

THREE RIVERS REGIONAL WASTEWATER AUTHORITY

OPERATING BOARD BYLAWS

ARTICLE 1. INTRODUCTION AND DEFINITIONS

Section 1.1. Introduction.

These Bylaws of the Three Rivers Regional Wastewater Authority Operating Board are effective on the Operations Date set forth in the Three Rivers Regional Wastewater Authority Joint Municipal Utility Services Agreement. The TRRWA Board of Directors operates under separate bylaws.

Section 1.2. Definitions.

All capitalized terms used and not otherwise defined herein have the meanings set forth in the Agreement.

ARTICLE 2. THREE RIVERS REGIONAL WASTEWATER AUTHORITY OPERATING BOARD

Section 2.1. Powers.

In accordance with Section 5.6 of the Agreement, the Operating Board exercises all operational and administrative authority to govern TRRWA's day-to-day activities. Operating Board actions must be consistent with and effectuate the terms of the Agreement. Together, the Agreement and these Bylaws serve as the instrument for conducting the operation, maintenance, repair, and replacement of the Regional Assets. The Operating Board's powers include, but are not limited to, the following:

- 1) Acquire, construct, receive, own, manage, lease, sell, and otherwise dispose of real and personal property, and intangible property.
- 2) Plan, develop, operate, replace, and maintain the facilities of TRRWA.
- 3) Enter into contracts for goods, services, work, or other benefits to TRRWA.
- 4) Provide for the borrowing of money as permitted by law and the Board of Directors.
- 5) Receive gifts or grants for the planning, design, development, construction, or operation of the Regional Assets, for any TRRWA programs, or for any other objects necessary to carry out TRRWA's purposes.
- 6) Lend money or provide services or facilities to any Member, Contracting Municipal Wastewater Utility, or other user of TRRWA services in furtherance of TRRWA's purposes.
- 7) Invest TRRWA funds.

- 8) Sue and be sued.
- 9) Hire and fire the Plant Superintendent.
- 10) Fix salaries, wages and other compensation of employees.
- 11) Employ or retain engineering, legal, financial or other specialized personnel and consultants as may be necessary to carry out the purposes of TRRWA.
- 12) Impose, alter, regulate, control and collect rates, charges, and assessments ratified by the Board of Directors.
- 13) Purchase insurance and/or participate in pooled insurance and self-insurance programs.
- 14) Indemnify Members, officers, employees, volunteers, and other representatives in accordance with applicable law.
- 15) Establish policies, guidelines, or rules to carry out TRRWA's powers and responsibilities.
- 16) To enter into contracts for any services, work or materials pursuant to any Small Works Roster or Consultant Roster maintained by any Member of TRRWA.
- 17) Consistent with Section 5.6 of the Agreement, exercise all other powers within the authority of (and that may be exercised individually by all of) the Members with respect to sewage or wastewater conveyance, treatment, disposal, reclamation, reuse, conservation or other TRRWA purposes or functions as set forth in the Agreement.
- 18) Take any other actions as the Operating Board finds necessary to implement a comprehensive plan and to protect and advance TRRWA's interests, the Regional Assets, the Members, and TRRWA's ratepayers that are consistent with the Agreement, Chapter 39.106 RCW, and other applicable law.

ARTICLE 3. ACTIONS OF THE OPERATING BOARD

Section 3.1. Committees.

The Operating Board may convene or appoint committees and advisory bodies as the Operating Board determines appropriate for Member or public review and comment on TRRWA matters and Operating Board work, or any other purpose of TRRWA that is consistent with Board of Directors policy, the Agreement, and applicable law.

Section 3.2. Chairperson.

The Operating Board will appoint a Chairperson to preside over Operating Board activities. 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 Representative, to City of Kelso Representative, to Cowlitz County Representative, to City of Longview Representative, back to

Beacon Hill Sewer District Representative, etc. The rotation may be adjusted if Additional Members join.

The Representative 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 Representative.

Section 3.3. Actions of the Chairperson.

The Chairperson presides over all Operating Board meetings. The Chairperson may sign deeds, mortgages, bonds, contracts, employee status slips or other instruments as directed by the Operating Board. In general, the Chairperson performs all duties incident to the office of Chairperson and such other duties as are assigned to him or her by the Operating Board.

Section 3.4. 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 Operating Board resolution.

Section 3.5. Secretary.

Operating Board Representatives may not serve as Secretary to the Operating Board. Responsibilities of the Secretary include, but are not limited to:

- 1) Recording and maintaining minutes of meetings of the Operating Board and minutes which may be generated by committees of the Operating Board.
- 2) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- 3) Be signatory to communications and actions of the Operating Board or TRRWA, as required.
- 4) Conduct mailings and provide communications as required for Operating Board or TRRWA business.

Section 3.6. Salaries.

The Operating Board Representatives serve without salary or other compensation from TRRWA.

In addition, Operating Board Representatives 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 Operating Board Representatives.

ARTICLE 4. MEETINGS

Section 4.1. Regular Meetings.

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

Section 4.2. Special Meetings.

The Chairperson or a majority of Operating Board Representatives may call special meetings. The call for a special meeting and any required notices will be made as provided in Section 4.8. Any meeting pertaining to TRRWA business or administration attended by a majority of the Operating Board Representatives requires public notification.

Section 4.3. Place of Meetings.

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

Section 4.4. Quorum.

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

Section 4.5. Manner of Acting.

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

Section 4.6. Voting.

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

Further, the Chairperson traditionally has and does vote on issues that come before the Operating Board. No tie-breaking procedure exists. In the event of a deadlock, action is postponed until which time a deadlock can be resolved. The Chairperson is entitled to second any motion, and to participate in the debate of any issue considered by the Operating Board.

Alternate Operating Board Representatives are entitled to participate in all activities of the Operating Board in the absence of the Representative for whom he or she is appointed as an alternate, and may participate in Operating Board discussions but may not vote when the

Representative is present. Alternate Operating Board Representatives may not hold and are not entitled to carry out the duties of the Chairperson or Vice Chairperson.

Section 4.7. Presumption of Assent.

An Operating Board Representative (or a voting authorized alternate) present at a meeting where the Operating Board takes action on a matter is presumed to have assented to the action taken unless the Representative's (or alternate's) dissent or abstention is entered in the minutes of the meeting or the Representative (or alternate) files a written dissent or abstention to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting or forwards such dissent or abstention by registered mail to the Secretary immediately after the adjournment of the meeting. The right to dissent or abstain does not apply to a Representative (or alternate) who voted in favor of the action.

Section 4.8. Open Public Meetings.

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

Section 4.9. Executive Session.

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

Section 4.10. Procedure.

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

ARTICLE 5. EMPLOYEES

The Operating Board appoints a Plant Superintendent that is responsible for implementing TRRWA policy and for general administration of TRRWA's functions.

Subject to the Agreement, direction from the Board of Directors, or other provisions of these Bylaws, the Operating Board may establish such other positions of employment as it determines desirable and will fix the salaries for such positions.

The Plant Superintendent exercises the sole authority to appoint persons to fill other positions of employment authorized by the Operating Board and to dismiss or discipline such employees. The appointments will be based on ability and training appropriate for the position. Except for the purpose of inquiry, the Operating Board and its Representatives will deal with policy implementation or administrative services solely through the Plant Superintendent. The Operating Board and its Representatives may not give directions or orders to employees

subordinate to the Plant Superintendent. Nothing in this Article prevents the Board from freely and fully discussing with the Plant Superintendent anything pertaining to appointments, discipline, or removals of subordinate employees.

ARTICLE 6. ADMINISTRATIVE PROVISIONS

Section 6.1. Books and Records of TRRWA.

The Operating Board will secure and obtain financial and bookkeeping services and functions. Records of financial activities are available through the financial services provider, as well as with the Plant Superintendent at the Three Rivers Regional Wastewater Plant.

Section 6.2. Archives of TRRWA.

Records of Operating Board meetings, Operating Board action, and other documentation, drawings, etc. of TRRWA are maintained by the Plant Superintendent at the Three Rivers Regional Wastewater Plant.

Section 6.3. Accounting Year.

The accounting year of TRRWA is the twelve months ending December 31 of each year.

ARTICLE 7. AMENDMENTS

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

ARTICLE 8. ADOPTION OF BYLAWS

Adopted by majority vote of the Operating Board Representatives of the THREE RIVERS REGIONAL WASTEWATER AUTHORITY this ____ day of _____, 2015.

Chairperson

Attest:

Approved as to form:

Secretary

Attorney for TRRWA