

# CAPITAL REGION WATER BOARD BYLAWS

Adopted May 24, 2000

Revised May 16, 2002

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## PREAMBLE

The Capital Region Water Board, a non-profit Corporation under the laws of the Commonwealth of Pennsylvania and incorporated for the purposes of improving public water management in the Capital Region of Pennsylvania (see attached map, Appendix A) and enhancing regional cooperation, does hereby ordain and establish these bylaws.

## ARTICLE I

Section 1.1 The registered office shall be located at 366 William Drive, Hershey, PA 17033, Derry Township, Dauphin County, PA.

Section 1.2 The Corporation may also have offices at such other places as the board of directors may from time to time determine.

## ARTICLE II

### Members

Section 2.1 There shall be three classes of MEMBERS of the Corporation: 1) Contributing Member; 2) Ex Officio Member; and 3) Affiliate Member. Members shall have equal voting rights except on matters pertaining to budgets, receipt and expenditure of funds and the fiscal portions of contracts on which only contributing members shall vote.

Section 2.2 Contributing members shall be: 1) THE FOLLOWING ENTITIES that pay annual dues to the Board in accordance with Section 2.5 of these bylaws: Municipalities, Water Utilities, Wastewater Utilities, Industries; water using, others; Electric Utilities, Other Utilities, Institutions, Consultants, Businesses, and 2) Project sponsors in accordance with Section 2.6 of these bylaws.

Section 2.3 Ex Officio members shall be the federal government, state governments, federal interstate commissions, counties, municipalities, and/or their agencies.

Section 2.4 Affiliate members shall be citizens, students, senior citizens, citizen groups, non-governmental organizations and professional organizations who have an interest in water.

Section 2.5 All MEMBERS shall pay annual dues in such amounts and payable at such times as the Board of Directors may by resolution prescribe.

Section 2.6 In connection with project sponsors, the Board of Directors may, by separate resolution, prescribe project dues that qualify the project sponsor as a contributing member under Section 2.2 of these bylaws.

Section 2.7 A MEMBER may be expelled and his membership thereby terminated either for non-payment of dues, automatically after 30 days of written notice, or for other good cause as established by the vote of two-thirds of the membership.

### ARTICLE III

#### Meetings of Members

Section 3.1 All meetings of the MEMBERS shall be at the registered office or such other places, either within or without [outside of] the Commonwealth of Pennsylvania, as the Board of Directors may from time to time determine.

Section 3.2 An annual meeting of MEMBERS shall be held the **third Wednesday** of September, at such place as the Board of Directors shall determine. In even numbered years, the meeting shall include the election of directors.

Section 3.3 Written notice of the annual meeting specifying the place, date and hour of the annual meeting shall be given at least ten days prior to the meeting.

Section 3.4 Special meetings of the MEMBERS, for any purpose or purposes, other than those regulated by statute or by the Articles of Incorporation, may be called at any time by the Chairperson, or the Board of Directors, or ten (10%) percent of the MEMBERS, upon written request delivered to the Secretary of the Corporation. Upon receipt of any such request, it shall be the duty of the Secretary to fix the time of the meeting, which shall be held not less than ten or more than 60 days thereafter, as the Secretary may fix. If the Secretary shall neglect **or refuse** to fix the date of the meeting, the person or persons calling the meeting may do so.

Section 3.5 Written notice of any special meeting of MEMBERS, stating the place, the date and hour and the general nature of the business to be transacted thereat, shall be given to each MEMBER entitled to vote thereat at such address as appears on the transfer books of the Corporation, at least ten days before such meeting, unless a greater period of notice is required by statute in a particular case.

Section 3.6 The MEMBERS present or represented by proxy at a meeting shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute, these Articles of Incorporation or these bylaws.

Section 3.7 The vote of a majority of the MEMBERS having voting powers, present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one which by express provision of the statutes or of the Articles of Incorporation or of these bylaws, a different vote is required in which case such express provision shall govern and control the decision of such question. The normal business of the Corporation shall be conducted by a consensus of the members, unless any member requests a vote. In the event of a vote, normal "Roberts Rules of Order" procedures shall be observed.

Section 3.8 Except as otherwise provided by statute, the Articles of Incorporation or these bylaws, at every MEMBER meeting, every MEMBER shall have one vote. Except as otherwise provided in the Articles of Incorporation, in each election of directors, every member entitled to one vote shall have the right to multiply the number of

votes to which he may be entitled by the total number of directors to be elected in the same election, and he may cast the whole number of such votes for one candidate or he may distribute them among any two or more candidates. The candidates receiving the highest total number of votes up to the number of directors to be elected in the same election shall be elected.

- Section 3.9 The Secretary of the Corporation shall make, at least five days before each meeting of MEMBERS, a complete list of the MEMBERS entitled to vote at the meeting arranged in alphabetical order, with the address of each, which list shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any MEMBER during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any MEMBER during the whole time of the meeting.
- Section 3.10 The directors may provide a fair and reasonable procedure for the nomination of candidates for director. In such event, only candidates nominated in accordance therewith shall be eligible for election as a director.

#### **Participation in Meeting by Telephone**

- Section 3.11 One or more MEMBERS may participate in a meeting of the MEMBERS by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and all MEMBERS so participating shall be deemed present in person at the meeting.

#### **Informal Action by Members**

- Section 3.12 Except as otherwise provided in the Articles of Incorporation, any action required to be taken at a meeting of the MEMBERS may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the MEMBERS who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation.

### **ARTICLE IV**

#### **Directors**

- Section 4.1 The number of directors which shall constitute the whole board shall be **nine**, with **five** directors selected from the contributing membership and two each selected from the ex officio and affiliate membership. Directors shall be natural persons of full age. Except as hereinafter provided in the case of vacancies, directors shall be elected by a simple majority of the MEMBERS from the membership class they represent at the annual meeting of the MEMBERS and each director shall serve until the next even year annual meeting of the MEMBERS when his successor is elected by the applicable membership class as provided above.
- Section 4.2 Vacancies in the Board of Directors, shall be filled by a majority of the remaining members of the board from the membership group in which the vacancy arose, and each person so elected shall be a director until his successor is elected by the MEMBERS as provided above, who may make such election at the next annual

meeting of the MEMBERS or at any special meeting duly called for that purpose and held prior thereto.

- Section 4.3 The business and affairs of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these bylaws directed or required to be exercised and done by the MEMBERS.

#### **Meetings of the Board**

- Section 4.4 The meetings of the Board of Directors may be held at such place within the Commonwealth of Pennsylvania or elsewhere as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.
- Section 4.5 Except as otherwise provided by statute for the organizational meeting of initial directors named in Articles of Incorporation, the first meeting of each newly elected Board may be held at the same place and immediately after the meeting at which such directors were elected and no notice need be given to the newly elected directors in order legally to constitute the meeting; or it may convene at such time and place as may be fixed by the consent or consents in writing of all the directors.
- Section 4.6 Regular meetings of the Board may be held at such time and places as shall be determined from time to time, by resolution of at least a majority of the Board present at a duly convened meeting, or by unanimous written consent. Notice of each regular meeting of the Board shall specify the date, place and hour of the meeting and shall be given each director at least seven days before the meeting either personally or by mail or telegram.
- Section 4.7 Special meetings of the Board may be called by the Chairperson on 24 hours notice to each director, either personally or by mail or telegram; special meetings shall be called by the Chairperson or Secretary in like manner and on like notice on the written request of two directors. Notice of each special meeting of the Board shall specify the date, place and hour of the meeting. The notice must state the nature of the business to be conducted at such special meeting.
- Section 4.8 At all meetings of the Board, the directors present shall constitute a quorum for the transaction of business, and the acts of a majority of directors present at a meeting shall be the acts of the Board of Directors, except as may be otherwise specifically provided by the statutes or by the Articles of Incorporation or by these bylaws.

#### **Committees of Directors**

- Section 4.9 There shall be a standing nominating committee whose members shall be proposed by the Chairperson of the Board of Directors and confirmed by the Board. The nominating committee members shall be members of the Capital Region Water Board. The Board of Directors may also appoint other committees as needed whose powers and duties shall be limited to the charge given by the Board of Directors.

#### **Participation in Meeting by Telephone**

Section 4.10 One or more directors may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and all directors so participating shall be deemed present at the meeting.

#### **Informal Action by Directors or Committees**

Section 4.11 Any action which may be taken at a meeting of the directors or of the members of a committee of the Board may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of the directors or the member of the committee, as the case may be, and shall be filed with the Secretary of the Corporation.

#### **Compensation of Directors**

Section 4.12 The Board of Directors may, by resolution of the Board, fix the compensation of directors for their services as such and a director may be a salaried officer of the Corporation.

### **ARTICLE V**

#### **Officers**

Section 5.1 The officers of the Corporation shall be chosen by the directors at the meeting of the Board of Directors subsequent to the annual meeting of the members, and shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer. The Chairperson and Secretary shall be natural persons of full age; the Treasurer may be a Corporation, but if a natural person, shall be of full age. Any number of offices may be held by the same person.

Section 5.2 The Board of Directors may also choose such other officers and assistant officers and agents as the needs of the Corporation may require who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time, shall be determined by resolution of the Board.

Section 5.3 The compensation, if any, of all officers and agents of the Corporation shall be fixed by the Board of Directors.

Section 5.4 The officers of the Corporation shall hold office until their successors are chosen and have qualified. Any officer or agent elected or appointed by the Board of directors, may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

#### **The Chairperson**

Section 5.5 The Chairperson shall be the chief executive officer of the Corporation; he/she shall preside at all meetings of the MEMBERS and directors, shall have general and

active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

Section 5.6 **He/she** shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other office or agent of the Corporation.

#### **The Vice-Chairperson**

Section 5.7 The Vice-**Chairperson** shall, in the absence or disability of the **Chairperson**, perform the duties and exercise the powers of the **Chairperson**, and shall perform such other duties as the Board of Directors or Executive Committee may prescribe or the **Chairperson** may delegate

#### **The Secretary**

Section 5.8 The Secretary shall attend all sessions of the Board and all meetings of the MEMBERS and record all the votes of the Corporation and the minutes of all the transactions in a book to be kept for that purpose, and shall perform like duties for the Executive and other committees of the Board of Directors when required. **He/she** shall give, or cause to be given, notice of all meetings of the MEMBERS and of special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Chairperson, under whose supervision **he/she** shall be. **He/she** shall keep in safe custody the corporate seal of the Corporation, and, when authorized by the Board, affix the same to any instrument requiring in and, when so affixed, it shall be attested by **his/her** signature or by the signature of the Treasurer or an assistant Secretary.

#### **The Treasurer**

Section 5.9 The Treasurer shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the Board of Directors.

Section 5.10 **He/she** shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the **Chairperson** and Directors at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.

Section 5.11 If required by the Board of Directors, he/she shall give the Corporation a bond in such sum, and with such surety or sureties as may be satisfactory to the Board of Directors, for the faithful discharge of the duties of this office and for the restoration to the Corporation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 5.12 No officer, MEMBER, employee or representative of the Corporation shall have the authority to establish policies, plans, programs, contracts, promises, commitments, legal or fiscal obligations in the name of or for the Corporation except as provided by an annual plan and budget approved or modified by the members at a meeting as provided in Article III.

The annual plan and budget shall as a minimum include the goals of the Corporation, including a list of projects, a list of objectives, work plans, schedules, staffing plans, procurement plans and general and related budgets.

The annual plan shall include a statement of assets and liabilities, income and expenditures.

The annual plan shall include specific criteria for exceptions and deviations from the plan which do not require an approved revision of the plan.

The annual plan may be amended as determined by the Board of Directors.

## **ARTICLE VI**

### **Fixing Record Date**

Section 6.1 The Board of Directors may fix a time, not more than seventy days prior to the date of any meeting of MEMBERS or any adjournment thereof as a record date for the determination of the MEMBERS entitled to notice of, and to vote at, any such meeting. In such case only MEMBERS or record on the date so fixed shall be entitled to notice of, and to vote at such meeting, notwithstanding any increase or other change in membership on the books of the Corporation after any record date fixed as aforesaid. If no such record date is fixed, the record date for determining members entitled to notice of or vote at a meeting of members shall be at the close of business on the day next preceding the day on which the meeting is held. The record date for determining MEMBERS entitled to express consent or dissent to corporate action in writing without a meeting, where no prior action by the Board of Directors is necessary, shall be the day on which the first written consent or dissent is expressed. The record date for determining MEMBERS for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

## **ARTICLE VII**

### **Subvention**

Section 7.1 The Corporation shall be authorized by resolution of the Board of Directors to accept subventions from MEMBERS or nonmembers on terms and conditions not inconsistent with statute, and to issue certificates therefore.

## **ARTICLE VIII**

### **GENERAL PROVISIONS**

#### **Financial Report to Members**

Section 8.1 The directors of the Corporation shall present annually to the MEMBERS a report, the contents of which are prescribed in Section 7555 of the Pennsylvania Non-Profit Corporations Law, a copy of which report shall be filed with the minutes of the annual meeting of MEMBERS.

#### **Checks and Notes**

Section 8.2 All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

#### **Fiscal Year**

Section 8.3 The fiscal year of the Corporation shall be October 1 - September 30.

#### **Seal**

Section 8.4 The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania." Said seal may be used by causing it or facsimile thereof to be impressed or affixed or in any manner reproduced.

#### **Notices**

Section 8.5 Whenever, under the provisions of the statutes or of the Articles of Incorporation or of these bylaws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, or by fax or e-mail, to his address, fax number or e-mail address appearing on the books of the Corporation or, in the case of directors, supplied by him to the Corporation for the purpose of notice. If the notice is sent by mail or by telegram, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. Likewise, notice by fax or email shall be deemed to have been given when sent. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Pennsylvania Non-Profit Corporation Law of 1972.

Section 8.6 Whenever any written notice is required to be given by statute or by the Articles of Incorporation or by these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. Except in the case of a special meeting of MEMBERS, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

#### **Indemnification**

Section 8.7 The Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (including actions by or in right of the Corporation to procure a judgment in its favor) by reason of the fact that he/she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred, if such person has been successful on the merits or otherwise in any such action or, upon a determination in the specific case that such indemnification is proper in the circumstances because he/she has met the standard of conduct applicable in Section 7741 or Section 7742 of the Pennsylvania Nonprofit Corporation Law of 1972. The Corporation may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under Section 7747 of the Pennsylvania Nonprofit Corporation Law of 1972.

### **Terms Used**

Section 8.8 For purposes of these bylaws, reference to the male gender shall include the female gender and reference to the singular shall include the plural.

## **ARTICLE IX**

### **Amendments**

Section 9.1 These bylaws may be altered, amended or repealed by a majority vote of the MEMBERS entitled to vote thereon at any regular or special meeting duly convened after notice to the MEMBERS of that purpose, or by a majority vote of the Board of Directors at any regular or special meeting duly convened, subject always to the power of the MEMBERS to change such action by the directors, and except on certain subjects committed exclusively to the MEMBERS as described in Section 7504(b) of the Pennsylvania Nonprofit Corporation Law of 1972.