

**WATER AND WASTEWATER AUTHORITY  
OF WILSON COUNTY TENNESSEE**

**BY-LAWS AND RULES OF PROCEDURE**

WHEREAS, the Water and Wastewater Authority of Wilson County, Tennessee (the “Authority”) is a water and wastewater utility provider servicing certain portions of Wilson County, Tennessee, established pursuant to Tenn. Code Ann. 68-221-601 et seq. (the “Act”) governed by a five (5) person Board of Commissioners (the “Board”) duly appointed pursuant to the Act;

WHEREAS, the Board wishes to adopt certain by-laws and procedures, as outlined herein, to define and supplement the by-laws, procedures, rules and regulations of the Authority which have been followed by the Board since its inception in 1975, which to date have been uncodified and not recorded in a single document; and

WHEREAS, the Board hereby ratifies all action taken by the Board and the Authority to date and deems all such action to have been taken in compliance with by-laws, procedures, rules and regulations of the Authority.

NOW THEREFORE, the Board hereby adopts certain by-laws and procedures for the Authority as follows:

**BOARD OFFICERS**

**1.** The Board shall elect certain officers of the Authority as more particularly described below:

1.01. The Board shall elect from its members a Chairman (the “Chairman”) who shall, upon election to such office, remain a voting member of the Board. The Chairman shall: convene the Board at such time and place as approved by the Board, or as otherwise provided; preside over all meetings of the Board, preserve order and maintain decorum at meetings; and speak to points of order in preference to other members, and decide questions of order, subject to appeal to the Board of any member.

1.02. The Board shall elect from its members a vice chairman (the “Vice Chairman”) who shall, upon election to such office, remain a voting member of the Board. The Vice-Chairman shall: act in the absence of the Chairman at a meeting of the Board with full powers of the Chairman at such meeting; and be charged with reviewing the annual audit prepared by the auditor for the Authority in coordination with the Treasurer and Executive Director, and report to the Board on such review.

1.03. Subject to the Act, the Board shall appoint an Executive Director (the “Executive Director”) of the Authority, who shall be the chief executive and chief administrative officer of

the Authority. The Executive Director shall perform such other duties as established by law or by the Board.

1.04. The Executive Director shall appoint a secretary for the Authority, subject to confirmation by the Board. The Secretary shall: be the custodian of all records of the Board, except those as may be entrusted to the Treasurer; attend all meetings of the Board and review all minutes thereof, which shall be submitted to the Board for review and approval; certify all documents representing official action of the Board; and perform other functions which the Board may direct. In the absence of the Secretary at a meeting of the Board, the Chairman shall appoint a person to keep the minutes of such meeting.

1.05. The Executive Director shall appoint an auditor for the Authority, subject to the confirmation by the Board, upon such terms and conditions as the Board may direct.

1.06. The Executive Director shall appoint a treasurer (the "Treasurer") for the Authority, subject to confirmation by the Board. The Treasurer shall be subject to the direction of the Executive Director and shall: provide a report on the financial affairs of the Authority at each regular meeting of the Board in accordance with such guidelines as may be required by law and the State Comptroller of the Treasury; review and provide recommendations to the Board on actions concerning the finances of the Authority; assist the Executive Director in preparing a proposed budget in accordance with requirements established by law for consideration by the Board before the end of each fiscal year; cooperate with the auditor in the preparation of the annual audit in consultation with the Vice Chairman; and assume any other task or obligation as directed by the Executive Director.

1.07. The Executive Director shall appoint an attorney for the Authority, subject to confirmation by the Board, who shall serve as chief legal counsel for the Authority and the Board, to perform tasks and offer guidance as directed by the Board in consultation with the Executive Director.

1.08. The Executive Director shall appoint a chief engineer for the Authority, subject to confirmation by the Board, who shall perform services as directed by the Executive Director and the Board.

1.09. The Executive Director shall appoint all other officers and employees of the Authority and determine their duties.

1.10. Unless otherwise prescribed in the action of appointment, Officers appointed shall serve a term of one (1) year, commencing October 1<sup>st</sup> and ending on the following September 30<sup>th</sup>, or until such time as a replacement to such office is duly elected.

## MEETINGS OF THE BOARD

2. The following provisions shall apply to the meetings of the Board:

2.01. Unless otherwise provided herein, *Roberts Rules of Order* shall be observed and shall govern the proceedings of meetings of the Board.

2.02. A majority of the members of the Board, excluding vacancies shall be in attendance at a Board meeting to constitute a quorum and may transact any business subject to action by the Board, by a vote of a majority of the members of the Board present, excluding vacancies. The Board is authorized to take any action necessary, establish any rule or procedure, and to delegate any authority, as the Board shall determine.

2.03. The Chairman is granted broad discretion to conduct, organize, and lead the meetings of the Board as he shall determine.

2.04. The Board shall hold regular meetings at least four (4) times annually with the date, time, and location of the next regular meeting of the Board proposed by the Chairman and approved by the Board at the conclusion of each regular meeting, which shall constitute adequate public notice of the next regular meeting of the Board. The Chairman may unilaterally change the time and date of a regular meeting of the Board by causing notice of the rescheduled time and date of the regular meeting to be published at least five (5) days prior to the date of the rescheduled meeting or for such period as is reasonable considering all circumstances, which shall constitute adequate public notice of the rescheduled regular meeting of the Board.

2.05. The Chairman in his discretion may call special called meetings of the Board, and notice of a special called meeting shall be given as the Chairman shall determine necessary and feasible considering the actions to be taken at the special called meeting, any time constraints as the Chairman shall determine affecting the actions to be taken at the special called meeting, and applicable law. The Chairman may unilaterally change the time and date of a special called meeting of the Board by causing notice of the rescheduled time and date of the special called meeting to be published at least five (5) days prior to the date of the rescheduled meeting or such period as is reasonable considering all circumstances. The Board may take any action at a special called meeting that it can at a regularly scheduled meeting of the Board.

2.06. Notices may be published either in a newspaper of general circulation in Wilson County, Tennessee, or by posting the said notice on a website operated by the Authority.

2.07. At each meeting of the Board, time shall be reserved for a period of public comment to provide the public with the opportunity to comment on matters that are germane to the items on the agenda by requesting to address the Board upon the call of the Chairman for any public comment. The Chairman may, in his discretion, refuse to allow a member of the public to address the Board on matters not germane to the items on the agenda. At any meeting of the Board, the Chairman may put reasonable restrictions on the period for public comment, such as the length of the period, the number of speakers, and the length of time that each speaker will be allowed to provide comment. The Chairman may terminate or otherwise end the time during which any

person is addressing the Board, as the Chairman may determine based on any reasonable basis, including but not limited to incidences of the person addressing the Board being unprofessional or unruly, profane, or not addressing items germane to the items on the agenda for consideration by the Board, and/or the Chairman determining that the person addressing the Board has had adequate time to address the Board.

2.08. The Chairman, in consultation with the Executive Director, shall set the agenda for each meeting of the Board. The Board may consider and otherwise take any action regarding or related to an item or matter on the agenda for a meeting of the Board. Additionally, at a meeting of the Board, the Board may consider and otherwise take any action regarding any item or matter not listed on the agenda if such matter or action is brought before the Board at such meeting and the Chairman allows its consideration at the meeting. The agenda for each meeting of the Board shall be available at each meeting of the Board.

### **FISCAL YEAR AND BUDGET**

3. The fiscal year for the Authority shall commence July 1 and end on June 30. The budget for the Authority shall be prepared and approved in accordance with applicable law.

### **CHANGE OR SUSPENSION OF THE RULES**

4. The Rules of the Board may be altered or amended by a majority vote of the membership, excluding vacancies. The Chairman may suspend or invoke the rules at anytime without objection of any member. If an objection is made, the matter shall be put to a vote and a simple majority of those present shall decide the issue.

### **AMENDMENTS OF THE BY-LAWS**

5. Amendments of the By-laws may be considered upon notice being provided to the members of the Board of a proposed change to the By-laws prior to the meeting at which the Board will consider such amendment, and after such notice is provided, may be approved by a vote of the majority of the entire membership of the Board, excluding vacancies. An amendment to the By-laws goes into effect immediately upon its adoption unless the motion to adopt specifies a time for its going into effect, or the assembly has previously adopted a motion to that effect.

Adopted April 24, 2025