

Board of Public Works of the City of Lewes

By-Laws

Article 1

Mission Charter

Section 1.1 – Name

The name shall be **The Board of Public Works of the City of Lewes**, hereafter referred to as the 'BPW.'

Section 1.2 – Charter

BPW operates under the authority granted by the State of Delaware in the Charter of the City of Lewes being Chapter 170, Volume 57, *Laws of Delaware*, as amended.

Section 1.3 – Mission

See Lewes City Charter, Chapter 170, Volume 57, *Laws of Delaware*, as amended to wit:

The Mayor and City Council of the City of Lewes, as operator of public utilities through its Board of Public Works is authorized and directed to establish, to control and to regulate Utility Systems comprised of an electric generation, transmission, and distribution system; water works and distribution system; wastewater collection, treatment facility, and sewer system; storm water drainage system; and other future additional systems and utilities which may be established for the City of Lewes.

Article 2

Board of Directors

Section 2.1 – Qualifications

See Lewes City Charter, Section 2 (BOARD, ELECTIONS AND APPOINTMENTS; OFFICERS), Chapter 170, Volume 57, *Laws of Delaware*, as amended.

Section 2.2 – Elections and Vacancies

See Lewes City Charter, Section 2 (BOARD, ELECTIONS AND APPOINTMENTS; OFFICERS), Chapter 170, Volume 57, *Laws of Delaware*, as amended.

Section 2.3 – Organization

See Lewes City Charter, Section 3 (ORGANIZATION), Chapter 170, Volume 57, *Laws of Delaware*, as amended.

Section 2.4 – Powers and Duties

See Lewes City Charter, Section 4 (POWERS AND DUTIES), Chapter 170, Volume 57, *Laws of Delaware*, as amended.

Section 2.5 – Enforcement

See Lewes City Charter, Section 5 (ENFORCEMENT), Chapter 170, Volume 57, *Laws of Delaware*, as amended.

Utilities standards and obligations are also contained in the Code of the City of Lewes, as amended, and are hereby included for reference, including but not limited to Chapter 145 (Plumbing), Chapter 158 (Sewers), Section 170-22 (Water Utility), Section 170-23 (Sewer Utility), Section 170-24 (Stormwater Utility), Section 170-25 (Electric), and Chapter 191 (Water and Sewer Connections).

The BPW and its agents or delegates shall assist the City Building Official with code enforcement of the utility provisions of City Code, and shall have the authority to deny any or all utility service to customers or prospective customers in violation, provided that proper notice and the opportunity for a public hearing shall be afforded to the affected customer or potential customer.

Section 2.6 – Compensation

See Lewes City Charter, Section 3 (ORGANIZATION), Chapter 170 Volume 57, *Laws of Delaware*, as amended, to wit, “Directors of the Board may receive pay or emolument, and be allowed compensation for his or her services and for expenses incurred while executing official duties.”

Pay or emolument for members of the Board of Directors shall be approved by majority resolution of the Mayor and City Council.

Direct expenses incurred by members of the Board of Directors in performance of their lawful duties as members of the Board of Directors shall be reimbursed upon receipt of documentation for such expenses.

Section 2.7 – Indemnification

See Lewes City Charter, Section 7 (INDEMNIFICATION), Chapter 170, Volume 57, *Laws of Delaware*, as amended.

Article 3 Administration

Section 3.1 – General Manager

See Lewes City Charter, Section 6 (ADMINISTRATION), Chapter 170, Volume 57, *Laws of Delaware*, as amended.

Section 3.2 – Solicitor and Auditor

The Board of Directors upon the advice and nomination of the General Manager shall retain the professional services of both a consulting Solicitor and a consulting Auditor. It is not anticipated that these positions will be filled on a full-time basis.

The Solicitor shall be a member in good standing of the Delaware Bar and shall meet all qualifications of Section 22, Chapter 170, Volume 57, *Laws of Delaware*, as amended.

The Auditor shall be a Certified Public Accountant licensed within the State of Delaware.

The Solicitor and Auditor are individually authorized direct communication with the Board of Directors for issues pertaining to their professional responsibility.

Section 3.3 – Roles and Responsibilities of the General Manager

The Board of Directors shall provide the General Manager with a written description of his or her duties and responsibilities.

The General Manager shall establish work rules for all BPW employees and consultants, other than the Solicitor and the Auditor, and shall have the sole authority to supervise, hire and fire said employees and consultants under lawful circumstances.

Section 3.4 – Annual Budget Required

Annually, the General Manager shall prepare a balanced budget proposal for the next fiscal year for consideration by the Board of Directors not later than thirty (30) days prior to the first day of the new fiscal year.

Section 3.5 – Use of Email Correspondence

Use of unsecured email is authorized for routine, one-way, non-confidential communication by the members of Board of Directors and the General Manager provided that such communication is not used to circumvent the provisions of Title 29, Chapter 100 (FREEDOM OF INFORMATION ACT), *Delaware Code*. All such email correspondence is automatically subject to FOIA disclosure, unless the Solicitor shall rule otherwise.

Members of the Board of Directors and the General Manager are cautioned against replying broadly to email correspondence directed to all members of the Board of Directors.

Section 3.6 – Public Records and Official Address

See Title 29, Chapter 100 (FREEDOM OF INFORMATION ACT), *Delaware Code*.

BPW public records are available for inspection by members of the public at the Board of Public Works main office located at 107 Franklin Avenue, Lewes, Delaware 19958.

Article 4 Duties of Officers

Section 4.1 – President

The President of the Board of Directors shall:

1. Ensure the lawful execution of the responsibilities enumerated for the BPW in the City Charter, Chapter 170, Volume 57, *Laws of Delaware*, as amended.
2. Preside over all meetings of the Board of Directors, appoint committees, guide deliberations and facilitate decision making on all matters coming before the Board of Directors in a fair, open, thorough, timely and orderly manner.
3. Oversee that all orders and resolutions of the Board of Directors are carried out on a timely basis.

4. Have general supervision and direction of the Board of Directors and shall see that the duties of Board of Directors officers are properly performed.
5. Call meetings and prepare meeting agendas. The President shall have sole discretion over establishing meeting agendas unless overruled by two-thirds vote of the Board of Directors.
6. Represent the Board of Directors in public meetings and media interviews.
7. Represent the Board of Directors in its relationship with the City of Lewes. The President or his delegate shall make periodic reports on the status of BPW activities and significant issues affecting the operations of utilities within the City of Lewes.
8. Ensure that the Board of Directors is fully informed in a timely manner on issues that fall within the authority of the Board of Directors.
9. In the event of a vacancy on the Board of Directors, the President shall nominate qualified candidates to the Mayor of the City of Lewes for mayoral appointment to fill the vacancy. The President may consult with the Board of Directors prior to making nominations, but is not required to do so.

Section 4.2 – Vice President

The Vice President of the Board of Directors shall:

1. In the absence of the President, assume all the duties of the President to include presiding over all meetings of the Board of Directors.
2. In the event of a vacancy in the office of the President, immediately call for a meeting of the Board of Directors with proper notice to elect a new President.
3. Assume any tasks as assigned by the President.

Section 4.3 – Secretary

The Secretary of the Board of Directors shall:

1. Keep or cause to be kept a record of the proceedings of the Board of Directors including but not limited to policies, regulations, tariffs and other resolutions passed by majority vote.
2. Sign all official documents of the Board of Directors as necessary.
3. In the absence of both the President and Vice President, preside over all meetings of the Board of Directors.
4. Assume any tasks as assigned by the President.

Section 4.4 – Treasurer

The Treasurer of the Board of Directors shall:

1. Oversee custody of all funds and securities.
2. Sign or countersign all financial instruments that are necessary for the operation of the BPW.
3. Generally supervise the accounting function of the BPW.

4. Show all due caution that financial records are maintained and that fraud prevention procedures are in place as required by law.
5. Report at each regular monthly meeting on the financial condition of each utility.
6. Assume any tasks as assigned by the President.

Section 4.5 – Assistant Treasurer

The Assistant Treasurer of the Board of Directors shall:

1. Assist the Treasurer in the performance of financial management duties, and shall act in the absence of the Treasurer.
2. Assume any tasks as assigned by the President.

Article 5 Meetings

Section 5.1 – Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and if less than a majority of the Board of Directors is present at said meeting, a majority of the Board of Directors present shall adjourn the meeting from time to time without further notice.

Section 5.2 – Absences

Any member of the Board of Directors who anticipates being absent from a meeting shall provide notice to the President of such absence and the reason thereto at least twenty-four hours prior to the meeting unless a *bona fide* emergency is the cause for the absence.

Section 5.3 – Rules for Meetings

Generally, regular meetings shall be held monthly.

Meetings shall be conducted using *Robert's Rules of Order Simplified*, 1937 edition (2006 reprint ISBN 978-0486450964).

Without regard to *Robert's Rules*, all motions require a second prior to a vote.

All interpretations of *Robert's Rules* shall be at the discretion of the President upon advice of the Solicitor, unless over-ruled by a simple majority of the members of Board of Directors present.

Section 5.4 – Notice and Preparation

See Title 29, Chapter 100 (FREEDOM OF INFORMATION ACT), *Delaware Code*.

Every member of the Board of Directors shall be furnished by the President or his designee with a copy of the publically posted agenda seven (7) calendar days in advance of a meeting, unless said meeting is called for *bona fide* emergency as allowed in Title 29, Chapter 100, *Delaware Code*.

Every member of the Board of Directors shall be furnished seven (7) calendar days in advance of a meeting with such information as is required, in the opinion of the President,

for the member to be fully prepared on any matter that requires action. If timely notice has been given, but required documentation is absent or untimely, items may be discussed, but no action may be taken, absent a *bona fide* emergency.

Section 5.5 – Meeting Minutes

Within thirty days following a majority vote to approve minutes, the Secretary shall forward meeting minutes to the Mayor and City Council for review and consent.

Article 6 Code of Conduct

Section 6.1 – Code of Conduct

See Code of the City of Lewes, Chapter 9 (Code of Conduct), as amended and Title 29, Chapter 58 (LAWS REGULATING THE CONDUCT OF OFFICERS AND EMPLOYEES OF THE STATE), *Delaware Code*.

Section 6.2 – Oath of Office for Elected Officials

See Delaware Constitution, Article 14, Section 1, as amended.

Prior to assuming a position as member of the Board of Directors, all elected persons, or persons appointed to elective office, shall attest as follows:

"I, ___(name),_____do proudly swear (or affirm) to carry out the responsibilities of the office of __ (name of office)_____ to the best of my ability, freely acknowledging that the powers of this office flow from the people I am privileged to represent. I further swear (or affirm) always to place the public interest above any special or personal interests, and to respect the right of future generations to share the rich historic and natural heritage of Delaware. In doing so I will always uphold and defend the Constitutions of my Country and my State, so help me God."

Article 7 Amendments

Section 7.1 – Amendments

These by-laws of the BPW may be altered, amended or repealed and new by-laws may be adopted from time to time by a majority of the Board of Directors.

Section 7.2 – Annual Review of By-Laws

Annually, within ninety days after the election of officers, the Board of Directors shall review for update and correction these by-laws, as amended. At the discretion of the President, all previously approved policies, regulations, tariffs, and other resolutions, which could reasonably be affected by changes in governing law or regulation shall also be concurrently reviewed.

Article 8

Order of Precedent

Section 8.1 – Regulatory Order of Precedent

The policies, regulations, tariffs and other resolutions of the Board of Directors shall adhere to the following table of precedents:

1. The Constitution, Laws and Regulations of the United States and the Constitution, Laws and Regulations of the State of Delaware, as amended. Expressly included is the Charter of the City of Lewes, to wit Chapter 170, Volume 57, *Laws of Delaware*, as amended.
2. The Code of the City of Lewes, as amended.
3. These by-laws of the Board of Directors, as amended from time to time.
4. BPW policies, regulations, tariffs and other resolutions as previously approved and amended from time to time.

If any portion of any policy, regulation, tariff or other resolution of the Board of Directors shall be held to be invalid by rule of the table of precedent, such holding shall not in any way invalidate the remaining provisions of the affected policy, regulation, tariff or resolution.