairperson to preside over Board of Directors activities. The Chairperson performs all duties incident to the office of Chairperson and such other duties as are assigned to him or her by the Board of Directors. The Chairperson will serve for one calendar year, and at the end of that year, the responsibilities of the Chairperson will rotate. For example, the initial rotation of the Chairperson position has been established as Beacon Hill Water and Sewer District Director, to City of Kelso Director, to Cowlitz County Director, to City of Longview Director, back to Beacon Hill Sewer District Director, etc. The rotation may be adjusted if Additional Members join.

The Director scheduled to next serve as the Chairperson will be the Vice Chairperson, who will serve as temporary Chairperson in the event that the Chairperson is unable to serve in that capacity.

The Chairperson may vote on all matters, and may second any motion of another Director.

Section 3.3. Actions of the Vice Chairperson.

In the event the Chairperson is unable to act, the Vice Chairperson will perform the Chairperson's duties, with all the powers of, and subject to all the restrictions upon, the Chairperson, and as may be further limited by Board of Directors resolution.

Section 3.4. Secretary.

The Board of Directors will appoint a Secretary. For compatibility with the rotation of the Chairperson, the Secretary will be the Director in rotation to become the Chairperson after the Vice Chairperson.

Consistent with Section 5.6 of the Agreement, the Operating Board will serve as or designate a clerk of the Board of Directors to keep its records, minutes, and other files and provide all necessary notices and communications on behalf of the Board of Directors.

In coordination with the clerk of the Board of Directors, the Secretary will execute corporate documents, as necessary.

Section 3.5. Treasurer.

The Board of Directors will appoint the Treasurer of the TRRWA. In accordance with RCW 30.106.050, the Treasurer may be an officer or employee of the TRRWA, the treasurer or chief finance officer of any Washington local government member, or the treasurer of any Washington county in which any member of the authority is located. However, the Treasurer may not be a Director of the TRRWA.

Section 3.6. Salaries.

The Directors of the Board serve without salary or other compensation from TRRWA.

In addition, Directors of the Board will not charge TRRWA for time spent conducting TRRWA business, nor will they charge TRRWA for meals, per diem, or other incidentals while acting on behalf of TRRWA as Directors.

ARTICLE 4. MEETINGS

Section 4.1. Regular Meetings.

The Board of Directors will specify by motion or resolution the date, time and place for holding regular meetings of the Board of Directors.

Section 4.2. Special Meetings.

The Chairperson or a majority of the Board of Directors may call special meetings. The call for a special meeting and any required notices will be made as provided in Section 4.7. Any meeting pertaining to TRRWA business attended by a majority of Directors requires public notification.

Section 4.3. Place of Meetings.

Meetings will be held at any location agreed upon by the Board of Directors and that is accessible to the general public.

Section 4.4. Quorum.

The attendance of a majority of the Board of Directors (or their respective, voting authorized alternates) constitutes a Quorum for the transaction of business at any Board of Directors meeting. For the purposes of these Bylaws and current Board of Directors composition representing four Members, a majority means a majority of the Board of Directors (or their voting authorized alternates). If a quorum is not present at a meeting, any one Director present may adjourn the meeting.

Section 4.5. Manner of Acting.

Unless otherwise specified in the Agreement, the act of a majority of the Board of Directors (or their respective alternates) present at a meeting at which there is a quorum is the act of the Board of Directors.

Section 4.6. Voting.

Each Board Director will have one (1) vote on issues that come before it. Unless otherwise stipulated, alternates serving in the capacity of the appointed Director are authorized to exercise the vote of the Director they are representing.

Board of Directors alternates are entitled to participate in all activities of the Board of Directors in the absence of the Director for whom he or she is appointed as an alternate. Board of Directors alternates may not hold and are not entitled to carry out the duties of the Chairperson or Vice Chairperson.

Section 4.7. Open Public Meetings.

Board of Directors meetings are subject to the Open Public Meetings Act, Chapter 42.30 RCW. Accordingly, the Board of Directors will ensure that its deliberations are conducted openly and that the actions of the Board of Directors are taken openly.

Section 4.8. Executive Session.

As permitted, the Board of Directors will exercise its right to move into executive session when it determines necessary. Those other than the Directors, and any other individual determined necessary, will be excused from the meeting.

Section 4.9. Procedure.

The Board of Directors will conduct its meetings consistent with Roberts' Rules of Order on Parliamentary Procedure, so far as applicable and when not inconsistent with these Bylaws or the Agreement. The Board of Directors may adopt additional rules of procedure to govern the conduct of its meetings.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

Section 5.1. Books, Records, Archives, and Accounting Year of TRRWA.

The Operating Board is responsible for the books, records, and archives of TRRWA. The Operating Board determines TRRWA's accounting year.

ARTICLE 6. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted only by a majority vote of the Board of Directors. All amendments must be attached and incorporated into these Bylaws.

ARTICLE 7. ADOPTION OF BYLAWS

Adopted by majority vote of the Board of Directors of the THREE RIVERS REGIONAL WASTEWATER AUTHORITY this ____ day of _____, 2016.

Chairperson

Attest:

Approved as to form:

Secretary

Attorney for TRRWA