

BYLAWS OF SOUTH GRANVILLE WATER AND SEWER AUTHORITY

(Adopted February 8, 2005; revised June 10, 2008 and May 12, 2015)

ARTICLE I – GENERAL SCOPE

The South Granville Water and Sewer Authority, hereinafter (“SGWASA”) or (“Authority”) is a water and sewer authority organized by Granville County under and by virtue of Article 1, Chapter 162A of the North Carolina General Statutes. As such it is a public body and a body politic and corporate of the State of North Carolina. It shall be governed by members selected by the elected leadership of Granville County, the Town of Butner, the Town of Stem, and the City of Creedmoor. The members shall have the power to take all actions and do all things on behalf of the authority allowed by law, specifically including, but not limited to, those powers granted to water and sewer authorities pursuant to Article 1, Chapter 162A of the North Carolina General Statutes.

ARTICLE II – FISCAL YEAR

The fiscal year of SGWASA shall begin on the 1st day of July and end on the 30th day of June the year following.

ARTICLE III – MEMBERS

A. **Purpose:** The board comprised of the members of SGWASA is the governing body of SGWASA. The members of SGWASA shall serve those functions required of them by Article I, Chapter 162A of the North Carolina General Statutes and shall ensure that SGWASA exercises its public and essential governmental functions to provide for the public health and welfare in a manner consistent with the needs of its participating political subdivisions and its customers. In doing so, the members shall:

1. Determine SGWASA’s policies.
2. Direct the employees of SGWASA, if any, in carrying out SGWASA’s policies.
3. Provide adequate oversight and control of SGWASA’s finances and expenditures.
4. Conduct periodic reviews and revisions, as necessary, of SGWASA’s policies, procedures and operations.
4. Engage in all other functions required or permitted by law including, but not limited to, those powers set forth in Article 1, Chapter 162A of the North Carolina General Statutes.

B. **Legal Authority:** SGWASA derives its authority from Article 1, Chapter 162A of the North Carolina General Statutes and its members, before assuming their duties, must take and subscribe an oath or affirmation to support the Constitution of the United States of America and the State of North

Carolina and to faithfully discharge the duties of their offices as prescribed by North Carolina General Statute § 162A-5.

C. **Rules of Order:** The members of SGWASA may adopt rules of procedure governing the conduct of the board's affairs provided said rules of procedure are consistent with governing law and these Bylaws. Unless different rules of procedure are adopted, the rules contained in the current edition of Robert's **Rules of Order** shall govern the members in all cases to which they are applicable and in which they are not inconsistent with governing law, these Bylaws and any special rules of order the members may adopt.

D. **Powers:** The administrative powers of SGWASA shall be vested in its members who shall have all such power granted to them by law and all power to achieve their legal purpose in the operation and management of SGWASA, a public body and body politic and corporate of the State of North Carolina.

E. **Membership:** Membership in SGWASA shall consist of two members appointed by the Granville County Board of Commissioners, two members appointed by the Butner Town Council, two members appointed by the City of Creedmoor Board of Commissioners, and one member appointed by the Stem Board of Commissioners. Only individuals who, at the time of their appointment to serve as members of SGWASA, are elected officials of the governing bodies of the above-named political subdivisions may be appointed as members of SGWASA.

1. **Initial Terms of Members:** The initial appointment of members shall be as follows, measured from the date the creation of SGWASA becomes effective:

One year	One Granville County seat, one Creedmoor seat
Two years	One Stem seat, one Butner seat
Three years	One Butner seat, one Creedmoor seat, one Granville County seat

2. **Subsequent Appointments:** All appointments of members subsequent to their initial appointments shall be for a term of three (3) years. Members appointed at any time to fill the vacancy of an unexpired term shall serve only for the unexpired term of the member that person is appointed to replace. Any member may be re-appointed.

F. **Attendance:** If any member misses three or more consecutive Authority meetings without due reason, the Authority shall send a request to the governing body appointing said member that the member be removed from his or her duties and that a new member be appointed.

G. **Compensation:** Members may set their rate of compensation as specified in Article 1, Chapter 162A of the North Carolina General Statutes. As of the date hereof, members may be paid such per diem compensation as they shall set which per diem may not exceed the total amount of FOUR THOUSAND AND NO/100 (\$4,000.00) DOLLARS annually, and shall be reimbursed for the amount of actual expenses incurred by them in the performance of their duties.

H. **Annual Meetings:** There shall be an annual meeting of the members on the second Tuesday of every February or another date set in advance by the authority. The meeting shall be held at the 415 Central Avenue, Butner, North Carolina or other convenient location as determined by the Chairman.

I. **Regular Meetings:** Meetings of the members shall be held on the second Tuesday of every month at 6:00 p.m. or at such other date and time as may be designated by the Board. Meetings shall be held at 415 Central Avenue, Butner, North Carolina or other suitable location.

J. **Special and Emergency Meetings:** Special and emergency meetings may be called in accordance with Article 33C of Chapter 143 of the North Carolina General Statutes.

K. **Open Meetings:** Because SGWASA is a public body as defined in Article 33C, Chapter 143 of the North Carolina General Statutes, SGWASA shall comply with said Article in the conduct of its meetings.

L. **Quorum:** In all meetings of the Authority, a quorum shall consist of a simple majority of the members. In all meetings of any committees, a quorum shall consist of a simple majority of the committee members.

M. **Voting:** The affirmative vote of a majority of all the members of the authority shall be necessary for any action taken by the Authority. All questions at a meeting of any committee shall be decided by majority vote of the committee members entitled to vote and present in person at the meeting.

N. **Minutes and Reports:** The secretary of the Authority will document written minutes of all meetings of members and committee meetings and shall present copies of written minutes to the members at their next meeting. When requested, committees or officers of the Authority will prepare a written report.

ARTICLE IV - OFFICERS

A. **Officers:** The Authority shall elect its officers. The Authority shall select one of its members as Chairman and another as Vice-Chairman and shall also select a Secretary and Treasurer who may, but need not be, members of the Authority. The offices of Secretary and Treasurer may be combined. Each officer shall hold office from his or her election at the annual meeting until the next annual meeting of the members of the Authority or until their successors have been elected.

B. **Chair:** The Chair shall preside over all meetings of the Authority.

1. The Chair shall appoint the chair and members of all committees.

2. The Chair shall be kept advised of the general affairs of SGWASA and shall see that all orders, resolutions and policies of SGWASA are implemented. He or she shall serve as an *ex officio* member of all committees. He or she shall have the usual powers and duties customarily vested in the office of Chair of the Board and shall perform such other duties as may be assigned to him or her by the Authority.

C. **Vice-Chair:** In the absence of the Chair, the Vice-Chair shall perform duties of the Chair, and when so acting, shall have all powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall also perform such other duties as from time to time may be assigned to him/her by the Authority.

D. **Secretary:** The Secretary shall attend all meetings of the Authority and shall preserve in the books of the Authority true minutes of the proceedings of such meetings. He or she shall give all notices required by Statute, by law, or resolution, and shall perform such other duties as may be delegated to him or her by the members.

E. **Treasurer:** The Treasurer shall attend all meetings of the Authority and shall see that timely and accurate financial statements are prepared. He or she shall perform such other duties as may be delegated to him or her by the members.

ARTICLE V - ADMINISTRATION

A. **Selection:** The members may select and retain competent management for SGWASA or may contract with independent contractors or consultants to satisfy staffing needs and may do all other things allowed by Article 1, Chapter 162A of the North Carolina General Statutes necessary for the administration of SGWASA.

ARTICLE VI - INDEMNIFICATION

Pursuant to North Carolina General Statutes Section 160A-167, SGWASA may provide a defense for its members, former members, employees, former employees, officers, and former officers as set out in N.C.G.S. § 160A-167(a) and may also appropriate funds for the purpose of paying all or part of a claim made or any civil judgment entered against any SGWASA member, former member, employee, former employee, officer or former officer as set out in N.C.G.S. § 160A-167(b). Nothing herein shall be read to restrict those powers granted to the governing body of an authority by N.C.G.S. § 160A-167 in any way.

ARTICLE VII – CONFLICTS OF INTEREST

A conflict of interest shall include any matter from which a member of SGWASA would by reason of contractual relationship or family relationship stand to have a direct pecuniary interest in the outcome of any matter to be determined.

Any conflict of interest or possible conflict of interest on the part of any member shall be disclosed to the other members and made a matter of record when the interest becomes a matter of Board action. Any governing board member having a conflict of interest or possible conflict of interest on any matter shall not vote or use his personal influence on the matter, and he shall not be counted in determining the quorum of the meeting, unless required by law. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation. The foregoing requirements shall not be construed as preventing the member from briefly stating his position in the

matter, nor from answering pertinent questions of other board members since his knowledge may be of great assistance. Any new member of the Board will be advised of this policy upon entering on the duties of his office.

ARTICLE VIII – AMENDMENTS

These Bylaws of the SGWASA may be amended by affirmative vote of a majority of the members at the annual meeting, monthly meeting, or any special meeting of the Authority, provided that a full presentation of such proposed amendments shall have been published in the notice calling the meeting or in the agenda prepared for the meeting and distributed to all members in advance of the meeting.