

BYLAWS
FOR
PEARLINGTON WATER & SEWER DISTRICT
HANCOCK COUNTY, MISSISSIPPI

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PREAMBLE

These Bylaws are enacted, approved and adopted by the Commissioners of the Pearlinton Water and Sewer District Board created by the Hancock County Board of Supervisors, on March 2, 1998, as a public corporation, in perpetuity, a combined water and sewer district within Hancock County, Mississippi, as authorized by Section 19-5-151, et. Seq., Mississippi Code of 1972,. as amended from time to time (the “Act”) to assist the community of Pearlinton, Mississippi, Hancock County, in the exercise of powers under Section 19-5-151,et. Seq. Mississippi Code of 1972.

These Bylaws are adopted for the purpose of outlining the operational procedures to be followed by the Board, its officers and employees in carrying out the purposes set forth in the Act. If at any time a conflict should arise between the provisions of these Bylaws and the provisions and directives of the Act, the provisions and directives of the Act shall in all cases be controlling.

ARTICLE I — GENERAL

1.1 Location

The mailing address of the Board is and will be Post Office Box 130, Pearlinton, Mississippi 39572. The physical location of the district office is 5265 Highway 604. Other offices for the transaction of business may be located at such places as the Board may from time to time determine.

1.2 Official Newspaper

The official newspaper of the Board is the *Sea Coast Echo*.

1.3 Official Seal

The Board has not adopted an official seal.

ARTICLE II — BOARD OF COMMISSIONERS

2.1 Number, Qualifications and Representations

The powers of the district shall be vested in and exercised by a Board of Commissioners (BOC) consisting of five (5) members appointed by the Board of Supervisors (BOS). Upon their initial appointment (creation of the district), one (1) of the commissioners shall be appointed for a term of one (1) year; one (1) for a term of two (2) years; one (1) for a term of three (3) years; one (1) for a term of four (4) years; and one (1) for a term of five (5) years; thereafter, each commissioner shall be appointed and shall hold office for a term of five (5) years, or until such time as his replacement is appointed and takes office.

Every resident citizen, of good reputation, being the owner of real property or the owner of a business situated within the Pearlinton Water & Sewer District (PWSD) and being over twenty-five (25) years

of age and of sound mind and judgment, shall be eligible to hold the office of commissioner.

Each person appointed or elected as a commissioner, before entering upon the discharge of the duties of the office, shall be required to execute a bond payable to the State of Mississippi, in the penal sum of Fifty Thousand (\$50,000.00) conditioned that the person will faithfully discharge the duties of the office. Each bond shall be approved by the clerk of the board of supervisors and filed with the clerk. Each commissioner shall take and subscribe to an oath of office prescribed in Section 268, Mississippi Constitution of 1890, that the person will faithfully discharge the duties of the office of commissioner, which oath shall also be filed with the clerk and preserved with the official bond.

The commissioners so appointed and qualified shall be compensated for their services for each meeting of the Board attended, either regular or special, at a rate to be fixed by law, and shall be reimbursed for all reasonable expenses necessarily incurred in the discharge of their official duties. In no one calendar year shall any commissioner be compensated for more than twenty-four (24) meetings. A Commissioner may elect to waive compensation if they so desire.

A Commissioner that is absent for three consecutive meetings without valid reason may be requested to resign by majority vote of the other commissioners.

2.2 Vacancies

Any vacancy occurring on the BOC shall be filled by the BOS at any regular meeting of the BOS, and the BOS shall have the authority to fill all unexpired terms of any commissioner or commissioners.

2.3 Commissioner Code of Ethics

The Commissioners are appointed public servants. Each Commissioner has taken an oath required by the Mississippi Constitution and Statutory Law. No Commissioner shall use his or her position to obtain personal pecuniary benefit other than that compensation provided for by law. Further, all Commissioner's shall endeavor to pursue a course of conduct which will not raise suspicion among the public that they are likely engaged in acts that violate this trust. The Commissioner's shall adhere to the ethical requirements of the Mississippi Code of 1972, Sections 25-4-101, et.seq. and the provisions of Section 109 of the Mississippi Constitution, as well. Any ethical questions or concerns shall be directed to the Attorney for the Commission who is authorized to seek an Ethics Opinion from the Mississippi Ethics commission, if required.

ARTICLE III — MEETINGS OF THE BOARD

3.1 Annual Meeting

The Board will elect its officers at the first regular monthly meeting in January of each year. Each officer serves until a successor is appointed.

3.2 Regular Meetings

Regular meetings of the Board are held on the Thursday following the second Tuesday of each month, except for holidays, at 4:00 p.m. at the designated place to be located in Pearlinton, or at such other time and place as the Board may fix and properly advertise. Five (5) days notice of a rescheduled date will be provided to the public in the event that the scheduled Thursday falls on a holiday.

3.3 Notice of Meetings.

3.3.1 How Called

The Board, at the first regular meeting after July 1st of each year, shall spread upon its minutes the dates, times and places and procedures by which all of the regular monthly meetings are to be held. No additional notice of such meetings shall be provided except that a notice of the place, date, hour and subject matter or any recess meeting, adjourned meeting, interim meeting or any called special meeting shall be posted within one (1) day after such meeting is called in a prominent place available to examination and inspection by the general public in the building in which the public body normally meets. A copy of the notice shall be made a part of the official records of the Board.

3.3.2 Notice to Board Members of Special Meetings

Special meetings may be called by the chairman by written notice, sent by regular mail, hand delivered or transmitted through a time-sharing terminal, facsimile machine or the Internet (if operative as between any two (2) parties, for which a transmission confirmation has been received by the sender) to each member of the Board at least three (3) business days prior to the meeting, or upon such other notice as the Board may by resolution provide.

3.3.3 Notice to Public

All revised notices under Mississippi law shall be provided to the public, as well.

3.3.4 Contents of Notices

Each notice of a special meeting must contain the date, time, place, and purpose of the meeting.

3.4 Emergency Meetings

An “emergency” meeting is a special meeting of the Board called because of circumstances that in the judgment of the Board require immediate consideration.

3.4.1 Notice to News Media

The Board must make a good faith effort to provide notice of the meeting to each news medium that has filed a written request for notice (if the request includes the news medium’s telephone number) as soon as reasonably practicable after notice has been given to the Board members.

- Manner of Notice. Notice of the emergency meeting may be given by telephone or by any other method used to notify the members of the Board.
- Content of Notice. The notice must include the subject of the meeting. If matters not directly related to the emergency are discussed or acted upon at an emergency meeting, the minutes of the meeting must include a specific description of the matters.
- Posted or Published Notice not required. Posted or published notice of an emergency meeting is not required but may be given.

3.5 Code of Conduct at Meetings

3.5.1. Procedure for Conducting Meetings

25-41-9 – Any Public Body may make and enforce reasonable rules and regulations for the conduct of persons attending its meetings.

- At the time appointed for any meeting of the Board, the Chairman or, in his/her absence, the designated presiding officer shall take the Chair and call the meeting to order. If a quorum is present, the presiding officer shall proceed with the order of business prescribed for the meeting.
- The roll of members shall be called alphabetically, except that the Chairman shall be called last.
- The presiding officer shall announce all decisions of the Board and shall decide all questions of order without debate, subject, however, to an appeal of any Board member. Any ruling by the presiding officer may be overruled by a majority of the members present.
- Every member of the Board desiring to speak shall address the Chair and, upon recognition by the presiding officer, shall confine remarks to the question under debate, avoiding all indecorous language or reference to personalities. A member of the Board, once recognized, shall not be interrupted when speaking unless it is for the purpose of calling such person to order. If a member of the Board, while speaking, is called to order, that person shall cease speaking until the question of order is determined. When two or more members request the floor at the same time, the presiding officer shall name the one entitled to the floor.
- The presiding officer shall be responsible for the orderly conduct of business at each Board meeting and shall preserve order and decorum at such meetings.
- While the Board is in session, the members of the Board must preserve order and decorum, and no Board member shall, by conversation or otherwise, delay or interrupt the proceedings or the peace of the Board or disturb any member of the Board while speaking or refuse to obey the orders of the presiding officer or of the Board except as otherwise herein provided.
- No person, except township officials, their representatives and representatives of news-gathering agencies, shall be permitted within the section reserved for board members without the consent of the Board.

3.5.2 Public Participation—Enforcement of Decorum.

- Any resident or business owner within the geographical boundary of the district may be allowed a reasonable opportunity to address the Board on any agenda item or any public matter in which the PWSD has jurisdiction or authority. This shall occur during the part of the agenda entitled "Public Comment". In the case of a non-agenda item, citizens are requested, but not required, to present the matter to a member of the Board or administrative staff (if applicable) in an attempt to resolve

the matter before bringing it to the full board or submit a request in advance of the meeting to be added to the agenda.

- The presiding officer, with the approval of the majority of the Commissioners present, may impose a time limit during which each person may speak, giving equal time to all. If the presiding officer determines that there is not sufficient time at the meeting, the comment period may be deferred to the next regular meeting or special meeting occurring in advance of the next meeting.
- When a group of persons wishes to address the Board on the same subject matter, it shall be proper for the presiding officer to request that a spokesperson be chosen by the group to address the Board and to limit the number of persons addressing the Board on the same matter so as to avoid unnecessary repetition.
- Any person making offensive, insulting, threatening, insolent, slanderous or obscene remarks or who becomes boisterous or who makes threats against any person or against public order and security while in the Board Room shall be forthwith removed at the direction of the presiding officer from further audience at the meeting, unless permission to continue is granted by the majority vote of the Board members present.
- Enforcement of decorum- At the request of the presiding officer, a sheriff's deputy shall be ex officio Sergeant at Arms of the Board. He/she shall carry out all orders and instructions given him/her by the presiding officer for the purpose of maintaining order and decorum in the Board Room. Upon instructions of the presiding officer, it shall be the duty of the deputy to eject any such person from the Board Room.

ARTICLE IV—OFFICERS

4.1 Officers

The officers of the Board are a Chair and a Vice-Chair, who must be members of the Board, a Secretary and a Treasurer or a Secretary/Treasurer who may or may not be members of the Board, but shall be an employee of the district.

4.1.1 When Elected.

The Board must elect the officers at the annual meeting for terms expiring on the date of the annual meeting next following.

4.1.2 Term.

Each officer serves a term of one (1) year, or until a successor is appointed.

4.1.3 Offices May Be Combined

The offices of Secretary and Treasurer may be combined at the discretion of the Board

4.1.4 Leaving the Board

Commissioners leaving their position or office shall turn over all PWSD property and records in their possession to the secretary. The secretary will index and file the records. Both parties shall sign a hand receipt transferring the property.

4.2 Chair

A. Presiding Officer - The Chair presides at all meetings of the board, except as otherwise authorized by resolution of the Board.

B. Recommendations. - At each meeting, the Chair may submit recommendations and information concerning business, affairs and policies of the Board.

C. Other. - The Chair or his delegated representative serves as the liaison between the Board, the BOS, and as a representative on the Hancock County Utility Authority (HCUA). The Chair is authorized to sign, attested by the Secretary, any instrument or document authorized by the Board and performs all duties incident to the office of Chair or other such duties as may be prescribed by the Board or BOS from time to time provided that such actions are consistent with these Bylaws.

4.3 Vice Chair

The Vice-Chair performs the duties of the Chair in the absence or incapacity of the Chair, or in the event of the Chair's refusal to act, and when so acting has all the powers of and be subject to all the restrictions upon the Chair. In the case of the resignation or death of the Chairperson, the Vice Chair performs the

Chair's duties until such time as a new Chair is appointed.

4.4 Treasurer

4.4.1 Custody of Board Funds

The Treasurer has the care and custody of all funds of the Board and must deposit same in the name of the Board in such depository as the Board may direct, subject to the requirements of these Bylaws.

4.4.2 Purchase Orders and Checks.

Except as may otherwise be provided in Section 5.2.1.C, 4.5.4, and 5.4 of these Bylaws, the Treasurer signs all purchase orders and checks for the payment of funds and pays out and disburses the Board's funds under the direction of the Board.

4.4.3 Record Keeping and Reporting.

The Treasurer keeps regular books of accounts showing all receipts and disbursements and renders to the Board an account of the transactions and the current financial standing of the Board in the forms and at the times required by these By-laws.

4.4.4 General.

The Treasurer performs all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board and shall cooperate with the auditor to facilitate timely completion of the audit.

4.5 Secretary.

4.5.1 Minutes and Records

The Secretary keeps the records of the Board, acts as secretary of the meetings of the Board, records all votes, keeps a record of the proceedings to be kept for such purpose, and performs duties incident to the office.

4.5.2 Notices

The Secretary sees that all notices are duly made, given or published in accordance with the provisions of these Bylaws or as required by law.

4.5.3 General

The Secretary performs all duties incident to the office of Secretary and such other duties as may be assigned by the Board.

4.5.4 Other

The Secretary attests any instrument or document authorized by the Board. The Secretary and two other commissioners appointed by the Chairman are authorized to sign checks. All checks require two such authorized signatures.

4.6 Employment Positions

The Board has the authority to establish and fill positions of employment or to terminate employment as deemed necessary to satisfy the needs of the district. These positions shall be approved at a regular meeting of the Board.

ARTICLE V—FINANCIAL MATTERS

5.1 General

The Board has complete authority over all financial affairs of the district and is responsible for determining all expenses of the Board, auditing and settlement of accounts, and in the collection, safekeeping and disbursements of all public monies coming into its possession.

5.2 DISBURSEMENTS

5.2.1 Authorization and Payment

A)...All disbursements must be authorized by the Board. Disbursements must be made only upon regular checks issued by the Treasurer or electronic withdrawal authorized by the board... The vouchers must indicate the fund source out of which the disbursement is to be made.

B)...No checks may be issued until there is an amount of money to the credit of the fund out of which the voucher is to be paid which is sufficient to pay the voucher and all then outstanding vouchers against and encumbrances upon such fund.

C)...All payments must be approved by the Board.

5.2.2 Violations

Any check for the payment of money violating any provision of this Section will be void and any officer of the Board violating any provision of this Section will be personally responsible for the amount of any payment made contrary to the provisions hereof.

5.2.3 Claims

All claims against the Board must be accompanied by an itemized, verified statement, payroll, or time sheet, signed by the officer who has personal knowledge of the facts of the claim and vouches for the correctness and the reasonableness of the claim.

5.2.4 Additional Requirements

The Board, by resolution may make further regulations for the safekeeping and disbursement of Board funds.

5.3 Budget

5.3.1 Committee

The Budget Committee is composed of the Treasurer, the Vice-Chair, and one other board member. The Budget Committee is responsible for preparing the budget for submission to the Board for approval each fiscal year, and for such other duties as may be prescribed by the Board.

5.3.2 Committee Duties.

Not later than the first meeting in August of each year, the Budget Committee will prepare and submit to the Board a budget for the ensuing fiscal year. The budget must be based upon detailed estimates and present the following information.

- An itemized statement of the appropriations recommended by the Budget Committee for current expenses and for permanent improvements for the ensuing fiscal year, with comparative statements of the appropriations and expenditures for the current and past preceding fiscal year.
- Such other information as may be required by the Board.
- Consideration by Board - The budget must be the principal item of business at the first regular meeting of the Board in August and of all subsequent regular meetings until passed and adopted.

5.4 Financial Statements

The Treasurer must submit to the board a statement each month showing the amount of money in the Board Treasury, the status of the Board funds, the amount expended or chargeable against each of the annual budget allowances and the balance left in each fund and such other information relative to the finances of the Board as the Board may require.

5.5 Per Diem – Expense Reimbursement.

Per Diem amounts and a policy for expense reimbursement will be established by the Board at the annual meeting and shall remain in effect until the following annual meeting or until otherwise changed by the Board.

ARTICLE VI—COMMITTEES

6.1 Committees Appointed

Standing or temporary committees may be appointed by the Board from time to time from its own

numbers.

6.2 Duties of Committees.

The Board may invest the committees with the powers it deems necessary and may subject the committees to conditions prescribed by the Board.

6.3 Committee Reports

All committees must report to the Board in writing at the time or times the Board designates. If the Board does not designate a time to report, all committees must report to the Board at the next regular meeting of the Board following each committee meeting. Committee reports will be reviewed and accepted by the Board and will be attached to the minutes of the Board meeting at which reviewed and accepted.

ARTICLE VII—AMENDMENT AND REVOCATION

7.1 Approval

These Bylaws may be amended or revoked by resolution approved by a majority of the members of the Board.

7.2 How Proposed

Amendment to these Bylaws may be proposed by any member of the Board.

7.3 Procedure.

7.3.1 Time Requirement

The amendment must be submitted to the board at least thirty (30) days prior to the meeting of the Board at which such amendment is to be considered.

7.3.2

The proposed amendment and the reason for it will be considered by the Board.

ARTICLE VIII—EFFECTIVE DATE

These Bylaws of the Pearlington Water & Sewer District will go into effect immediately upon approval by the Board. Any amendment to these Bylaws will take effect immediately upon approval of the amendment.

These Bylaws were first adopted on May 04, 2006.

Amended April 12, 2007

Amended February 10, 2011

Amended August 11, 2011

Amended February 07, 2013

ATTEST:

Chairman, James Lamy

Secretary/Treasurer, Betty Baxter

Concur:

Tom Busenlener, Vice Chairman

Elbert Walters, Commissioner

Rosa Jackson, Commissioner