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Rev. 1	08/05/85
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Rev. 3	11/14/90

BY-LAWS  
OF THE  
MASSACHUSETTS WATER RESOURCES AUTHORITY

**ARTICLE I. SEAL, FISCAL YEAR AND LOCATION**

The Massachusetts Water Resources Authority (the "Authority") is created by and exercises powers and responsibilities in accordance with the provisions of Chapter 372 of the Acts of 1984 (the "Enabling Act"). These by-laws have been adopted for the purpose of regulating the affairs of the Authority and the conduct of its business in accordance with Section 6 of the Enabling Act.

1. Seal. The seal of the Authority shall be in circular form, bearing the words "Massachusetts Water Resources Authority" around the perimeter and the figures "1985" in the center.

2. Fiscal Year. The fiscal year of the Authority shall end on June 30 in each calendar year.

3. Location. The principal office of the Authority shall be at such place in the city of Boston, Massachusetts, as the Authority may by resolution from time to time determine. The Authority may from time to time establish and maintain an additional office or offices at such place or places as it may determine.

## ARTICLE II. THE BOARD OF DIRECTORS

1. The Members. (a) The Board of Directors of the Authority shall consist of members whose appointments, terms and qualifications shall be governed by the provisions of Section 3 of the Enabling Act.

(b) The right of a person who is a member of the Board of Directors to participate in its affairs shall commence upon the receipt by the Chairman or the Secretary of the Authority of a record of the filing of the oath of office of such person with the secretary of the Commonwealth. A member shall serve until his or her successor is duly appointed and qualified. A certificate of the secretary of state of the Commonwealth as to matters of record in the office of the secretary of state shall be presumptive evidence of the lawful membership of the Board of Directors of the Authority.

2. Vacancies. In the event of a vacancy in the membership of the Board of Directors, the Chairman shall notify the Governor, in the case of a member appointed by the Governor, or the Governor and the Mayor of the city of Boston in the case of a member appointed by said Mayor, or the Governor and the Mayor of the city of Quincy in the case of a member appointed upon the recommendation of said Mayor, or the Governor and the chairman of the board of selectmen of the town of Winthrop in the case of a member appointed upon the recommendation of said board of selectmen, or the secretary of the advisory board to the Authority, in the case of a member appointed by said advisory board.

3. Performance of Duties. All members of the Board are expected to perform their duties diligently, including attending meetings of the Board and assigned committees, and keeping abreast and informed about matters coming before the Board and any other matters relating to the MWRA.

4. Resignations. A member of the Board of Directors appointed by the Governor may resign by filing a written resignation with the Governor. A member of the Board of Directors appointed by the Mayor of the city of Boston may resign by filing a written resignation with said Mayor. A member of the Board of Directors appointed by the advisory board may resign by filing a written resignation with the Chairman of the advisory board. A resignation is effective upon acceptance. A resigning Board member must also send notice of such resignation to the Chairman of the Authority.

### **ARTICLE III. MEETINGS OF THE BOARD OF DIRECTORS**

1. Regular Meetings. Regular meetings of the Board of Directors for the transaction of any lawful business of the Authority shall be held once or twice a month on Wednesdays or, upon the call of the Chairman or a majority vote of the Board of Directors, on another day in the month. A regular meeting held in the month of July in each year shall be the Annual Meeting of the Board of Directors for all purposes, including the annual election of officers of the Authority. A vacancy in office may be filled at any meeting of the Authority at which regular business of the Authority may be conducted. If no Annual Meeting is held, a special meeting may be held in lieu thereof, and any action taken at such special meeting shall have the same effect as if taken at the Annual Meeting.

2. Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place within the Commonwealth when called by the Chairman or, in the event of the failure or refusal of the Chairman to call a meeting within three business days after written request therefor by any six members of the Board of Directors directed to the Chairman by mail, a meeting may be called by said six members, whose certificate as to said request to the Chairman and his or her failure or refusal to issue the meeting call shall constitute conclusive evidence thereof.

3. Notice of Meetings. Except as provided herein for special meetings and except as otherwise provided in Article VII of these by-laws, no notice of meeting need specify the purpose or purposes of the meeting. Notice of the time and place of each meeting shall be given to each member of the Board of Directors by the Secretary of the Authority in accordance with the direction of the person or persons calling said meeting. Notices of meetings shall be delivered in hand by courier or mailed by express mail, next day delivery, postage prepaid, not less than five calendar days prior to the date of such meetings, provided that in emergency circumstances certified to by any member of the Board of Directors, 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. Notices of special meetings shall state the specific purpose or purposes of such meetings. A proposed agenda for each meeting, including background information for review by members of the Board of Directors, shall be delivered in hand by courier or mailed by express mail, next day delivery, postage prepaid, not later than the close of business on the fifth calendar day prior to a meeting. An agenda may be a substitute for a notice if delivered in a timely manner. Upon the objection of three or more members of the Board of Directors, any vote on business proposed at a special meeting but not included in the proposed agenda delivered as aforesaid, shall be postponed to the next scheduled meeting of the Board of Directors. Further, at any special meeting of which less than five days notice is given, no business shall be transacted except the business listed as the subject of said meeting unless all members of the Board of Directors have otherwise consented in writing. Notice of the time and place of a meeting may be waived by any member in writing either prior to or subsequent to the holding of such meeting and shall be deemed waived by attendance. Each such waiver shall be kept with the records of the meeting. Public notice of meetings of the Board of Directors shall be given by the Secretary in accordance with the requirements of Section 11A 1/2 of Chapter 30A of the Massachusetts General Laws.

4. Conduct of Meetings. All meetings of the Board of Directors shall be open to the public and any person shall be permitted to attend any meeting except as otherwise provided in accordance with Section 11A 1/2 of Chapter 30A of the Massachusetts General Laws. No executive session shall be held until the Board of Directors has first convened in an open session for which notice has been given, the Board of Directors 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, the presiding person has cited the purpose for an executive session, and the presiding person has stated before the executive session if the Board of Directors will reconvene after the executive session. In all matters of procedure not covered by the Enabling Act, by other statutes governing the procedures of the Board of Directors or by these by-laws, meetings shall be conducted in accordance with rules of procedure stated in Robert's Rules of Order (1970).

5. Transaction of Business. (a) The order of business at any regular meeting of the Board of Directors shall be as follows:

- (a) Approval of minutes of previous meetings.
- (b) Report of the Chairman.
- (c) Report of the Executive Director.
- (d) Reports of Committees and action upon matters recommended thereby.
- (e) Other business.
- (f) Adjournment.

Failure to observe the foregoing order of business shall not affect the validity of any action taken out of order unless a member present at the meeting shall object at such time as said action is under consideration.

(b) Upon the request of any member of the Authority, any vote shall be taken by a call of the roll which shall be recorded by the Secretary.

6. Committees of the Board of Directors. (a) The Board of Directors in its discretion may deliberate on the affairs of the Authority through standing and temporary committees of its members, which committees shall include, at least, the following standing committees: Administration and Finance, Wastewater Policy and Oversight, Water Policy and Oversight, and Personnel. Committees shall regularly report on their activities to the Board of Directors as a whole. Deliberations by committee shall not diminish the requirement of Section 3 of the Enabling Act that six members shall constitute a quorum for actions of the Board of Directors and such actions shall require the affirmative vote of at least six members. All members of the Board of Directors shall be entitled to participate in the meetings of any committee.

(b) The chairpersons and other members of standing and temporary committees of the Board of Directors shall be appointed by the Chairman after consultation with other members of the Board of Directors and shall be ratified by vote of the Board of Directors. After consultation with Committee chairpersons, the Executive Director shall determine the time and place of committee meetings. Meetings of committees shall be governed by the applicable provisions of Section 11A 1/2 of Chapter 30A of the General Laws.

#### **ARTICLE IV. OFFICERS OF THE AUTHORITY**

1. Election and Appointment. The officers of the Authority shall be a Chairman, a Vice-Chairman, an Executive Director, a Secretary and a Treasurer. The Chairman shall be the Secretary of the Executive Office of Environmental Affairs, as provided in the Enabling Act. The Board of Directors shall annually elect one of its members as Vice-Chairman and shall annually appoint a Secretary and a Treasurer, who need not be members of the Board of Directors. The Executive Director shall be a person selected by the Board of Directors. The Executive Director shall not be a member of the Board of Directors. Upon the recommendation of the Executive Director, the Board of Directors may also elect one or more Assistant Secretaries and Assistant Treasurers. Each officer shall serve until a successor is chosen and qualified.

2. Chairman. The Chairman shall preside at meetings of the Board of Directors. In addition to powers and duties expressly provided for in the Enabling Act and elsewhere in these by-laws, the Chairman shall have such powers and perform such duties as may from time to time be voted by the Board of Directors.

3. Vice-Chairman. The Vice-Chairman shall have all the powers and discharge all the duties of the Chairman upon the absence, inability or incapacity of the Chairman. The performance by the Vice-Chairman of the duties or the exercise of the power of the Chairman shall be presumptive evidence of the absence, inability or incapacity of the Chairman, and a certificate by any six members of the Board of Directors as to such absence, inability or incapacity, or by the Secretary as to such absence for any regular or special meeting, shall be conclusive evidence thereof.

4. Secretary. (a) The Secretary shall enter and record all resolutions, votes, orders and other proceedings of the Board of Directors and shall keep a true and accurate record of and give certificates of the proceedings of the Authority; shall be the custodian of the seal and of the books and records of the Authority; and shall make copies and give certificates as to matters concerning the Authority as provided in Section 7 of the Enabling Act. The Secretary shall cause notice to be given of all meetings of the Board of Directors as requested by the person or persons empowered to call such meetings. The Secretary shall make books and records of the Authority available for inspection by any member of the Board of Directors at all reasonable times. Requests by the public for inspection and/or copying of public records of the Authority shall be made to the Secretary in accordance with the requirements of applicable law and a record shall be made of such requests and of the response thereto.

(b) In the absence of the Secretary, any duly-elected Assistant Secretary may perform the duties of the Secretary. In the absence of any Secretary or Assistant Secretary, the members of the Board of Directors may choose a temporary secretary to make and file with the Secretary a record of their proceedings.

5. Treasurer. Subject to any applicable resolutions of the Authority, the Treasurer shall be responsible under the supervision of the Executive Director for financial control for the Authority. Except as may be otherwise provided in any trust agreement, resolution or other

agreement in connection with which notes, bonds or other evidences of indebtedness are issued by the Authority, the Treasurer shall have the care and custody of all funds, securities and valuable papers of the Authority; shall keep or cause to be kept under his or her supervision proper books of account for the Authority; shall render such reports on the financial condition of the Authority as the Enabling Act, the Chairman, or a resolution of the Board of Directors of the Authority may from time to time require; and shall have such other duties and powers, not inconsistent with these by-laws or the Enabling Act, as may from time to time be authorized by resolution of the Authority. The Treasurer shall make provision for reimbursement to the members of the Board of Directors for the reasonable expenses incurred by them in the performance of their duties upon submission to the Treasurer of appropriate documentation thereof.

6. Executive Director. The Executive Director shall be the chief executive officer of the Authority and shall devote his or her full time during business hours to the duties of his or her office. The Executive Director shall direct and supervise the administrative affairs and the general management and operations of the Authority as provided in Section 7(a) of the Enabling Act, and shall have such other duties and powers, not inconsistent with these by-laws or the Enabling Act, as may from time to time be authorized by resolution of the Authority. The Executive Director shall prepare or cause to have prepared, for approval by the Board of Directors, all reports required to be made and filed with executive and legislative offices of the commonwealth pursuant to the Enabling Act.

7. Additional Duties. The officers of the Authority shall perform such other duties and functions, not inconsistent with these by-laws or the Enabling Act, as from time to time are required by resolution of the Authority or otherwise.

8. Other Personnel. A special assistant for affirmative action and compliance shall be appointed by the Board of Directors and shall report to the Chairman as provided in Section 7(g) of the Enabling Act, with the administrative functions of the Affirmative Action and Compliance Unit under the supervision of the Executive Director. An internal special audit unit shall be appointed by the Board of Directors to perform responsibilities provided for in Section 7(h) of the Enabling Act under the direct supervision of the Executive Director. Employment or



engagement of other personnel by the Authority shall be made in accordance with applicable provisions of the Enabling Act.

## **ARTICLE V. INSTRUMENTS**

1. Execution. Upon authorization by the Board of Directors, the Executive Director or his designee shall sign in the name of and on the behalf of the Authority all written instruments to be executed by the Authority. The Secretary is authorized, unless a resolution of the Authority otherwise provides, to attest to the due authorization and execution of any instrument in the name and on behalf of the Authority.

2. Seal. In the due execution of any instrument in the name of or on behalf of the Authority, it shall not be necessary to affix the official seal of the Authority thereon, except as a resolution of the Authority may otherwise direct or require.

## **ARTICLE VI. INDEMNIFICATION**

1. Indemnification of Right. (a) The Authority shall indemnify each past or present member of the Board of Directors of the Authority unless specifically prohibited by Section 7(b) of the Enabling Act or unless the Board votes not to indemnify such member.

(i) The indemnification of right hereunder shall apply only so long as defense of any proceeding as to which indemnification is claimed is made by an attorney approved by the Authority or by an attorney obligated under the terms of a policy of insurance to defend against such proceeding.

(ii) The indemnification of right hereunder shall include all liabilities, claims, costs and expenses, including payment of legal expenses, in connection with any actual or threatened proceeding except as otherwise excluded hereunder or under Section 7(b) of the Enabling Act, and shall also include reimbursement of expenses reasonably incurred by an indemnified person in connection with compulsory appearance as a witness in a civil proceeding at a time when the indemnified person is not a party to said proceeding.

(iii) The indemnification of right hereunder shall inure to the benefit of the legal representatives, heirs, executors and administrators of a person entitled to indemnification hereunder.

(iv) Except in the case of a proceeding prohibited in Subsection (1)(a) of this Article, advances of costs and expenses prior to final disposition shall be made by the Authority upon receipt of an undertaking by or on behalf of the person indemnified to repay such payments if he or she shall be finally determined not to be entitled to indemnification. Such undertaking shall include a written affirmation by or on behalf of the person indemnified that he or she has not engaged in conduct which would exclude indemnification by the Authority under Section 7(b) of the Enabling Act.

(b) By the express terms of appointment or engagement or by resolution, the Board of Directors may extend to the Executive Director, other officers of the Authority, and other employees and agents of the Authority the entitlement to indemnification of right, in whole or in part, set forth in this Section 1 or such other entitlement to indemnification of right as the Board of Directors may from time to time approve whether or not set forth in this Section 1, or such other entitlement to indemnification of right as the Board of Directors may from time to time approve whether or not set forth in this Section 1.

2. Other Indemnification. Notwithstanding the provisions of Section 1, the Authority may in all other circumstances authorize indemnification of any person upon such terms and conditions as the Authority may determine in accordance with Section 7(b) of the Enabling Act or as otherwise permitted by law.

## **ARTICLE VII. AMENDMENT OF BY-LAWS**

1. These by-laws may be amended in whole or in part by resolution of the Authority adopted by the affirmative vote of at least six members of the Board of Directors at any regular or special meeting of the Authority, provided that the notice of such meeting shall specify the subject matter of the proposed amendment.