

BYLAWS OF THE FAYETTEVILLE PUBLIC WORKS COMMISSION

Article I: Offices. The principal office and official meeting place of the Fayetteville Public Works Commission (PWC) shall be located at 955 Old Wilmington Road, Fayetteville, North Carolina 28301.

Article II: Commissioners

2.1. **Appointment and Resignation.** PWC's Commissioners (the PWC board) shall be appointed and serve and manage PWC in accordance with Chapter VIA of the Charter of the City of Fayetteville. The Commissioners shall meet as soon after their appointment (or reappointment, as applicable) as possible and shall elect out of their number a chair, vice-chair, secretary, and treasurer, each of whom shall be a different person. A Commissioner may resign at any time by giving written notice to the City Council of the City of Fayetteville and PWC's CEO/General Manager.

2.2. **Duties.** The chair, vice-chair, secretary, and treasurer shall each have the following duties:

a. Chair

- Execute contracts for PWC
- Serve as the presiding Commissioner at each PWC meeting
- Serve as Commission Liaison to the Mayor on items of mutual interest
- Sign Commission Meeting Minutes
- Sign Resolutions of the Commission
- Sign Bond Issuance and Closing Documents
- Serve as an alternate voting delegate at APPA national conference

b. Vice Chair

- Act as Chair in the absence of the Chair
- Sign Commission Meeting Minutes
- Serve as an alternate voting delegate at APPA national conference

c. Secretary

- Attest contracts signed by the Chair
- Sign Commission Meeting Minutes
- Sign Resolutions of the Commission
- Sign Bond Issuance and Closing Documents
- Serve as an alternate voting delegate at APPA national conference

d. Treasurer

- Act as Secretary in the absence of the Secretary
- Sign Commission Meeting Minutes
- Authorize Disbursements of Bond Proceeds Held by Trustee
- Serve as an alternate voting delegate at APPA national conference

Article III: Meetings

3.1. **Regular Meetings.** The PWC board shall hold a regular meeting the second and fourth Wednesday of each month, except that if the regular meeting day falls on a legal holiday, the meeting shall be held on the following business day. The meeting shall be held at PWC's principal office at 955 Old Wilmington Road and shall begin at 8:30 a.m. The date, time, and place of meetings can be changed by majority vote taken at a previous meeting. Public notice shall be given to the news media of any deviation from the regular meeting date, time, or place.

3.2. **Special Meetings.** The PWC board Chair or a majority of the Commissioners may call a special meeting at any time by giving actual notice to each board member of the date, time, place, and purpose(s) of the meeting at least forty-eight (48) hours before the meeting and giving public notice in accordance with applicable law at least forty-eight (48) hours before the meeting. If reasonable efforts to give each Commissioner actual notice are not successful, written notice may be left at the Commissioner's home or last known address. Only those items of business consistent with the purposes that are identified in the notice may be transacted at the meeting. The Clerk of the City of Fayetteville shall be notified of any special meetings of the Commission. The PWC Clerk shall be responsible for the posting of said notices as well as the required notification pursuant to N.C.G.S. §143-318.12.

3.3. **Emergency Meetings.** The PWC board Chair or a majority of the Commissioners may at any time call an emergency meeting of the board by signing a written notice stating the date, time, and place of the meeting. Notice shall be given to each Commissioner and to the public in accordance with applicable law. Emergency meetings shall be called only for unexpected circumstances that require immediate consideration by PWC's board. Only business connected with the emergency may be considered at an emergency meeting.

3.4. **Meeting Agenda.** PWC's Clerk shall prepare the agenda for the meetings. Agendas will normally be distributed on Friday prior to the meeting date, but no later than Monday prior to the meeting date. A request to have an item of business placed on the agenda must be received at least three (3) working days before the meeting date. Any Commission member may have an item placed on the agenda. The PWC board may, by majority vote, add an item that is not on the agenda or otherwise modify the agenda.

3.5. **Recessed and Adjourned Meetings.** A properly called regular, special, or emergency meeting may be recessed to reconvene at a time and place certain or may be adjourned to reconvene at a time and place certain by the PWC board. Such recess or adjournment shall occur by a procedural motion made and adopted by the PWC board in open session during the meeting being recessed or adjourned. No further notice need be given of such a recessed or adjourned session of a properly called regular, special, or emergency meeting.

Article IV: Public Input

4.1. **Public Address to the Commission.** Any individual or group who wishes to address the PWC board shall make a written request to the CEO/General Manager to be placed on the meeting agenda, stating the purpose of the request. The PWC board reserves the right to determine the relevance of the request and may engage in appropriate investigation and/or preparation of reports prior to meeting with individuals or groups or deny the request to be heard.

4.2. **Public Hearings.** Each public hearing conducted by the PWC board shall be part of a regular, special, or emergency meeting, and all notice and other requirements of the open meetings laws shall be applicable. The PWC board Chair shall open each public hearing, preside over it, maintain order and decorum in the conduct of the hearing, and close it when the allotted time to speak expires or earlier if no one wishes to speak. At each public hearing, the PWC board will receive from the PWC Clerk all pertinent written public comments that are timely and properly submitted to the PWC Clerk. The PWC board will also allow interested persons on each side of an issue that is pertinent to the subject of the public hearing who are properly registered with the PWC Clerk fifteen (15) minutes in aggregate to make public statements on matters pertinent to the subject of the hearing, provided that the PWC board may in its discretion extend the time for each side to speak. Individual speakers will be limited to three (3) minutes each unless either a spokesperson has been designated by a group and the group wishes to allot the entirety of any remaining time for discussion to the designated individual, or there are no other individuals who desire to be heard and time remains for discussion. Time used in response to one or more Commissioner questions will not be counted against the allotted fifteen (15) minute period. No one in the audience will be permitted to speak during PWC board discussion and debate except in response to a direct question from a Commissioner recognized by the Chair. When the number of persons wishing to attend the hearing exceeds the capacity of the meeting room, the PWC board may select delegates from groups of persons supporting or opposing the same positions. PWC shall maintain on its website detailed information about the manner in which interested persons may timely register to speak and the manner in which written comments may be timely submitted and shall provide the same information in any notice of the hearing required by law to be given in a newspaper having general circulation in the area. If some or all of a hearing is closed in accordance with applicable law, the Chair shall be responsible for determining who may participate in the closed session. The PWC board may by majority vote in open session continue any public hearing without further advertisement. If a public hearing is set for a given date and a quorum of the PWC board is not then present, the hearing shall be continued until the next regular PWC meeting without further advertisement

Article V: Conduct of Meetings

5.1. **Quorum.** A majority of the actual membership of the PWC board, excluding vacant seats, shall constitute a quorum. A Commissioner who has withdrawn from a meeting without being excused by majority vote of the remaining Commissioners present shall be counted as present for purposes of determining whether a quorum is present.

5.2. **Attendance.** The PWC board recognizes that Commissioners cannot be physically present for each meeting. In order to facilitate full participation by the Commissioners, the PWC board may utilize technology that enables Commissioners to participate when unable to be physically present. Attendance by phone or other live audio and or video devices is permissible. One Commissioner must be physically present to chair the meeting. (Note: When a regular meeting is cancelled, Commissioners are still considered present under the City Council Attendance Policy.)

5.3. **Presiding Commissioner.** The PWC board Chair shall preside at meetings. In order to address the PWC board, a Commissioner must be recognized by the chair. The Chair shall have the following powers:

- To rule motions in or out of order, including the right to rule out of order any motions patently offered for obstructive purposes.
- To determine whether a speaker has gone beyond reasonable standards of courtesy in his remarks.
- To entertain and answer questions of parliamentary law or procedure.
- To call a brief recess at any time.
- To adjourn in an emergency.

A decision by the presiding Commissioner under any of the first three powers listed may be appealed to the PWC board upon motion of any Commissioner. Such a motion is in order immediately after a decision under those powers is announced and at no other time. The Commissioner making the motion need not be recognized by the presiding Commissioner, and the motion, if timely made, may not be ruled out of order.

5.4. **Order of Business.** Items shall be placed on the agenda according to the order of business. The order of business for each regular meeting shall be as follows:

- Call to Order
- Approval of Agenda (which is subject modification by the vote of a majority of the PWC board)
- Approval of the Minutes from the Previous Meeting (which may be included as a Consent Item)
- Consent Items
- Action/Discussion Items
- Reports and Information
- Public Hearings
- Commissioner/Liaison Comments

However, each new Commissioner shall take the oath of office as the first order of business at the first regular meeting following the Commissioner's appointment (or reappointment, as applicable), unless a special meeting is called subsequent to the appointment and prior to the first regular meeting following the appointment. By general consent of the Commissioners, items may be considered out of order.

Any Commissioner may remove an item from the consent agenda and have that item placed on the regular agenda. All items remaining on the consent agenda after adoption of the agenda at any meeting shall be voted on and adopted by a single motion, with the minutes reflecting the motion and vote on each item.

5.5 **Action by the PWC Board.** The PWC board shall proceed by motion. Any Commissioner, including the PWC board Chair, may make a motion. A motion requires a second by another Commissioner. A Commissioner may make only one motion at a time. A substantive motion is out of order while another substantive motion is pending. A motion may be withdrawn by the Commissioner who made the motion at any time before it is amended or before the PWC board Chair puts the motion to a vote, whichever occurs first. A motion that is defeated may be renewed at any later meeting unless a motion to prevent reconsideration has been adopted. A

motion shall be adopted by a majority of the votes cast and a quorum being present, unless otherwise required by these Bylaws or the laws of North Carolina.

5.6 **Debate.** The PWC board Chair shall state the motion and then open the floor to debate on it. The Chair shall preside over the debate according to the following general principles:

- The Commissioner who made the motion is entitled to speak first.
- A Commissioner who has not spoken on the issue shall be recognized before someone who has already spoken.
- To the extent possible, the debate shall alternate between opponents and proponents of the measure.

5.7. **Duty to Vote.** Each Commissioner must vote unless excused by the remaining Commissioners or recusal is mandated by G.S. 14-234. Each Commissioner is entitled to one (1) vote. A Commissioner who wishes to be excused from voting shall so inform the PWC board Chair, who shall take a vote of the remaining Commissioners. No Commissioner shall be excused from voting except in cases involving conflicts of interest or involving the Commissioner's official conduct. In all other cases, a failure to vote by a Commissioner who is physically present at the meeting, or who has withdrawn without being excused by a majority vote of the remaining Commissioners present, shall be recorded as an affirmative vote.

5.8 **Voting by Written Ballot.** The PWC board may choose by majority vote to use written ballots in voting on a motion. Such ballots shall be signed, and the minutes of the PWC board shall show the vote of each member voting. The ballots shall be available for public inspection in the office of PWC's Clerk immediately following the meeting at which the vote took place and until the minutes of that meeting are approved, at which time the ballots may be destroyed.

5.9 **Closed Sessions.** The PWC board may hold closed sessions as provided by law. The PWC board shall commence a closed session only after a motion to go into closed session has been made and adopted during an open meeting. The motion shall state the purpose of the closed session. If the motion is based on G.S. 143-318.11(a)(1) (closed session to prevent disclosure of privileged or confidential information or information that is not considered a public record), it must also state the name or citation of the law that renders the information to be discussed privileged or confidential. If the motion is based on G.S. 143-318(a)(3) (consultation with attorney; handling or settlement of claims, judicial actions, mediations, arbitrations, or administrative procedures), it must identify the parties in any existing lawsuits concerning which the public body expects to receive advice during the closed session. The motion to go into closed session must be approved by the vote of a majority of those present and voting. The Commission shall terminate the closed session by a majority vote.

Article VI: Minutes. Minutes shall be kept of all PWC board meetings, including closed sessions as required by law. Minutes and general accounts of closed sessions may be sealed by action of the PWC board. Such sealed minutes and general accounts may be withheld from public inspection so long as public inspection would frustrate the purpose of the closed session.

Article VII: Committees. The PWC board, acting by majority vote, may establish and appoint members for such temporary and standing committees and boards as are required by law or needed to help carry out the business of the PWC board, including but not limited to finance,

audit, and governance committees. Any specific provision of law relating to particular committees and boards shall be followed. A committee shall not be empowered to make decisions that would otherwise require a majority vote of the entire PWC board or assume duties or responsibilities that are outside those allowed the PWC board as a whole under Chapter VIA of the Charter of the City of Fayetteville. The PWC board Chair shall be responsible for ensuring that each committee is performing its duties consistent with the scope, responsibilities, duties, and intent as the PWC board approved. PWC's CEO/General Manager may designate a member of senior staff to be the primary contact for the committee in order to provide for the efficient delegation of duties and timely supply of information required by the committee in order to meet the scope, responsibilities, and duties as delegated by the PWC board.

Article VIII: Miscellaneous Provisions

8.1. **Rules of Order.** All meetings shall be conducted in accordance with current edition of Robert's Rules of Order Newly Revised except where such rules conflict with the laws of the State of North Carolina or these Bylaws.

8.2. **Conflicts.** In the event that anything contained in these Bylaws conflict with any law of the State of North Carolina, such law shall control for purposes of the PWC board conducting business.

8.3. **Amendment.** These Bylaws may be amended by the affirmative three-fourths vote of the Commissioners, provided that any such proposed amendment shall have first been presented to the Commissioners in writing and at a regular or special meeting preceding the meeting at which the vote is taken.

Adopted on June 16, 2021; Resolution # PWC2021.24