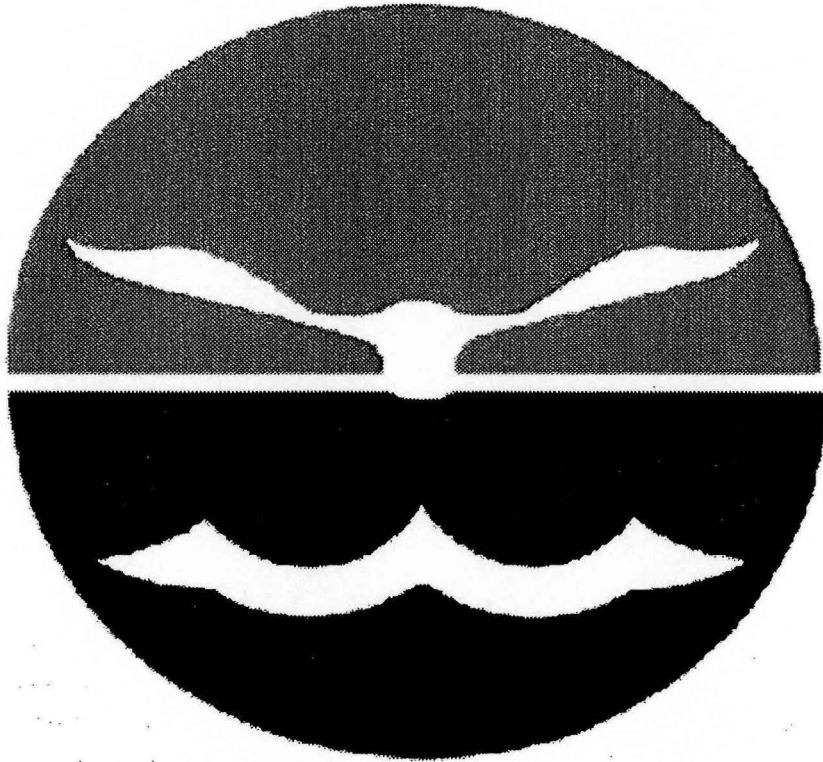


NARRAGANSETT BAY COMMISSION

BY-LAWS



THE NARRAGANSETT BAY COMMISSION
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**BY-LAWS
NARRAGANSETT BAY WATER QUALITY
MANAGEMENT DISTRICT COMMISSION**

The following are the By-Laws for the organization and operation of the Narragansett Bay Water Quality Management District Commission as authorized by Title 46, Chapter 25 of the General Laws of the State of Rhode Island, as amended (R.I.G.L. § 46-25-1, et seq.).

**ARTICLE I
THE NARRAGANSETT BAY WATER QUALITY MANAGEMENT
DISTRICT COMMISSION ACT**

Section 1. Name

The name of this organization is the Narragansett Bay Water Quality Management District Commission ("Commission"), as created by the Rhode Island General Assembly at R.I.G.L. § 46-25-1, et seq. The Commission may also be informally known and addressed from time to time as the "Narragansett Bay Commission" or the "NBC".

Section 2. Organization and Purpose

Title 46 of the Rhode Island General Laws, entitled "Waters and Navigation" was amended by Public Law 1980, Chapter 342, to establish the Commission to correct and minimize pollution discharges into Narragansett Bay. The Commission is authorized, created and established as a public corporation of the State of Rhode Island, having a distinct legal and fiscal existence from State government, with powers as set forth in R.I.G.L. §§ 46-25, 25.1 and 25.2, for the purposes of acquiring, planning, constructing, extending, improving and operating and maintaining publicly owned sewage treatment facilities in the district as specifically defined therein.

Section 3. General Powers and Duties of the Commission

The Commission has the general powers and duties, together with all powers incidental thereto, or necessary for the performance of its duties as set forth in R.I.G.L. §§ 46-25, 25.1 and 25.2.

**Article II
BOARD OF COMMISSIONERS**

Section 1. Board of Commissioners

The management of the affairs of the Commission shall be vested in a Board of Commissioners (the "Board") composed of members who shall be appointed in accordance with R.I.G.L. § 46-25-6. The Board is empowered with those powers and duties as set forth in R.I.G.L. § 46-25-1, et seq. and herein.

Section 2. Elected Officers of the Board

The Board shall elect one (1) of its members Chairperson, one (1) of its members Vice Chairperson and one (1) of its members Treasurer. Said election shall be held annually in the month of April.

Section 3. Chairperson

The Chairperson shall be the chief executive officer of the Commission and shall have the powers to perform the duties customarily appurtenant to such office, and shall have further powers and shall perform such further duties as shall be assigned by the Board from time to time. In the Chairperson's absence or incapacity, the Vice-Chairperson shall preside.

Section 4. Vice Chairperson

The Vice Chairperson shall perform the duties and exercise the powers of the Chairperson in the absence or incapacity of the Chairperson. In case of resignation or death of the Chairperson, the Vice Chairperson shall perform the duties and exercise the powers of the Chairperson until such time as a new Chairperson is elected.

Section 5. Treasurer

The Treasurer shall be responsible for reporting to the Board the accounting of all expenditures made and revenues received by the Commission in the discharge of its duties. This report by the Treasurer shall be made at each monthly board meeting.

Section 6. Secretary

The Executive Director, as defined in Article III, Section 1 herein, shall serve as Secretary to the Board. The Secretary shall keep a record of the proceedings of the Board, and shall be custodian of all books, documents and papers filed with the Board, including its minutes book and seal. The Secretary shall have authority to make copies of all minutes and other records and documents of the Board, and to give certificates under the seal of the Commission to the effect that such copies are true copies and all persons dealing with the Commission may rely upon such certifications.

The Secretary shall arrange all meetings of the Board when the same are called pursuant to these By-Laws. The Secretary shall notify all members of the Board of the call of said meetings, and shall prepare agendas for such meetings. The Secretary shall be responsible for written minutes of the Board's meetings, and shall transmit the actions and recommendations of the Board on behalf of the Commission to the Governor or others as directed by the Board.

Section 7. Vacancy

Upon resignation or death of an elected officer, the Board, at its discretion, may hold a special election in advance of the next annual election in April to fill the vacant position. The vacant elected officer position shall be filled by a majority vote of the remaining Board members.

**Article III
APPOINTEES OF THE BOARD**

Section 1. Executive Director

The Board shall appoint an Executive Director who shall administer, manage and direct the affairs and the business of the Commission subject to the policies, control and direction of the Board.

The Executive Director shall be the chief operating officer of the Commission, and shall keep records of the business of the Commission.

Section 2. Additional Employees

The Board, through the Executive Director, may appoint other employees, permanent and temporary, and may delegate to one or more of its employees or agents such administrative duties as it may deem proper, and may employ technical experts and other such officers, agents and attorneys, and fix their qualifications, duties and compensation.

**Article IV
MEETINGS OF THE COMMISSION**

Section 1. Meetings

a. Open Meetings: All meetings of the Board shall be held in accordance with the R.I.G.L. § 42-46-1, et seq.

b. Regular Meetings: The Board shall meet at regular intervals to conduct business for the purpose of carrying out its powers and duties. A yearly schedule of meetings shall be prepared by the Secretary, and shall be forwarded each January to all Board members and as otherwise required by law.

c. Special Meetings: Special meetings of the full Board may be called at the direction of the Chairperson. A special meeting may also be called by five (5) or more members of the Board. Calling of a special meeting by said members of the Board shall be conveyed in writing to the Secretary and shall include the

signatures of the Board members calling the special meeting. The Secretary shall then advise the Chairperson of such action. The Secretary shall cause notice of such meeting to be sent to all Board members and as otherwise required by law. Notice of any special meeting shall be at least five (5) days previous thereto by written notice delivered personally or mailed to each member of the Board at said member's place of residence or business, or in the alternative, by any modern delivery method, including telegram, facsimile or electronic mail. Said notice shall contain a brief statement as to matters to be discussed.

d. Emergency Meetings: The Board may hold an emergency meeting. The items considered at an emergency meeting shall be limited to those of an emergency nature. All steps reasonably necessary to notify all Board members of the emergency meeting shall be taken. Any action to be taken by the Board as a result of an emergency meeting shall be approved by a majority of the Board members present at the emergency meeting.

Section 2. Delivery of Notice

All notices shall be deemed effective when delivered to the carrier, deposited in mail, or transmitted electronically.

Section 3. Waiver of Notice

Any member of the Board may waive notice of any meeting, expressly in writing. Further, the attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4. Attendance

a. Attendance at all meetings shall be by physical presence of a Board member at the designated meeting location. Alternatively, the Chairperson may

permit a Board member to attend a meeting via teleconference or videoconference.

b. Members of the Board are expected to attend all scheduled meetings of the Board. Board members who are unable to attend regularly scheduled meetings are encouraged to submit a notice of absence to the Secretary in advance of said meeting. In the event a Board member fails to attend or submit a notice of absence for three (3) consecutive meetings, the Secretary shall notify the Chairperson, and the Chairperson shall take whatever action, if any, is deemed necessary. In the event of continual absences on the part of any member of the Board, the Chairperson may bring this matter before the Board, and by majority vote of the Board, send a recommendation to the appointing authority asking that the appointment be reconsidered.

Section 5. Agenda

Prior to each meeting of the Board, the Secretary shall prepare an agenda. Said agenda shall be approved by the Chairperson. The agenda for each regular meeting shall include, but not be limited to, the following:

1. approval of the minutes of the previous meeting;
2. items for action or discussion;
3. staff reports, committee reports;
4. other business.

Any member of the Board may place an item on the agenda of any regular meeting, under the heading "Other Business". Federal or State agencies, local governments, members of the Commission staff, and the general public, may request to have an item placed on the agenda. Such request shall be submitted to the Secretary in writing no later than seven (7) days prior to a regularly scheduled meeting. The Secretary shall forward copies of the agenda to each Board member, any other parties or organization requesting such agenda and as

otherwise required by law, at least three (3) days before a regular Board meeting. All persons appearing before the Board, either on their own behalf, or in a representative capacity, shall conform to standards of reasonable orderly conduct. If any person does not conform to such standards, the Chairperson may decline to permit such person to address the Board.

Section 6. Quorum and Voting

A quorum for any full Board meeting shall be as set forth in R.I.G.L. § 46-25-7. No vacancy in the membership of the Board shall impair the right of a quorum to exercise all the rights and perform all of the duties of the Board.

Each Board member appointed pursuant to R.I.G.L. § 46-25-6 shall be entitled to one (1) vote per member. No member shall be able to delegate their vote unless otherwise provided by statute or these By-Laws. Any action to be taken by the Board shall be approved by a majority of the Board members present at any regular or special meeting at which a quorum is present.

Section 7. Vacancy

In the event of a vacancy of a member of the Board, the Chairperson shall promptly notify the appointing authority of the vacancy.

Section 8. Minutes, Records and Voting

The Secretary shall be responsible for minutes of all Board meetings. All votes taken at any Board meeting shall be noted in the minutes. Roll call votes taken at any such meeting shall also be recorded in the minutes as to each individual vote.

Section 9. Compensation

The members of the Board shall be paid fifty dollars (\$50.00) for attendance at a full Board meeting, up to a maximum of three thousand dollars (\$3,000.00) per year as compensation, unless such compensation is suspended by the General Assembly or Governor. Board members shall be reimbursed for

actual expenses incurred in carrying out their duties under R.I.G.L. § 46-25-6, entitled "Compensation", excepting full-time state and municipal employees who shall not be paid for meetings held wholly during their normal working hours. In no event shall any member of the Board be entitled to any compensation for any additional meeting called after the first meeting on any given calendar day.

Article V PUBLIC HEARINGS

Public hearings shall be conducted in accordance with R.I.G.L. § 42-35-1, et seq., entitled "Administrative Procedures" and the rules for public hearings as adopted from time to time by the Board, and as required by law. Public hearings may be scheduled as part of a regular or special Board meeting, or at other times as directed by the Board. Where appropriate, a public hearing shall be held in the general locale particularly affected by the action or document under consideration.

Article VI COMMITTEES

Section 1. Composition of Committees

The Chairperson may appoint, from time to time, as deemed necessary, members of the Board to serve on committees which shall report to the Board on specific matters. The Chairperson shall further appoint a committee chairperson who shall call committee meetings as needed, and who shall be responsible for reporting the findings, conclusions and consensus of said committee to the Chairperson and the Board. Nothing herein shall be construed to prevent the Chairperson from appointing himself or herself committee chairperson. Committee meetings shall be conducted in accordance with the provisions of R.I.G.L. § 42-46-1, et seq., entitled "Open Meetings."

Section 2. Quorum

A majority of each committee so appointed shall constitute a quorum.

Section 3. Agenda

Prior to each committee meeting, the Secretary, after consultation with the Chairperson, shall prepare an agenda. Members of the Board, the Executive Director, any interested Federal, State or local agencies, or the general public may request to have an item placed on the committee agenda. Such request shall be submitted to the Secretary in writing no later than seven (7) days prior to a regularly scheduled committee meeting. The Secretary shall forward copies of the agenda to each committee member, any other parties or organizations requesting such agenda and as otherwise required by law at least three (3) days before the committee meeting.

Section 4. Minutes, Records and Voting

The Secretary shall be responsible for minutes of each committee meeting. All votes taken at any committee meeting shall be noted in the minutes. Roll call votes taken at any such committee meeting shall also be recorded in the minutes as to each individual vote.

Section 5. Vacancy

In the event of a vacancy on a committee, the Chairperson may appoint a replacement from the remaining members of the Board. All members of any committee shall serve at the discretion of the Chairperson, unless otherwise appointed for term.

Section 6. Advisory Committees

The Chairperson, from time to time, as deemed necessary, may appoint Board members and non-Board members to form advisory committees for the sole purpose of rendering advice to the Commission or Board. Members of advisory committees who are not otherwise members of the Commission or

Board shall be non-paid and shall merely act in the capacity of advisors and shall not be authorized to act on behalf of the Commission or Board, speak for the Commission or Board, or otherwise bind the Commission or Board in any manner, whatsoever.

Article VII PUBLIC ACCESS TO FILES AND RECORDS

In accordance with R.I.G.L. § 38-2-1, et seq., entitled "Access to Public Records", all Commission files and records, excepting those specifically exempted thereunder, shall be available for inspection by the public upon request.

Article VIII CONTRACTS, LOANS, AND DEPOSITS

Section 1. Authority

The Commission is authorized to enter into contracts and to execute and deliver any instrument in the name of and on behalf of the Commission, as approved by the Board, in accordance with the provisions of R.I.G.L. § 46-25-1, et seq. Upon approval by the Board, if required, of any contract, document or other instrument, said contract, document or instrument shall be executed on behalf of the Commission by the Chairperson and the Executive Director, unless other procedures are adopted by a vote of the Board or unless otherwise required by law.

Section 2. Day to Day Operations

The Board shall establish, through a Budget Resolution, a monetary limit up to which the Executive Director may spend under any contract, document or other instrument without approval of the Board for the day-to-day affairs of the Commission. Any such contract, document or other instrument shall be executed on behalf of the Commission by the Executive Director or the Executive

Director's designee. Any amount to be spent in excess of the limit set by said Budget Resolution shall require Board approval.

Section 3. *Loans and Indebtedness*

No loans shall be contracted on behalf of the Commission and no evidence of indebtedness shall be issued in its name unless authorized by the Board in accordance with the General Laws of the State of Rhode Island and other rules and regulations that the Commission may from time to time adopt.

Section 4. *Deposits*

All funds of the Commission not otherwise utilized shall be deposited from time to time in such banks, trust companies or other depositories as provided for in R.I.G.L. § 46-25-1, et seq.

**Article IX
INDEMNIFICATION**

The Commission shall indemnify and reimburse each Board member and Commission appointee (and his or her heirs, executors and administrators) who at any time serves or shall have served as a Board member or Commission appointee against any and all claims and liabilities to which said member or appointee may be or become subject to by reason of being or having been a Board member or appointee of the Commission, and against any and all expenses (including attorneys fees) necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which said member or appointee is made a party by reason of being or having been a member of the Board or Commission appointee, except in relation to matters as to which said member or appointee is finally adjudged liable for negligence or misconduct in the performance of his or her official duties as a Board member or Commission appointee. The provisions hereof shall not be deemed to exclude any other rights or privileges to which such member or

appointee may be entitled as a matter of law or otherwise. Said Board members and Commission appointees shall be further indemnified to the extent provided in R.I.G.L. § 7-1.1-1, et seq., entitled "Rhode Island Business Corporation Act."

**Article X
CODE OF ETHICS**

All Board members and Commission appointees are subject to the Rhode Island Code of Ethics and any rule, regulation or advisory opinion issued pursuant to R.I.G.L. § 36-14-1, et seq.

**Article XI
FISCAL YEAR**

The fiscal year of the Commission shall commence July 1 and terminate June 30.

**Article XII
SEAL**

The Commission shall maintain a corporate seal that shall have inscribed thereon the name of the Commission and the words "Public Corporate Seal."

**Article XIII
AMENDMENTS**

The members of the Board shall have the power to amend, repeal or adopt By-Laws at any regular or special meeting of the Board. Said power to amend, repeal or adopt said By-Laws shall be by a two-thirds (2/3) vote of the members present of the Board.

**Article XIV
PROCEDURES**

When not inconsistent with these By-Laws or other provisions of the General Laws of the State of Rhode Island, the Board shall utilize Robert's Rules

of Order as a procedural guide. This section of the By-Laws shall not apply to public hearings wherein the Commission is acting in quasi-judicial capacity or any other proceedings similar thereto before the Commission

**Article XV
EFFECT**

These By-Laws, or any amendments made thereto, shall take effect in accordance with R.I.G.L. § 46-25-1, et seq.

ADOPTED ON: JUNE 8, 1981

AMENDED ON: AUGUST 15, 1988

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