



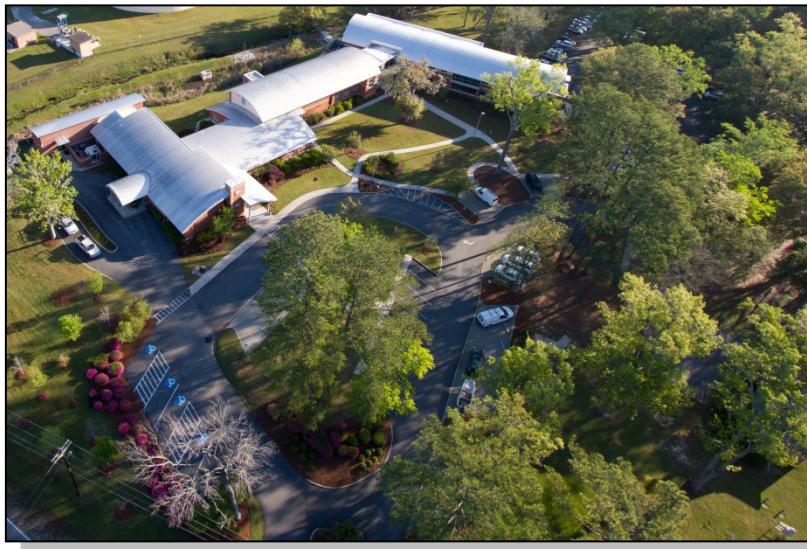
BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

Beaufort-Jasper Water and Sewer Authority

BOARD HANDBOOK



MISSION STATEMENT

Provide quality water and wastewater services to our current and future customers in the Lowcountry

Adopted by the Beaufort-Jasper Water and Sewer Authority

Board of Directors April 25, 2013

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

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visit us on the web at www.bjwsa.org.

TABLE OF CONTENTS

Welcome	Welcome from the Chair of the Board of Directors	3
	Introduction/Background	4
	Governance – Board of Directors	5
	Special Purpose Districts	5
	BJWSA – Our History	6
	Awards	10
	Strategic Focus Planning	13
Expectations	Expectations of the Board as a Whole	15
	Legal Responsibilities of the Board	15
	Basic Responsibilities of Boards	16
	Individual Board Member Responsibilities	17
	Annual Evaluation of General Manager	19
	Board Job Descriptions	20
	Board Powers and Duties, Authority, Delegation of Authority	22
	Board Composition	22
	Board Meeting Orientation (Freedom of Information Act (FOIA), Conduct of Meetings, Closed Meetings/Executive Session, Notice of Meetings, Minutes, BJWSA Email Account	23
	Tablets, Insurance, Board Leadership Award	24
	Travel Reimbursement Policy	24
	Criteria for Building Slate of Officers	25
	Emergency Communications	25
Governance	South Carolina Code of Laws (Effective June 2, 2009)	27
	Guiding Principles, Chapter 37.	28
	Bylaws, Resolution Amending Article V: Committees; removing the word “discretionary”	34
	Amended and Consolidated Bylaws (Adopted July 28, 2022);	39
	Statement of Economic Interest	59
	Code of Ethics (ADOPTED April 25, 2013)(Updated &Approved 12.16.21)	61
Committee Charters	Executive	65
	Personnel	66
	Finance	68
	Capital Projects	70
	Board Approved Policies and Regulations Master List	72
Appendix	List of Appendices (Members and Standing Committees, Board Meeting Schedule, Organizational Chart, Introduction to Robert’s Rules of Order)	74



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

Welcome from the Chair of the Board of Directors-

Dear Fellow Board Member,

Welcome to the Beaufort-Jasper Water and Sewer Authority (BJWSA) Board of Directors. We serve as the governing body for BJWSA, a Special Purpose District chartered by the SC Legislature to provide water and sewer services to the citizens of Beaufort and Jasper Counties. Over the years we have grown to be one of the largest, most progressive utilities in the state. The BJWSA staff takes pride in consistently providing high quality drinking water and superlative wastewater services coupled with exceptional customer service. The organization has placed an emphasis on planning for the future with a focus on sustainable practices. These efforts have resulted in BJWSA being recognized as a Utility of the Future Today and receiving the Association of Metropolitan Water Agencies “Sustainability Award”. We carry out our mission to “provide quality water and wastewater services to our current and future customers in the Lowcountry” each and every day, by responsibly managing the public funds we are entrusted with and protecting the lowcountry environment. We recognize that our pristine waterways are the area’s most valuable resource and the protection of this resource is a high priority of BJWSA.

The Board of Directors’ role is critical in providing oversight and guidance to our experienced and dedicated team of professional staff. We hope you will find the following guide helpful as you begin this journey with us, and again welcome and thank you for bringing your experience and energy to BJWSA!

Board Chair

Greg Padgett





INTRODUCTION AND BACKGROUND

BOARD OF DIRECTORS

SPECIAL PURPOSE DISTRICTS – A BRIEF ORIENTATION

HISTORY AND TIMELINE

STRATEGIC FOCUS PLANNING

THE FINE PRINT

In the United States, we enjoy safe and protected public drinking water supplies and effective wastewater treatment technologies. We receive benefits from our clean drinking water and reliable sewer system on a daily basis. On a more basic level, these individual and collective benefits are the results of public drinking water and wastewater infrastructure that protects and preserves public health and undergirds economic vitality in your community.

The number one concern for the governing board of a water and sewer utility is to protect the public's health while maintaining compliance with state and federal regulations.

Our **certified operators** are the front line of these protection and compliance efforts, making sure that our treatments facilities operate in accordance with all regulations and that all required tests, reports, public notifications and recordkeeping procedures are followed.

Board Members of water and wastewater treatment facilities are bound by law to follow requirements spelled out in several U.S. **Environmental Protection Agency (EPA)** regulations.

To learn more...

The **American Water Works Association (AWWA)** is considered the authoritative resource on safe water. Visit www.awwa.org.

Check the **Environmental Protection Agency (EPA)** website (www.epa.gov) for new regulations and guidance at least once every six months.

National Association of Clean Water Agencies (NACWA). Visit www.nacwa.org.

Water Environment Federation (WEF). Visit www.wef.org.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

Governance – Board of Directors

Beaufort-Jasper Water and Sewer Authority (BJWSA) is a public organization created by the [South Carolina legislature](#) that is considered a **Special Purpose District**. We are governed by a Board of Directors consisting of eleven members, who have been recommended by Beaufort County and Jasper County legislative delegations and appointed by the Governor of South Carolina. The General Manager oversees the organization and reports directly to the Board.

Special Purpose Districts

A special-purpose district is typically an independent governmental unit that exists separately from, and with substantial administrative and fiscal independence from, general purpose local governments, such as county, municipal and township governments.

- ◆ Such districts provide specialized services to persons living within a designated geographic area.
- ◆ Each district is governed by a board of directors, commissioners, or the like. In our case, BJWSA's Board of Directors are appointed by the Governor of South Carolina.
- ◆ Special purpose districts perform many functions including airports, water ports, highways, mass transit, parking facilities, fire protection, libraries, parks, cemeteries, hospitals, irrigation, conservation, sewerage, solid waste, stadiums, water supply, electric power, and gas utility. Most only provide a single service.
- ◆ Services once supplied by cities are increasingly supplied by special purpose districts.

There are over 500 Special Purpose Districts (SPDs) in South Carolina providing water, sewer, fire, recreation, health/hospitals, trash collection, zoos, natural gas and airport services.

South Carolina provides more detailed information on Special Purpose Districts – please visit <http://www.scstatehouse.gov/code/t06c011.php> for the provisions related to this legislation.

Will provide a list of legislative delegation and city/county seats to board members separately since will change regularly

Did you know?

Special districts in the United States follow the English custom. The earliest known general law in England authorizing special purpose authorities was the Statute of Sewers of 1532.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

Beaufort-Jasper Water and Sewer Authority (BJWSA)

Our History

The founding of **Beaufort-Jasper Water and Sewer Authority** is a story of ecological resilience and economic foresight, as Beaufort County searched for a reliable source of drinking water and a clean water environment. Before the mid-1950s, the Floridan Aquifer was a plentiful, high-quality source of drinking water for all of Beaufort County. However, as farmers converted more land to irrigated agriculture and the military's presence in northern Beaufort County grew, so did the demand for drinking water. The groundwater supply began to diminish and by the mid-1950s, Beaufort was in danger of losing its military bases because of the shortage. In response, with the leadership of prominent local civilian and military leaders, the Beaufort County Water Authority was created in 1954 as a special purpose district by the South Carolina Legislature. The Water Authority's purpose was to bring treated surface water to the military installations and rural sea island residents of Beaufort County.

A timeline...

1954	The <i>Beaufort County Water Authority</i> was created as a public, non-profit organization by the South Carolina Legislature
1964	The <i>Chelsea Water Treatment Plant (WTP)</i> was constructed (8 MGD)
1965	The Authority began water services to the military installations, Beaufort, Port Royal, and the Highway 170 water tank was constructed
1969	Act 598 gave The Authority the power to construct facilities that provide collection, treatment and disposal of wastewater in Beaufort County
1971	Began providing water service to Highway 21 Elementary School, Lady's Island and St. Helena
1975	Point South Wastewater Treatment Plant (WWTP) (0.06 MGD) and Southside WWTP (0.75 MGD) were constructed
1976	Began providing water service to the rest of the Islands
1977	Hardeeville WWTP was constructed (0.55 MGD)
1983 BJWSA was created	The Authority and Jasper County Water & Sewer Authority were consolidated creating <i>Beaufort-Jasper Water and Sewer Authority (BJWSA)</i>
1984 Wastewater Service began	Chelsea WTP expanded to 16 MGD, St. Helena WWTP was constructed (0.35 MGD)



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

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The reliability of the drinking water source for Beaufort County became a critical issue again in 1975 when saltwater began to intrude into the Floridan Aquifer in the southern part of the county. While northern Beaufort received Savannah River water, the southern half (Bluffton and Hilton Head Island) relied solely on the Floridan Aquifer for its water source. The South Carolina Department of Water Resources issued an order in 1989 for the Hilton Head Island utilities to reduce pumping from the Floridan Aquifer by 1995. Hilton Head Island had become a center for both tourism and retirement and to sustain both visitors and residents of the island, new reliable water sources had to be found.

	1988	BJWSA became the management agency for the Levy-Limehouse Bellinger Hill (LLBH) Water Company.
		Installed sewer to Beaufort County School in Bluffton.
	1989	Shell Point WWTP was constructed, eliminating four smaller, aging WWTP's. BJWSA acquired Rose Hill.
		Began golf course irrigation and land application of effluent at Rose Hill and Dataw Island.
<i>MGD (million gallons per day) is the average daily use of water.</i>	1992	Hardeeville WWTP was upgraded to 1.01 MGD.
	1994	Palm Key WWTP (0.066 MGD) was built.
		Cherry Point WRP (1.1 MGD) was built.
		Executed the Del Webb Sun City Water and Sewer Agreement.
<i>ASR is an Aquifer Storage & Recovery</i>	1995	Hilton Head Island Water supply contract was signed, and Aquifer Storage and Recovery (ASR) #1 was built at Chelsea WTP.
	1996	St. Helena WWTP was upgraded to 0.6 MGD, Point South WWTP was upgraded to .125 MGD, and Bluffton Regional WWTP was created.
	1998	The Great Swamp Wetland effluent disposal site was placed in service, and the BJWSA Administration Building was built
	1999	BJWSA acquired the City of Beaufort water and sewer, the Chelsea WTP expanded to 24 MGD, and water service was initiated to Hilton Head Island.
	2000	The Broad River ASR and ground storage tank were constructed.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

2001	Rose Hill wastewater flows were diverted to the Cherry Point Water Reclamation Facility (WRF).
2002	BJWSA acquired the Town of Hardeeville water and sewer services, and the Cherry Point WWTP was upgraded to 1.6 MGD.
2003	BJWSA acquired the Town of Port Royal water and sewer service, Point South WWTP was upgraded to .200 MGD and Cherry Point WRF was upgraded to 3.2 MGD
2004	Bluffton Regional Wastewater flows were diverted to Cherry Point WRF, an additional 600 acres of Great Swamp wetland were purchased, Purrysburg WTP was constructed (10 MGD).
2005	Palmetto Bluff WWTP was built (0.5 MGD).
2006	Port Royal Island WRF (PRIWRF) was built (4.8 MGD), and the Purrysburg WTP was rerated to 15 MGD.
2007	Cherry Point WRF was upgraded to 4.4 MGD, Point South WWTP was upgraded to .50 MGD, Southside and Shell Point WWTP's were taken offline and the Administration Building was expanded to support growth.
2008 Military Acquisition	BJWSA acquired water and wastewater systems on Marine Corps Recruitment Depot (Parris Island), Marine Corps Air Station, Laurel Bay Housing Area and the Naval Hospital, BJWSA acquired Levy-Limehouse Bellinger Hill (LLBH) Water Company and Cherry Point WRF was upgraded to 7.5 MGD.
2009	The Tradition Reclaimed Water System was started.
2009	BJWSA Board of Directors expanded from 9 to 11 members, Point South elevated water tank was constructed; BJWSA purchased the Port Royal Railroad right-of-way from the South Carolina Ports Authority.
2010	Palmetto Bluff ASR #3 and ground storage tank were built; PI/MCAS Wastewater Treatment Plants decommissioned; PI01 and AS01 were put online diverting flows to PRIWRF.
2012	Began construction of the Purrysburg to Bluffton 36" water transmission main.
2014	The Purrysburg to Bluffton 36" waterline was placed in service.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

2018	BJWSA began operating the new Hardeeville Water Reclamation Facility, the first certified sustainable water reclamation facility in South Carolina.
2018	Solar PV arrays were constructed at Port Royal F and St Helena WWTP.
2018	BJWSA completed an LED lighting project to use energy-efficient LED fixtures and lamps, and used rebates totaling more than \$31K to help fund the project.
2018	Construction began 10/25/2018 for the \$7.5M galvanized waterline project.
2019	Lady's Island sewer diversion project completed in March, diverting wastewater from Lady's Island to the Port Royal Island Water Reclamation Facility (PRIWRF).
2019	Cherry Point receives new 2.2-million-gallon equalization tank.
2019	BJWSA contributed to the Groton Plantation tract conservation easement, as part of the Savannah River Clean Water Fund.
2019	Initiated Purrysburg WTP Expansion Project to double capacity for southern Beaufort and Jasper counties from 15 to 30 million gallons per day.
2020	Sustainability program created by ad hoc committee to expand on current initiatives, develop new avenues and to infuse our internal culture with an appreciation for sustainable practices.
2021	Construction begins September 2021 for the North Street Transmission Main Project, connecting existing water mains on Hamar Street and Robert Smalls Parkway with a 20-inch transmission main.
2021	Construction begins in September 2021 for the Bluffton Parkway Transmission Main, to install a new 36-inch transmission line.
2021	Bluffton Parkway elevated water tank construction begins December 2021.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

Awards

Peers, regulators and trade groups have always recognized BJWSA through many accolades attained over the years. BJWSA has won multiple DHEC Facilities Excellence Awards, NACWA Peak Performance Awards and the AMWA Platinum Award.

Through our mission, BJWSA stands committed to serving the Lowcountry, and will continue as a leader in water and wastewater treatment locally, regionally and throughout the United States.

American Water Works Association (AWWA)

AWWA Partnership for Safe Water

- Excellence in Water Treatment Award (2020)
- President's Award – Chelsea (2019) and Purrysburg (2016- 2019)
- 15 Year Directors Award for Chelsea in 2017
- 10 Year Directors Award for Purrysburg in 2018

South Carolina Department of Health and Environmental Control

SCDHEC Area-Wide Optimization Program (AWOP) Award

- Chelsea Water Treatment Plant 2003-2018
- Purrysburg Water Treatment Plant 2003-2016
- Facility Excellence Award
- Cherry Point (2006-2017)
- Hardeeville (2006-2018) o Laurel Bay (2008-2018) o MCAS (2008-2013)
- Palmetto Bluff (2006-2018)
- Palm Key (2007-2018)
- Parris Island (2008-2014)
- Point South (2006-2018)
- Port Royal (2006-2017)
- St. Helena (2006-2018)

SCAWWA and WEASC

- Operator Meritorious Service Award
- Wideman Award
- Golden Manhole Award
- Maintenance Technician of the Year
- Hatfield Award
- Linton Award

SCWWA and WEASC Sea Island District

- District Laboratory Analyst of the Year
- State Water Operator of the Year
- Wastewater Operator of the Year
- Maintenance Operator of the Year
- Engineer of the Year

Association of Metropolitan Water Agencies (AMWA)

- Sustainability Award (2014, 2019)
- Platinum Award for Utility Excellence (2011)



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

AWWA

Wendell R. LaDue Utility Safety Award (2008)

National Safety Council

- Industry Leader Award (2019)
- Occupational Excellence Achievement Award (2019)
- Million Work Hours Award (2019)

Government Finance Officers Association (GFOA)

Excellence in Financial Reporting Award (2004-2019)

National Association of Clean Water Agencies (NACWA)

Peak Performance Award

Cherry Point Wastewater Treatment Plant

- Platinum - 2022
- Gold - 2005, 2008-2012, 2014, 2017-2019
- Silver – 2006-2007, 2011, 2015-2016

Hardeeville Wastewater Treatment Plant

- Platinum – 2016-2020
- Gold – 2008-2010, 2012-2015
- Silver – 2006-2007, 2011

Laurel Bay Wastewater Treatment Plant

- Platinum – 2019-2020
- Gold – 2008, 2010-2012, 2015-2017, 2018
- Silver – 2009, 2013-2014

Marine Corps Air Station Beaufort Wastewater Treatment Plant

- Gold – 2008-2009
- Silver – 2010

Parris Island Wastewater Treatment Plant

- Gold – 2008-2010

Port Royal Water Reclamation Facility

- Platinum – 2019-2020
- Gold – 2009-2010, 2012-2013, 2015-2016, 2017-2018
- Silver - 2006-2008, 2011, 2014

Palmetto Bluff Wastewater Treatment Plant

- Platinum - 2022
- Gold – 2017-2019
- Silver – 2014-2016

Palm Key Wastewater Treatment Plant

- Platinum – 2019-2020
- Gold – 2015-2018
- Silver – 2014

Point South Wastewater Treatment Plant

- Platinum – 2018-2020
- Gold - 2014, 2016-2017



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

St. Helena Wastewater Treatment Plant

- Platinum - 2021
- Gold – 2016-2019
- Silver – 2014-2015

NACWA

- Excellence in Management Award (Silver, 2017)
- Utility of the Future Today 2017
- National Environmental Achievement Award for Public Information & Education 2021
- National Environmental Achievement Award in Workforce Development 2022

South Carolina Chamber of Commerce

Commendation of Excellence Award 2019-2020

S.C. Department of Labor, Licensing and Regulation

Certificate of Safety Achievement

Partnership for Safe Water

Phase IV “Excellence in Water Treatment Award” – Chelsea Water Treatment Plant

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BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

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Strategic Focus Planning

Strategy is an ongoing dialogue among BJWSA executives and members of the board of directors. This regular strategic dialogue serves the company well by helping the Authority adapt to the unexpected. The Authority's long and short-term strategic objectives are documented in a formal Strategic Focus Plan update every four to five years. Annually, the General Manager establishes goals in alignment with the Strategic Focus Plan.

This planning is facilitated by the leadership team and management converts these objectives into an operating reality by formally integrating the strategic-management process with the financial planning processes.

The Authority's leadership and management teams communicate the execution plans so that each department and employee knows how their day-to-day tasks are contributing to the success of the overall organization.

Monthly progress meetings will be held to maintain the energy throughout the year. These progress meetings also serve to recognize company, department, and individual accomplishments.



EXPECTATIONS

EXPECTATIONS OF THE BOARD AS A WHOLE

LEGAL RESPONSIBILITIES OF THE BOARD

BASIC RESPONSIBILITIES OF BOARDS

INDIVIDUAL BOARDMEMBER RESPONSIBILITIES

ANNUAL EVALUATION OF THE GENERAL MANAGER

BOARD JOB DESCRIPTIONS

BOARD POWERS AND DUTIES, AUTHORITY,
AND DELEGATIONS OF AUTHORITY

BOARD MEETING ORIENTATION

BJWSA CORE VALUES

Safety Integrity Collaboration Inclusion Stewardship

BJWSA MISSION

**Provide Quality Water and Wastewater Services to our Current and Future Customers in the
Lowcountry**



EXPECTATIONS

Expectations of the Board as a Whole

The Board of Directors is the governing body of Beaufort-Jasper Water and Sewer Authority (BJWSA) and is vested with the entire management of the business and affairs of BJWSA. Said management authority shall be plenary and exclusive of any other authority. The Board of Directors is the primary steward of BJWSA as a public trust with the mission:

Provide quality water and wastewater services to our current and future customers in the Lowcountry.

The General Manager is charged with overseeing the daily operation of the Authority and its employees, subject to the direction and control of the Board of Directors. The Board Chair provides supervision to the General Manager as necessary on behalf of the Board of Directors.

The Board of Directors is actively involved in advancing the Board's strategic goals and guiding the development and monitoring of key functions including the activities of individual committees. Most of the Board's work is performed at the committee level, and any action regarding policy and strategic direction usually stems from committee recommendations.

Legal Responsibilities of the Board

Many states, including South Carolina (South Carolina Nonprofit Corporation Act of 1994), have laws governing the responsibilities of a Board of Directors. The following principles of nonprofit corporation law provide a solid framework for understanding expectations related to board service.

1. **Duty of Care:** A board member has the duty to exercise reasonable care when he or she makes a decision for the organization. Reasonable care is what an “ordinarily prudent” person in a similar situation would do.
2. **Duty of Loyalty:** A board member must never use information gained through his/her position for personal gain; and must always act in the best interests of the organization.
3. **Duty of Obedience:** A board member must be faithful to the organization's mission. He or she cannot act in a way that is inconsistent with the organization's goals. The board member is trusted by the public to manage funds to fulfill the organization's mission.

Did you know?

Sewage treatment is the process of removing contaminants (physical, biological and chemical) from wastewater and household sewage (effluents). Its objective is to produce an environmentally safe fluid waste stream (or treated effluent) and a solid waste (or treated sludge) suitable for disposal or reuse.



Basic Responsibilities of Boards

BoardSource, formerly the **National Center for Nonprofit Boards**, is the premier resource for practical information, tools and best practices, training, and leadership development for board members of nonprofit organizations worldwide. The following is taken from their publication *“Ten Basic Responsibilities of Nonprofit Boards”* and commonly provides the foundation for establishing board member expectations.

1. **Determine the organization’s mission and purpose.** It is the board’s responsibility to create and review a statement of mission and purpose that articulates the organization’s goals, means, and primary constituents served.
2. **Select the chief executive.** Boards must reach consensus on the chief executive’s responsibilities and undertake a careful search to find the most qualified individual for the position.
3. **Provide proper financial oversight.** The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
4. **Ensure adequate resources.** One of the board’s foremost responsibilities is to provide adequate resources for the organization to fulfill its mission.
5. **Ensure legal and ethical integrity and maintain accountability.** The board is ultimately responsible for ensuring adherence to legal standards and ethical norms.
6. **Ensure effective organizational planning.** Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan’s goals.
7. **Recruit and orient new board members and assess board performance.** All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
8. **Enhance the organization’s public standing.** The board should clearly articulate the organization’s mission, accomplishments, and goals to the public and garner support from the community.
9. **Determine, monitor, and strengthen the organization’s programs and services.** The board’s responsibility is to determine which programs are consistent with the organization’s mission and to monitor their effectiveness.
10. **Support the general manager and assess his or her performance.** The board should ensure that the general manager has the moral and professional support he or she needs to further the goals of the organization.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

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Updated and Approved July 28, 2022

Individual Board Member Responsibilities

Just as Board of Directors have basic collective responsibilities, individual board members are also entrusted with responsibilities as a part of board membership. The obligations of board service are considerable – they extend well beyond the basic expectations of attending meetings. Prospective and incumbent board members should commit themselves to the following responsibilities:

General Expectations:

- Know the organization's mission, purpose, goals, policies, programs, services, strengths, and needs.
- Perform duties of board membership responsibly and conform to the level of competence expected from board members as outlined in the duties of care, loyalty, and obedience as they apply to nonprofit board members.
- Suggest possible nominees to the board who are clearly women and men of achievement and distinction and who can make significant contributions to the work of the board and the organization's progress.
- Serve in leadership positions and undertake special assignments willingly and enthusiastically.
- Avoid prejudiced judgments on the basis of information received from individuals and urge those with complaints to follow established policies and procedures through their supervisors.
- Follow trends in the organization's field of interest.
- Bring good will and a sense of humor to the board's deliberations.

Meetings:

- Prepare for and participate in board and committee meetings.
 - Attendance requirement: Board Members are required to attend regularly scheduled board meetings, committee meetings and special meetings as specified by the Board of Directors' Bylaws. In the event a Board Member is unable to physically attend the Board meeting, the Bylaws have authorized attendance by phone or video conferencing. Any member who is absent from three (3) consecutive meetings without cause, will be notified and a letter regarding the absences will be sent by the Chair to that member's sponsoring entity.
 - Committee participation: Board Members are required to serve on at least one committee, attend its meetings, and participate in the accomplishment of its objectives and in accordance with the established committee charter.
- Ask timely and substantive questions at meetings consistent with your conscience and convictions, while supporting the majority decision on issues decided by the board.
- Maintain confidentiality of the board's executive sessions, and speak for the board or the Authority only when authorized to do so.
- Suggest agenda items periodically for board and committee meetings to ensure that significant, policy-related matters are addressed.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

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Relationship with Staff:

- Counsel the General Manager as appropriate and support him or her through certain difficult relationships with groups or individuals.
- Board Members should not approach individual staff members with requests outside of Board or Committee meetings, including special requests for information, without at least prior consultation with the General Manager, board, or appropriate committee chair.

Avoiding Conflicts:

- Serve the organization as a whole rather than any special interest group or constituency. Regardless of whether or not you were invited to fill a vacancy reserved for a certain constituency or organization, your first obligation is to avoid any preconception that you “represent” anything but the Authority’s best interest.
- Familiarize yourself with the SC Ethics, Government Accountability and Campaign Reform Act, SC Code Ann. Sections 8-13-700, et. seq.
- Avoid even the appearance of a conflict of interest that might reflect poorly on the board or the Authority, and disclose any possible conflicts to the board in a timely fashion.
- Maintain independence and objectivity and do what a sense of fairness, ethics, and personal integrity dictate, even though not necessarily obliged to do so by law, regulation, or custom.
- Never accept (or offer) favors or gifts from (or to) anyone who does business with the Authority.

Fiduciary Responsibilities:

- Exercise prudence with the board in the control and transfer of funds.
- Faithfully read and understand the Authority’s financial statements and otherwise help the board fulfill its fiduciary responsibility.

Did you know?

Lowcountry residents are producing a daily wastewater volume equivalent to 5,613,334 million flushes from the average toilet



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

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Annual Evaluation of the General Manager

The Personnel Committee, in coordination with the Executive Committee, is tasked with the annual evaluation of the General Manager and all Board Members are encouraged to provide honest and constructive feedback as part of the process. A summary of the results and recommendations are reviewed with the full board in executive session prior to the formal evaluation discussion with the General Manager. The Personnel Committee may recommend a compensation adjustment to the Executive Committee based on performance and expected contributions for the coming year.

New board members should use their best judgment when participating in the annual evaluation of the General Manager.

General Schedule for Annual Evaluation of the General Manager

Date	Action	Outcome/Reporting
November and April	General Manager to report to the full Board of Directors on the progress of annual goals	Regular meeting report
April	Board of Directors notified that evaluation will be available first two weeks of May. All Board of Directors are strongly encouraged to participate and offer honest feedback	None
May (first two weeks) End of May	Survey conducted Personnel Committee to analyze data and create report for Executive Committee review (June) and regular June meeting with full Board of Directors <ul style="list-style-type: none">• Results of evaluation - summary• Recommendations	Collection of raw data Summary prepared for June meeting
June Meeting	Formal report to full Board of Directors <ul style="list-style-type: none">• Raw data will be available for review by all Board of Directors prior to the regular June meeting by appointment with the Human Resources Manager• Summary of results and recommendations presented in executive session	<ul style="list-style-type: none">• Raw data available for review• Presentation of results and recommendations
End of June	Formal evaluation discussion with General Manager (Board Chair and Chair of the Personnel Committee)	Evaluation Discussion
August	General Manager will submit annual goals for review by the Personnel Committee (Personnel Committee will forward to Executive Committee after review) <ul style="list-style-type: none">• Should include review/update of job description as appropriate	Annual goals for General Manager created, reviewed and shared with full Board of Directors Updated job description

Note: The above is intended as an outline only and the actual dates and general process may be changed at any time at the discretion of the Personnel Committee.



BOARD JOB DESCRIPTIONS

ESSENTIAL DUTIES AND RESPONSIBILITIES

CHAIR

The Chair shall be the chief executive officer of the Authority. The Chair shall see that all orders and resolutions of the Members of the Authority are carried out and shall execute or shall designate a Member of the Authority or the General Manager of the Authority to execute all contracts and agreements authorized by the Members of the Authority. The Chair shall be the presiding officer of all regular and special meetings of the Members. The Chair shall see that there are regular reports from all committees of the Authority to the Members at special and regularly called meetings. The Chair shall be an ex-officio member of all committees of the Authority as established by Article V of the Bylaws.

1. *General:* Ensures the effective action of the board in governing and supporting the Authority, and oversees board affairs. Acts as the representative of the board as a whole.
2. *Community:* Speaks to the media and the community on behalf of the Authority (as does the General Manager); represents the Authority in the community.
3. *Meetings:* Develops agendas for meetings in concert with the General Manager. Presides at board meetings.
4. *Committees:* Recommends to the board which committees are to be established. Seeks volunteers for committees and coordinates individual board member assignments. Makes sure each committee has a chairperson, and stays in touch with chairpersons to be sure that their work is carried out; identifies committee recommendations that should be presented to the full board. Determines whether executive committee meetings are necessary and convenes the committee accordingly.
5. *General Manager:* Establishes search and selection committee (usually acts as chair) for hiring a General Manager. Convenes board discussions on evaluating the General Manager and negotiating compensation and benefits package; conveys information to the General Manager.
6. *Board Affairs:* Ensures that board activities are handled in compliance with the enabling legislation and bylaws to include, but not limited to, ensuring board packets are complete and distributed in a timely manner by the board clerk, ensuring each committee is meeting as required and providing informative reports during regularly scheduled board meetings and assisting in the orientation of new board members.

VICE CHAIR

In addition to the responsibilities outlined in the board member job description below, this position:

1. *General:* Acts as the chair in his or her absence; assists the board chair on the above or other specified duties. Serves as a member of the Executive Committee.
2. *Special Responsibilities:* Frequently assigned to a special area of responsibility, such as development, media, annual retreat, facility, or personnel.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

SECRETARY/TREASURER

1. Attend all regular and special meetings of the Members of the Authority and act as Secretary/Treasurer thereof;
2. Ensure that the Clerk to the Board accurately records the actions taken during board meetings to include all motions made, the votes cast and any objections raised pursuant to Article II, Sections 7 and 9, of the Bylaws, and to ensure that all minutes as prepared by the Clerk to the Board of all regular and special meetings of the Members of the Authority comply with established legal guidelines and best practices;
3. Execute any and all appropriate documents on behalf of the Authority;
4. Review all receipts and disbursements of the Authority as requested;
5. Ensure that the deposit of all money and valuable effects in the name of and to the credit of the Authority are made in such depositories as shall be designated by the Members of the Authority;
6. Oversees the disbursement of funds of the Authority as may be authorized by the Members of the Authority, taking proper vouchers for such disbursements;
7. Render to the Chair and Members, whenever they may require it, an account of all transactions as Secretary/Treasurer, and report as to the financial condition of the Authority; and
8. Serve as a member of the Executive Committee and of the Finance Committee but shall not serve as chair.

Only the Chair or Secretary/Treasurer, or such other person or persons as may be designated by the Members of the Authority, shall have the authority to sign checks of the Authority.

COMMITTEE CHAIR

1. *General:* Sets tone for the committee work. Ensures that members have the information needed to do their jobs. Oversees the logistics of committee's operations. Assigns work to the committee members, sets agenda and runs meetings, and ensures distribution of meeting minutes. Works with the General Manager and other staff as agreed to by the General Manager.
2. *Reports:* Reports to the Board Chair. Reports to the full board on committee's decisions/recommendations.
3. *Committee Evaluation:* Initiates and leads the committee's *bi-annual* review and update to the charter.

BOARD MEMBER

1. *General:* Attend all board and committee meetings and functions, such as special events. Be informed about the Authority's mission, services, policies, and programs. Review agenda and supporting materials prior to board and committee meetings. Keep up-to-date on developments in the Authority's field. Follow conflict of interest and confidentiality policies.
2. *Committees:* Serve on committees or task forces and offer to take on special assignments.
3. *Advocacy:* Inform others about the Authority. Suggest possible nominees to the board appropriate legislative delegation or municipality who can make significant contributions to the work of the board and the Authority.



BOARD POWERS AND DUTIES, AUTHORITY, AND DELEGATIONS OF AUTHORITY

Powers and Duties

The Board of Directors was originally created by the General Assembly of South Carolina by Act No. 784 of 1954, with purposes and objectives and associated **powers and duties** necessary for it to govern Beaufort-Jasper Water and Sewer Authority resources for the benefit of the public. This Act was codified as the "Beaufort-Jasper Water and Sewer Authority Act," SC. Code Section 6-37-10, et. seq. (2009, as amended).

Board Authority

The Board of Directors' **Bylaws**, created in conformance with its authorized powers and duties established through the enabling legislation affirms that the Board of Directors shall have full power and authority to manage the business and affairs of the Board.

Delegation of Authority

The **Bylaws** state the Board of Directors shall employ a staff, consisting of a General Manager and such other employees as may be necessary, to carry out its purposes, objectives, policies, functions, duties, responsibilities, and programs.

Annual Audit Report

BJWSA's fiscal year runs from July 1 through June 30. Bond Covenants require an annual audit of the Authority that is conducted by an *independent CPA firm engaged by the Finance Committee of the Board of Directors*. The Finance Committee will then bring the auditor recommendation to the Board for approval. The audit results are incorporated into the **Annual Comprehensive Financial Report (ACFR)** and are presented to the Board of Directors during the second quarter of the subsequent year.

BOARD COMPOSITION

As outlined in South Carolina Code of Laws Section 6-37-40 (as amended 2009), the Board of Directors for BJWSA shall be comprised of eleven (11) members, seven (7) of whom shall be resident electors of Beaufort County and four (4) of whom shall be resident electors of Jasper County.

Seven (7) resident electors of Beaufort County – Beaufort County Legislative Delegation by majority, makes recommendation to the Governor for appointments.

1 City of Beaufort	1 Town of Bluffton
1 Town of Port Royal	3 Beaufort County Council

1 Legislative Delegation of Beaufort County* (*Does not require sponsorship of any other entity*)

**Beaufort County Legislative Delegation, at their July 14, 2000 meeting, voted unanimously to devolve their appointment to the Town of Hilton Head. N.B. Charter has not been amended to reflect this change.*

Four (4) resident electors of Jasper County – Jasper County Legislative Delegation by majority, makes recommendation to the Governor for appointments.

2 Legislative Delegation of Jasper County
1 Town of Ridgeland
1 City of Hardeeville

Terms of office for all members and their successors shall be six years.



BOARD MEETING ORIENTATION

Freedom of Information Act (FOIA)-SC CODE Section 30-4-10, et. seq.

- Any person has a right to inspect and copy any public record of a public body with certain exemptions as found in the Statute such as: trade secrets, information of a personal nature, documents incidental to proposed contracts and legal advice.
- Board members have a right to obtain legal advice in confidence that is applicable to attorney/client privileges.
- Minutes of all proceedings of a public body and all notes on these proceedings are public information.
- Any citizen can record the meeting unless such recording disrupts the meeting.

Conduct of Meetings

In accordance with the Bylaws, all meetings of the Board of Directors shall be conducted in substantial conformity to the current edition of **Robert's Rules of Order**.

Closed Meetings/Executive Session

- Executive session can be held to discuss legal issues, employment, compensation, promotion, demotion, discipline or release of an employee; negotiations incidental to proposed contracts and arrangements such as proposed sale or purchase of property, development of security, security devices, investigative proceedings if there are allegations of criminal misconduct, and matters related to the proposed location/expansion of proposed business/industry.
- Before going into executive session, board members must vote on the question of going into executive session and announce the specific purpose for going into executive session.
- No vote will be taken in executive session except a vote to adjourn or a vote to come out of executive session.

Notice of Meetings

- Must give written public notice of regularly scheduled meetings at the beginning of the calendar year including date, time and places of meetings.
- An agenda must be posted along with media notification including regular, rescheduled and special called meetings.
- Media shall be notified at least **24 hours** before any meeting where a majority of the Board will be present.

Minutes

All minutes have to be written and include: date, time, place, members present, members absent, and an accurate account of any action taken by the Board.

BJWSA Email Account

An email address will be supplied by the IT department. You will create your own password. This address is separate from your personal email account. Instructions on how to sign in with your organizational account will be provided. A reset may be required periodically.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

Tablets

The IT department will issue an IPad (tablet) for your use during committee meetings and board meetings. Instructions on how to sign into your tablet will be provided. A reset may be required periodically.

Insurance

The Authority purchases insurance for general and automobile liability, building and personal property, employee dishonesty, pollution liability, and workers' compensation.

Members of the board are covered under the Authority's general liability policy while performing their official duties. The policy provides coverage for occurrences that result in personal injury or property damage for which money damages are sought. The Authority purchases directors and officer's (D&O) liability insurance for members of the board to cover claims for which there is loss of value to assets and any breach of contract.

A detailed summary of coverage may be found in the Statistical Section of the Annual Comprehensive Financial Report.

Board Leadership Award

The Board Leadership Award (adopted November 17, 2011) was established to recognize significant contributions, above and beyond the normal or contracted service or duty, of an employee, staff department, community member, firm, business, or other entity to the overall operation of the organization.

Based on the fiscal year, nominations should be submitted in March to the Human Resources Manager. Human Resources will forward all nominations to the Personnel Committee in advance of the April meeting for consideration and then to the board members in April. This item shall be included as part of the Executive Session discussion in May to select the recipient with the formal presentation by the Board Chair (or his/her designee) at the annual July board meeting.

Human Resources has overall responsibility for this annual award and maintains the formal procedure including details related to eligibility, timing, nomination forms and records.

Travel Reimbursement

Pursuant to South Carolina law and policy set forth in the BJWSA Code of Ethics, board members may be reimbursed for legitimate expenses incurred for the sake of board business. It shall be understood that such expenses shall be reasonable and justifiable and that the board member may be required to discuss expenses which may be in question with the Chair and secretary/treasurer.

In the unusual case that receipts are not submitted, the reimbursement will be included in the taxable earnings of the Board Member as per IRS guidelines on taxable Fringe benefits. Any member who is unable to physically attend a board meeting is permitted to attend telephonically or by video conferencing under the conditions as set forth in the Bylaws.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

Criteria for Building a Slate of Officers

Historically, the annual slate of officers has been built informally and without the use of written selection criteria. As the Personnel Committee has the responsibility for developing this slate annually, the following is intended to help clarify how the slate is built.

In order to build the slate of officers for a particular year, the following overarching principles (all of equal weight) should be considered:

1. Continuity. We are well served to have the Chair and committee chairs serve for more than one year. Assuming we select leadership with the intent of providing continuity, vision and continual improvement in the respective functions – personnel, finance, capital improvements - then we want to select Board members who have an interest in a particular function. Experience in the functional may be helpful but is not determinative.
2. Experience. Board members beginning their first term should be expected to spend their first 2 years as committee members on 2 different committees (for 1 year each e.g. Personnel Committee for 1 year and Finance Committee for 1 year) learning the issues, understanding the policies and experiencing the Board discussions before becoming a committee chair.
3. Rotation. For the sake of broad exposure to all aspects of Board operation and function and fresh examination of systemic issues, Board members should expect to be rotated periodically around the various committees. This will permit more detailed exposure to all aspects of Board responsibility.
4. Volunteerism. Prior to finally selecting Board assignments for a particular year, Board members should express willingness to serve in a committee position as well as chair and committee chair. We do not want or desire a Board member to be serving in a capacity that they are not comfortable serving in.
5. Future. The slate of officers should consider and reflect the issues facing the Board for the future (next 2-3 years). As a Board, we should place Board members in positions of leadership and assignments that strengthen the Board going forward.
6. Longevity and Seniority. Longevity or seniority on the Board in no way conveys an obligation or expectation that the Board will select a particular Board member to serve in a leadership capacity. Selection is earned based on member involvement, performance and achievement.
7. Representation. In selecting the Chair, the Board should select an individual with the interpersonal strengths and character to represent the Board to local elected bodies, government officials and press in our service area.

Emergency Communications

During an emergency, BJWSA's Board of Directors (BOD) is an important constituency that needs regular, accurate information delivery. In accordance with BJWSA's Integrated Contingency Plan (ICP) and following National Incident Management System (NIMS) procedures, BJWSA's staff will be the primary decision-making group during an emergency requiring immediate remedial action. However, it is critical that our BOD is kept abreast of the actions being taken to remedy an emergency.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

Responsibilities

- The **General Manager** is responsible for relaying information to the Board. He and the BOD Chair are responsible for managing communications with stakeholders in the community.
- The **Public Affairs Director** is responsible for assisting the GM in relaying information to the Board, and serves as the official spokesperson. He/she is also responsible for record keeping assistance. He/she is the liaison to the County Public Information Officer.
- The **Incident Commander** is responsible for managing the event. In doing so, he/she will provide timely updates to the GM, CM, and front-line staff to help keep the Board informed.
- The **BOD** is responsible for communicating any vital needs from the community/stakeholders that they've been made aware of to the General Manager.
- The **BOD** is needed to coordinate emergency issuance of contracts for those in amounts above the GM level of approval and in cases of emergency situational decisions.
- The **Chair of the BOD** is responsible for serving as a conduit of information to the rest of the BOD.

During an event, the General Manager, Incident Commander or the Public Affairs Director are the only local official spokespersons for BJWSA. During a hurricane or other countywide emergency where the County Joint Information Center is triggered, all information is shared with Beaufort / Jasper County in order to facilitate effective use of the available communication systems. On occasion, the County PIO or designee may act as the spokesperson.



GOVERNANCE AND GUIDING PRINCIPLES

SOUTH CAROLINA CODE OF LAWS (ENABLING LEGISLATION)

<http://www.scstatehouse.gov/code/t06c037.php>

(REVISED AND EFFECTIVE June 2, 2009)

BYLAWS

(Current)

Resolution Amending Article V: Committees; removing word

Discretionary

Amended and Consolidated Bylaws

(ADOPTED July 28, 2022)

STATEMENT OF ECONOMIC INTERESTS

South Carolina State Ethics Commission

<http://ethics.sc.gov/StatementofEconomicInterests/Pages/index.aspx>

ETHICS POLICY

(ADOPTED April 25, 2013)-

(UPDATED AND APPROVED DECEMBER 16, 2021)

SC Code 8-13-700

(Rules of Conduct)

SC Code 8-13-710

(Reporting requirements for Public Officials)

SC Code 30-4-10, et seq.

(Freedom of Information Act)



GUIDING PRINCIPLES

CHAPTER 37.

BEAUFORT-JASPER WATER AND SEWER AUTHORITY

SECTION 6-37-10. Citation of chapter.

This chapter may be cited as the "Beaufort-Jasper Water and Sewer Authority Act".

HISTORY: 2009 Act No. 55, Section 1, eff June 2, 2009.

SECTION 6-37-20. "Authority".

For purposes of this chapter, unless the context clearly indicates otherwise, "authority" means the Beaufort-Jasper Water and Sewer Authority.

HISTORY: 2009 Act No. 55, Section 1, eff June 2, 2009.

SECTION 6-37-30. Function and powers.

(A) The Beaufort-Jasper Water and Sewer Authority is a body corporate and politic whose function is to acquire supplies of water and to distribute such water within its service area. To that end, the authority is empowered to construct such reservoirs, wells, treatment facilities, impounding dams or dykes, canals, conduits, aqueducts, tunnels, water distribution facilities, water mains and water lines, and appurtenant facilities, as in the opinion of the authority as may be considered necessary, and to acquire such land, rights of way, easements, machinery, apparatus, and equipment as is considered useful.

(B) The authority shall acquire, construct, operate, maintain, improve, and enlarge facilities which provide for the collection, treatment, disposal, and recycling of water and wastewater at any point within its service area, wherever such facilities are found by the authority to be necessary for the public health and the protection of the environment; to make such facilities available to private persons, private corporations, and governmental entities as authorized by this chapter; and to finance the cost of such facilities by the means made available to the authority by the provisions of this chapter.

(C) In order to perform services and functions related to the provision of water and waste water collection, treatment, and disposal services and related public works activities, the authority is authorized to contract with any of the following counties and any political subdivision therein: Beaufort, Jasper, Hampton, and Colleton Counties.

(D) Without in any way limiting the provisions of this section, the service territory of the authority shall be Beaufort and Jasper Counties.

HISTORY: 2009 Act No. 55, Section 1, eff June 2, 2009.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

SECTION 6-37-40. Members; appointment; terms; compensation.

(A) Notwithstanding the provisions of Section 6-11-610 or any other provision of law, the authority is comprised of eleven members, seven of whom shall be resident electors of Beaufort County and four of whom shall be resident electors of Jasper County.

(B) The seven Beaufort County members of the authority shall be appointed by the Governor upon the recommendation of a majority of the Legislative Delegation of Beaufort County. Of the Beaufort County members, the respective governing bodies of the City of Beaufort, the Town of Bluffton, and the Town of Port Royal shall each recommend to the Legislative Delegation of Beaufort County one person who may in turn be recommended by the Legislative Delegation of Beaufort County to the Governor for appointment and the Beaufort County Council shall recommend to the Legislative Delegation of Beaufort County three persons who may in turn be recommended by the Legislative Delegation of Beaufort County to the Governor for appointment. One person shall be recommended by the Legislative Delegation of Beaufort County to the Governor for appointment without recommendation by any other entity.

(C) The four Jasper County members of the authority shall be appointed by the Governor upon the recommendation of a majority of the Legislative Delegation of Jasper County. Of the Jasper County members, the respective governing bodies of the Town of Ridgeland and the City of Hardeeville shall each recommend to the Legislative Delegation of Jasper County one person who may in turn be recommended by the Legislative Delegation of Jasper County to the Governor for appointment.

(D) The terms of office for all members and their successors of the authority shall be for six years. All members of the authority shall hold office until their successors have been appointed and qualify. Any vacancy occurring for any reason among the members of the authority shall be filled for the remainder of the unexpired term by the same procedure for appointment. Notwithstanding the provisions of Section 6-11-610, the seating of additional members of the authority shall not affect the terms of other members serving upon the effective date of this section.

(E) The members of the authority may fix or change the compensation or other benefits, including insurance benefits and per diem for the members of the authority. Reimbursable expenses actually incurred while on official business must not exceed the amounts authorized for members of state boards, committees, and commissions, and insurance benefits must not exceed those provided for state employees.

HISTORY: 2009 Act No. 55, Section 1, eff June 2, 2009.

SECTION 6-37-50. Powers relating to acquiring and operating facilities.

Subject to the limitations set forth in this section, the authority is fully empowered to acquire, construct, operate, maintain, improve, and extend facilities that enable it to obtain, distribute, and sell water, and to collect, treat, recycle, and dispose of water and wastewater, to persons, firms, corporations, municipal corporations, political divisions, and the United States Government, or any agencies thereof, at any point within its service area. To that end, the authority shall have the powers to:

- (1) have perpetual succession;
- (2) sue and be sued;
- (3) adopt, use, and alter a corporate seal;

- (4) define a quorum for its meetings;
- (5) establish a principal office;



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

- (6) make bylaws for the management and regulation of its affairs;
- (7) build, construct, maintain, and operate wells, canals, aqueducts, ditches, tunnels, culverts, flumes, conduits, mains, pipes, dykes, dams, water reservoirs, treatment facilities, and appurtenant facilities;
- (8) impound water in lakes or reservoirs;
- (9) build, construct, maintain, and operate water distribution systems;
- (10) construct, operate, maintain, improve, and enlarge facilities which provide for the collection, impoundment, retention, transmission, treatment, recycling, and disposal of water and wastewater;
- (11) acquire and operate any type of machinery, appliances, or appurtenances, necessary or useful to discharge the functions committed to the authority by this chapter;
- (12) accept gifts or grants of services, properties, or monies from the United States, or any of its agencies, under such conditions as the United States or such agency shall prescribe;
- (13) subject to the provisions of this section, sell water and wastewater services for agricultural, industrial, commercial, residential, or domestic use;
- (14) prescribe rates and regulations under which water and wastewater services shall be sold or provided;
- (15) subject to the provisions of this section, enter into contracts for the sale of water and to enter into contracts to furnish services for any or all of the collection, treatment, recycling, and disposal of water or wastewater, upon such terms as the parties thereto shall approve, with persons, private corporations, municipal corporations, public bodies, public agencies, and with the United States Government, or any agencies thereof;
- (16) prescribe regulations fixing the conditions under which services shall be provided;
- (17) prescribe such regulations as the authority considers necessary to protect from pollution all water in its canals, aqueducts, reservoirs, or distribution systems;
- (18) prescribe such regulations as the authority considers necessary to ensure the efficient use of water supply, collection, treatment, and disposal resources within its service area;
- (19) make contracts of all sorts and to execute all instruments necessary or convenient for the carrying on of the business of the authority including, but not limited to, source water protection agreements with upstream landowners;
- (20) lease or sell and convey lands or interests therein;
- (21) make use of county and state highway rights of way in which to lay pipes and lines, in such manner and under such reasonable conditions as the appropriate officials in charge of such rights of way shall approve;
- (22) alter and change county and state highways wherever necessary in order that the authority may discharge the functions committed to it, in such manner and under such reasonable conditions as the appropriate officials in charge of such highways shall approve;
- (23) acquire, by purchase, gift, or through the exercise of eminent domain, all land, interests therein, easements, or rights of way, which the authority shall consider necessary to enable it to fully and adequately discharge all functions committed to it. The power herein granted shall be considered to include the power to acquire protective areas of land adjacent to any of its facilities and water supplies;
- (24) exercise the power of eminent domain for any corporate function. The power of eminent domain may be exercised through any procedure prescribed by general law as it may be amended or expanded from time to time;

- (25) appoint officers, agents, employees, and servants, to prescribe the duties of such, to fix their compensation, and to determine if and to what extent they shall be bonded for the faithful performance of their duties;



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

(26) make contracts for construction, engineering, legal, and other services, with or without competitive bidding;

(27) borrow money and to make and issue negotiable bonds, notes, and other evidences of indebtedness, payable from all or any part of the revenues derived from the operation of its system and facilities. The sums borrowed may be those needed to pay all costs incident to the construction and establishment of the facilities, and any extension, addition, and improvement thereto, including engineering costs, construction costs, the sum needed to capitalize and pay interest for a period of three years from the date of delivery of the bonds, such sum as is needed to supply working capital to place the facilities in operation, and all other expenses of any sort that the authority may incur in establishing, extending, and enlarging its system or the facilities. Neither the faith and credit of the State of South Carolina, nor of any county, municipality, or political subdivision of the State shall be pledged for the payment of the principal and interest of the obligations, and there shall be on the face of each obligation a statement, plainly worded, to that effect. Neither the members of the authority nor any person signing the obligations shall be personally liable thereon. To the end that a convenient procedure for borrowing money may be prescribed, the authority shall be fully empowered to avail itself of all power granted by general law for the issuance or refinancing of revenue bonds by political subdivisions of the State including future amendments and modifications thereto. In exercising the power conferred upon the authority by such general law, the authority may make all pledges and covenants authorized by any provision thereof, and may confer upon the holders of its securities all rights and liens authorized by such general law. Notwithstanding any other provision of law, the authority is specifically authorized to:

- (a) covenant and agree that upon it being adjudged in default as to the payment of any installment of principal or interest upon any obligation issued by it or in default as to the performance of any covenant or undertaking made by it, that in such event, the principal of all obligations of such issue may be declared forthwith due and payable, notwithstanding that any of them may not have then matured;
- (b) confer upon a corporate trustee the power to make disposition of the proceeds from all borrowings and of all revenues derived from the operation of the facilities, in accordance with and in the order of priority prescribed by the resolutions adopted by the authority as an incident to the issuance of any notes, bonds, or other types of securities;
- (c) dispose of its obligations at public or private sale, and upon such terms and conditions as it shall approve;
- (d) make such provisions for the redemption of any obligations issued by it prior to their stated maturity, with or without premium, and on such terms and conditions as the authority shall approve;
- (e) covenant and agree that any reserve fund established to further secure the payment of the principal and interest of any obligations shall be in a fixed amount;
- (f) limit or prohibit free service to any person, firm, corporation, municipal corporation, or any subdivision or division of the State;
- (g) prescribe the procedure, if any, by which the terms of the contract with the holders of its obligations may be amended, the number of obligations whose holders must consent thereto, and the manner in which such consent shall be given;
- (h) prescribe the events of default and the terms and conditions upon which all or any obligations shall become or may be declared due before maturity, and the terms and conditions upon which such declaration and its consequences



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

may be waived; notwithstanding any contrary provision of law, revenue bonds payable from the revenues of the system or systems of the authority shall be payable from and secured by a pledge of the net revenues of such system or systems remaining after provisions shall have been made for the operation and maintenance thereof;

- (i) provide that all bonds of any issue mature at a fixed time in lieu of serial maturities;
- (28) do all other acts and things necessary or convenient to carry out any function or power committed or granted to the authority;
- (29) withdraw from the Salkehatchie River not more than twenty-five million gallons of water per day;
- (30) withdraw from the Savannah River not more than one hundred million gallons of water per day;
- (31) exercise the powers conferred on special purpose districts by the provisions of Article 7, Chapter 11, Title 6 related to front-foot assessments, and to provide that if assessments are imposed to defray the cost of a particular water or sewer line, any parcel that is initially or subsequently connected to the water or sewer line, whether or not the parcel actually abuts that particular line, is subject to the assessment at the time of the initial assessment or at the time the parcel becomes connected, and further provided that where any lines are extended in segments over time, the authority may treat all segments of the line or lines as a single project and may recalculate the assessments on properties subject to earlier front-foot assessments at the time of a subsequent extension of the line or lines, provided that:
 - (a) the new assessment is less than or equal to the amount of the earlier assessment; and
 - (b) the term of the new assessment must not be extended beyond the term of the original assessment.

HISTORY: 2009 Act No. 55, Section 1, eff June 2, 2009.

SECTION 6-37-60. Rates for services furnished.

The rates charged for services furnished by the authority are not subject to supervision or regulation by any state bureau, board, commission, or like instrumentality, or agency thereof.

HISTORY: 2009 Act No. 55, Section 1, eff June 2, 2009.

SECTION 6-37-70. Exemption of property from ad valorem taxes.

All property of the authority is exempt from all ad valorem taxes levied by the State, county, or any municipality, division, subdivision, or agency thereof, directly or indirectly.

HISTORY: 2009 Act No. 55, Section 1, eff June 2, 2009.

SECTION 6-37-80. Fiscal year; annual report.

The authority shall conduct its affairs on the fiscal year basis employed by the State. The authority's fiscal year shall begin July first of each year and shall end on the thirtieth day of June of the succeeding year. Within one hundred eighty days of the end of each fiscal year, an audit of its affairs shall be made by certified public accountants, of good standing, to be designated by the authority. Copies of such audits, incorporated into an annual report of the authority, shall be filed in the office of the Clerks of Court for Beaufort and Jasper Counties, with the Beaufort and Jasper Legislative Delegations, and with the Secretary of State.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

HISTORY: 2009 Act No. 55, Section 1, eff June 2, 2009.

SECTION 6-37-90. Willful injury or destruction of authority property; penalties.

(A) It is unlawful for any person to willfully injure or destroy, or in any manner hurt, damage, tamper with, or impair the facilities of the authority, or any part of the same, or any machinery, apparatus, or equipment of the authority, or to pollute the water in any part of its service area, or to obtain water illegally from facilities of the authority, or to turn, raise, remove, or in any manner tamper with any cover of any manhole, filter, bed, or other appurtenance of any sewer except in accordance with the regulations promulgated by the authority. Any person who violates the provisions of this section is guilty of a misdemeanor and, upon conviction, shall be fined not less than ten dollars nor more than one hundred dollars, or shall be imprisoned for not more than thirty days at the discretion of the court, and shall be further liable to pay all damages suffered by the authority.

(B) Any person violating any regulation or any permit, permit condition, or final determination as required by state or federal law is subject to a civil penalty not to exceed two thousand dollars for each day of violation.

(C) All penalties assessed under this section must be held as debt and payable to the authority by the person against whom they have been charged and shall constitute a lien against the property of the person.

(D) The authority is empowered to conduct vulnerability assessments, prepare emergency response plans, and address threats from terrorist attacks, or other intentional actions designed to disrupt the provision of safe drinking water or significantly affect the public health or significantly affect the safety or supply of drinking water.

HISTORY: 2009 Act No. 55, Section 1, eff June 2, 2009.

SECTION 6-37-100. Disposition of revenues.

All revenues derived by the authority from the operation of its facilities, which may not be required to discharge covenants made by it in issuing bonds, notes, or other obligations authorized by this chapter, shall be disposed of by the authority from time to time for purposes germane to the functions of the authority.

HISTORY: 2009 Act No. 55, Section 1, eff June 2, 2009.

SECTION 6-37-110. Service contracts with municipalities.

All municipalities, public bodies, and public agencies operating water district systems or wastewater systems in any part of Beaufort, Jasper, Hampton, and Colleton Counties are authorized to enter into contracts to buy water and wastewater service from the authority. Such contracts shall extend over such periods of time and shall contain such terms and conditions as shall be mutually agreeable to the authority and to the contracting municipalities, public bodies, or public agencies.

HISTORY: 2009 Act No. 55, Section 1, eff June 2, 2009.

SECTION 6-37-120. Effect of amendment or repeal on contractual obligation.

Any amendment or repeal of this chapter shall not operate to impair the obligation of any contract made by the authority pursuant to any power conferred by this chapter.

HISTORY: 2009 Act No. 55, Section 1, eff June 2, 2009.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

BEAUFORT-JASPER WATER AND SEWER AUTHORITY

RESOLUTION

BYLAW AMENDMENT TO ARTICLE V: COMMITTEES

WHEREAS, the Board of Directors for **BJWSA** has reviewed the contents of the Bylaws relative to the obligations of the various Committees of the Board to ensure they are up to date and accurate with BJWSA's policies and procedures; and

WHEREAS, the Board of Directors for **BJWSA** has determined that the languages of Article V, Section 1(b) Capital Projects Committee, needs to be amended to remove the word "discretionary" from Subsection (1)(iii) to align with the Capital Planning process in place; and

WHEREAS, the Board of Directors for **BJWSA** has reviewed and revised its Bylaws accordingly; and

WHEREAS sufficient Notice of this meeting to amend the Bylaws has been given in accordance with Article IX, Section 2 of the Bylaws, and

WHEREAS, the Amended and Consolidated Bylaws for the Beaufort-Jasper Water and Sewer Authority dated July 28, 2022 has been prepared and is ready for approval.

NOW THEREFORE BE IT RESOLVED by the members of the Beaufort-Jasper Water and Sewer Authority in a duly assembled regular meeting this 28th day of July 2022 that the Bylaws for the Beaufort-Jasper Water and Sewer Authority dated July 28, 2022, is hereby amended and adopted as follows:

ARTICLE V

COMMITTEES

Section 1. The Authority shall have four (4) permanent or standing committees, to wit the Executive, Capital Project, Finance and Personnel committees. At the Annual Meeting of the Authority, the Chair, with the concurrence of a majority of the Membership of the Authority, shall appoint the Chair and members of each standing committee:

a) **EXECUTIVE COMMITTEE**

The Executive Committee shall:

- (i) Have such powers and shall perform such duties as the Members may delegate;
- (ii) Be organized and shall perform its functions as directed by the Members;
- (iii) Report periodically to the Members;
- (iv) Take no independent action nor make any resolution or amendment without the approval of the majority of the Members; and



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

- (v) Undertake the organization of and spearhead the long-range planning efforts for the Board.

b) CAPITAL PROJECTS COMMITTEE

The Capital Projects Committee shall:

1) CAPITAL PLANNING

- (i) Assure the development of and review the Authority's Capital Improvement Plan (CIP) to ensure conformance with the Authority's Strategic Plan;
- (ii) Recommend approval of the CIP to the Members;
- (iii) Prioritize projects to be completed based on available funding;
- (iv) Monitor progress of active capital projects and provide periodic status reports to the Members;
- (vi) Recommend to the Members the award of all engineering, construction and equipment purchase contracts above \$100,000;
- (vii) Annually review the use of technology within the functional area of Capital Projects; and
- (viii) Perform any other duty as may be assigned by the Members.

2) DEVELOPMENT ACTIVITIES

- (i) Review and recommend for approval the Authority's Development Policy and Procedures Manual;
- (ii) Ensure that the Authority's staff is consistently applying all requirements of the Development Policy and Procedures Manual to include assessment of fees, construction of facilities in accordance with approved plans and specifications, the review and approval of plans and specifications, and the acceptance of newly constructed facilities; and
- (iii) Perform any other duty as may be assigned by the Members.

c) FINANCE COMMITTEE

The Finance Committee shall:

- (i) Assure the development, approval, and implementation of financial



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

policies and procedures necessary to meet the obligations and objectives of the Authority's approved Strategic Plan;

- (ii) Recommend to the Members for approval an Annual Budget consistent with established policies and the expected requirements of the Strategic Plan;
- (iii) Review and make regular reports to the Members regarding the financial performance and projections versus the Budget, debt covenants and established procedures;
- (iv) Evaluate and propose for the Members approval the necessary financial arrangements required to meet the approved needs of the Authority developed in accordance with established policies and procedures;
- (v) Provide for an audit of the annual financial statements by qualified independent certified public accountant(s) engaged for the purpose in accordance with established policies and procedures;
- (vi) Fulfill an audit committee role for the Authority by receiving the results of the annual financial statement audit;
- (vii) Annually review the use of technology within the functional area of Finance;
- (viii) Act as communications link between auditor, Members, and management; and
- (ix) Perform any other duty as may be assigned by the Members.

d) PERSONNEL COMMITTEE

The Personnel Committee shall:

- (i) Assure development, implementation and timely revision of personnel employment and compensation policies and procedures;
- (ii) Evaluate the staffing level recommendations developed in connection with the annual budget process and report concurrence to the Finance Committee;
- (iii) Assure that any employee grievances are handled in compliance with applicable policies, procedures, and objectives;



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

- (iv) Oversee the annual performance evaluation of the General Manager by the Members and, based on the results, develop an overall assessment of performance and prepare a recommendation regarding compensation adjustment for the Members' approval;
- (v) Annually review the use of technology within the functional area of Personnel; and
- (vi) Perform any other duty as may be assigned by the Members.

The provisions hereof shall be effective as of July 28, 2022, upon a single hearing and two-thirds vote of the Authority.

continued



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

ADOPTED by a Resolution of the Members of the Authority at Beaufort, South Carolina, this day of July 28, 2022.

BEAUFORT-JASPER WATER AND SEWER AUTHORITY



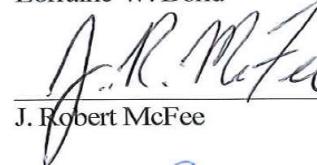
James E. Baker, Jr., Chair



Donna L. Altman, Secretary/Treasurer



Lorraine W. Bond



J. Robert McFee



Gerald H. Schulze



David R. Strange



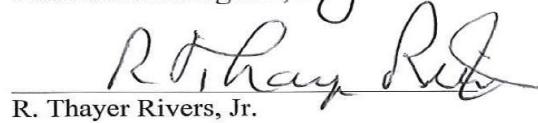
Gregory A. Padgett, Vice Chair



Michael L. Bell, Past Chair



Anderson M. Kinghorn, Jr.



R. Thayer Rivers, Jr.



William Singleton, Ed., D.





BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

AMENDED AND CONSOLIDATED

BYLAWS

FOR

THE BEAUFORT-JASPER WATER AND SEWER AUTHORITY

JULY 28, 2022



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

AMENDED AND CONSOLIDATED BYLAWS FOR THE BEAUFORT-JASPER WATER AND SEWER AUTHORITY JULY 28, 2022

TABLE OF CONTENTS

		PAGE(S)
ARTICLE I	Name, Place of Businesses and Registered Office And Agent of the Authority	4
ARTICLE II	Membership and Meetings	4 – 7
ARTICLE III	Powers of Members	7 – 9
ARTICLE IV	Officers of the Authority and their Duties	9 – 12
ARTICLE V	Committees	12 – 16
ARTICLE VI	Indemnification	16
ARTICLE VII	Seal	17
ARTICLE VIII	Fiscal Year	17
ARTICLE IX	Adoption, Amendment, and Repeal of the Bylaws	17
ARTICLE X	Emergency Powers	17
ARTICLE XI	Procedural Rules	20



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

WHEREAS, the Beaufort-Jasper Water and Sewer Authority was created by the General Assembly of South Carolina by Act No. 784 of 1954; and

WHEREAS, the Beaufort-Jasper Water and Sewer Authority was given certain functions and powers as set forth in Act No. 784, as amended by Acts No. 950 and 951 of 1956, Act No. 1024 of 1958, Act No. 353 of 1959, Act No. 457 of 1963, Act No. 1193 of 1966, Act No. 598 of 1969, Act No. 573 of 1973, two subsequent Beaufort and Jasper County Ordinances, and Act No. S793 of 2009 amending Title 6 of the 1976 South Carolina Code of Laws by adding Chapter 37; and,

WHEREAS, the Members of the Beaufort-Jasper Water and Sewer Authority adopted Bylaws for the Beaufort-Jasper Water and Sewer Authority on January 11, 1990; and amended the said Bylaws on January 27, 1994, on June 23, 1994; on February 22, 2001; on December 18, 2003; on January 25, 2007; on September 25, 2008; on December 17, 2009; April 25, 2013; on March 26, 2020; and,

WHEREAS, it is now the desire of the Members of Beaufort-Jasper Water and Sewer Authority to amend further the Bylaws pursuant to Article IX of the Bylaws and Act No. 784 of 1954, as amended, and to adopt and ratify the Amended and Consolidated Bylaws ("Bylaws") contained herein:

NOW, THEREFORE, BE IT RESOLVED, that the Members of the Beaufort-Jasper Water and Sewer Authority do hereby adopt, ratify, and publish the following Bylaws as of the 28th day of July, 2022, and do hereby declare that these Bylaws shall govern the administration of the Beaufort-Jasper Water and Sewer Authority until amended as provided herein.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

ARTICLE I

NAME, PLACE OF BUSINESSES AND REGISTERED OFFICE AND AGENT OF THE BEAUFORT-JASPER WATER AND SEWER AUTHORITY

Section 1. The name of the special purpose district shall be the Beaufort-Jasper Water and Sewer Authority ("Authority").

Section 2. The principal place of business and the mailing address of the Authority is 6 Snake Road, Okatie, South Carolina 29909.

Section 3. The Authority may also have offices at such other places, both within and without the State of South Carolina, as the Members may from time to time determine or as the business of the Authority may require.

Section 4. The registered office and the registered agent shall be as designated by the Members from time to time.

ARTICLE II MEMBERSHIP AND MEETINGS

Section 1. The business and affairs of the Authority shall be managed and controlled by its Members as provided by Act No. 784 of 1954, all subsequent amendments thereto, and as set forth in Section 6-37-40 of the South Carolina Code of Laws, as amended by S. 793 adopted in June 2009.

Section 2. The Members of the Authority shall hold office as set forth in Section 6-37-40(D) of the South Carolina Code of laws, as amended by S.793 adopted in June 2009.

Section 3. Any vacancy, however occurring, among the Members of the Authority shall be filled as provided by Act No. 784 of 1954, and the amendments thereto. No decrease in the number of members of the Authority shall have the effect of shortening the term of any incumbent Member. Any Member appointed to fill



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

any vacancy shall be appointed for the unexpired term of his or her predecessor. A vacancy shall be deemed to exist when the Member's resignation becomes effective.

Section 4. The entire membership of the Authority or any individual Member may be removed for good cause as provided by law.

Section 5. If any Member of the Authority is absent from three (3) consecutive Regular meetings of the Authority without cause, the Member will be so notified, and thereafter the Chair shall forward a letter to the sponsoring entity of said Member notifying said sponsoring entity of the Member's absences.

Section 6. Regular meetings of the Authority shall be held at such time and place as the Members by resolution determine Except as hereinafter provided, no notice to the Members of such regular meetings shall be required, and it shall be the duty of each Member to attend such meeting without notice.

Section 7. Special meetings of the Authority may be called by the Chair, the General Manager, or by any three (3) Members, upon notice sent by any usual means of communication not less than 24 hours before the meeting. Notice of a meeting of the Authority need not be given to any Member who signs a waiver of notice either before or after the meeting. Attendance of a Member at any meeting shall of itself constitute a waiver of notice of such meeting, except where a Member attends a meeting solely for the purpose of stating at the beginning of the meeting his or her objection to the transaction of any business on the grounds that the meeting is not lawfully called or convened. The notice of the special meeting thereof shall specify the time, place, and purpose of the business to be transacted at such special meeting.

Section 8. The Annual Meeting of the Authority shall be the first meeting of each fiscal year. Fiscal Year is defined in Article VIII, Section 1, of these By-Laws.

Section 9. If a meeting of the Authority or of any committee is held without call or



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

notice where such is required, any action taken at such meeting shall be deemed ratified by a Member or committee Member who did not attend, unless after learning of the action taken and the impropriety of the meeting, he or she makes prompt objection thereof, and files the same in writing with the Secretary/Treasurer of the Authority.

Section 10. At any meeting of the Authority, a majority of the total and voting number of Members then in office shall constitute a quorum for the transaction of business of the Authority. The vote of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Authority, except as to the removal of the General Manager as provided in Article III, Section 2 c), the removal of officer(s) of the Authority as provided in Article III, Section 2 h), or an amendment or repeal of the Bylaws, except as provided in Article IX of these Bylaws.

Section 11. In order to vote at any regular or special meeting of the Authority, Member must be present. However, a Member may attend a meeting by telephone, video conferencing or related technology and may be allowed to vote provided the following conditions have been met.

- a) A quorum of the Members are physically present at the meeting place and remain physically present throughout the meeting;
- b) The Members attending by teleconference can hear any and all comments made by the public, staff and other Members (whether attending in person or telephonically), at such meeting;
- c) Each of the members of the public, staff and other Members (whether attending in person or telephonically) can hear the comments, motions and vote(s) of the Members attending the meeting telephonically;
- d) The individual presiding over the meeting is physically present during the meeting;



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

- e) Other than establishing remote access (telephone, video conference and related technology), there shall be no communications between those Members attending remotely and those Members physically present at the meeting, unless such communication is part of the meeting and can be heard by members of the public in attendance and,
- f) All of the comments, motions and votes of the Members attending telephonically must be capable of being recorded in the minutes of the meeting.

The Chair shall, in each instance where voting by phone is requested, find that the above criteria have been met and shall enter a statement to that effect into the official minutes of the meeting.

ARTICLE III **POWERS OF THE MEMBERS**

Section 1. The Members of the Authority shall have management of the business of the Authority and may exercise all such powers and do all such things which a corporation may legally do but subject nevertheless to the provisions of Act No. 784 of 1954, the amendments thereto, the general statutes of South Carolina, and these Bylaws.

Section 2. Without limiting the general powers conferred by the preceding paragraph and the other powers conferred upon them by these Bylaws or by statute, the Members of the Authority shall have the following powers:

- a) To purchase or otherwise acquire for the Authority any property, rights or privileges which the Authority is authorized to acquire at such terms and conditions for such consideration as they think fit;
- b) To pay, at their discretion, for any property or rights acquired by the Authority, either wholly or partially, in money or stocks, bonds, debentures, or other securities of the Authority;



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

c) To employ, and at their discretion remove, the General Manager of the Authority. Any vote to remove the General Manager of the Authority must be approved by a two-thirds (2/3) vote of the total membership of the Authority;

d) To appoint any person or persons to accept and hold in trust for the Authority any property belonging to the Authority for which it is interested or for any other purpose, and to execute and do all such duties and things as may be required in relation to any such trust;

e) To create, make, and issue deeds, mortgages, bonds, deeds of trust, contracts, trust agreements, and negotiable or transferable instruments and securities, secured by mortgage or otherwise, and to do every other act or thing necessary to effectuate the same;

f) To determine who shall be authorized to sign on the Authority's behalf deeds, mortgages, bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents;

g) To fix the compensation of themselves as provided by law; and

h) To remove the officer(s) and member(s) of committees of the Authority from his/her position, with or without cause, by a two-thirds (2/3) vote of the total membership of the Authority.

i) To employ, and at their sole discretion remove, the General Counsel for the Authority. The decision to engage or dismiss the General Counsel shall be by majority vote of the Authority. The General Counsel shall take direction as to daily activities from the General Manager, who is authorized, after consultation with the General Counsel, to engage other such specialized legal counsel as may be required.

Section 3. Members shall not individually act or communicate as making a representation with regard to any position, policy or any other matter of the Authority as if such act or communication was coming from the Board of Directors unless such action or communication has been previously approved by a majority of the



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

Members of Board of Directors of the Authority and that such action or communication accurately represents the Board's position as a whole. Violation of this provision of the Bylaws by a Member shall be grounds for removal from the Board of Directors as set forth in Article II, Section 4 and Article III, Section 2(h).

ARTICLE IV **OFFICERS OF THE AUTHORITY AND THEIR DUTIES**

Section 1. The officers of the Authority shall consist of a Chair, Vice Chair, and a Secretary/Treasurer.

Other officers from time to time may be appointed by the Members.

Section 2. The date of the annual meeting of the Authority shall be the first meeting of each fiscal year as defined in Article VIII, Section 1, of these Bylaws. At the May meeting of each year, the Personnel Committee shall recommend to the Members a slate of names to be officers of the Authority for the next fiscal year. Thereafter, at the June meeting of each year, after calling for additional nominations from the floor, if any, the Members shall elect from their own a Chair, Vice Chair, and Secretary/Treasurer to take office on July 1 of the next fiscal year. Each officer shall hold office for one (1) year or until his or her successor is elected and qualified in his or her stead. The Board Chair shall be limited to three (3) one (1) year terms, with an option of one (1) additional one (1) year term by vote of the majority of the Members as set forth in Act No. 784 of 1954, as amended. Any Member elected to the Chair position, must wait the same number of years as he/she held office as Chair before becoming eligible for nomination for the Chair position thereafter. Such officers have such authority and may perform such duties as may be provided herein or by action of the Members of the Authority not inconsistent herewith. In addition, they shall have such other duties as are usually imposed upon such officers of the Authority and such as are required by law.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

Section 3. **CHAIR.** The Chair shall be the chief executive officer of the Authority.

The Chair shall see that all orders and resolutions of the Members of the Authority are carried out and shall execute or shall designate a Member of the Authority or the General Manager of the Authority to execute all contracts and agreements authorized by the Members of the Authority. The Chair shall be the presiding officer of all regular and special meetings of the Members. The Chair shall see that there are regular reports from all committees of the Authority to the Members at special and regularly called meetings. The Chair shall be an ex-officio member of all committees of the Authority as established by Article V of these Bylaws.

Section 4. **VICE CHAIR.** The Vice Chair, in the case of disability of the Chair as determined by a resolution of the Members of the Authority, or during the absence of the Chair, shall be vested with all the powers and shall perform all of the duties of the Chair.

Section 5. **SECRETARY/TREASURER.** The Secretary/Treasurer shall:

- a) Attend all regular and special meetings of the Members of the Authority and act as Secretary/Treasurer thereof;
- b) Ensure that the Board Clerk properly record all votes, any objections filed pursuant to Article II, Sections 7 and 9, of these Bylaws, and that the minutes of all regular and special meetings of the Members of the Authority are kept in compliance with legal guidelines and best practices and that said minutes are maintained in a book to be kept for that purpose;
- c) To ensure that custody of all money and securities of the Authority are secure;
- d) To ensure that the Chief Financial Officer keeps full and accurate accounts of all receipts and disbursements of the Authority in appropriate books belonging to the Authority;



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

- e) To ensure that the deposit of all money and valuable effects in the name of and to the credit of the Authority are made in such depositories as designated by the Chief Financial Officer;
- f) Disburse funds of the Authority as may be authorized by the Members of the Authority, taking proper vouchers for such disbursements; and
- g) Render to the Chair and Members, whenever they may require it, an account of all transactions as Secretary/Treasurer, and report as to the financial condition of the Authority. Only the Chair or Secretary/Treasurer, or such other person or persons as may be designated by the Members of the Authority, shall have the authority to sign checks of the Authority. If required by the Members, the Secretary/Treasurer shall give the Authority a bond, paid for by the Authority, in a form and in a sum with surety satisfactory to the Members for the faithful performance of the duties of his or her office and for the restoration to the Authority in case of his or her death, resignation, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind and nature in his or her possession belonging to the Authority.

Section 6. If the office of any officer or agent of the Authority becomes vacant for any reason, then a successor or successors shall be elected by the Members at the next regular meeting, and such successor shall hold office for the remainder of the unexpired term.

ARTICLE V COMMITTEES

Section 1. The Authority shall have four (4) permanent or standing committees, to wit the Executive, Capital Project, Finance and Personnel committees. At the Annual Meeting of the Authority, the Chair, with the concurrence of a majority of the Membership of the Authority, shall appoint the Chair and members of each standing committee:



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

a) EXECUTIVE COMMITTEE

The Executive Committee shall:

- (i) Have such powers and shall perform such duties as the Members may delegate;
- (ii) Be organized and shall perform its functions as directed by the Members;
- (iii) Report periodically to the Members;
- (iv) Take no independent action nor make any resolution or amendment without the approval of the majority of the Members; and
- (v) Undertake the organization of and spearhead the long-range planning efforts for the Board.

b) CAPITAL PROJECTS COMMITTEE

The Capital Projects Committee shall:

1) CAPITAL PLANNING

- (i) Assure the development of and review the Authority's Capital Improvement Plan (CIP) to ensure conformance with the Authority's Strategic Plan;
- (ii) Recommend approval of the CIP to the Members;
- (iii) Prioritize projects to be completed based on available funding;
- (iv) Monitor progress of active capital projects and provide periodic status reports to the Members;
- (v) Recommend to the Members the award of all engineering, construction and equipment purchase contracts above \$100,000;
- (vi) Annually review the use of technology within the functional area of Capital Projects; and
- (vii) Perform any other duty as may be assigned by the Members.

2) DEVELOPMENT ACTIVITIES

- (i) Review and recommend for approval the Authority's Development Policy and Procedures Manual;



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

(ii) Ensure that the Authority's staff is consistently applying all requirements of the Development Policy and Procedures Manual to include assessment of fees, construction of facilities in accordance with approved plans and specifications, the review and approval of plans and specifications, and the acceptance of newly constructed facilities; and

(iii) Perform any other duty as may be assigned by the Members.

c) **FINANCE COMMITTEE**

The Finance Committee shall:

(i) Assure the development, approval, and implementation of financial policies and procedures necessary to meet the obligations and objectives of the Authority's approved Strategic Plan;

(ii) Recommend to the Members for approval an Annual Budget consistent with established policies and the expected requirements of the Strategic Plan;

(iii) Review and make regular reports to the Members regarding the financial performance and projections versus the Budget, debt covenants and established procedures;

(iv) Evaluate and propose for the Members approval the necessary financial arrangements required to meet the approved needs of the Authority developed in accordance with established policies and procedures;

(v) Provide for an audit of the annual financial statements by qualified independent certified public accountant(s) engaged for the purpose in accordance with established policies and procedures;

(vi) Fulfill an audit committee role for the Authority by receiving the results of the annual financial statement audit;

(vii) Annually review the use of technology within the functional area of Finance;

(viii) Act as communications link between auditor, Members, and management; and



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

- (ix) Perform any other duty as may be assigned by the Members.

d) **PERSONNEL COMMITTEE**

The Personnel Committee shall:

- (i) Assure development, implementation and timely revision of personnel employment and compensation policies and procedures;
- (ii) Evaluate the staffing level recommendations developed in connection with the annual budget process and report concurrence to the Finance Committee;
- (iii) Assure that any employee grievances are handled in compliance with applicable policies, procedures, and objectives;
- (iv) Oversee the annual performance evaluation of the General Manager by the Members and, based on the results, develop an overall assessment of performance and prepare a recommendation regarding compensation adjustment for the Members' approval;
- (v) Annually review the use of technology within the functional area of Personnel; and
- (vi) Perform any other duty as may be assigned by the Members.

Section 2. The Executive Committee will consist of four (4) Members, the same being the Chair, the Vice Chair, the Secretary/Treasurer, and the immediate past Chair. The immediate past Chair is defined as a Chair that has fulfilled his or her term pursuant to Article IV, Section 2. If the immediate past Chair is unavailable or desires not to serve, then one (1) other Member of the Authority, who shall be appointed by the Chair with the consent of a majority of the Members of the Board, shall serve. In cases where the Immediate Past Chair, by manner of election, continues to serve in a capacity which is by default a member of the Executive Committee



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

then one (1) other member of the Authority shall be appointed by the Chair with the consent of a majority of the Members of the Board to serve on the Executive Committee.

Section 3. The Capital Projects Committee, the Finance Committee, and the Personnel Committee shall each consist of no more than four (4) Members. With the exception of a Member's service on the Executive Committee no member of the Authority may serve on more than one (1) standing committee simultaneously.

Section 4. The Chair may appoint any other committee for a specific purpose in addition to the aforementioned. The designation of any such committee shall not relieve the membership of the Authority, or any Member thereof, of any responsibility imposed by law.

Section 5. So far as applicable, the provisions of these Bylaws relating to the conduct of the meetings of the Authority shall govern the meetings of the Executive Committee or other committees. The Chair, with the concurrence of a majority of the Members of the Authority, shall fill the vacancies in the Executive Committee or other committee or discharge any committee formed pursuant to Article V, Section 4.

Section 6. Any such standing committee or other special committee shall make a report or recommendation to the Members of the Authority of its proceedings, and shall submit such report or recommendation to the Members at each regular or special meeting, at such other times as may be requested by the Members.

ARTICLE VI INDEMNIFICATION

Section 1. The Authority shall, to the full extent permitted by Act No. 784 of 1954, as amended, and the general statutes of South Carolina, indemnify all persons whom it may indemnify pursuant thereto. In this connection, the Authority is authorized to take out such insurance as may deem necessary or desirable consistent with the indemnification provisions aforesaid.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

ARTICLE VII SEAL

Section 1. The corporate seal of the Authority shall be the seal imprinted at the foot of these Bylaws.

ARTICLE VIII FISCAL YEAR

Section 1. The Authority shall conduct its affairs on the fiscal year basis employed by the State, July 1 of each year to June 30 of the succeeding year, as provided by Section 7 of Act No. 784 of 1954, as amended.

ARTICLE IX ADOPTION, AMENDMENT AND REPEAL OF THE BYLAWS

Section 1. Bylaws may be adopted, amended, or repealed by a two-thirds (2/3) vote of the total membership of the Authority.

Section 2. Any notice of a meeting of the Members at which it is proposed to adopt, amend, or repeal Bylaws shall be given as for a special meeting, and such meeting and such notice shall include the notice of the proposed action.

ARTICLE X EMERGENCY PROCEDURES AND POWERS

Section 1. General Powers in an Emergency Situation.

Whenever, due to an emergency resulting from the effects of a natural disaster, or an emergency due to the death or incapacity by illness or injury whether a State of Emergency has been declared or not, and there is no Member(s) available to call or attend a duly called, Special or Emergency meeting of the Authority who has/have been authorized to manage and direct business of the Authority, then, until the earliest time upon which a meeting of the Members can be convened at which a quorum is represented, including a meeting under Section



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

2 of this Article, or until a Member is present and capable of action (whichever first occurs), the first of the persons described in the following list who is available and suffering no incapacity shall have the authority to manage and direct the operation of the Authority at a location and continue the customary business thereof pursuant to Title 6 Chapter 3 of the South Carolina Code of Laws, 1976, as amended, which shall include the power to sign checks upon the bank account of the Authority:

- a) Chair
- b) Vice Chair
- c) Secretary/Treasurer
- d) General Manager of the business of the Authority at its registered office.

The person managing and directing the business of the Authority under the authority of this Section is authorized and directed to call and convene a meeting of the Members at the earliest possible time at a location established pursuant to Title 6 Chapter 3 of the South Carolina Code of Laws, 1976, as amended.

Section 2. Standards for Electronic Meetings when a State of Emergency has been called.

Whenever, due to an emergency resulting from the effects of a natural disaster, or an emergency due to the death or incapacity by illness or injury, and a State of Emergency has been declared by the Governor of the State of South Carolina and/or the Commander in Chief of the United States, the Authority is hereby authorized to conduct public meetings exclusively in electronic form, provided the medium for such meeting, whether telephonic, broadcast video, computer-based, or other electronic media, or any combination of these, and the conduct of the electronic meeting, allows for the following standards and practices to be:



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

(a) At the beginning of any electronic meeting, the presiding officer shall poll the members of the Authority to confirm attendance, and any member of the Authority attending by way of electronic media shall be considered present for the purposes of constituting a quorum.

(b) Throughout the duration of the electronic meeting, all members of the Authority, as well as any officials or staff required to speak at such meeting, must have the capability to be heard at all times by any other member of the governing body and by the general public.

(c) Any vote of the Authority must be conducted by individual voice vote of the members of the Authority, who shall verbally indicate their vote on any matter by stating “yay” or “nay.” All individual votes shall be recorded by the clerk, secretary, or presiding officers, as appropriate.

(d) Meetings shall be recorded or minutes kept in the same manner as an in-person meeting as required by South Carolina Code of Laws, Section 30-4-90 (as amended).

(e) All members of the Authority, officials, staff, and presenters should identify themselves and be recognized prior to speaking. Members of the Authority shall strictly comply with the rules of the Authority as they relate to procedural matters in order to preserve order and allow for the effectiveness of electronic meetings.

(f) Electronic executive sessions shall be permitted in accordance with the provisions of the Freedom of Information Act and the Authority shall properly announce its reason for going into any executive session in conformance with Section 30-4-70 of the Act. Upon the entry into any electronic executive session, meeting minutes need not be kept and the electronic meeting utilized for such executive session may be held by (i) a separate telephonic, broadcast video, computer-based, or other electronic media, or any combination of these wherein the public shall not be permitted to participate, or (ii) on the initial telephonic, broadcast video, computer-based, or other electronic media, or any combination of these, with the implementation of necessary participation



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

or listening restrictions, provided that in either instance all members of the Authority must have the capability to be heard at all times.

(g) With respect to any electronic meeting, any public comment periods provided for by local ordinance, resolution, policy, or bylaws are hereby suspended. Members of the public may submit written public comments which shall be distributed to the members of the Authority.

Section 3. Suspension of Local Provisions. During the period of effectiveness of Article X, Section 2 of the Amended Bylaws, any resolution, policy, or Bylaw of the Authority that conflicts with the provisions hereof is suspended and shall be superseded hereby, to include but not limited to Article II, Section 11(a) of the Bylaws that requires a quorum to be physically present in order to vote at any regular or special meeting of the Authority.

Section 4. Effective Date. The provisions hereof shall be effective as of March 26, 2020 upon a single hearing and two-thirds vote of the Authority.

ARTICLE XI **PROCEDURAL RULES**

Section 1. All meetings of the Members shall be held in substantial compliance with the procedures set forth in the current edition of Robert's Rules of Order, these Bylaws, Act No. 784 of 1954, the amendments thereto, and the laws of the State of South Carolina.



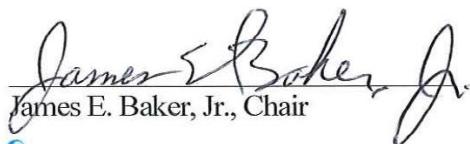
BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

ADOPTED by a Resolution of the Members of the Authority at Beaufort, South Carolina, this 28 day of July 2022.

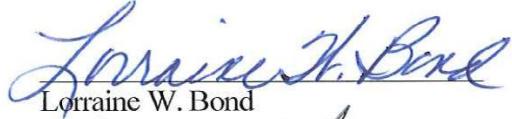
BEAUFORT-JASPER WATER AND SEWER AUTHORITY



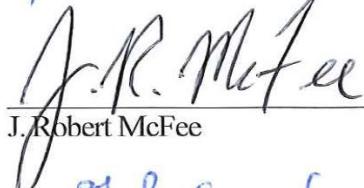
James E. Baker, Jr., Chair



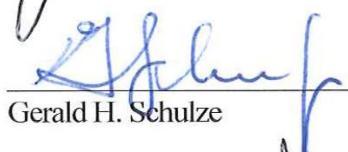
Donna L. Altman, Secretary/Treasurer



Lorraine W. Bond



J. Robert McFee



Gerald H. Schulze



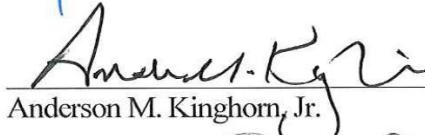
David R. Strange



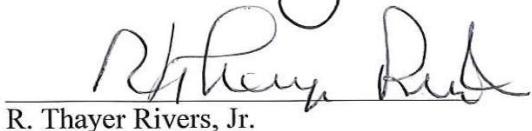
Gregory A. Padgett



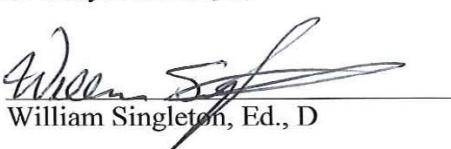
Michael L. Bell, Past Chair



Anderson M. Kinghorn, Jr.



R. Thayer Rivers, Jr.



William Singleton, Ed., D





STATEMENT OF ECONOMIC INTERESTS

Source: South Carolina State Ethics Commission

<http://ethics.sc.gov/StatementofEconomicInterests/Pages/index.aspx>

General Information

Who files a Statement of Economic Interests Form?

- Any person appointed to fill the unexpired term of an elected official;
- All public officials;
- All candidates for public office (excluding Federal offices);
- Any person who serves on a state board, commission or council whether salaried or not;
- Chief and Deputy or assistant chief administrative official or employee or director of a division, institution or facility of any agency or department of state government. The chief administrative official of each political subdivision including school districts, libraries, regional planning councils, airport commissions, hospitals, community action agencies, water and sewer districts, and development commissions;
- County and city administrators, managers, supervisors, or chief administrative official, by whatever title;
- School District Board Members, superintendents of education, county superintendents of education, and county board of education members; and
- Chief Finance and Chief Purchasing Official/employee of each agency, institution, or facility of state government, & of each county, municipality, or other political subdivision including school districts, libraries, regional planning councils, airport commissions, hospitals, community action agencies, water and sewer districts, and development commissions.

What information is disclosed on the Statement of Economic Interests Form?

- Name, address, phone # of the filer;
- Source, type, and amount or value of income received from a governmental entity by the filer or a member of the filer's immediate family;
- Description, value, & location of any real property owned & options to purchase real property by the filer or a member of the filer's immediate family if there have been any public improvements of more than \$200.00 on or adjacent to the real property within the reporting period and the public improvements are known to the filer or if the filer sells, leases, or rents personal property to the state, county, or municipal government. A copy of the contract must be attached to the Statement of Economic Interests Form when being submitted;
- Name of each organization which paid for or reimbursed any expenses of the filer for speaking before a public/private group. The amount, purpose, date, & location of the speaking engagement must be disclosed;
- Identity of each business or entity in which the filer or a member of the filer's immediate family held/controlled, in the aggregate, securities or interests constituting 5% or more of the total issued AND which constitute a value of \$100,000.00 or more;



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

- List name/address of each creditor to whom the filer or member of the filer's immediate family owed a debt in excess of \$500.00 at any time during the reporting period if the creditor is subject to regulation by the filer's agency or department. This does not include credit card installments, mortgage payments, or automobile payments;
- The name of any lobbyist who is a member of the filer's immediate family or an individual with whom or business with which the filer or member of the filer's immediate family is associated;
- Any compensation received from an individual or business which contracts with the governmental entity with which the filer serves or is employed; and
- Any gifts received during the previous calendar from any person if the gift was believed to be given because of the filer's position or if the gift is given in hopes of seeking a contractual, business, or financial relationship with the filer's agency.

When is the form due?

- March 30 covering the previous calendar year (Jan. 1 - Dec. 31);
- When registering as a candidate for public office;
- Upon entering the official responsibilities; and
- Any person required to file a Statement of Economic Interests Form who is no longer holding office as of March 30 of the year following the previous filing is not required to submit the form.

Where are the forms submitted?

All Statement of Economic Interests Forms must be filed electronically. Electronic filing is accessed through the Quick Links above. Upon filing, the information is immediately available to the public through public reporting, also accessed in Quick Links. If you are filing a Statement of Economic Interests as a candidate, you must file your form using the electronic filing system, print a copy, and file that paper copy with your election official at the same time you file your Statement of Intention of Candidacy.

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CODE OF ETHICS

Adopted December 16, 2021

Statement of Commitment

I am a steward of the assets of the Beaufort-Jasper Water and sewer Authority (BJWSA). I recognize the need of our customers for competent and committed board members and pledge to perform to the utmost of my abilities. As a board member, I acknowledge and promise to perform my duties in such a manner that customer confidence and trust in the integrity, objectivity and impartiality of BJWSA are conserved and enhanced.

Ethical Guidelines

1. I will actively engage in all discussion and voting matters.
2. I am obligated to act in a manner that will bear the closest public scrutiny.
3. It is my responsibility to contribute suggestions and improve policies, standards, practices and actions.
4. I will declare any conflict of interest, real or perceived, to my fellow board members regarding any matter related to the business or operation of BJWSA that may involve an economic benefit of any kind to myself, a member of my family (as defined under SC Code Sec. 8-13-100), or any individual with whom I am associated, or a business with which I am associated.
5. I will not knowingly use my position as a board member to make or in any way attempt to use my position to influence any governmental decision which I, a family member (as defined under SC Code Sec. 8-13-100), or any individual with whom I am associated, or a business with which I am associated has an economic interest.
6. In those instances where I have any conflict of interest, real or perceived, with regard to any matter being discussed before the board or during committee meetings, and I will remove myself from all discussions of the matter, in order to further mitigate any real or perceived conflict of interest.
7. I will not knowingly take advantage of or benefit from information that is obtained in the course of my official duties and responsibilities as a board member and that is not generally available to the public.
8. I will be alert to and share information which can be used to develop improved policies and strategies.
9. I will protect information closely, and will not release or share confidential information without the permission (preferably in writing) of the person who provided it.
10. I will maintain the confidentiality of all information which the board deems confidential.
11. I will be mindful of resources that are in my trust on behalf of board business, and will help establish policies that secure and protect board resources.
12. I expect to be reimbursed for legitimate expenses incurred by myself for the sake of board business. I will keep such expenses reasonable and justifiable and will discuss expenses which may be in question with the Executive Committee.
13. Should business associates of others offer me gifts, favors, or benefits on a personal basis because of the business BJWSA does with them, I will recognize that such offers may be an effort to influence actions by me, and I will reject such offers. I further understand that I have a duty to report the receipt of anything of value worth twenty-five dollars or more in one day or anything of value worth two hundred dollars or more in one calendar year from any person whose actions qualify for disclosure under SC Code Sec. 8-13-710 on my statement of economic interests.
14. As a part of my duties as a board member, I represent BJWSA formally and informally to other businesses,



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

15. government officials and the public. I recognize the importance of leaving others with a positive impression. In my duties, I will preserve and enhance the good reputation of BJWSA and will avoid behavior that might damage this image.

Interpretation, Enforcement and Penalties

The Chair of BJWSA shall ensure that the practice of the code of ethics will be fair, just and equitable in all situations of interpretation and application. The Chair is ultimately responsible for immediate interpretation, application and enforcement of the code of ethics.

Complaints concerning a possible violation of the code of ethics shall be made in writing to or by the Chair, and a copy will be provided to the complainant. The Chair shall make an initial determination of the issue and shall attempt initial resolution of the problem with the complainer and the complainant. If this initial attempt at resolution is unsuccessful, the Chair shall appoint a task force composed of three board members to investigate the complaint and submit a written report to the chair within 30 days. The Chair shall render his/her decision within ten days of receiving the task force report.

The Chair's decision may be appealed in writing to the board for consideration at the board's next regular meeting for a final decision. The final decision shall be delivered in writing to the complainer and complainant. The complainant may have legal counsel present at the final hearing. In the instance of a negative decision, should the member file a grievance, the procedure outlined in the current version of Robert's Rules of Order shall be utilized.

Should the Chair be the subject of a written complaint or have a real or perceived conflict of interest with respect to the complaint, the Vice Chair shall perform the duties normally assigned to the Chair in this matter.

Penalties imposed for violating the code of ethics may include, but are not limited to, the following:

- Exclusion of the board member from portions of future meetings and discussions that relate to the stated conflict of interest, and/or
- Censure of the board member in private, public, or both, and/or
- A request to the Governor through the local delegation for the removal of the board member from his/her position by a resolution passed by a vote of two-thirds of the board, provided that notice of such a proposed resolution is given with the notice calling the meeting.

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BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

I have read and I accept the code of ethics for Beaufort-Jasper Water and Sewer Authority board members and committee chairs.

Printed Name: _____

Signature: _____

Title: _____

Date: _____



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

COMMITTEES

EXECUTIVE PERSONNEL

FINANCE

CAPITAL PROJECTS

THE FINE PRINT

In an ongoing effort to model best practices at all levels of the Authority, BJWSA Board of Directors' Committee structure is:

1. Four standing Committees have been identified with ad hoc committees considered as needed
 - Standing Committees are defined as permanent, established in the bylaws and related to the ongoing governance of the organization.
 - Ad hoc Committees are defined as time limited, created for specific purposes and focus on a narrow array of tasks aimed at one goal.
2. Committee Chairs are appointed by the Board Chair after concurrence by the Members.
3. The Chair shall appoint all committee members after concurrence by the Members. All Members shall serve on at least one committee.
4. Individual Committees are tasked with creating and maintaining a Charter which describes their purpose, organization and responsibilities. These are updated ***bi-annually***.

The Committee Charters are included for your reference.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

EXECUTIVE COMMITTEE CHARTER

APPROVED by the Board of Directors April 25, 2013

I. STATEMENT OF PURPOSE

Authorized by the Board of Directors, the Executive Committee is a standing committee that performs a coordinating function helping to align the work of the Board of Directors and its committees to govern BJWSA and support its mission and strategic goals. The Executive Committee is obligated to present their actions to the entire Board if a decision has been made in their absence.

II. ORGANIZATION

1. *Charter.* At least *bi-annually*, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board for approval.
2. *Members.* As stipulated in the bylaws the Committee is comprised of the Chair, Vice Chair, Secretary/Treasurer and the immediate Past Chair. If the immediate Past Chair is unavailable or desires not to serve, then one other Member of the Authority, who shall be appointed by the Chair with the consent of a majority of the Members of the Board, shall serve. The Board Chair serves as the Executive Committee Chair.
3. *Meetings.* The Executive Committee will meet as needed.
4. *Agenda, Notes and Reports.* The Chair of the Committee, or staff liaison as appointed by the Board Chair, shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials related to the subject matter of each meeting shall be sent to members of the Committee prior to each meeting. Summary notes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The notes shall be provided to the Committee Chair for report to the Board of Directors. The Committee shall make regular reports to the Board of Directors.
5. *Staff Liaison.* The General Manager will act as the staff liaison for all Executive Committee meetings.

III. RESPONSIBILITIES

The following shall be the principal responsibilities of the Committee:

1. *Power and Authority.* In discharging its role, the Committee may take on assignments as given by the Members. The Committee shall report any recommendations coming out of the Executive Committee meeting to the full Board at its next regular meeting.
2. *General Manager Evaluation and Compensation.* The Committee receives the annual evaluation of the General Manager conducted by the Personnel Committee and presents the evaluation and recommendations regarding any adjustments in compensation to the Board of Directors for its approval.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

PERSONNEL COMMITTEE CHARTER

APPROVED by the Committee March 19, 2013

APPROVED by the Board of Directors April 25, 2013

APPROVED by the Board of Directors April 26, 2018

I. STATEMENT OF PURPOSE

As authorized by the Board of Directors, the Personnel Committee is commissioned to develop, implement and revise the employment and compensation policies and procedures, to include oversight of any employee conflict resolution procedure, as appropriate, and to ensure compliance with the applicable policies of the Authority. The Personnel Committee is also responsible for oversight of the annual performance evaluation of the General Manager and to prepare recommendations for compensation adjustments, if any.

II. ORGANIZATION

1. *Charter.* At least *bi-annually*, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board for approval.
2. *Members.* The members of the Committee shall be appointed by the Board Chair, with approval of the majority of the Members, and shall be comprised of no more than four (4) Board Members. The Committee Chair shall be appointed by the Board Chair, with the approval of the majority of the Members.
3. *Meetings.* In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings: additional meetings may be scheduled as required.
4. *Agenda, Notes and Reports.* The Staff Liaison shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials related to the subject matter of each meeting shall be provided to members of the Committee prior to each meeting. Summary notes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The notes shall be provided to the Committee Chair for report to the Board of Directors.
5. *Staff Liaison.* A staff liaison shall be appointed by the General Manager and work collaboratively with the Committee Chair providing support as appropriate.

III. RESPONSIBILITIES

The following shall be the principal responsibilities of the Committee:

1. *Personnel Policies and Procedures.* Ensure the development, implementation and timely revision of employment and compensation policies and procedures.
2. *Workforce Planning.* Evaluate staffing level recommendations developed in conjunction with the annual budget.
3. *Conflict Resolution.* Ensure that employee conflicts are handled in accordance with applicable policies, procedures and objectives.
4. *Evaluation and Compensation of General Manager:* The Committee shall oversee the process of the evaluation of the General Manager. In order to effect a proper evaluation, the



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

5. Personnel Committee shall gather and consolidate input from all Board Members and Senior Management. The consolidated input will be reviewed at a Board meeting in executive session after which the results of the review is presented to the General Manager by the Board Chair. The Committee will make recommendations to the Members regarding proposed performance goals and objectives on an annual basis for the General Manager which will be used in evaluating the General Manager at the next annual review. This Committee will also prepare a recommendation to the members for any adjustment to the General Manager's compensation following the annual evaluation.
6. *Technology.* Periodically review the use of technology within the functional area of Personnel.
7. *Board Member Orientation and Education.* The Personnel Committee shall maintain an orientation program that contains written material, oral presentations and site visits and will provide to incoming Board Members a formal orientation within the first thirty days of their service. As appropriate, the Committee will provide ongoing education for Board Members intended to enhance their knowledge and skills.
8. *Governance Principles and Charter Review.* The Committee shall *bi-annually* review and reassess the By-Laws, the Committee Charters, the Employee Handbook and the Board Handbook to ensure compliance with any principles of corporate governance and recommend any necessary modifications.
9. *Slate of Officers.* As noted in the bylaws Article IV Section 2, At the May meeting of each year, the Personnel Committee shall recommend to the Members a slate of names to be officers of the Authority for the next fiscal year.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

FINANCE COMMITTEE CHARTER

APPROVED by the Board of Directors April 25, 2013; APPROVED by the Committee *March 19, 2015*; APPROVED by the Committee April 19, 2018; APPROVED by the Board of Directors April 26, 2018

I. STATEMENT OF PURPOSE

The Finance Committee is a standing committee of the Board of Directors. Authorized by the Board of Directors, the Committee is established to assist the Board of Directors in its oversight and fiduciary responsibility to ensure the financial health of the organization. Additionally, the Committee shall oversee the financial condition, financial planning, operational and capital budgeting, rate setting, debt structure, investment policy and performance, financial risk management and other financial matters involving the Authority. The Committee shall advise the Board of Directors with respect to making significant financial and policy decisions.

II. ORGANIZATION

1. *Charter.* At least *bi-annually*, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.
2. *Members.* The members of the Committee shall be appointed by the Board Chair and shall be comprised of no more than four Board Members, one of whom shall be the Secretary/Treasurer of the Authority. The Committee Chair shall be appointed by the Board Chair.
3. *Meetings.* In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings. Additional meetings may be scheduled as required.
4. *Agenda, Notes and Reports.* The Staff Liaison shall be responsible for establishing the agenda for each meeting of the Committee. An agenda, together with materials related to the subject matter of each meeting, shall be available to members of the Committee prior to each meeting. Summary notes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The notes shall be provided to the Committee Chair for report to the Board of Directors. The notes shall be provided to the Committee Chair for report to the Board of Directors.
5. *Staff Liaison.* The Chief Financial Officer (CFO) shall serve as staff liaison to work collaboratively with the Committee Chair providing support as appropriate. Should the CFO not be available or if the position is vacant, the Controller will act as staff liaison.

III. RESPONSIBILITIES

The following shall be the principal responsibilities of the Committee:

1. *Oversight of General Accounting and Financial Activities.* The Committee shall oversee the Authority's accounting and financial reporting processes and review the policies and procedures adopted by the organization to fulfill its responsibilities regarding the fair and accurate presentation of financial statements in accordance with generally accepted accounting principles (GAAP) in the United States of America and the applicable pronouncements of the Governmental Accounting Standard Board (GASB).
2. *Review of Operating Budgets.* The Committee shall conduct a review of the annual budget with the Authority's management, make modifications thereto (as necessary) and make a recommendation to the Board of Directors prior to the beginning of the new Fiscal Year. The Committee shall review any



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

3. changes in rates, ancillary fees or charges and make recommendations to the Board for the purposes of adopting final rate resolutions.
4. *Capital.* The Committee shall review, assess and evaluate management's recommendations for the 3-year Capital Improvement Plan including debt and financing alternatives.
5. *Debt.* *The Committee Shall evaluate and make recommendations to the Board for approval proposed debt financing and refinancing including (i) amount and terms (ii) interest rates; (iii) collateral or security, if any; and (iv) issuance costs.*
6. *Financial Statements.* Members of the Committee will receive and review monthly financial statements consisting of but not limited to the following:
 - a. Comparative Income statement – Budget vs. Actual and Budget vs. Prior Year,
 - b. Balance Sheet,
 - c. Ratio Analysis – Liquidity, Debt Service Coverage, Current Ratio and Equity to Long Term Debt.
 - d. Fixed Asset Activity
 - e. Narrative Analysis
7. *Independent Audit.* The Committee shall act as the Audit Committee and be responsible for engaging the work of the organization's independent auditors. The Committee shall obtain and review reports provided annually by the independent auditors including, but not limited to:
 - a. Audited Financial Statements
 - b. Audit Opinion Letter
 - c. Management Letter
8. *Audit Committee.* *Fulfill an audit committee role for the Authority by acting as a communications link between the Auditor, Board Members and management.* Review the Authority's Comprehensive Annual Financial Report with management, including a review of any significant findings regarding accounting and auditing principles and practices, and any internal control deficiencies.
9. *Procurement.* The Committee shall assure that all procurement activities are conducted in accordance with the Authority's adopted Purchasing Policy. *The Purchasing Policy shall be reviewed every 5 years.*
10. *Financial Planning.* The Committee shall assist the Authority in developing strategies and policies for revenue enhancement and cost control. *General Financial Policies and the Cash and Investment Policy shall be reviewed every 3 years.*
11. *Technology.* *The committee shall annually receive updates regarding the use of technology or implementation of new technology within the functional areas of accounting and customer service.*

IV. Limitation of Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Authority's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditors.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

CAPITAL PROJECTS COMMITTEE CHARTER

APPROVED by the Committee March 20, 2013; APPROVED by the Board of Directors April 25, 2013; APPROVED by the Committee April 19, 2018; APPROVED by the Board of Directors April 26, 2018, APPROVED July 28, 2022

I. STATEMENT OF PURPOSE

The Capital Projects Committee is a standing committee of the Board of Directors. Authorized by the Board of Directors, the Committee is established to assist the Board of Directors in fulfilling its oversight of BJWSA's Capital Improvement Program and to ensure BJWSA's capital funds are spent to construct the facilities needed in to fully support BJWSA's Strategic Focus Plan and Mission Statement. Additionally, the Committee shall review and approve the staff prepared BJWSA 10 Year Capital Improvements Plan (CIP) and its annual update. The Committee shall advise the Board of Directors with respect to executing contracts associated with the CIP, in administering BJWSA's Development Policy and Procedures Manual and other programs related to maintaining the integrity of BJWSA's water and wastewater systems. Monitors the Operations of the BJWSA water and wastewater systems to ensure operations are efficient, consistently operates within all regulatory requirements, and meets customer demands.

II. ORGANIZATION

1. *Charter.* At least *bi-annually*, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.
2. *Members.* The members of the Committee shall be appointed by the Board Chair and shall be comprised of at least three members of the Board. The Committee Chair shall be appointed by the Board Chair.
3. *Meetings.* In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings. Additional meetings may be scheduled as required.
4. *Agenda, Minutes and Reports.* The Staff Liaison shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials related to the subject matter of each meeting shall be available to members of the Committee prior to each meeting. Staff will provide a summary of the meetings to the Committee Chair for report to the Board of Directors. All action items and votes taken by the Committee shall be included in the meeting summary.
5. *Staff Liaison.* A staff liaison shall be appointed by the General Manager and work collaboratively with the Committee Chair providing support as appropriate.

III. RESPONSIBILITIES

The following shall be the principal responsibilities of the Committee:



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

CAPITAL PLANNING

1. Assure the development of and review the Authority's Capital Improvement Plan (CIP) to ensure conformance with the Authority's Strategic Focus Plan;
2. Recommend approval of the CIP to the Members;
3. Prioritize projects to be completed based on available funding;
4. Monitor progress of active capital projects and provide periodic status reports to the Members;
5. Recommend to the Members the award of all engineering, construction and equipment purchase contracts above \$100,000;
6. At the request of the Board Chair, conduct the appeal hearing for all Bid Protests in accordance with BJWSA Purchasing Procedures and make recommendation to the Board; and
7. Perform any other duty as may be assigned by the Members.

DEVELOPMENT ACTIVITIES

1. Review and recommend for approval BJWSA's Development Policy and Procedures Manual;
2. Ensure that BJWSA staff is consistently applying all requirements of the Development Policy and Procedures Manual to include assessment of fees, construction of facilities in accordance with approved plans and specifications, the review and approval of plans and specifications, and the acceptance of newly constructed facilities; and
3. Perform any other duty as may be assigned by the Members.

OPERATIONS ACTIVITIES

1. Review and recommend approval of BJWSA Sewer Use Regulation.
2. Review and recommend approval to the BJWSA Drought Regulation.
3. Ensure staff is monitoring Savannah River Basin lake levels and advises the Board regarding all drought issues and actions in accordance with the Drought Regulation.

TECHNOLOGY

Annually review the use of technology within the functional area of Capital Projects.

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BJWSA Board-Approved Policies and Regulations

Board Specific Policies

- Amended Bylaws (Current) (2022)
- Board Handbook (Approved April 25, 2013) (Approved July 28, 2022)
 - Personnel Committee Charter (Revised April 26, 2018)
 - Committee Charters Changed to Bi-Annual vs. Annually (Revised July 15, 2015)
 - Added to Timeline (Revised August 31, 2016) (Revised December 16, 2021)
 - Mission, Values Statement; (updated) word discretionary removed from Capital Projects Committee Charter; Capital Planning (Approved July 28, 2022)
- Citation of Chapter 37-2009

Communications

- Communications Policy (2018)

Engineering and Operations

- Development Policy and Procedures (Revised July 2011) (Revised Nov 1 2018) (Revised October 2020) (Revised July 22-Effective February 2023)
- Sewer Use Regulation (Revised September 2017)
- Cross Connection Control Policy (2018)
- Grease Trap Standards (2011)

Finance and Administration

- Cash and Investment Policy (Revised January 2013) (updated 2018)
- General Financial Policies (Revised December 2013) (updated 2018)

General Manager

- General Manager Job Description (2014)



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

Updated and Approved July 28, 2022

Human Resources

- Employee Handbook (Approved May 23, 2013) (Revised June 28, 2018) (Revised April 23, 2020)
- Telework Policy

Purchasing

- Purchasing Procedures (Revised May 2012) (Revised March 22, 2018) (Revised January 28, 2021)(Revised June 23, 2023)

Water and Wastewater Treatment

- Industrial Pretreatment-Program (2017)

The above documents and any amendments can be found on the BJWSA website, (Ctrl Click on the link) www.bjwsa.org/policies UNDER the TAB More Info.



BEAUFORT-JASPER WATER AND SEWER AUTHORITY – BOARD HANDBOOK

Updated and Approved December 16, 2021

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APPENDIX

MEMBERS AND STANDING COMMITTEES

BOARD MEETING SCHEDULE

INTRODUCTIONS TO ROBERT'S RULES OF ORDER

The above documents are periodically updated and can be found on the BJWSA website, www.bjwsa.org (Ctrl Click on the link) UNDER the TAB More Info.