

**BY-LAWS
AND
RULES OF PROCEDURE
OF
THE COMMISSIONERS OF PUBLIC WORKS
OF THE CITY OF CHARLESTON, SOUTH CAROLINA
(D.B.A. CHARLESTON WATER SYSTEM)**

**Adopted February 28, 1984
Last Revision: October 25, 2022
Effective Date: January 1, 2023**

**ARTICLE I
ORGANIZATION AND AUTHORITY**

The Commissioners of Public Works of the City of Charleston, South Carolina, D.B.A. Charleston Water System (hereinafter "CPW"), is organized according to §5-31-210 et seq., of the Code of Laws of South Carolina, 1976, as amended. Pursuant to S.C. Code Ann. §5-31-250, the full control and management for the operation of CPW rests with the duly elected Commissioners of Public Works (the "Commissioners") of CPW. Such duties and responsibilities may be delegated by the Board of Commissioners of CPW (the "Board") to the Officers of CPW, who shall operate the utility under the direction and authority of the Board. The Board is expressly responsible for (a) establishing and adopting all rates, resolutions, and charges for CPW, (b) approving CPW policies and the annual operating, recurring and major capital budgets, as prepared and presented by the Officers, (c) approving all bond issues, (d) approving all major capital contracts, (e) approving all customer bill inserts, (f) approving the acquisition or disposition of land and fixed assets, and (g) approving all wholesale water, retail water, raw water, and wastewater service contracts. Such specific responsibilities listed above rest solely with the Board unless specifically delegated to the Officers by the Board. The Board has the power and authority to take such further actions as may be permitted by these By-Laws and as otherwise may be permitted by law.

**ARTICLE II
BOARD OF COMMISSIONERS**

A. ORGANIZATION OF BOARD:

At the first regular meeting of the Board in January of each year, there shall be elected from the Board a Chairperson and a Vice-chairperson, who for the ensuing year shall act as Chairperson during the sickness or temporary absence of the Chairperson. In the event of the sickness or temporary absence of the Vice-chairperson, while acting as Chairperson, then and in that event, the Chairperson of the first Standing Committee in the order named in Article III below who shall be available shall be Acting Chairperson in the interim.

B. CHAIRPERSON:

It shall be the duty of the Chairperson to preside at all meetings of the Board and to preserve strict order; to determine at all times the correct meaning and sense of the Board and to see that the same is carried out; to conduct the business of the Board under the parliamentary rules adopted by the Board; to call the Board together in extra session whenever, in his (her) judgment, it becomes necessary or whenever requested to do so by any three members of the Board; and to appoint all committees, unless otherwise provided for in these By-Laws. The Chairperson shall receive the reports of the Chief Executive Officer (CEO) and other Officers of CPW and convey the same to the Board. The Chairperson, the CEO or other official designee authorized by the Board shall be authorized to sign all deeds conveying fee simple title and leases to real property and other legal documents once duly authorized by the Board.

C. VICE-CHAIRPERSON:

It shall be the duty of the Vice-Chairperson to preside over the Board and otherwise perform all the duties of the Chairperson in the absence of the Chairperson.

D. SECRETARY:

The CEO or other Officer of CPW as designated by the Board shall act as Secretary of CPW and shall keep or cause to be kept, a correct record of the official acts and doings of the Board, in a minutes book provided for that purpose. At each meeting of the Board, the Chairperson and Committee Chairpersons shall adopt the Minutes of the prior meeting, after the same have been approved by the Board.

ARTICLE III
COMMITTEES

A. COMMITTEES:

1. The Chairperson, at the first meeting of the Board in January of each year, shall appoint Standing Committees and shall name the Chairperson of each; and in case of a vacancy in any committee for any cause during his (her) term of office, he (she) shall fill such vacancy. The Chairperson may, from time to time, make such changes in such committees as may be necessary or conducive to the convenience of the members or the business of the Board.
2. The Standing Committees shall hold at least one meeting every month prior to the regular meeting of the Board, unless cancelled by the Chairperson, for the purpose of carrying out the duties of the Committee. When any matter is referred to a Standing, Special or Joint Committee at any regular or special meeting of the Board, such committee shall meet and take action on such matters before the next

regular meeting, reporting thereon at such meeting, and to every subsequent meeting until the matter be finally disposed.

3. The Standing Committees are as follows:

- a. Administrative, Personnel, and Public Relations Committee, to consist of all members of the Board, to whom shall be referred all matters connected with personnel policies, employees, public relations, complaints, and management organization. The filling of any Officers' vacant position shall be approved by this Committee upon recommendation by the CEO;
 - b. Public Contract and Finance Committee, to consist of all members of the Board and to whom shall generally be referred all matters connected with CPW finance, rates, contracts, and other matters having a direct financial bearing on CPW; and
 - c. Regulatory and Property Committee, to consist of all members of the Board and to whom shall be referred all matters connected with the purchase, sale, lease, transfer of any property, real or personal, and all administrative rules, laws, ordinances, and regulations governing the operations of the utility.
4. A quorum for any Standing Committee meeting to transact business shall be three members.
 5. The Chairperson of any Standing Committee shall, upon the written request of not less than three (3) members of such committee, issue a call for a meeting of such committee, to be held not later than seven (7) days thereafter, and on his (her) failure to do so, the members making such request may call a meeting of such committee.
 6. It shall be the duty of each member of a Standing Committee to attend all meetings of the committee of which he (she) is a member, and lend his (her) aid and assistance to the proper investigation, examination and report on all matters referred to the committee, using appropriate due diligence.
 7. The Standing Committees shall be authorized to initiate studies and reports in their respective areas of responsibility. Any Commissioner may request from any Officer of CPW such information or report as the Commissioner deems necessary to carry out his (her) duties as a member of the Standing Committee or Board. The Officer to whom the request is directed shall reply to the Board member in a timely manner.

8. It shall be the duty of the Standing Committees and of the members thereof to carefully examine the Rules, Regulations and Policies of CPW appertaining to the subject with which the committee is especially charged and to endeavor to ascertain from time-to-time whether such Rules, Regulations and Policies appertaining to the subject are being properly regarded and enforced, and whether in their opinion these Rules, Regulations and Policies are sufficient and satisfactory; reporting from time-to-time to the Board such violations as they may ascertain, such changes in the Rules, Regulations and Policies on aforesaid subjects as they may deem proper, or any other matter connected therewith, which may seem to them to be in the best interest of CPW.
9. The matters to be referred to the Standing Committees shall be such as appertain or relate to the subjects designated in the names of the committee and whenever matters connected with or relating to any one of the subjects exclusively shall be brought before the Board by oral or written communication, such matters shall be placed on the agenda of the Standing Committee having charge of such subject by the CEO.
10. Whenever any matter shall come before the Board by oral or written communication, it may be referred to a Standing Committee by the Chairperson, and if the matter is related to two or more of the subjects with which the Standing Committees are especially charged, the Chairperson shall in such case determine whether it shall be referred to a Standing Committee, a Special Committee, or to a Joint Committee, to be composed of two or more of the Standing Committees concerned therewith.

B. SPECIAL AND JOINT COMMITTEES:

The Chairperson shall, from time-to-time, appoint Special and Joint ad hoc committees to handle matters that come before the Board which, in his (her) discretion, can be more appropriately handled by such appointment rather than a referral to a Standing Committee.

C. REPORT OF COMMITTEES:

Recommendations and Reports of all Committee Meetings shall be made at the next regular Board meeting.

ARTICLE IV
OFFICERS

The Officers of CPW shall be the Chief Executive Officer (CEO), the Chief Operating Officer (COO), the Chief Administrative Officer (CAO), the Chief Financial Officer (CFO), Chief Information Officer (CIO), and the Capital Projects Officer (CPO), and any other Officer position(s)

as authorized or appointed by a majority vote of the Board. The filling of any Officer's vacant position shall be approved by the Board upon recommendation by the CEO.

ARTICLE V COMPENSATION

A. COMMISSIONER COMPENSATION:

The salary, benefits and any other compensation of the Commissioners, other than the ex officio Commissioners, shall be set by the Board. Ex officio Commissioners shall not be compensated, as required by S.C. Code Ann. §5-31-220. After the initial determination by the Board of the compensation to be provided to the Commissioners, the Board may make future adjustments to the compensation, as the Board deems appropriate, provided any such future adjustment shall not become effective until January 1 following the next municipal election at which a Commissioner is elected. Any benefits must be based on CPW's approved benefits plan.

B. SALARY OF OFFICERS:

The salary, benefits and any other compensation of the CEO shall be set by the Board. The Board shall conduct a performance evaluation of the CEO on an annual basis. The Board, thereafter, shall make whatever adjustments in the compensation of the CEO as the Board deems appropriate. The CEO shall ensure evaluations of the other Officers are conducted on an annual basis, and when requested, present his (her) findings to the Board. Any salary adjustments for the Officers are to be based on CPW's approved compensation plan.

ARTICLE VI RESPONSIBILITIES AND DUTIES OF OFFICERS

The Officers of CPW shall perform those duties set forth in their respective job description and such Rules, Regulations and Policies as approved by the Board and, further, will respond to any direct requests made by any Commissioner.

A. Budgeting and Capital Expenditures

1. On an annual basis, the CEO or the CFO will present the budget to the Board which will include the operation and maintenance budget (O&M), the annual recurring budget and any transfer requests to the major capital budget. Once the budget is approved and adopted by the Board, the CEO will have the authority to approve expenditures within the approved O&M and annual recurring budgets for that given budget year. If any increase in approved funding is needed in the overall budget, during the course of the budget year, then a special request for additional funding approval shall be required from the Board. Otherwise, the CEO shall have the authority to transfer funds between O&M and recurring budget categories during the approved-budget year, as

long as the total overall budgeted expenditures as approved by the Board does not change.

2. The major capital program budget is normally a multi-year budget and the approval is typically obtained concurrent with the completion of a bond issue or rate study. Because the major capital projects normally require significant funding, all major capital engineering and construction contracts must be taken to the Board for formal review and approval. The CPO or assigned representative will present such proposed major capital contracts and associated capital expenditures at the regular monthly meeting of the Board for the Board's prior review and approval.
3. The CEO is hereby authorized to approve major capital project construction and/or engineering services contract change orders and/or amendments that cause the contract amount to exceed the amount previously approved by the Board in the amounts of up to \$100,000. A detailed listing of all such change orders and/or amendments approved in this manner will be maintained and made available to the Board in the monthly financial reports.

All Major capital project construction and/or engineering services contract change orders and/or amendments exceeding \$100,000 will be taken to the Board for review and consideration.

4. The CEO is hereby authorized to approve emergency services contracts as deemed necessary with the understanding that the Board will be informed of any emergency services contracts at the next regularly scheduled meeting of the Board.

ARTICLE VII **MEETINGS PROCEDURES**

- A. **MEETINGS**: The regular meeting of the Board shall be held at 9:00 A.M. on the fourth Wednesday of the month at the offices of CPW or at such other times as may be set by the Chairperson upon proper notice to the Commissioners and the public. Special meetings may be held at any time on the call of the Chairperson at his (her) discretion or whenever he (she) shall be thereunto requested in writing by at least two (2) Commissioners; such request stating, in brief, the nature and objects of the call. Whenever the designated meeting day falls on a holiday observed by CPW, the Board shall hold its regular meeting at an alternate time and date as mutually agreed upon by the Commissioners.
- B. **QUORUM**: A simple majority of the Commissioners elected to the Board or appointed to a Committee shall constitute a quorum for the transaction of business. If a quorum of Commissioners fails to appear within fifteen (15) minutes after the hour appointed, no member shall be required to attend longer, unless he (she) chooses to do so.

C. CONDUCT OF MEETING:

1. Immediately at the hour appointed for meeting, the Chairperson shall take the Chair. If a quorum be present, business shall proceed in the following order:
 - a. Call to Order;
 - b. Approval of the Minutes of the previous meeting;
 - c. Compliance with Public Notice;
 - d. Citizens Participation/Public Comment Period (15 minutes, typical total time period allowed unless otherwise approved and/or amended by the Board);
 - e. Monthly Customer Service Activity and Financial Report;
 - f. CEO's/Staff Report;
 - g. Reports of Standing Committees;
 - h. Reports of Special or Joint Committees;
 - i. Major Capital Project Requests (review and approval of Major Capital expenditures/projects);
 - j. Miscellaneous Business (any business not included in any of the previous business items);
 - k. Citizen Participation/Public Comment Period (15 minutes, typical total time period allowed unless otherwise approved and/or amended by the Board);
 - l. Executive Session; and
 - m. Adjournment.
2. All requests by the general public to have a matter placed on the official Board Meeting Agenda shall be by written communication to the CEO at least ten (10) days prior to the next scheduled Board meeting.
3. The Chairperson shall vote in all cases (except when he/she may have an interest, or potential conflict, he/she shall be excused). If, with the Chairperson's vote, the Commissioners shall be equally divided, the question shall be decided in the negative.
4. The CEO shall prepare, or cause to be prepared, the minutes of the meetings of the Board and shall make copies of the minutes available to the Commissioners and its attorney at least 72 hours prior to the next regularly scheduled Board meeting.

- D. AGENDA: The Commissioners, CPW's attorney, and appropriate CPW staff shall be provided in hand or electronically, by the Office of the CEO, with a published agenda of the Board Meeting and Committee Meetings, if applicable, prepared by the CEO, on the Friday before each regular meeting. The deadline for submitting items to be considered at the regular Board meetings shall be noon on the Wednesday prior to the scheduled meetings. A majority vote of the Board members present shall be required for a matter to

be added to the agenda(s) at the regular meeting or Committee Meetings. In addition to the agenda(s) required to be published and delivered above, at least five (5) additional copies of the agenda shall be available for the public and press in a conspicuous location at the meeting place at least one (1) hour prior to the Board meeting and are to be posted on CPW's public web site on the Friday before each regularly-scheduled Board meeting. The CPW staff shall comply with the latest provisions of the South Carolina Freedom of Information Act, as amended.

- E. **PUBLIC NOTICE MEETINGS:** The CPW staff shall provide written public notice of the regular Board meetings, including Committee Meetings, at the beginning of each calendar year, including the dates, times, and places of such meetings, by posting a copy of the notice at the principal office. The CPW staff shall notify persons or organizations, local news media or such other news media, as may request notification of the times, dates, places, and agenda of all public meetings, whether scheduled, rescheduled, or called, and also post such meeting notices and agenda on CPW's public website as early as practical, but not later than 24 hours before each meeting. This requirement does not apply to emergency meetings of the Board.
- F. **PUBLIC POLICY STATEMENTS:** All public policy statements issued, reflecting the policies and decisions of the Board, shall be made either by the Chairperson or with the approval of the Chairperson.

ARTICLE VIII
AMENDMENT OF BY-LAWS AND RULES OF PROCEDURE

The Board shall have power to add any provision to, or alter or repeal any provision of, these By-Laws and Rules of Procedure by a vote of the majority of the Commissioners at any regular or special meeting of the Board.

ARTICLE IX
RULES OF PARLIAMENTARY PROCEDURE

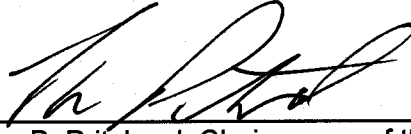
The Rules of Parliamentary Procedure comprised in the current edition of Robert's Rules of Order Newly Revised shall govern the procedures of the Board in all cases to which there is a question of procedure, and in which they are not inconsistent with the foregoing rules.

ARTICLE X
FISCAL YEAR

Unless otherwise fixed by the Board, the calendar year shall be the fiscal year.

**ARTICLE XI
CONFLICTS**

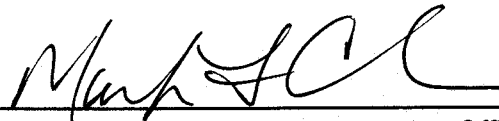
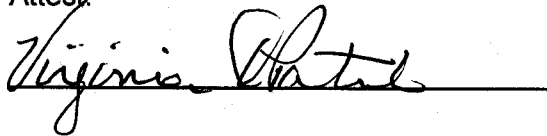
The within By-Laws and Rules of Procedure supersede and replace all By-Laws and Rules of Procedure previously adopted by the Board. These By-Laws and Rules of Procedure shall become effective upon adoption by the Board.



Thomas B. Pritchard, Chairperson of the Commission

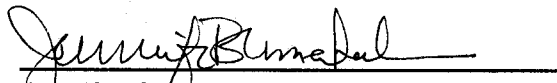
Date: October 25, 2022

Attest:



Mark F. Cline, P.E., Chief Executive Officer

Date: October 25, 2022



Jennifer C. Blumenthal, Attorney At Law
Burr & Forman LLP