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BY-LAWS OF THE ADVISORY BOARD TO THE MASSACHUSETTS WATER RESOURCES AUTHORITY AS AMENDED AT THE ADVISORY BOARD MEETING NOVEMBER 18, 2021

ARTICLE I. ORGANIZATION AND MEMBERSHIP OF THE ADVISORY BOARD

1. Organization. The Advisory Board to the Massachusetts Water Resources Authority (the “Authority”) is created by and exercises powers and duties in accordance with the provisions of Section 23 of Chapter 372 of the Acts of 1984 (the “Enabling Act”). These by-laws of the Advisory Board have been adopted to further the purposes of the Advisory Board as set forth in the Enabling Act and are subject in all respects to those matters concerning the Advisory Board, which are set forth in the Enabling Act.
2. Membership. The members of the Advisory Board are a representative of each of the cities and towns listed in paragraph (a) of Section 23 of the Enabling Act; a representative of the Metropolitan Area Planning Council; and six other persons appointed by the Governor as provided in said Section 23.
 - a. The rights of a person who is a member of the Advisory Board to participate in its affairs shall commence upon the receipt by the Advisory Board Executive Director of a written statement of the qualifications of such member, as follows:
 - i. A member representing a city or town: If the representative is the chief executive officer, a statement of qualification stating that in accordance with paragraph (a) of Section 23 of the Enabling Act, said person is designated as the chief executive under the provisions of a local charter or laws having the force of a charter, or otherwise that said person is the Mayor of the city or the Chair of the Select Board or President of the town council; if the representative is the permanent designee of an executive officer, a statement of said designation duly executed by the chief executive officer, as defined in paragraph (a) of Section 23 of the Enabling Act. Notwithstanding any designation, the chief executive officer of any city or town shall retain their option to personally represent the city or town at any specific Advisory Board meeting and to cast that community’s vote. On a case-by-case basis, substitute delegates other than the chief executive officer or the permanent designee shall be permitted to vote, provided they obtain written authorization from the chief executive officer or permanent designee of the city or town they will represent. Such communication must include the substitute delegate’s name and position, as well as the date of the meeting at which the delegate is authorized to vote. To qualify substitute delegates for full voting privileges, such written communication must be submitted to the Advisory Board Executive Director. Voting by proxy shall not be permitted except as specified in this paragraph.
 - ii. A member representing the Metropolitan Area Planning Council: A certificate of the secretary or other duly authorized officer of the Council to the effect that said member has been designated by the board of the Council. No substitute voting delegate or voting by proxy shall be permitted for this designee.



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- iii. A member appointed by the Governor: A certificate of appointment by the Governor, stating the statutory qualification category to which said member has been appointed. No substitute voting delegates or voting by proxy shall be permitted for members in this category.
- b. Each member of the Advisory Board shall serve until their successor is duly appointed and qualified.

ARTICLE II. MEETINGS OF THE ADVISORY BOARD

1. Business to be transacted. Any lawful business of the Advisory Board may be conducted at a regular or special meeting, except as expressly hereafter otherwise provided.
2. Call of regular meetings. Regular meetings of the Advisory Board shall be held at least once each calendar quarter upon the call of the Chair or in the event of the vacancy of the Chair, upon the Call of the Vice-Chair for Operations or the Vice-Chair for Finance. The first regular meeting following the commencement of the fiscal year of the Advisory Board shall be the Annual Meeting of the Advisory Board for all normal purposes of an annual meeting including the election of officers. If no Annual Meeting is held within ninety days following the commencement of said fiscal year, a special meeting shall have the same effect as if taken at the Annual Meeting. Special meetings of the Advisory Board may be called by the Chair of the Advisory Board or by fifteen or more members of the Advisory Board, as provided in paragraph (b) of Section 23 of the Enabling Act.
3. Notice of meetings. Written notice of the time and place of each meeting shall be provided to each member of the Advisory Board and to the Executive Director of the Authority. Notices of regular meetings shall be sent not less than five days prior to such meetings. Notices of special meetings shall be sent not less than seven days prior to the date of such meetings, provided that in emergency circumstances notice of a special meeting may be given upon such lesser notice and by such means as will reasonably inform members of the time, place, and subject thereof; and further provided that at a special meeting of which less than seven days' written notice is given, no business shall be transacted except that business listed as the subject of said meeting unless two-thirds of all members of the Advisory Board have otherwise consented in writing. Except as provided herein for special meetings called on fewer than seven days prior written notice, no notice of a meeting need specify the purpose or purposes of the meeting in accordance with the requirements of Section IIA 1/2 of Chapter 30A of the General Laws. As required by MGL Chapter 30A, Section IIA 1/2 notice of a meeting shall be filed with the Secretary of State at least 48 hours prior to the meeting.
4. Conduct of meetings. All meetings of the Advisory Board shall be open to the public and any person shall be permitted to attend any meeting except as otherwise provided in accordance with Section IIA 1/2 of Chapter 30 A of the Massachusetts General Laws. The Chair, or in the event of their absence or a vacancy in the office of the Chair, the Vice-Chair for Operations shall preside at meetings of the Advisory Board, but neither shall thereby be deprived of their vote. No executive session shall be held until the Advisory Board has first convened in an open session for which notice has been given, and the Advisory Board has voted to go into executive session, and the vote of each member is recorded on a roll call vote and entered into the minutes, and the presiding person has cited the purpose for an executive session, and the presiding person has stated before the executive session if the Advisory Board will reconvene in an open session after the executive session. Executive sessions may be held only for the purposes stated in Section IIA 1/2 of Chapter 30A of the Massachusetts General Laws. In all matters of procedure not covered by the Enabling Act, by other statutes governing the procedures of the Advisory Board or by



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these by-laws, meetings shall be conducted in accordance with rules of procedures stated in Robert's Rules of Order.

5. Voting and quorum. For all purposes except the purpose of appointing members of the Board of Directors of the Authority as provided in paragraph (e) of Section 23 of the Enabling Act, the voting strength of each member of the Advisory Board representing a city or town shall be the fractional vote certified to the Advisory Board by the Authority as provided in paragraph (b) of Section 23 of the Enabling Act, a record of which shall be maintained by Advisory Board staff, and the total of which votes shall be 95; and the voting strength of other members of the Advisory Board shall be allocated as follows: (i) to the representative of the Metropolitan Area Planning Council 716/1000ths of a vote and (ii) to each of the six representatives appointed by the Governor, 714/1000ths of a vote and the total of which votes shall be 5. For all purposes except the purpose of appointing members to the Board of Directors of the Authority as provided in paragraph (e) of Section 23 of the Enabling Act, a quorum shall consist of representatives who hold a total voting strength of fifty or more votes and the Advisory Board may act by affirmative casting of a majority of the votes represented in the quorum. With respect to appointment of a member of the Board of Directors of the Authority, the Advisory Board shall act only if there is a special quorum as provided in, and in accordance with the voting rules contained in paragraph (e) of Section 23 of the Enabling Act. Any duly called meeting of the Advisory Board at which a quorum is not in attendance may adjourn from time to time without further notice until a quorum is present.
6. Public Hearings. Public hearings conducted by the Advisory Board in accordance with paragraphs (d) and (f) of Section 23 of the Enabling Act shall be scheduled by the Chair in consultation with the Authority and members of the Advisory Board. Such public hearings may be conducted without a quorum of the Advisory Board in attendance. Advisory Board staff shall provide for a record to be kept by transcription or recording of the proceedings at such public hearings and shall make a summary thereof available to the Advisory Board and the Authority.

ARTICLE III. OFFICERS OF THE ADVISORY BOARD

1. Election. The officers of the Advisory Board shall be a Chair, a Vice-Chair for Operations, a Vice-Chair for Finance, a Secretary, and a Treasurer. The officers shall be reelected at the Annual Meeting of the Advisory Board, provided that a vacancy in office may be filled at any meeting. Each officer shall serve until their successor is chosen and qualified.
2. Duties of the officers.
 - a. In addition to powers and duties expressly provided for elsewhere in these by-laws, the Chair shall have such powers and perform such other duties as may from time to time be voted by the Advisory Board. The Chair may designate temporary committees as may be necessary or convenient for carrying out the business of the Advisory Board and shall designate the members and Chair of each standing or temporary committee after consultation with the members of the Advisory Board.
 - b. The Vice-Chair for Operations shall chair the standing Committee on Operations and shall have all the powers and discharge all the duties of the Chair upon the absence, inability, or incapacity of the Chair.
 - c. The Vice-Chair for Finance shall chair the standing Committee on Finance and shall have the standing and all the powers and discharge all the duties of the Chair upon the absence, inability, or incapacity of both the Chair and the Vice-Chair for Operations.



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- d. The Secretary, via Advisory Board staff, shall enter and record all votes, orders, and proceedings of the Advisory Board and shall keep a true and accurate record of and give certificates of the proceedings of the Advisory Board, and shall be the custodian of all books, documents, and papers filed with the Advisory Board and of the archives of the meeting including official meeting minutes. The Secretary, via the Advisory Board staff, shall cause notice to be given of all meetings of the Advisory Board as requested by the person or persons empowered to call such meetings. In the event of the absence of the Secretary or a vacancy in the office thereof, the duties of the Secretary may be performed by the Chair or either Vice-Chair of the Advisory Board or by an acting secretary or assistant secretary appointed for such purpose by the Chair.
- e. The Treasurer, via Advisory Board staff, shall prepare the Advisory Board's annual budget, subject to the approval of the Advisory Board at its annual meeting and shall maintain records of the expenses of the Advisory Board and undertake such related responsibilities as the Advisory Board may require.

ARTICLE IV. EMPLOYEES

1. Executive Director. The Advisory Board shall appoint and employ on such terms and conditions as it deems fit an Executive Director, whose duties shall be those specified in Section 23 (g) of the Enabling Act. The Executive Director shall serve at the pleasure of the Advisory Board.
2. Additional Staff. The Executive Director shall appoint and employ on such terms and conditions as deemed necessary such additional staff to support the day-to-day management and supervision of the business and affairs of the Advisory Board, subject to the approval of the Advisory Board.

ARTICLE V. STANDING COMMITTEES

1. Executive Committee
 - a. Organization. The Advisory Board shall elect at its Annual Meeting an Executive Committee consisting of the officers of the Advisory Board and not fewer than six nor more than fourteen additional members. The Executive Committee of the Advisory Board shall serve as the Nominating Committee to nominate members of the Executive Committee, and when so required, the Advisory Board's representatives on the Board of Directors of the Authority. In proposing nominees, the Nominating Committee shall provide so far as possible for balance among the various geographical areas of the Authority's operations, between cities and towns, between large and small communities, and for assurance of representation on the Executive Committee from among those persons who serve on the Advisory Board as representatives of the Governor or the MAPC. Members of the Executive Committee, and when so required, the Advisory Board's representatives on the Board of Directors, shall be elected from the persons nominated at a meeting designated by the Chair. Members of the Executive Committee shall serve from the date of their election until the election of the successor Executive Committee at the next Annual Meeting. If a member of the Executive Committee shall cease to be a member of the Advisory Board, the Chair may designate member of the Advisory Board to temporarily fill such vacancies on an acting basis until the next Annual Meeting and election for such position.
 - b. Procedures. The Chair of the Advisory Board shall serve as the Chair of the Executive Committee. The Executive Committee shall meet upon call of its Chair, or in the event of their absence or of a vacancy in the office, upon call of any three of its members. Notice of meetings of the Executive Committee shall be given by the Advisory Board staff to all members of the Executive



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Committee, to all members of the Advisory Board and to the Executive Director of the Authority, in the same manner as provided for notice of special meetings of the Advisory Board. All meetings of the Executive Committee shall be open to the public and conducted in accordance with law and these by-laws in the same manner as a meeting of the Advisory Board. The Secretary, via the Advisory Board staff, shall keep a record of meetings of the Executive Committee and shall send to each member of the Advisory Board and to the Authority a copy of the votes, orders, and proceedings of the Executive Committee.

- c. Powers. The Executive Committee shall make recommendations for action to the Advisory Board and may act as the delegate of the Advisory Board in all matters referred to the Executive Committee by the Advisory Board, provided that no power or duty vested in the Advisory Board by the Enabling Act shall be finally delegated to the Executive Committee without provision for consideration and ratification by the Advisory Board.
2. Committee on Operations. This standing committee shall study and make recommendations to the full Advisory Board for its comments regarding issues such as planning of the water and sewer systems, proposals to add or delete communities from either the water or sewer system, and the operation and maintenance of the Authority's systems. The membership of the committee shall consist of all interested members of the Advisory Board who express a willingness to participate actively in the committee's work. The committee shall be chaired by the Vice-Chair for Operations and shall meet from time to time at the call of the Vice-Chair for Operations or at the direction of the full Advisory Board.
3. Committee on Finance. This standing committee shall study and make recommendations to the full Advisory Board regarding issues such as the timing and details of the Authority's capital program, proposals for the issuance of notes and bonds, the Authority's debt service and annual operating budgets, proposals for changes in the Authority's rates and rate structures, and other financial matters. The membership of the committee shall consist of all interested members of the Advisory Board who express a commitment to participate actively in the committee's work. The committee shall be chaired by the Vice-Chair for Finance and shall meet from time to time at the call of the Vice-Chair for Finance or at the direction of the full Advisory Board.
4. The Advisory Board may also create, from time to time, such other committees as further the purpose and goals of the Advisory Board.

ARTICLE VI. MISCELLANEOUS

1. Fiscal Year. The fiscal year of the Advisory Board shall extend from July 1st through the ensuing June 30th. The Advisory Board shall adopt an annual budget prior to June 30th of the prior fiscal year, which budget may be amended as necessary by the Advisory Board at any duly called meeting thereof.
2. Execution of Instruments. Except as the Advisory Board may generally, or in particular cases, authorize execution thereof in some other manner, all instruments, documents, contracts, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by the Advisory Board shall be approved by any two officers of the Advisory Board. In the case of non-financial documents one of these approvers shall be the Chair, and in the case of financial instruments one of these approvers shall be the Treasurer.

ARTICLE VII. AMENDMENT OF BY-LAWS: MATTERS NOT HEREIN PROVIDED FOR

These by-laws may be amended by the affirmative vote of a majority by the total vote in the Advisory Board at any duly called meeting thereof, provided that the notice of such meeting has contained a copy of the proposed amendment or a statement of the intent and substance thereof.