

# By-Laws of the Board of Public Works of the City of Lewes (BPW)

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These By-laws are set forth with the understanding that the BPW is an arm of the City of Lewes (the “City”) which operates under a Charter granted by the State of Delaware, V. 22, Ch. 196, *Laws of Delaware* as amended (the “Charter”).

## ARTICLE 1

### Name, Offices & Purposes

Section 1.      NAME

The name shall be the BOARD OF PUBLIC WORKS, hereafter referred to as the “BPW”.

Section 2.      OFFICES

The principal offices of the Board shall be located in the City of Lewes, Sussex County, Delaware.

Section 3.      PURPOSE AND MISSION

The Board is dedicated to providing its current and future customers with utility and other value added services in a safe, reliable and economical manner consistent with sustainable growth, community involvement and environmental stewardship.

## ARTICLE 2

### MEMBERSHIP

The BPW is administered by a board of directions (the “Board”) which shall consist of 5 members duly elected and one *ex-officio* person appointed by the Mayor pursuant to the terms and conditions of the Charter.

Section 1.      ELIGIBILITY

Membership on the Board shall be restricted to qualified voters who are residents of the City or leaseholders of public lands under the jurisdiction of the City.

Section 2.      TERM OF OFFICE

Each member shall serve a two year term.

Section 3.      VACANCIES

Should a vacancy occur the President of the Board, with the prior approval of the Mayor and City Council, shall appoint a qualified person to fill the vacancy.

# By-Laws of the Board of Public Works of the City of Lewes (BPW)

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## Section 4. QUORUM

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Board is present at said meeting, a majority of the Board present may adjourn the meeting from time to time without further notice.

## Section 5. ABSENCES

Any Board member who anticipates being absent from a meeting shall provide notice to the President and General Manager of such absence and the reason therefore at least three (3) hours prior to the meeting.

## Section 6. COMPENSATION

Board members may receive any stated salary for their services. Direct expenses incurred by members of the Board, while carrying out their duties as Board members, shall be reimbursed upon receipt of documentation of such expenses.

## ARTICLE 3

### OFFICERS & DIRECTORS

## Section 1. OFFICERS

The officers of the Board shall be President, Vice-president, Secretary, Treasurer, and Assistant Treasurer, each to service for one year and until their successors are chosen. In addition, each member of the Board shall be designated a "Principal" of a department of the BPW: administration, water, sewer, electric and stormwater.

## Section 2. ELECTION OF OFFICERS

The officers of the Board shall be elected by the Board at its annual meeting next following the date of the annual election.

Section 3. The *ex officio* member of the Board shall not have voting rights.

## Section 4. RESPONSIBILITIES

1. Members of the Board shall attend the regularly scheduled meetings and shall attend other Board meetings that may be called by the President.
2. Members of the Board shall attend other meetings, from time to time, which provide educational, informational, and policy-making opportunities.
3. Members of the Board shall be available for specific tasks that may be assigned by actions of the Board.

# By-Laws of the Board of Public Works of the City of Lewes (BPW)

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4. The Board shall obtain the services of a General Manager who will be charged with management of the BPW. The Board shall provide the General Manager with a full description of their duties and responsibilities.
5. Members elected to the Board acknowledge by assuming membership on the Board that they accept responsibility for the financial operation of the utilities and shall show due diligence in all the financial actions of the Board.
6. Members of the Board shall act as an audit review committee and shall appoint the auditor and shall meet annually with the auditor to review the financial condition of the utilities.
7. Members of the Board shall not participate in the staff operations of the utilities and shall make every effort not to interfere with the management of the utilities; provided, however, that the Principal of a department shall be available to the General Manager for consultation.

## ARTICLE 4

### DUTIES OF THE OFFICERS

#### Section 1. The President shall:

1. Preside over all meetings of the Board, appoint committees, guide deliberations and facilitate decision making on all matters coming before it, in a fair, open, through, timely, orderly manner.
2. Oversee that all orders and resolutions of the Board or other committees are carried into effect.
3. Have general supervision and direction of the officers and shall see that their duties and those assigned to other members are properly performed.
4. Prepare and manage the meeting agendas. This is done in collaboration with the General Manager.
5. Represent the Board in civic meetings and media interviews.
6. Represent the Board in all Board matters dealing with the relationship with BPW's customers.
7. Represent the Board in its relationship with the City of Lewes.
8. Be responsible to see that the Board is fully informed in a timely manner on issues that fall within the authority of the Board.
9. Delegate responsibilities appropriately.

# By-Laws of the Board of Public Works of the City of Lewes (BPW)

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Section 2.      The Vice President shall:

1.      In the absence or disability of the President preside over all meetings of the Board
2.      In the absence of the president shall assume all the duties of the President
3.      In the event of a vacancy in the office of the President shall immediately call a meeting of the Board to elect a new President.

Section 3.      The Secretary shall:

1.      Keep or cause to be kept a record of the proceedings of the Board including but not limited to working with the General Manager to see that all the records of the Board are maintained and available to the public as required.
2.      Sign all official documents of the Board as necessary and work with the General Manager to see that they become part of the official record of the Board.
3.      Assume any tasks assigned by the President.
4.      Make service of all such notices as may be necessary or proper.

Section 4.      The Treasurer shall:

1.      Be responsible for the oversight of the custody of all funds and securities.
2.      Sign all financial instruments that are necessary for the operation of the BPW.
3.      Generally supervise the accounting and bookkeeping of the BPW.
4.      Regularly report to the Board as to the financial condition and results of the operation of the BPW
2.      Show due caution that all financial records are maintained as necessary for the operation of the utility.
3.      Report at each monthly meeting of the board on the financial conditions of each utility.
4.      Shall assume any tasks as assigned by the President.

Section 5.      The Assistant Treasurer shall:

1.      Assist the Treasurer in the performance of his/her duties and shall act in the absence of the Treasurer.
2.      Shall assume any tasks assigned by the President.

# By-Laws of the Board of Public Works of the City of Lewes (BPW)

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## ARTICLE 5

### Meetings

Section 1. Generally, meetings of the Board will be held monthly and will be conducted using *Roberts Rules of Order* as parliamentary procedure guidelines.

Section 2. The General Manager and the President of the Board shall prepare the agenda for the meetings of the Board.

Every member of the Board shall be furnished with a draft copy of the agenda on Friday prior to the Board meeting. If items of substance are added to, or removed from, the agenda after distribution of the draft copy, the General Manager or President shall inform all Board members of the change on a timely basis.

Every Board member shall be furnished with such information as will enable the member to be fully informed on any matter which requires action at a meeting of the Board.

Section 3. Agenda

1. Format of Agenda

### *Vision*

*The Board of Public Works exists to improve the quality of life of the customers we serve.*

### *Mission*

*We are dedicated to providing our current and future customers with utility and other value added services in a safe, reliable, and economical manner consistent with sustainable growth, community involvement, and environmental stewardship.*

### *Meeting*

*Date*

*Time*

*Place*

### *Agenda*

1. WELCOME
  - A) CALL MEETING TO ORDER
  - B) PLEDGE OF ALLEGIANCE.
2. ROLL CALL.
3. CONSENT AGENDA
  - A) APPROVAL OF MINUTES.
  - B) RECEIVE THE TREASURER'S REPORT

# By-Laws of the Board of Public Works of the City of Lewes (BPW)

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C). RECEIVE THE GENERAL MANAGER'S  
MONTHLY REPORT

D). RECEIVE THE CONTACTOR'S MONTHLY  
REPORT

4. OLD BUSINESS

5. NEW BUSINESS

6. REPORTS

7. CALL TO THE PUBLIC:

8. CALL TO THE PRESS

9. EXECUTIVE SESSION

10. RETURN TO OPEN SESSION.

11. ADJOURNMENT.

POSTED DATE:

Section 3.      Special meetings

Special meetings of the Board may be called at anytime by the President or by a majority of the Board.

Section 4.      Notice of meetings of the Board

1.      All Board and committee meetings will conform to the Freedom of Information Act, Title 29 Delaware *Code*, and Chapter 100.
2.      The agenda shall be posted more than seven (7) working days before a meeting.
3.      The agenda and supporting information shall be sent to Board members, the Mayor and Solicitor at the time of posting.

Section 5.      Annual Planning Meeting

The Board shall hold an annual planning meeting, at least two (2) months prior to the beginning of the new fiscal year.

Section 6      Open Meetings Law Compliance.

All Board and committee meetings will conform to the Freedom of Information Act, Title 29 Delaware *Code*, Chapter 100.

# By-Laws of the Board of Public Works of the City of Lewes (BPW)

## ARTICLE 6

### Powers and Duties

- Section 1. Board Powers and Duties. The powers and the duties of the Board are stated in the Charter. The Board is limited to and governed by its Charter.

## ARTICLE 7

### Administration

- Section 1. The Board is authorized to engage the services of agents as the Board deems necessary for the operations of the Board.

## ARTICLE 8

### Code of Conduct

- Section 1. The Board and its employees are subject to the Code of Conduct of the City of Lewes, Chapter 9, and T. 29 *Delaware Code*, Ch. 58.
- Section 2. Board members and employees shall represent unconflicted loyalty to the interest of the City of Lewes. This loyalty supersedes any conflicting loyalty to advocacy or interest groups or staff or personal interest as a consumer of the BPW.
- Section 3. Members of the Board may not attempt to exercise individual authority over the BPW except where explicitly authorized.
- Section 4. Board members may not speak for the Board except to repeat explicitly stated Board decisions and policies.
- Section 5. Board members shall maintain confidentiality of matters protected from public disclosure by the Freedom of Information Act, T. 29 *Delaware Code*, Ch. 100.
- Section 6. Members shall be properly prepared for Board meetings.
- Section 7. The Board shall approve the budget and make sure that adequate funds are provided to finance the approved budget.

# By-Laws of the Board of Public Works of the City of Lewes (BPW)

## ARTICLE 9

### General Manager

- Section 1. The General Manager shall be appointed by the Board and shall be responsible to the Board.
- Section 2. The General Manager shall be considered the executive officer of the BPW under the direction and review of the Board, and subject to the policies established by the Board.
- Section 3. The General Manager shall act as technical advisor to the Board.
- Section 4. The General Manager or the Assistant General Manager shall attend all Board or Committee meetings (but may be excused from closed sessions) and shall have no vote.

## ARTICLE 10

### Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting.

Proposed date: August 26, 2009

Date Approved: August 26, 2009

Amended date: None

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