

Karegnondi Water Authority[®]

BYLAWS

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SECTION I – DEFINITIONS

- Section 1.1** **Act.** The Act shall be defined as Act 233, Public Acts of Michigan, 1955, as amended, MCL § 124.281 *et seq.*
- Section 1.2** **Articles of Incorporation.** The Articles of Incorporation shall be defined as the Articles of Incorporation of Karegnondi Water Authority, as amended.
- Section 1.3** **Authority.** The Authority is defined as the Karegnondi Water Authority.
- Section 1.4** **Authority Board.** The Authority Board is defined as the Board as set forth in Article VII of the Articles of Incorporation, MCL § 141.421 *et seq.*
- Section 1.5** **City of Flint or Flint.** The City of Flint is defined as the City of Flint, Genesee County, Michigan.
- Section 1.6** **City of Lapeer.** The City of Lapeer is defined as the City of Lapeer, Lapeer County, Michigan.
- Section 1.7** **Constituent Municipality.** A Constituent Municipality means a Constituent municipality as defined by Section 1(b) of the Act.
- Section 1.8** **County of Genesee or Genesee.** The County of Genesee is defined as the County of Genesee, Michigan.
- Section 1.9** **County of Lapeer.** The County of Lapeer is defined as the County of Lapeer, Michigan.
- Section 1.10** **County of Sanilac or Sanilac.** The County of Sanilac is defined as the County of Sanilac, Michigan.
- Section 1.11** **Good Standing.** Good Standing is defined as a municipality that has no outstanding debts or obligations to the Authority more than thirty (30) days delinquent.
- Section 1.12** **Incorporating Board.** The Incorporating Board is defined as the Incorporating Board as set forth in Article VII of the Articles of Incorporation.
- Section 1.13** **Incorporators.** Incorporators is defined as the Incorporating Municipalities as set forth in Article II of the Articles of Incorporation.

- Section 1.14** **Majority Vote.** A Majority Vote is defined as a vote of a majority of a quorum of the Authority Board present and voting.
- Section 1.15** **Malfesance.** Malfesance is defined as a wrongful act which the actor has no legal right to do, or any wrongful conduct which affects, interrupts, or interferes with performance of official duty, or an act for which there is no authority or warrant of law or which a person ought not to do at all, or the unjust performance of some act, which party performing it has no right, or has contracted not, to do.
- Section 1.16** **Misfesance.** Misfesance is defined as the improper doing of an act which an individual is required to do.
- Section 1.17** **Nonfesance.** Nonfesance is defined as the omission of an act which a person is obligated or has the responsibility to perform, or the omission to perform a required duty at all, or the total neglect of duty.
- Section 1. 18** **Resolution.** A Resolution is defined as a written document or an oral motion that is acted upon and approved by a Majority Vote of the Authority Board.
- Section 1.19** **Vacancy.** A Vacancy is defined as an officer of the Board that is permanently unable to fulfill their duties or resigns during the term in which they are serving. A Vacancy for temporary absence or disability shall be filled as set forth in Article VIII of the Articles of Incorporation.

SECTION II – DUTIES

In addition to the duties explicit in the statement of purpose set forth in ARTICLE III of the Articles of Incorporation, the Authority's duties shall include, but not be limited to, the following:

- Section 2.1** To operate, administer, manage and maintain a water supply system, or any other system permitted by the Act, in conjunction with the Counties of Lapeer, Genesee, and Sanilac, the Cities of Lapeer and Flint, and any other municipalities or agencies that have entered into a capacity contract with the Authority.
- Section 2.2** To cause a water supply system, or any other system permitted by the Act, to be planned and instituted that will adequately and efficiently serve the residents of Genesee, Sanilac, and Lapeer Counties, the Cities of Lapeer and Flint and any other municipalities or agencies that have entered into a capacity contract with the Authority.
- Section 2.3** To hire and maintain employees, contractors, and other professionals as necessary to fulfill the purposes of the Authority.

Section 2.4 To engage in any other necessary and attendant involvement, including planning, construction, or other functions necessary to maintain continuing water supply system, or any other system permitted by the Act, to the Counties of Lapeer, Genesee, and Sanilac, the Cities of Lapeer and Flint, or any other municipalities or agencies that have entered into a capacity contract with the Authority.

Section 2.5 Any other purpose that the Authority Board determines is consistent with the intent of the Act.

SECTION III – COMMITTEES

The committees of the Authority shall be created by Resolution of the Authority upon the recommendation of the Chair of the Board. The Authority Board shall appoint such committees as may be deemed necessary, including standing, ad hoc, or special committees.

SECTION IV - OFFICERS AND DUTIES

The Authority Board shall have the following officers:

Section 4.1 Chair of the Board. The Chair of the Board shall preside at all meetings. The Chair shall be responsible for timely, fair and reasonable conduct of the meeting's business. The Chair shall sign on the behalf of the Authority all documents and instruments required to be signed by the Chair of the Authority. The Chair shall assign duties to officers, committees and subcommittees of the Agency to the extent it is not inconsistent with these Bylaws.

Section 4.2 Vice-Chair. The Vice Chair shall act in the place of the Chair in the event of an absence, inability to act or improper refusal to act, and shall exercise and discharge such other duties as may be required of the Chair of the Board or the Authority Board.

Section 4.3 Secretary. The Secretary, who need not be a member of the Authority Board, and may be a governmental or privately retained person or entity, shall record the votes and keep the minutes of all meetings and proceedings of the Authority Board and of the members; serve notice of meetings of the Authority Board and of the members; keep appropriate current records showing the members of the Authority Board together with their addresses; provide agendas prepared by the Chief Executive Officer, and shall perform such other duties as required by the Authority Board. The Secretary shall furnish such bonds, the cost of which shall be paid by the Authority as may be required by law or by resolution of the Authority Board for the faithful performance of official duties of the Officers of the Authority Board. The Secretary shall co-sign all documents as required by the Authority Board.

Section 4.4 Treasurer. The Treasurer, who need not be a member of the Authority Board, and may be a governmental or privately retained person or entity, shall receive and deposit in appropriate bank or credit union accounts all monies of the Authority and shall disburse such funds as directed by Resolution of the Authority Board provided, however, that a Resolution of the Authority Board shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Authority Board; shall sign all checks and promissory notes of the Authority; prepare a Treasurer's Report as directed by the Authority Board; and keep proper books of account. The Treasurer shall assist in the preparation of the Annual Budget and Audit of the accounts of the Authority. The Treasurer shall advise the Authority Board regarding control systems and procedures regarding consistency with generally accepted accounting practices, principles, and governmental finance practices. The Treasurer shall recommend depositories for the Authority's funds based upon rates of return and other relevant considerations. The Treasurer shall assist in the preparation of all bond sales.

SECTION V - ELECTION AND TERM OF OFFICERS

The officers of the Authority Board shall be elected at the annual meeting of the Authority Board. Such officers shall serve until the annual meeting of the following year, or until their respective successors shall be selected and qualify.

Section 5.1 A representative of a municipality may not be elected or appointed as an officer unless the municipality is in Good Standing.

Section 5.2 Nominations for election by the Authority Board shall be made by the nominating committee that shall consist of the representatives of the Incorporating Municipalities as defined by ARTICLE II of the Articles of Incorporation. The nominating committee shall make as many nominations for election by the Authority Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. The nominating committee's decision shall be final and not subject to appeal.

Section 5.3 Election of the Officers shall be by roll call vote at the annual meeting. At such election, the Authority Board members may cast their vote(s) pursuant to ARTICLE IX of the Articles of Incorporation.

Section 5.4 The persons receiving the largest number of votes for each office shall be elected.

Section 5.5 The newly elected Authority Board members shall take office immediately.

Section 5.6 No person shall simultaneously hold more than one office.

SECTION VI – VACANCY

Section 6.1 In the event of a Vacancy of an officer of the Authority Board, the Incorporators shall meet within 30 days and appoint an individual to fill the remainder of the term of the individual that is unable to fulfill their responsibilities.

Section 6.2 The person receiving the Majority Vote of the Incorporators shall be appointed.

Section 6.3 The appointment by the Incorporators of the individual to fill the Vacancy shall be final.

Section 6.4 The newly appointed Authority Board member shall take office immediately.

SECTION VII - RESIGNATION AND REMOVAL

Section 7.1 Any member of the Authority Board may be removed for Malfeasance, Misfeasance, or Nonfeasance from the Authority Board by a majority vote of the Authority Board.

Section 7.2 Any officer of the Authority Board may resign at any time by giving written notice to the Authority Board, the Chair of the Board, or the Secretary.

Section 7.3 Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.4 Any member of the Authority Board may resign in accordance with the conditions set forth by the appointing authority of the Incorporating Municipality. The incorporator shall notify the Chair and Secretary of the Board within 3 business days of its acceptance of the Board member's resignation.

SECTION VIII - AGENDA CONTENTS AND NOTICE

- Section 8.1** An agenda shall be prepared for each meeting of the Authority Board and the Incorporators.
- Section 8.2** The agenda for each meeting of the Authority Board or the Incorporators shall be prepared by the Chief Executive Officer, subject to approval of the Chair of the Board. If the Authority Board has not appointed an individual to the position of Chief Executive Officer or the position of Chief Executive Officer is Vacant, the agenda shall then be prepared by the Chair of the Board.
- Section 8.3** Information received after the day and time established by the Chief Executive Officer for the preparation of the agenda shall not be included on the agenda unless approved by the Chair of the Board.
- Section 8.4** Members of the Authority Board shall receive written notice of the time and place of each meeting of the Authority Board of Incorporators, by personal service, by leaving at the minimum an agenda at his or her place of residence, by e-mail at least eighteen (18) hours prior to the time of such meeting, or by depositing the same in the United States Post Office or mailbox within the limits of the Authority, at least seventy-two (72) hours prior to the time of such meeting, enclosed in a sealed envelope properly addressed to him or her at his or her home or office address, with postage fully prepaid. Any Board member that has provided the Authority Board with an e-mail address consents to receiving notice of all meetings via e-mail pursuant to the terms set forth in this paragraph.
- Section 8.5** Any Authority Board member shall have the right to add items to the agenda upon concurrence from the Authority Board prior to the approval of the agenda.

SECTION IX – MEETINGS

- Section 9.1** Regular meetings of the Authority Board shall be held at such time and place as shall be prescribed by Resolution of the Authority Board.
- Section 9.2** Special meetings of the Authority Board shall be called by the Chair of the Board or any two Authority Board members by written request filed with the Secretary requesting a meeting of the Authority Board. In such case, the Chair of the Board shall schedule a meeting of the Authority Board within one (1) week from the date the Secretary received the notice.

Section 9.3 At least a majority of the members-elect of the Board and the number of Board members necessary to allow for a majority of the number of votes to be voted shall be required for a quorum. The Board shall act by Resolution or ordinance.

Section 9.4 Attendance at Authority Board Meetings is a privilege conferred upon the Authority Board member. It carries with it the responsibility to participate in Authority Board activities and represent the residents of his or her municipality. Attendance at Authority Board meetings is critical to fulfilling this responsibility.

Section 9.5 The Authority Board may excuse absences for cause. If an Authority Board member has more than three unexcused absences from Authority Board meetings, the Authority Board may enact a Resolution of reprimand and require the Secretary to serve a copy of the Resolution upon the absent Board member and the offices of the Incorporating Municipality. In the event that the Authority Board member's unexcused absences continue for more than three additional regular or special meetings of the Authority Board, the Authority Board may remove the representative for cause.

Section 9.6 Decisions of the Chair of the Board are final on questions of procedure, except that any ruling may be appealed to a vote of the Authority Board. If a ruling of the Chair is overruled by the Authority Board, the Chair shall amend it's ruling to reflect the will of the Authority Board.

Section 9.7 The Secretary shall provide and distribute copies of the minutes of each Authority Board meeting to the Authority Board members within 15 days following the meeting. Copies shall be mailed or e-mailed to all of the Authority Board members. Additional copies may be e-mailed to any municipally requesting in writing a copy of the minutes. If, however, a municipality requests a written copy of the minutes to be sent by any other method than email, the request by the municipality shall be treated as a subscription pursuant to Section 3 of Act 442 of the Michigan Public Acts of 1976, as amended.

SECTION X – VOTING

Section 10.1 All votes shall be calculated pursuant to Article IX of the Articles of Incorporation.

Section 10.2 All votes shall be cast as voice votes. If the voice vote is not unanimous, a roll call vote shall then be taken. For a roll call vote the names of the Authority Board members shall be called in alphabetical order with the exception that the Chair of the Board votes last.

Section 10.3 Election to a deliberative body carries with it the obligation to vote.

Section 10.3.1 Authority Board members present at an Authority Board meeting shall vote on every matter before the body, unless otherwise excused or prohibited from voting by law.

Section 10.3.2 An Authority Board member who is present and abstains, does not respond to a roll call vote, or is not present at the Authority Board meeting shall be counted as voting with the prevailing side and shall be so recorded, unless otherwise prohibited by law from voting.

Section 10.4 Except as otherwise provided in the Articles of Incorporation, a vote of a majority of a quorum of the Board present and voting shall be required for passage of any action; provided, however, in addition to a majority vote of the Board, the following actions require a majority vote of the Incorporating Members as set forth in Article IX of the Articles of Incorporation: 1) the approval of Capacity Contracts, 2) the expansion of any system of the Authority, 3) the issuance of any bonds or the incurrence of any debt, and 4) the distribution of Authority assets in the event of dissolution under Article V of the Articles of Incorporation.

All votes cast by the Authority Board shall also be tallied independently as an Incorporating Board vote where a vote of the Incorporating Board is required. As part of the Authority Board vote, if a majority of the Incorporating Board members vote to approve the motion, the motion shall thereafter be deemed approved by the Incorporating Board. At any time, an Incorporating Board member may request a separate vote be taken of just the Incorporating Board. This voting procedure shall be for all current and past votes of the Authority and Incorporating Board.¹

Section 10.5 A sale or transfer of capacity from an Incorporator or a Constituent Municipality to any other party shall require passage by a super majority vote (2/3 of the total votes of the Authority Board and the Incorporators) from the Authority Board and the Incorporators.

Section 10.6 Conflict of interest, as defined by law, shall be the sole reason for an Authority Board member to abstain from voting.

Section 10.6.1 The opinion of the attorney of the Authority shall be binding on the Authority Board with respect to the existence of a conflict of interest.

Section 10.6.2 A vote may be tabled, if necessary, to obtain the opinion of the attorney of the Authority as to whether a conflict of interest exists.

¹ This paragraph was added to the KWA Bylaws by KWA Resolution No. 2013-07, adopted on September 23, 2013.

Section 10.7

An Authority Board member is allowed to participate in an Authority Board meeting via Skype, Windows Meeting Space, or similar program. Participation by electronic means is permissible, however, only if the so participating Authority Board member and the remainder of the Authority Board can see and hear each other, and only if any members of the public attending the meeting can hear the so participating member. The Authority Board member participating via electronic means shall be considered present in determining a quorum. The Authority Board member participating in debate with the Authority Board and thereafter voting shall have its votes included in the total votes cast on any question before the Authority Board. Voting by telephone or other means where the Authority Board and the Authority Board member cannot see each other is expressly forbidden.

Section 10.8

Voting by proxy is permitted only in the following manner:

Section 10.8.1 If a municipality has more than one (1) Authority Board member, any representative of the municipality may cast the votes of the municipality's absent Authority Board member.

Section 10.8.2 If a municipality has only one (1) Authority Board member, the municipality's representative may request another Authority Board member from a different municipality to cast all of its votes if they are unable to attend the Authority Board meeting. In order for the vote to be effective, the Authority Board member casting the votes shall present to the Authority Board the following:

1. A letter prepared by the absent representative stating that the representative is unable to attend the meeting and the Authority Board member presenting the letter has the authority to vote in the place of the absent representative. The letter set forth in this section shall include the following in order to be valid:
 - a. Prepared on the official letterhead of the municipality whose Authority Board member will be absent from the meeting; and
 - b. Signed by the Authority Board member who will be absent from the Authority Board meeting; and
 - c. Signed by at least one (1) other elected official of the absent Authority Board member's municipality's executive board; and
 - d. The signatures on the letter shall be certified by a notary public; and

- e. The letter must include the date prepared.
2. The original letter shall be provided to the Secretary of the Authority Board prior to the start of the Authority Board Meeting.
3. After the meeting is called to order, the Chair of the Board shall present the letter to the Authority Board for approval. If the Authority Board determines by a majority vote of the members present and voting that the letter fails to contain any of the requirements set forth above, the letter shall be considered invalid and the representative shall not cast the votes of the absent Authority Board member. The vote of the Authority Board shall be final with no right to appeal.
4. The letter shall only be valid for one (1) meeting. Therefore, the authority for an Authority Board member to vote another Authority Board member's votes shall be eliminated at the conclusion of the meeting where the letter was presented and deemed valid.

Section 10.8.3 If a letter determined by the Authority Board as meeting all of the requirements necessary for an Authority Board's representative's votes to be cast by proxy is later found to be invalid by the Authority Board or a court of competent jurisdiction, the votes cast by proxy at the meeting the Authority Board determined the letter satisfied the requires shall not be invalidated.

Section 10.9 All votes must be held and determined in public; no secret ballots are permitted, except in strict adherence to the standards of the Michigan Open Meetings Act.

Section 10.10 In all cases, the Secretary of the Authority shall declare the result.

Section 10.11 It shall be in order for any Authority Board member voting in the majority to move for a reconsideration of the vote on any question at that meeting or at the next succeeding meeting of the Authority Board.

Section 10.12 Any Authority Board Member voting in the majority may move for a reconsideration of the vote on any question at the next succeeding meeting of the Authority Board. When a motion to reconsider fails, it cannot be renewed.

SECTION XI - FUNDS AND BUDGETS

- Section 11.1** All monies accruing to the Authority Board through any source and all surplus funds of the Authority shall be invested in accordance with Act 20 of the Michigan Public Acts of 1943, as amended.
- Section 11.2** All checks or other forms of withdrawal of Authority Board funds shall be signed by the Treasurer and one other officer of the Authority Board. Except for disbursements made in the ordinary course of business conducted within the limits of the budget adopted by the Authority Board, requests for payment shall be approved by the Authority Board at a meeting of the Authority Board that conforms to the notice requirements set forth in the Articles of Incorporation, these Bylaws, and The Open Meetings Act, being Act 267, Public Acts of 1976, as amended.
- Section 11.3** A petty cash fund in an amount determined by the Authority Board by Resolution shall be available for the Chairperson or Chief Executive Officer's use, reimbursable upon submittal of a statement of expenses.
- Section 11.4** The Chief Executive Officer shall prepare a proposed annual budget for submission to the Authority Board by August 1 of each year, which shall be consistent with Act 2, of the Michigan Public Acts of 1968, as amended. If the Authority Board has not appointed an individual to the position of Chief Executive Officer or the position of Chief Executive Officer is vacant, the proposed budget shall then be prepared by the Treasurer.
- Section 11.5** The Authority Board shall annually adopt a budget and present same for public inspection on or about August 15 of each calendar year.
- Section 11.6** The Authority shall cause an annual audit to be made of its financial transactions by a certified public accountant and shall furnish at least seven (7) copies thereof to each Authority Board member.

SECTION XII - ADMINISTRATIVE STAFF OF THE AUTHORITY

- Section 12.1** Administration. The Administrative staff of the Authority shall consist of a Chief Executive Officer, which may be a public or private entity, as duly appointed pursuant to this section and such other supervisory, administrative and operating personnel as may from time to time be employed or retained by the Authority.
- Section 12.1.1** Appointment. The Chief Executive Officer shall be appointed by a majority vote of the Incorporating Board as set forth in Article XX of the Articles of Incorporation.

Section 12.1.2 Removal. The Chief Executive Officer shall serve at the pleasure of the Incorporating Board and may be removed without cause by the Incorporating Board at any time. The Action of the Incorporating Board in removing the Chief Executive Officer shall be final.

Section 12.1.3 Duties. The Chief Executive Officer shall be the chief administrative officer of the Authority and shall be responsible for the efficient management, execution and administration of all of the business and affairs of the Authority authorized and directed by the Authority Board or the Incorporating Board. Without limiting the generality of the preceding sentence, the Chief Executive Officer shall specifically have the power and duty to:

1. Recommend policies, plans and procedures for the administration, organization and operation of the Authority;
2. Recommend policies, plans and procedures for the development, implementation and administration of Authority facilities;
3. Recommend such administrative and operating policies, programs, ordinances, resolutions, rules, regulations, procedures and orders as may be deemed necessary and appropriate for the benefit of the Authority and the accomplishment of the goals and objectives of the Authority as established by the Authority Board;
4. Subject to budgetary approval, the Chief Executive Officer has the authority to hire personnel to fill positions or vacancies on the Authority's administrative staff. Additionally, the Chief Executive Officer has the authority to discharge or retire members of such staff in accordance with administrative rules and procedures established by the Authority Board and as otherwise required by law;
5. Supervise all administrative staff and consultants of the Authority;
6. Purchase materials and services according to administrative rules and procedures established by the Board and as otherwise required by law;
7. Execute all contracts and other documents and instruments duly authorized to be signed on behalf of the Authority, except such contracts, documents or instruments as may be required to be signed by the Chair of the Board or by some other officer of the Authority;

8. Prepare the agenda for all Authority Board and Incorporating Board meetings;
9. Attend all Authority Board meetings unless excused therefrom;
10. Prepare and recommend, not later than 60 days before the start of each fiscal year of the Authority, a combined annual budget and appropriation ordinance for the Authority; and
11. Enforce the ordinances and regulations of the Authority.
12. Assist the Treasurer with preparing any financial or investment documents as may be necessary or required by the Authority Board.

Section 12.2 Other Personnel, including assistants. Any and all supervisory, administrative and operating employees approved by the Authority Board, other than the Chief Executive Officer, shall be under the supervision and direction of the Chief Executive Officer.

Section 12.3 The Authority Board may direct the Chief Executive Officer to appoint the following deputies to ensure that the essential duties of the Authority continue without delay:

Section 12.3.1 Deputy Secretary. The Deputy Secretary shall serve at the pleasure of the Chief Executive Officer. The Deputy Secretary may be paid compensation as determined by the Authority Board. The Deputy Secretary need not be a member of the Authority Board and may be a governmental or privately retained person or entity. The deputy Secretary in case of absence, sickness, death, or other disability of the Secretary, shall possess the powers and perform the duties of the Secretary, except the Deputy Secretary shall not have a vote on the Authority Board. The Deputy Secretary shall exercise and discharge such other duties as may be required of the Secretary.

Section 12.3.2 Deputy Treasurer. The Deputy Treasurer shall serve at the pleasure of the Chief Executive Officer. The Deputy Treasurer may be paid compensation as determined by the Authority Board. The Deputy Treasurer need not be a member of the Authority Board and may be a governmental or privately retained person or entity. The Deputy Treasurer in case of absence, sickness, death, or other disability of the Treasurer, shall possess the powers and perform the duties of the Treasurer, except the Deputy Treasurer shall not have a vote on the Authority Board. The Deputy Treasurer shall exercise and discharge such other duties as may be required of the Treasurer.

Section 12.3.3 Deputy Chief Executive Officer. The Deputy Chief Executive Officer shall serve at the pleasure of the Chief Executive Officer. The Deputy Chief Executive Officer may be paid compensation as determined by the Authority Board. The Deputy Chief Executive Officer need not be a member of the Authority Board and may be a governmental or privately retained person or entity. The Deputy Chief Executive Officer in case of absence, sickness, death, or other disability of the Chief Executive Officer, shall possess the powers and perform the duties of the Chief Executive Officer, except the Deputy Chief Executive Officer shall not have a vote on the Authority Board. The Deputy Chief Executive Officer shall exercise and discharge such other duties as may be required of the Chief Executive Officer.

SECTION XIII - LEGAL COUNSEL FOR THE AUTHORITY

Section 13.1 Legal Counsel. The Authority Board shall retain legal counsel to advise the Authority Board in the proper performance of its duties. If the Authority Incorporating Board determines it necessary, the Authority Board may also employ the services of Special Legal Counsel.

Section 13.2 Appointment. The Legal Counsel shall be appointed by the Authority Board. The Legal Counsel shall be appointed for an indefinite term and solely on the basis of demonstrated legal ability and qualifications, with special weight given to actual training and experience in and knowledge of local government law and practice. No member of the Authority Board shall receive an appointment as Legal Counsel during his or her term or within one year after the expiration of such term.

Section 13.3 Removal. The Legal Counsel shall serve at the pleasure of the Authority Board and may be removed without cause by the Authority Board at any time. The action of the Authority Board in removing the Legal Counsel shall be final.

Section 13.4 Duties. The Legal Counsel shall be the chief legal officer of the Authority and the principal legal advisor to the Authority Board, Chief Executive Officer, and staff of the Authority. Without limiting the generality of the preceding sentence, the Legal Counsel shall specifically have the power and duty to:

1. Provide legal advice to the Authority Board and its administrative staff relating to the development and implementation of its plans to finance, build and operate and maintain a waterworks system or any system allowed under the Act;
2. Prepare and draft ordinances, resolutions, contracts and other legal documents and instruments related to Authority business and affairs;

3. Render legal opinions when requested by the Chair of the Board, the Chief Executive Officer or the Authority Board on matters related to the Authority's business and affairs;
4. Attend all Authority Board meetings, unless excused therefrom;
5. Attend Authority committee and subcommittee meetings when requested by the Chair of the Board or the Chief Executive Officer;
6. Make reports from time to time and otherwise perform such other duties and special services as the Chair of the Board, the Authority Board, or the Chief Executive Officer may require;
7. Represent the Authority in all litigation, negotiations and other legal matters except in cases where Special Legal Counsel has been appointed by the Authority Board;
8. Recommend the retention of Special Legal Counsel to represent or to assist the Legal Counsel in matter requiring special expertise or additional resources and, if requested and approved by the Authority Board, oversee matters handled by such Special Legal Counsel.

SECTION XIV – RULES

If any matter of meeting procedure arises that is not expressly governed by the Articles of Incorporation or these Bylaws, the Authority Board by a Majority Vote shall resolve the issue.

SECTION XV – INSURANCE

The Authority shall maintain a liability insurance policy in connection with its activities to cover injuries to persons and damages to property, in an amount as determined by the Authority Board with a deductible of not less than an amount determined by the Authority Board. An insurance policy shall include all necessary riders to the insurance policy to ensure that all Authority Board members have adequate errors and omission coverage. Additionally, the insurance policy shall cover all Authority staff members acting on the behalf of the Authority. The Authority Board shall furnish written proof of such insurance coverage to any member of the Authority Board within fourteen (14) days of receiving the Authority Board member's written request.

SECTION XVI – CONFLICT

If any conflict between any word, sentence, or provision of these bylaws and the Articles of Incorporation, the word, sentence or provision of the Articles of Incorporation shall control.

SECTION XVII – AMENDMENTS

These Bylaws may be amended or altered at any regular meeting by a two-thirds (2/3) majority vote of the members of the entire Authority Board, if the proposed changes have been read at a preceding meeting and the changes were incorporated in the minutes of that meeting. The Bylaws may not be amended to conflict with the Articles of Incorporation.

I certify these Bylaws of the Karegnondi Water Authority, was adopted on October 26, 2010, at a regular meeting of the Karegnondi Water Authority Board and where thereafter amended on September 23, 2013, by Karegnondi Water Authority Resolution 2013-07.

Chair of the Board

Secretary of the Board

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