Board of Public Works of the City of Lewes

By-Laws

Article 1

Mission Charter

Section 1.1- Name

The name shall be The Board of Public Works of the City of Lewes, hereafter referred to as the 'BPW.'

Section 1.2 - Charter

BPW operates under the authority granted by the State of Delaware in the Charter of the Board of Public Works of the City of Lewes being "An Act to Reincorporate the Board of Public Works of the City of Lewes", Chapter 10, Volume 77, Laws of Delaware, as amended (the "Lewes BPW Charter"). Pursuant to the Lewes BPW Charter, the BPW has jurisdiction, supervision, and control over all the utility systems within the BPW Service Area.

Section 1.3 - Mission

We are dedicated to providing our customers with electric, water, wastewater, stormwater management, and other value-added services in a safe, reliable, and economic manner with sound business practices, sustainable growth, community engagement, economic development, and environmental stewardship.

Article 2

Board of Directors

Section 2.1 - Qualifications

See Lewes BPW Charter, Section 2 (BOARD, ELECTIONS AND APPOINTMENTS, OFFICERS)

Section 2.2 - Elections and Vacancies

See Lewes BPW Charter, Section 2 (BOARD, ELECTIONS AND APPOINTMENTS, OFFICERS)

Section 2.3 - Organization

See Lewes BPW Charter, Section 3 (ORGANIZATION).

Section 2.4 - Powers and Duties

See Lewes BPW Charter, Section 4 (POWERS AND DUTIES).

Section 2.5 - Enforcement

See Lewes BPW Charter, Section 5 (ENFORCEMENT)

Utilities standards and obligations are also contained in the Code of the City of Lewes, as amended, and are hereby included for reference, including but not limited to Chapter 145 (Plumbing), Chapter 158 (Sewers), Section 170-22 (Water Utility), Section 170-23 (Sewer Utility), Section 170-24 (Stormwater Utility), Section 170-25 (Electric), and Chapter 191 (Water and Sewer Connections).

Section 2.6 - Compensation

See Lewes BPW Charter, Section 3 (ORGANIZATION), as amended. to wit, "Directors of the Board may receive pay or emolument and be allowed compensation for his or her services and for expenses incurred while executing official duties."

Direct expenses incurred by members of the Board of Directors in performance of their lawful duties as members of the Board of Directors shall be reimbursed upon receipt of documentation for such expenses.

Section 2.7 - Indemnification.

See Lewes BPW Charter, Section 7 (INDEMNIFICATION).

Article 3

Administration

Section 3.1- General Manager

See Lewes BPW Charter, Section 6 (ADMINISTRATION).

The General Manager shall be appointed by the Board and shall be responsible to the Board.

The General Manager shall be considered the Chief Executive Officer of the BPW under the directionand review of the Board, and subject to the policies established by the Board.

The General Manager shall act as technical advisor to the Board.

The General Manager or the Assistant General Manager shall attend all Board or Committee meetings,unless otherwise excused, and shall have no vote.

Section 3.2 - Legal Counsel and Auditor

The Board of Directors, upon the advice and nomination of the General Manager, shall retain professional consulting services of both a Legal Counsel and an Auditor. It is not anticipated that these positions will be filled on a full-time basis.

Legal Counsel shall be a member in good standing of the Delaware Bar. It shall be the Legal Counsel'sduty to give legal advice to the Board of Directors and other officers of the BPW and to perform such other legal services as may be required by the BPW.

Legal Counsel may be removed at any time, with or without cause, by the affirmative vote of a majority of all members of the Board of Directors.

The Auditor shall be a Certified Public Accountant licensed within the State of Delaware. The Auditor may be removed at any time, with or without cause, by the affirmative vote of a majority of all members of the Board of Directors.

Legal Counsel and the Auditor are individually authorized to directly communicate with the Board of Directors for issues pertaining to their professional responsibility.

Section 3.3 - Roles and Responsibilities of the General Manager

The Board of Directors shall provide the General Manager with a written description of his or her dutiesand responsibilities.

The General Manager shall establish work rules for all BPW employees and consultants, other than thatof Legal Counsel and the Auditor, and shall have the sole authority to supervise, hire and fire said employees and consultants (with the exception of Legal Counsel and Auditor) under lawful circumstances.

Section 3.4 – Committees

The Board of Directors may, by Resolution, create any committee it deems appropriate and appoint members of the Board or other persons to serve on such committees. Said Resolution shall, at a minimum, describe the committee's purpose, duties, responsibilities, and composition, subject to the applicable laws of the State of Delaware and authority of the Lewes BPW Charter.

All committees created by the Board of Directors shall be for the purpose of improving, analyzing, furthering, or taking authorized action deemed necessary to help with the duties and obligations of the Board of Directors prescribed to it under the Lewes BPW Charter. Said committees shall only have the power to advise and make recommendations to the Board of Directors; no decision-

making authority shall be granted to any committee. All authority and powers described in these By-Laws and in the Lewes BPW, Charter shall remain with the Board of Directors.

Section 3.5 - Annual Budget Required

Annually, the General Manager shall prepare a balanced budget proposal for the next fiscal year for con-sideration by the Board of Directors not later than thirty (30) days prior to the first day of the new fiscal year.

Section 3.6- Use of Email Correspondence

Use of unsecured email is authorized for routine, one-way, non-confidential communication by the members of Board of Directors and the General Manager provided that such communication is not usedto circumvent the provisions of the Delaware Freedom of Information Act, Title 29, Chapter 100 *Dela- ware Code.*

Members of the Board of Directors and the General Manager are cautioned against replying broadly toemail correspondence directed to all members of the Board of Directors.

Section 3.7- Public Records and Official Address

See Title 29, Chapter 100 (FREEDOM OF INFORMATION ACT), *Delaware Code.*

BPW public records are available for inspection by members of the public at the Board of Public Worksmain office located at 107 Franklin Avenue, Lewes, Delaware 19958.

Article 4

Duties of Officer

Section 4.1- President

The President of the Board of Directors shall:

1. Ensure the lawful execution of the responsibilities enumerated for the BPW in the BPW Charter.

2. Preside over all meetings of the Board of Directors, appoint committees, guide deliberations, and facilitate decision making on all matters coming before the Board of Directors in a fair, open, thorough, timely and orderly manner.

3. Oversee that all orders and resolutions of the Board of Directors are carried out on a timely basis.

4. Have general supervision and direction of the Board of Directors and shall see that the duties of Board of Directors officers are properly performed.

5. Call meetings and prepare meeting agendas. The President shall have sole discretion over establishing meeting agendas unless overruled by two-thirds vote of the Board of Directors.

6. Represent the Board of Directors in public meetings and media interviews.

7. Represent the Board of Directors in its relationship with the City of Lewes. The President or his dele- gate may make periodic reports on the status of BPW activities and significant issues affecting the operations of utilities within the City of Lewes and throughout the BPW's Service Area.

8. Ensure that the Board of Directors is fully informed in a timely manner on issues that fall within the authority of the Board of Directors.

9. In the event of a vacancy on the Board of Directors, the President shall appoint a qualified person subject to prior approval by a majority of the Mayor and City Council.

10. Provide coordination with the General Manager.

Section 4.2 - Vice President

The Vice President of the Board of Directors shall:

1. In the absence of the President, assume all the duties of the President to include presiding over all meetings of the Board of Directors.

2. In the event of a vacancy in the office of the President, immediately call for a meeting of the Board of Directors with proper notice to elect a new President.

3. Assume any tasks as assigned by the President.

Section 4.3 - Secretary

The Secretary of the Board of Directors shall:

1. Keep or cause to be kept a record of the proceedings of the Board of Directors including but not limited to policies, regulations, tariffs and other resolutions passed by majority vote.

2. Sign all official documents of the Board of Directors as necessary.

3. In the absence of both the President and Vice President, preside over all meetings of the Board of Di- rectors.

4. Assume any tasks as assigned by the President.

Section 4.4 – Treasurer

The Treasurer of the Board of Directors shall:

1. Oversee custody of all funds and securities.

2. Sign or countersign all financial instruments that are necessary for the operation of the BPW.

3. Generally, supervise the accounting function of the BPW.

4. Show all due caution that financial records are maintained and that fraud prevention procedures are in place as required by law.

5. Report at each regular monthly meeting on the financial condition of each utility. 6.Assume any tasks as assigned by the President.

Section 4.5 - Assistant Treasurer

The Assistant Treasurer of the Board of Directors shall:

1. Assist the Treasurer in the performance of financial management duties and shall act in the absence of the Treasurer.

2. Assume any tasks as assigned by the President.

Article 5

Meetings

Section 5.1- Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and if less than a majority of the Board of Directors is present at saidmeeting, a majority of the Board of Directors present shall adjourn the meeting until a quorum shall be present. If the meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place, as determined by a majority of the Board of Directors present, is announced at the meeting at which adjournment is taken.

Section 5.2 - Absences

Any member of the Board of Directors who anticipates being absent from a meeting shall provide

noticeto the President of such absence and the reason thereto at least twenty-four hours prior to the meeting unless a *bona fide* emergency is the cause for the absence.

Section 5.3 - Rules for Meetings

Generally, regular meetings shall be held monthly.

Meetings shall be guided generally by *Robert's Rules of Order.*

Without regard to *Robert's Rules,* all motions require a second prior to a vote.

Meeting procedure shall be at the discretion of the President upon advice of Legal Counsel, unless overruled by a simple majority of the members of Board of Directors present.

Notwithstanding any rules or provisions in these By-Laws to the contrary, the Board of Directors may hold any meeting virtually, meaning by video conference or any other authorized teleconference communications technology, provided that the meeting complies with Delaware's Freedom of Information Act under 29 Del. C. Section 10001 et.al.

Section 5.4 - Notice and Preparation

See Title 29, Chapter 100 (FREEDOM OF INFORMATION *ACT), Delaware Code.*

Every member of the Board of Directors shall be furnished by the President or his designee with a copyof the publicly posted agenda seven (7) calendar days in advance of a meeting, unless said meeting is called upon shorter notice as allowed in Title 29, Chapter 100, *Delaware Code.*

Every member of the Board of Directors should be furnished seven (7) calendar days (but not later than two (2) calendar days) in advance of a meeting with such information as is required, in the opinion of the President, for the member to be fully prepared on any matter that requires action. If timely notice hasbeen given, but required documentation is absent or untimely, items may be discussed, but no action may be taken, absent a *bona fide* emergency.

Section 5.5 - Meeting Minutes

Official minutes are only those that have been approved by the BPW.

Article 6

Code of Conduct

Section 6.1- Code of Conduct

See Title 29, Chapter 58 (LAWS REGULATING THE CONDUCT OF OFFICERS AND EMPLOYEES OF THE STATE), Delaware Code.

Section 1. Board members and employees of the BPW shall represent the interest of all of its customers both within the City of Lewes and those customers in the BPW service area outside of the City. This loyalty supersedes any conflicting loyalty to advocacy or interest groups or staff or personal interest as a customer of the BPW.

Section 2. Members of the Board may not attempt to exercise individual authority over the BPW except where explicitly authorized.

Section 3. The President of the Board represents the BPW in public meetings and media interviews. Board members may not speak for the Board except to repeat explicitly stated Board decisions and policies.

Section 4. Board members shall maintain confidentially of matters protected from public disclosure by the Freedom of Information Act, Title 29, Delaware Code. Ch. 100.

Section 5. Members shall be properly prepared for Board meetings.

Section 6. The Board shall approve the Budget and make sure that adequate funds are provided to finance the approved budget.

Section 6.2 - Oath of Office for Elected Officials

See Delaware Constitution, Article 14, Section 1, as amended.

Prior to assuming a position as member of the Board of Directors, all elected persons, or persons ap- pointed to elective office, shall attest as follows:

> *"I, _____(name), do proudly swear (or affirm) to carry out the responsibilities of the office of (name of office) to the best of my ability, freely acknowledging that the powers of this office flow from the people I am privileged to represent. I further swear (or affirm) always to place the public interest above any special or personal interests, and to respect the right of future generations to share the rich historic and natural heritage of Delaware. In doing so I will always uphold and defend the Constitutions of my Country and my State, so help me God."*

Article 7

Amendments

Section 7.1- Amendments

These by-laws of the BPW may be altered, amended or repealed and new by-laws may be adopted from time to time by a majority of the Board of Directors.

Section 7.2 - Annual Review of By-Laws

Annually, within ninety days after the election of officers, the Board of Directors shall review for update and correction these by-laws, as amended. At the discretion of the President, all previously approved policies, regulations, tariffs, and other resolutions, which could reasonably be affected by changes in governing law or regulation shall also be concurrently reviewed.

Revised By-Laws approved 6/26/2019
Revised By-Laws added 3.4 Committees with renumbering and added to 5.3 video conferencing – approved October 28, 2021

THOMAS S PANETTA
2 NOV '21