



JAMES ISLAND PUBLIC SERVICE DISTRICT COMMISSION

Bylaws

**JAMES ISLAND PUBLIC SERVICE DISTRICT
COMMISSION BYLAWS
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INTRODUCTION

The James Island Public Service District, South Carolina (the “District”) is a special purpose district created in Charleston County, South Carolina, as a body politic and corporate pursuant to Act No. 498 of the Acts and Joint Resolutions of the General Assembly of the State of South Carolina for the year 1961, as amended (the “Act”). The terms of these bylaws (the “Bylaws”) conform to the provisions of the Act. To the extent of any inconsistency between these Bylaws and the Act, the terms of the Act shall be control in all respects.

The District shall be governed by the James Island Public Service District Commission (the “Commission” and each member of the Commission, a “Commissioner”). As provided by the Act, the Commission shall be composed of seven (7) non-partisan members elected from within the District (at-large) for four-year terms.

ARTICLE I: RULES GOVERNING THE CONDUCT OF MEETINGS:

Rule 1: Governing Rules. The conduct of the business of the Commission shall be governed by these Bylaws. Where these Bylaws are silent, Robert’s Rules of Order shall govern the conduct of the Commission in all cases to which it is applicable and in which it is not inconsistent with the Constitution, South Carolina Code and case law of South Carolina and the United States as these may be applicable to the District. In lieu of Roberts Rules of Order, the Commission, in its discretion, may adopt other procedural rules to govern the operation of its meetings.

Rule 2: Suspension of Bylaws; Amendments. These Bylaws are determined by the Commission to be in the exercise of its powers provided by the Act to determine its rules of procedure. To the extent that any item in these Bylaws are a rule of procedure for the Commission, then said provision of the Bylaws may be suspended by a majority vote of the Commission. The Commission acknowledges that to the extent a procedure is governed by another resolution, the South Carolina Code or other statutes, or the Constitution that said procedure cannot be suspended by action of the Commission.

These Bylaws may be amended with approval of a majority of the Commission at a regular or special meeting, but no amendment may be adopted or considered unless notice is timely given and provided under FOIA and the other provisions of the South Carolina Code.

Rule 3: Regular Meetings; Electronic Meetings. The Commission shall hold its regular meeting on the fourth Monday of each month at 7 pm. Notice of the time, location, and date of the meeting shall be provided in compliance with FOIA. However, the time, location, and date of a meeting may be changed or amended by the Commission as necessary and in conformance with the notice requirements of FOIA and the other provisions of the South Carolina Code. The public and the media shall be notified of same pursuant to the requirements of the FOIA.

As appropriate, and subject to FOIA, the Commission is authorized to conduct public meetings via electronic means or in hybrid-form wherein some members of the Commission attend electronically while others attend in-person, 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 met:

a. At the beginning of any meeting, the Chair (as defined herein) shall poll the members of the Commission to confirm attendance, and any member of the Commission attending by way of electronic media shall be considered present for the purposes of constituting a Quorum (as defined herein).

b. Throughout the duration of the meeting, all members of the Commission, 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 Commission and by the general public.

c. To the extent they are participating in the meeting electronically, each member of the Commission as well as other officials, staff, and presenters should identify themselves and be recognized prior to speaking. Excepting the items expressly affected by these Bylaws, members of the Commission shall strictly comply with the rules of the Commission as they relate to procedural matters in order to preserve order and allow for the effectiveness of electronic meetings.

d. Additionally, the Commission, acting through staff, may establish separate rules and procedures for public meetings and public hearings, if any, so long as the public is able to

effectively participate in the meeting or hearing such that the spirit and purpose of such meeting or hearing are fulfilled.

Rule 4: Changes or Cancellation of Regular Meetings. Any regular meeting may be postponed or canceled by resolution adopted at a regular meeting by a majority of the entire membership of the Commission or by the District Manager (as defined herein) in consultation with the Chair. Upon postponement or cancellation of a regular meeting, the media and public shall be notified of such action as soon as possible.

Rule 5: Special Meetings. A special meeting of the Commission may be called by the (i) District Manager, (ii) any Officer (as defined herein), or (iii) a three or more Commissioners with written notice to the Chair and the District Manager. Whenever a special meeting shall be called, the notice for same and the conduct of same shall comply with FOIA and these Bylaws. Notice of such shall be provided to each Commissioner not less than 36 hours prior to the date and time for the special meeting. Notice to the Commissioners may use the method most likely to result in receipt of the notice by the individual Commissioners at least 36 hours prior to the meeting. The notice shall include the purpose for which the meeting is called, the date for the meeting, the time of the meeting and the place of the meeting. If after reasonable methods for contacting each Commissioner have been used, the failure of all Commissioners to be present for the meeting shall not affect the legality of the meeting if a Quorum is present. The minutes of each special meeting shall set forth the manner and method by which notice was given, or attempted to be given, to each Commissioner.

Rule 6: Committee Meetings. The Commission may provide for committees. Each committee shall hold their meetings on any recommended day of the month at a time convenient for the public, for participants in the meeting both members and invited guests, and for the staff of the Commission. Said meetings are to be noticed consistent with FOIA and minutes of such meetings shall be kept.

Rule 7: Agenda. An agenda for each regular, special and committee meeting shall be prepared by the District Manager (with assistance from the Commission Clerk, as necessary) and with the advice and consent of the Officers, chair of the Committee or the Commissioner requesting a meeting. Matters may be placed on the agenda for a regular meeting by any Commissioner or the District Manager; items to be included on the agenda for regular meetings

should be submitted to the District Manager no later than forty-eight hours prior to each meeting. Best efforts will be made such that meeting packets can be sent to the Commission the Thursday prior to the meeting. Meeting packets should be submitted in the form and format deemed most convenient for the District Manager.

The agenda for any special meeting shall be prepared in accordance with the request for the meeting and shall be restricted to the business set forth in the request for the special meeting.

All agendas shall be posted and distributed in accordance with FOIA.

Materials in support of the items on the agenda, if any, shall be distributed to the Commissioners in their packets, excepting those items which will be discussed in executive session or those items not available by the time the agenda packet is submitted.

Additionally, there shall be appended to each agenda or included in the body of the agenda, as applicable, the following statement or text substantially similar to the following statement:

NOTICE REGARDING THE PUBLIC COMMENT PERIOD

Comments are limited to three minutes per person and no personal or verbal attacks will be permitted. The Commission is interested in hearing concerns, but speakers should not expect Commission action or deliberation on subject matter brought up during the public comment period, if any. Topics requiring further investigation may be referred to District Manager and may be scheduled for a future agenda. The public is reminded that the Commission is limited in the scope of its responsibility and the goals it may pursue within its statutory authority. Comments should be limited to items within the Commission's scope of responsibility and its statutory authority.

Rule 8: Executive Session. The Commission may enter into executive session as provided by FOIA. The Commission shall take no action in executive session.

Rule 9: Terms of Officers and Committee Chairs. The officers of the Commission (the "Officers") shall be a Chair, a Vice Chair and a Secretary, elected annually by the Commission for one-year terms. The election for officers of the Commission shall be by open (public) ballot

at the first Commission meeting of the calendar year to serve for one year and until their successors are elected. The term of office for newly elected Officers shall begin at the first meeting of the new calendar year. In the event of any vacancy in the office, an election at the next occurring Commission meeting shall be held to fill the unexpired term. Committee chairs shall be appointed by the Chair. Officers and committee chairs may succeed themselves for not more than two (2) successive terms, except that service for 50% or less of a term shall not be counted in determining the number of successive terms of service.

Rule 10: Duties of Officers. The presiding officer of the Commission is the Chair.

(a) Roles and Responsibilities: The Chair shall have those duties assigned by the parliamentary authority, the resolutions of the Commission and the South Carolina Code. The Chair may vote on all questions before the Commission. For Committee meetings, the Chair of the Commission shall serve as ex-officio and may only vote in the event of a tie. The Vice Chair shall preside over the Commission in the absence of the Chair. The Vice Chair shall succeed, temporarily, to the powers and duties of the Chair if the Chair is absent, disabled or otherwise unable to perform the duties of the Chair. The Secretary shall preside over the Commission in the absence of the Chair and Vice Chair and shall perform those duties and exercise those powers that are incidental to presiding.

(b) Administration of Meetings: The presiding officer shall preserve strict order and decorum at all meetings of the Commission. The presiding officer shall state every question coming before the Commission and announce the decision of the Commission on all matters decided by the Commission. The presiding officer shall sign all rules, regulations and resolutions adopted by the Commission when presiding at that meeting. The Secretary shall assure that the minutes are kept in writing and perform any and all duties directed by the Commissioners as consistent with the South Carolina Code and the resolution of the Commission. In the absence of the Chair, then the Vice Chair shall be the presiding officer, and then in the Chair and the Vice Chair's absence, the Secretary shall be the presiding officer. If no presiding officer is present, the senior member of the Commission shall serve as Chair.

Rule 11: Attorney. The Commission will engage an attorney to act as the general attorney (the "Attorney") for District business. The Attorney shall handle all legal matters of the District requested by the Commission. The staff will draft rules, regulations and resolutions for any

member of the Commission as and when directed. These actions will be approved as to language and legality by the Attorney prior to submission to the Commission for a vote. Individual Commissioners must advise the Commission chair in writing, which includes electronic communication, to provide notification of a request for services of an attorney. Should specialty attorneys be required for any action, the Commission may seek a recommendation from the Attorney, and such specialty attorney may be engaged.

Rule 12: Call to Order. The Chair shall, at the hour appointed for the meeting to begin, immediately call the Commission to order. The Chair shall determine whether a Quorum is present and thereafter proceed with the business identified on the agenda. Should the Chair or other appropriate presiding official (based upon the priority identified herein) arrive after any meeting has begun, the presiding member shall relinquish the duties of Chair to the appropriate presiding member for the next occurring order of business on the agenda.

Rule 13: Roll Call. Before proceeding with the business of the Commission, the Commission Clerk or their designee, shall call the roll of the members in alphabetical order and the names of those present shall be entered in the minutes, followed by the names of those absent and the reason for the absence. If the reason is unknown when minutes are finalized, it will be memorialized by the Commission Clerk at the next regular meeting at which the Commissioner concerned is present.

Rule 14: Quorum. Four Commissioners, constituting a simple majority of the Commission (including vacancies), shall constitute a quorum (“Quorum”). No rule, regulation, resolution, or motion shall be adopted by the Commission without the affirmative determination that a Quorum is present and remaining. Should no Quorum attend within thirty (30) minutes after the hour appointed for the meeting of the Commission, the Chair, the Vice Chair, or the Secretary will adjourn the meeting. This is considered an official meeting and minutes should be taken.

Rule 15: Order of Business. The business of the Commission shall be taken up for consideration and disposition in accordance with the published agenda. Once published, the agenda may be amended only in compliance with FOIA.

Rule 16: Rules of Debate.

(a) Questions under Consideration: When a motion is presented and seconded, it is under consideration and pursuant to the parliamentary authority, no other main motion shall be received until the pending matter has been determined. The motions in order shall be those described in the parliamentary authority. Final action upon a pending motion may be deferred until the next regular or special meeting by a majority of the Commissioners present.

(b) As to the Chair: The Chair, or other presiding member of the Commission, may move, second, vote and debate matters under consideration by the Commission, subject only to such limitations of debate as imposed by these rules upon all members and shall not be deprived of any of the rights and privileges of a Commissioner by reason of being the Chair.

(c) Recognition: Every member desiring to speak for any purpose shall address the Chair and upon recognition, shall confine himself/herself to the question under debate, avoiding all personalities and indecorous language; or make such motions as are permitted under the procedural rules.

(d) Interruption: A Commissioner, once recognized, shall not be interrupted when speaking unless it be to call a Commissioner to order or as herein otherwise provided. If a Commissioner, while speaking, be called to order, he or she shall cease speaking until the question of order be determined by the Chair and if ruled in order the Commissioner shall be permitted to proceed.

(e) Appeal of Question of Order: Any Commissioner may appeal to the Commission from the decision of the Chair upon a question of order. Without debate the Chair shall submit to the Commission the question, "Shall the decision of the Chair be sustained" and the Commission shall decide by a simple majority vote on such question.

(f) Roll Call: All votes shall be taken by roll call as described in Rule 13 above. Upon any roll call there shall be no statements by any member voting, and the Commissioner shall vote yes, no or abstain. After all Commissioners have voted, a Commissioner, upon being recognized by the Chair, may give a brief statement to explain his or her vote to be included in the minutes. Commissioners have the privilege of filing a written explanation of their vote to be

appended to the minutes. A member of the Commission may abstain from voting on any matter in compliance with the terms of the Ethics Act

Rule 17: Minutes. Written minutes of all meeting, including committee meetings, shall be recorded and maintained under the supervision of the Secretary and the Commission Clerk. These shall contain all information required by the South Carolina Code and the parliamentary authority. The minutes of prior meetings shall be approved by a majority of the members present and, upon such approval, when signed by the Secretary only, shall become the official minutes.

Rule 18: Recorded in the Minutes. Resolutions, rules, regulations, at a minimum, shall be signed by the presiding officer at such meetings and by the Secretary and recorded in or appended to the minutes. Nothing herein shall prohibit other Commissioners from additionally executing any resolutions, rules or regulations.

Rule 19: Standing Committees. There shall be five standing committees of the Commission, including: (1) Ways and Means; (2) Administrative; (3) Fire, Emergency Prep and Safety; (4) Wastewater; and (5) Solid Waste. The Ways and Means Committee shall be a committee of the whole chaired by the Commission Chair or presiding officer as determined in Rule 10(b) herein. All other standing committees shall consist of three members of the Commission as assigned by the Chair, with the Commission Chair serving as an additional ex-officio member who may only vote in the event of a tie, and the Chair shall appoint a chair of each such committee. Excluding the Ways and Means Committee, in the absence of a committee chair, the longest tenured Commissioner assigned to the standing committee shall preside over the committee meeting. Meetings of all standing committees shall be held at such time as to not conflict with regular meetings. Each committee shall make recommendations on matters to be considered by the full Commission at a regular or special meeting, as applicable. All committee meetings shall be properly noticed in accordance with FOIA and the provisions of these Bylaws, and shall be open to the public except as permitted under FOIA. All Commissioners, whether or not they are serving on a committee, shall be entitled to participate in standing committee meetings if recognized by the committee chair, but shall not be permitted to vote on committee matters for which they are not a member of the committee.

Rule 20: Special Committees. In addition to the standing committees, other special committees, as determined in the discretion of the Chair, may be established. If established, each

special committee shall consist of three members of the Commission as assigned by the Chair, with the Commission Chair serving as an additional ex-officio member who may only vote in the event of a tie, and the Chair shall appoint a chair of any special committee.. In the absence of a committee chair, the longest tenured Commissioner assigned to the special committee shall preside over the committee meeting. All committee meeting shall be properly noticed in accordance with FOIA and the provisions of these Bylaws, and shall be open to the public except as permitted under FOIA. All Commissioners, whether or not they are serving on a committee, shall be entitled to participate in special committee meetings if recognized by the committee chair, but shall not be permitted to vote on committee matters for which they are not a member of the committee.

ARTICLE II: RELATIONSHIP TO THE PUBLIC:

Rule 21: Public Addressing the Commission, Manner and Time. The published agenda of the Commission shall provide for two periods of public comment, one at the beginning of the meeting and one after all business has been conducted, during which the Commission will receive the questions and comments of members of the public. Each person who wishes to be recognized during this period must enter his or her name and address on a list maintained by the Commission Clerk and when recognized shall state his/her name in audible voice. Each person recognized during this period shall limit his/her address to no more than three (3) timed minutes unless additional time is granted by the Commission. All remarks shall be addressed to the Commission as a body and not to any member thereof.

Rule 22: Purpose of Public Comment. Public comment is for the purpose of permitting the public to address the Commission, not to debate or berate the Commission or its employees. No person, including the Commissioners and any person having the floor, shall be permitted to enter into any discussion, either directly or through a member of the Commission during this period. No question shall be asked of a Commissioner or staff person for the purpose of eliciting a response during this portion of the meeting. All matters will be recorded, and the Commission will determine if the citizen shall receive a direct response at a later time.

Rule 23: Addressing the Commission. Any person may petition the Commission in writing for permission to make a presentation on a topic within the jurisdiction of the Commission for a longer period of time. Such permission shall be granted only after, either (i) a Commissioner

requests that such item be included on the agenda for consideration, or (ii) the District Manager, in consultation with the Chair and Commission Clerk, determines to include the item on the agenda for consideration.

Rule 24: Decorum. Any person making impertinent or slanderous remarks or who becomes obnoxious or disruptive while addressing the Commission may be barred from further presentation before the Commission by the presiding officer. Said individual shall be first asked by the Chair to conform his or her conduct and if the person does not conform his or her conduct to that appropriate for the meeting, then the person may be removed and barred from further comments. A person so barred from comment during the public comment portion of the agenda will not be recognized, unless permission to address the Commission be granted by the majority vote of the Commission.

Rule 25: Scope of Comments. The Commission asks that public comments stay within the scope of the Mission and Legal Authority of the Commission. Any citizen whose comments are not within the scope of the Mission and Legal Authority of the Commission shall be asked to conform to this rule or to cease his or her comments.

ARTICLE III: GOVERNANCE

Rule 26: Resolutions, Motions, Regulations, and Contracts.

(a) Preparation of resolutions or regulations: The District Manager or the District Manager's appointee, including the Attorney, will draft regulations and resolutions. Upon completion and either prior to consideration by the Commission or in a Commission packet, such regulations and resolutions shall be timely provided to each member of the Commission.

(b) The Commission may adopt in whole or in part any published code by reference as a resolution or regulation in the manner provided by law.

(c) Resolutions and regulations shall be effective upon adoption, unless another date is specified.

(d) To meet a public emergency affecting life, health, property, or public safety of the District, the Commission, by majority vote, may adopt an emergency resolution or regulation at the meeting at which it is introduced, and may make it effective immediately. Subject to FOIA,

emergency items need not be provided on an agenda, but the authority for any emergency actions shall expire after 60 days unless adopted in the manner of all other resolutions.

(e) Each regulation and resolution, after adoption, shall be given a serial number and shall be entered by the Commission Clerk in a properly indexed record kept for that purpose.

(f) All regulations, resolutions and contract documents, before presentation to the Commission by the Chair, shall have been reduced to writing and shall have been approved as to form and legality by the Attorney or other special counsel. Prior to presentation or consideration, all such documents shall be referred to the head of the department under whose jurisdiction the administration of the subject matter of the regulation, resolution or contract document would devolve. When so referred, the head of each department within the District or his/her designee (the "Department Head") shall affix his/her signature on the document certifying to the factual content, append his/her recommendations, and reviewed by the Finance Director of the District, when such matters involve finance, and forwarded through the District Manager.

(g) Introducing for passage or approval: Regulations, resolutions and other matters and subjects requiring action by the Commission, must be introduced and sponsored by a member of the Commission, except that the District Manager may present regulations, resolutions and other matters or subjects to the Commission for consideration, and any Commissioner may assume sponsorship thereof by moving that such be adopted in accordance with law; otherwise they shall not be considered. When a Commissioner assumes sponsorship of a regulation or resolution, such Commissioner, as well as any Commissioner voting in favor of a measure, may countersign the same, if desired.

(h) All formal legal actions of the Commission shall be taken by resolution.

(i) Those actions of the Commission which are approval of administrative matters or matters of judicial review may be accomplished by motion duly adopted and recorded in the minutes of the meeting.

Rule 27: Adjournment. A motion to adjourn shall always be in order and upon receiving a second shall be decided without debate. There shall be a roll call vote taken and recorded in the minutes for adjournment.

Rule 28: Disruptions by Commissioners. When in the opinion of the Chair or other Commissioners the conduct of one or more Commissioners, including the Chair, is detrimental to the function of the Commission during the meeting, the Chair, or another Officer in the event the disruption comes from the Chair, shall let the Commissioner(s) know that the conduct is disruptive and shall request that the conduct cease. If in the opinion of the Chair, or another Officer in the event the disruption comes from the Chair, the Commissioner(s) does not conform his or her conduct during the meeting and cease the disruption; then the Chair, or another Officer in the event the disruption comes from the Chair, may adjourn the meeting on his or her own authority and the remaining items on the agenda shall be carried forward to the next meeting of the Commission whether a regular meeting or a special meeting. Two or more members of the Commission may require that the Chair or another Officer in the event the disruption came from the Chair, put the question of adjournment to a vote of the Commission and, by a majority vote, the Chair's or another Officer's decision to adjourn may be overturned and the meeting shall continue until further consideration of adjournment whether under this rule or any other.

ARTICLE IV: RELATIONSHIP OF THE COMMISSIONERS WITH DISTRICT STAFF:

Rule 29: District Manager. The Commission shall employ, with compensation as to be determined by the Commission, a District Manager of the District (the “District Manager”) who shall be the Chief Executive Officer of the District. Subject to the terms of any contract between the parties, the Commission shall have the right at will to remove or discharge a person holding the position of District Manager. The Commission may authorize the execution on behalf of the District of an employment contract with any person to serve as District Manager.

The District Manager shall be responsible to plan, direct, and organize the administrative and operational activities of the District in accordance with the policies of the Commission and under applicable state and federal laws, rules, and regulations. The District Manager plans, directs, and oversees, the major District services, programs, and initiatives. The District Manager signs official correspondence, reports, contracts, and other documents, on behalf of the District or the Commission, which are not required to be validated by one or more members of the Commission. The District Manager directs, supervises, approves all hiring, promotion, and termination of all Department Heads and employees in accordance with the District’s policies and procedures. The District Manager approves and submits to the Commission for approval the District’s annual budget; monitors capital projects and approves expenditures of budgeted funds in accordance with the District’s fiscal policies. In between meetings, the District Manager shall serve as the liaison between the Commission and the Attorney, or any other consultants or specialty personnel engaged by the Commission.

Rule 30: Relationships with Department Heads and their Subordinates. Commission members may request information from Department Heads. Committee Chairs are encouraged to discuss items of importance with their Department Head assigned to their respective committee. As a courtesy, the District Manager should be informed that such a meeting or discussion has or will take place. Neither the Commission, acting during a meeting, nor individual Commissioners shall give orders or instructions to any employees subordinate to the District Manager.

Rule 31: Relationship of Commissioners to Auditor and Attorneys. Using District’s policies for procurement of goods and services, the Commission shall hire an auditor, a General Attorney, and appropriate special attorneys or other consultants, as needed.

Rule 32: Commissioner Requests for Information. Commissioners shall direct all requests for information or special reports which would require staff research time to the Chair who will promptly forward these requests to the District Manager. Requested information or reports will be provided to all Commissioners at the same time.

ARTICLE V: DEFINITIONS:

To the extent not otherwise defined in these Bylaws, the following definitions shall apply:

1. **“Commission Clerk”** shall mean that employee of the District who, as may be modified in a job description, has the following duties: providing technical and logistical support for Commission meetings; maintaining the records of the Commission; attending and recording the meetings of the Commission; and preparing the documentation that is required under FOIA. While the Commission Clerk works to assist the Commission, the Commission Clerk shall report to the District Manager. In the absence of the Commission Clerk, the District Manager will temporarily designate another employee to perform these tasks as required by these rules and the applicable statutes.

2. **“Constitution”** means the South Carolina Constitution, 1895, as amended

3. **“District Manager”** shall mean the Chief Executive of the District that is hired by the Commission.

4. **“FOIA”** shall mean the South Carolina Freedom of Information Act, which is currently codified at Title 30, Chapter 4 of the South Carolina Code.

5. **“Ethics Act”** shall mean the South Carolina Ethics Act, which is currently codified at Title 8, Chapter 13 of the South Carolina Code.

6. **“Mission and Legal Authority of the Commission”** shall mean the legal authority of the District to provide the following services: wastewater, solid waste, fire protection and rescue services, street lighting, street name signs within its service boundaries.

7. **“South Carolina Code”** means the Code of Laws of South Carolina 1976, as amended.

Dated: November 22, 2021

A RESOLUTION NO. 21-008

AUTHORIZING THE AMENDMENT AND RESTATEMENT OF THE BYLAWS OF THE JAMES ISLAND PUBLIC SERVICE DISTRICT, SOUTH CAROLINA; AND OTHER MATTERS RELATING THERETO

WHEREAS, the James Island Public Service District, South Carolina (the “*District*”) is a South Carolina special purpose district created pursuant to Act No. 498 of the Acts and Joint Resolutions of the General Assembly of the State of South Carolina for the year 1961, as amended (the “*Enabling Act*”), for the purpose of providing fire, sewer and sanitation services within its service boundaries; and

WHEREAS, in keeping with the respective authorizations in the Enabling Act, the Commission is authorized to “make bylaws for the management and regulation of its affairs”; and

WHEREAS, the James Island Public Service District (the “*Commission*”), as the governing body of the District, previously adopted a set of bylaws, known as the Commission Rules of Procedure, dated December 16, 2019 (the “*Bylaws*”); and

WHEREAS, the Commission has determined to amend and restate the Bylaws in their entirety (the “*New Bylaws*”) in order to conform to update the practices and procedures of the organization.

NOW THEREFORE, be it resolved by the Commission as follows:

Section 1. Recitals. Each finding or statement of fact set forth in the recitals hereto has been examined and has been found to be in all respects true and correct.

Section 2. Timely Notice. All Commission members received timely and proper notice of this Resolution in accordance with the laws of the State of South Carolina and the procedures of the Commission.

Section 3. Implementation. The Commission authorizes and approves the New Bylaws, a copy of which is attached hereto as **Exhibit A** and fully incorporated herein by reference. The New Bylaws shall take effect immediately upon the passage of this Resolution.

Section 4. Severability. If any one or more of the provisions this Resolution should be contrary to law, then such provision shall be deemed severable from the remaining provisions, and shall in no way affect the validity of the other provisions of this Resolution.

Section 5. Repealer. Nothing in this Resolution shall be construed to affect any suit or proceeding impending in any court, or any rights acquired or liability incurred, or any cause of action acquired or existing, under any act or Resolution hereby repealed; nor shall any just or legal right or remedy of any character be lost, impaired or affected by this Resolution.

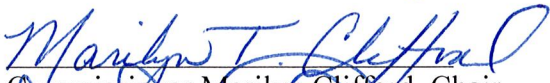
Section 6. Inconsistency. All resolutions or parts of resolutions inconsistent or in conflict with the provisions of this Resolution are hereby repealed to the extent of the conflict or inconsistency.

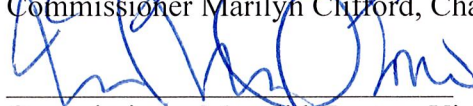
Section 7. Effect. This Resolution shall be in full force and effect upon due adoption by the Commission.

DONE AND RESOLVED, this 22 day of November 2021.

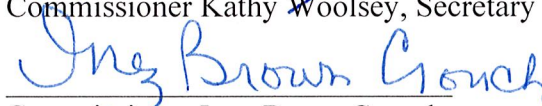


**JAMES ISLAND PUBLIC SERVICE
DISTRICT, SOUTH CAROLINA**

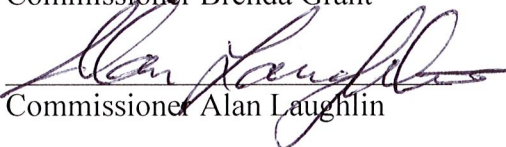

Commissioner Marilyn Clifford, Chair


Commissioner Meredith Poston, Vice-Chair


Commissioner Kathy Woolsey, Secretary


Commissioner Inez Brown Crouch


Commissioner Brenda Grant


Commissioner Alan Laughlin

Commissioner Susan Milliken

EXHIBIT A

COPY OF AMENDED AND RESTATED BYLAWS