

# BYLAWS

## LITTLE ROCK WATER RECLAMATION COMMISSION



Little Rock  
Wastewater

LITTLE ROCK WASTEWATER

11 Clearwater Drive  
LITTLE ROCK, ARKANSAS 72204

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# LITTLE ROCK WATER RECLAMATION COMMISSION

## ARTICLE I. Purpose of the Bylaws

It is the intent of these Bylaws to prescribe the organization of the Little Rock Water Reclamation Commission ("Commission") and to establish orderly, equitable, and expeditious procedures for the conduct of its affairs to the end that all may be informed and the public well served.

## ARTICLE II. The Commission

### A. Members and Terms

1. The membership and the terms of service shall be as provided by ordinance.

2. Members who are appointed to fill vacancies for unexpired terms shall join the Commission at the next meeting following their appointment and confirmation.

3. The appointing authority shall have the power to remove any member of the Commission as provided by law.

### B. Attendance of Meetings

All members of the Commission shall be required to attend meetings of the Commission as required by Little Rock City Code Section 2-262 which provides that when a member of the Commission has missed more than twenty-five (25) percent of all regular meetings of the Commission in one(1) calendar year or more than

three (3) consecutive regularly scheduled meetings, then such person is automatically removed as a member of the Commission unless, prior to the next scheduled meeting of the City Board of Directors, the member removed submits in writing the desire to remain on the Commission, and the City Board of Directors, by a majority vote, allows the member to continue to serve.

C. Officers

1. Chair, Vice-Chair, and Secretary

a. The offices of Chair, Vice-Chair, and Secretary shall be filled for terms as stipulated in these Bylaws. The Chair, Vice-Chair and Secretary may succeed themselves in office, but shall not serve consecutively for more than four (4) years.

b. The Chair shall preside at all meetings and hearings of the Commission. In the event of the absence or disability of the Chair, the Vice-Chair shall preside. In the event of the absence or disability of both the Chair and Vice-Chair at any meeting, the oldest appointive member in point of service shall act as Chair during such meeting.

c. The Chair shall present to the Commission for its approval the names of all persons appointed to subcommittees established by the

Commission. The Chair shall designate one member of such Subcommittee to serve as the Subcommittee Chair.

d. The Secretary shall sign all approved minutes, and when authorized, other documents on behalf of the Commission. The Secretary shall also be responsible for attesting documents of the Commission.

2. Terms and Election of Officers

At the last meeting of the year (December), the Commission shall elect officers for the next calendar year, unless said officer desires to be relieved of the responsibilities of the office or terminates service on the Commission. Should an officer of the Commission terminate service to the Commission, either by expiration of term of office without reappointment, resignation, removal or death, the Commission shall elect a replacement officer from its remaining members to fill the unexpired term. Said special election shall be conducted at the next meeting of the Commission, unless postponed by unanimous vote of the remaining members.

ARTICLE III. INDEMNIFICATION

The Commission shall indemnify its Commission members,

officers, employees, and agents as follows:

A. Scope and Exceptions

Every Commission member, officer, or employee or agent of the Commission shall be indemnified by the Commission against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been a Commission member, officer, employee or agent of the Commission, except in such cases wherein the Commission member, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties.

B. Permissible Coverage

The Commission shall provide to any person who is or was a Commission member, officer, employee, or agent of the Commission, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

C. Liability Insurance

The Commission may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article.

ARTICLE IV. Committees

A. Standing Subcommittees

1. Standing subcommittees may be created by the

Commission and charged with such duties as the Commission deems necessary or desirable.

2. Such subcommittees shall be normally composed of two (2) Commission members, but less than a quorum of the full Commission, and shall hold membership for one (1) year or until succeeded.

B. Special Subcommittees

Special subcommittees may be created in the same manner and under the same conditions as standing Subcommittees, except that the Chair shall also designate a date for the submission of the subcommittee's final report. Special subcommittees shall be dissolved when their particular function or task has been completed. No special subcommittee shall exist for a term of more than twelve (12) consecutive months except by the direction of the Commission.

C. Advisory Subcommittees

The Commission may create such advisory Subcommittees as it deems necessary or desirable. Each Advisory Subcommittee shall be composed of at least one Commission member and other officials and private citizens in a number determined by the Commission. Generally, members shall be private, professional or technical representatives, public officials working on the problems with which the Commission is concerned, and lay individuals who have special interest or experience with such problems.

ARTICLE V. Meetings



A. Regular Meetings

1. Date

The Commission shall, at the last regular meeting of the year, adopt a calendar of regular meeting dates for the forthcoming year.

2. Time

The Commission shall meet regularly as indicated by the adopted calendar.

3. Place

The Commission shall meet regularly in the Wastewater offices or such other places as directed by the Chair. The Commission may conduct and participate in meetings by telephone or video conference.

4. Notice

a. To the Commission Members

The mailing or electronic transmittal of a copy of the agenda to each Commission member three (3) working days prior to the date set for a meeting shall constitute notice of such meeting.

b. To Affected Parties

Legal Notice - All meetings of the Commission shall be open to the public, and notice of these meetings shall be provided in compliance with the Freedom of Information Act, Arkansas Code Annotated § 25-19-106, and Little Rock City Code Section 35-128.

B. Called Meetings

1. Special meetings may be called by the Chair or by a quorum of the Commission members. Notice of such meeting shall be given as prescribed for a regular meeting, unless such called meeting is to be held within less than three (3) days, in which case, notice by telephone shall suffice. Announcement of a special meeting at any meeting at which all members are present shall be sufficient notice of such meeting.
2. Under extraordinary conditions, an emergency meeting may be called at the direction of the Chair. Notice of a special meeting shall be given as prescribed by the Freedom of Information Act.

C. Adjourned Meetings

Where all business cannot be disposed of on the day set, the Commission may adjourn from day-to-day or as necessary to complete the hearing of all items docketed. A majority vote of those present shall be required to adjourn.

D. Executive Sessions

The Commission may, either before, during or after any meeting, sit in executive or private sessions. No official business shall be transacted during such session except privileged matters relating to personnel as allowed by law.

ARTICLE VI. Conduct of Business

A. Order of Agenda

All meetings shall be conducted in accordance with the agenda which shall enumerate the topics and cases in the following sequence:

1. Finding of a Quorum
2. Approval of minutes of previous meeting
3. Approval of Consent Agenda
4. Order of Business
5. Adjournment

B. Standard of Rules of Procedure

Except as may otherwise be set forth in these Bylaws, parliamentary procedure shall be as prescribed in the latest edition of "Roberts Rules of Order Revised".

C. Special Rules of Procedure

1. Quorum

A quorum for the transaction of business shall be four (4) members as stipulated by ordinance.

2. Vote and proxy

Each Commission member, including the Chair, shall

be entitled to one (1) vote. No Commission member shall cast a vote for another Commission member by proxy. All members of the Commission or Little Rock Wastewater staff or any others subject to the Code of Ethics as set forth in City of Little Rock Code Section 2-331, et. seq., shall disclose any matters before the Commission which to their knowledge have a direct or indirect financial impact, as distinguished from the public generally, on them or their relatives, and all further action by said person or actions related thereto shall comply with the provisions of that Code, including abstention or removal from discussion or any question regarding a possible conflict of interest, which shall be submitted to the City Attorney for resolution in compliance with that Code, as set forth in Section 2-336.

3. Motion and Voting

Any matter of business requiring action by the Commission may be presented by oral motion, and the members present may vote thereon by simple voice vote. In case of split vote, the Chair may ask for show of hands or roll call in the event a Commission member is present via phone or video conference. The minutes shall indicate the voting

to be "denied" or "passed" and the name of any abstainer. Voting on election of officers in which there is a contest may be conducted by written ballot. The ballots shall be signed, retained, and available for public inspection.

4. Majority Vote

a. A simple majority of those members present at a meeting shall be sufficient to approve any administrative or procedural action.

b. An approval or a denial of an issue shall constitute final action. A majority vote [four (4) of the full Commission] shall be required in order to take final action on any issue requiring Commission approval at a public hearing.

c. In those instances where four (4) votes cannot be obtained to take final action, a motion to defer may be offered, requiring a simple majority of members present to pass. In the event a simple majority cannot be obtained in support of a motion to defer, the matter before the Commission shall be automatically deferred until the next scheduled meeting.

D. General Policies

1. Formal Action

No request for advice, or moot question may be acted upon formally by the Commission.

2. Agenda Items

Normally items to appear on the Commission meeting agenda must be submitted to the C.E.O. five (5) working days prior to scheduled meeting; however, late items may be submitted with telephone approval of the Chair or may be added to the agenda by a majority vote of the full Commission during the regular Commission meeting.

3. Open Meetings

All meetings of the Commission shall be open to the public as required by law (other than executive sessions - Article IV - D).

4. Public Records

All minutes of Commission meetings and all petitions, applications, reports and other documents on which action has been taken by the Commission shall be open to the public and available for inspection at reasonable times.

5. Precedents

No action of the Commission shall be deemed to set a precedent. Each item shall be decided upon its own merit and circumstances attendant thereto.

6. Dissent

If any member of the Commission wishes to dissent from a majority opinion of the Commission, he or she may request that the minutes reflect such dissent.

ARTICLE VII. Public Hearings

A. Public Hearings

All items for which Commission action is required by law or ordinance shall be made the subjects of open public hearings, and after public notice as prescribed by law or Little Rock City Code Section 35-128. All persons aggrieved by any action, rule or regulation taken by the Commission or in the operation of the sewer system shall be entitled to a hearing before the Commission in accordance with the provisions of these Bylaws and the procedures contained therein. Any hearing under this section must be requested in writing and delivered to the C.E.O of Wastewater within three (3) business days of the earlier of:

1. the event giving rise to the hearing; or
2. a public bid award being made by the Commission.

B. Order of Hearing

At a hearing, the order shall be as follows:

1. Announcement of the subject by the Chair
2. Summary of proposal and report of staff findings and recommendations
3. Petitioners' or applicants' presentation

4. Petitioners' rebuttal
5. Commission vote on the issue raised
6. Additional motion of the Commission as may be required to dispose of an issue (such motion shall be placed in the positive).

C. Conduct of Hearing

Public hearings shall be conducted informally, and the Chair shall make all rulings and determinations regarding the admissibility of evidence, the scope of the inquiry, the order in which evidence, objections and arguments shall be heard, and other like matters, except that any member shall be privileged to make inquiries personally and to call for a vote on any ruling of the Chair with which he/she does not agree, whereupon the vote shall determine the effective ruling. It shall be the purpose of the Chair to expedite all hearings, confining them to the presentation of only essential matters in the interest of saving time, but entertaining the presentation of sufficient matter to do substantial justice to all concerned.

ARTICLE VIII. GENDER REFERENCES

All provisions of these Bylaws shall apply alike to male and female persons. All masculine pronouns or references in these Bylaws shall be deemed to include feminine pronouns or references.

ARTICLE IX. Amendments



These Bylaws may be amended or repealed by an affirmative vote of not less than a majority of the full membership of the Commission. A proposed amendment or a motion to repeal shall first be presented in writing at a regular meeting and placed on the agenda of a subsequent regular meeting for action, unless ten (10) days' written notice has been given to all Commission members, in which case action may be taken at any regular or called meeting.

ADOPTED: August 19, 2015.

Richard L. Mays, Jr.

  
Chair

ATTEST:

  
Secretary