

AMENDED AND RESTATED  
BYLAWS  
OF THE COMMISSION  
OF THE  
TAYLORS FIRE AND SEWER DISTRICT, SOUTH CAROLINA

July 9, 2013  
Amended: December 12, 2017

DEFINITIONS

1. "Act 1099" means Act No. 1099, enacted by the South Carolina General Assembly and approved April 28, 1958, as the same has been and in the future may be amended.
2. "Commission" means the governing body of the District.
3. "Commissioner" means a member of the Commission.
4. "Chairman" means the individual elected by the Commission to be its Chairman.
5. "Department Head" or "Department Heads" means the individual or individuals appointed by the Commission to act on its behalf in the overall administrative management of the District. (See Section 4.1-1.)
6. "District" means the Taylors Fire and Sewer District, South Carolina.
7. "Freedom of Information Act" means Title 30, Chapter 4 of the S.C. Code of Laws, as amended from time to time.
8. "Independent" when used in connection with a Commissioner, employee or other person means an individual who is independent of management and the District. A person is considered independent as long as neither the individual nor an immediate member of individual's family is an employee of the District or its affiliates, receives any compensation or payment for services rendered from the District or its affiliates unless consistent with the requirements of the State Ethics Act, has admitting privileges to any facility of the District, or is otherwise determined by the Commissioners to not qualify as independent.

## ARTICLE I.

### OFFICES, PURPOSES AND POWERS

#### 1.1 OFFICES

The principal office of the District shall be located in the County of Greenville, State of South Carolina. The District may have such other offices as the Commission may determine from time to time.

#### 1.2 PURPOSES AND POWERS

The purpose of the District is to construct, operate, maintain, approve and extend appropriate sewer facilities and to provide fire protection services, all for the public health and safety of the residents of the District. The District shall have such other purposes, and shall have and exercise such powers in furtherance of its purposes as are set forth in Act 1099 and any as provided by law.

## ARTICLE II.

### THE COMMISSION

#### 2.1 NUMBER AND QUALIFICATION

Act 1099 establishes a Commission to govern the District. The Commission shall consist of three (3) members elected by the residents of the District as provided in Act 1099. All Commissioners shall be resident electors of the District.

#### 2.2 ELECTION AND TERMS OF OFFICE

The terms of office for the members of the Commission shall be for a period of six (6) years. All terms of office shall commence on January 1 of even numbered years and end on December 31 of odd numbered years. Terms of office shall be staggered. Commissioners shall be elected by the qualified electors of the District. The elections shall be conducted by the Greenville County Election Commission on such date as the Election Commission may determine and as provided in Act 1099.

#### 2.3 SUCCESSIVE TERMS

Commissioners may serve successive terms.

## 2.4 FILLING VACANCIES

Vacancies shall be filled by election to be conducted by the Election Commission, provided, however, in the event of a vacancy where the remainder of the term to be filled is less than one year, such vacancy shall be filled by appointment made by the Governor upon recommendation of the majority of the Legislative Delegation of Greenville County.

## 2.5 COMPENSATION

- a. Commissioners shall serve without compensation except as expressly set forth in this Section 2.5.
- b. Commissioners shall be entitled to reimbursement for actual expenses reasonably incurred in the conduct of Commission business.

## 2.6 OFFICERS; TERMS; DUTIES

### 2.6-1 OFFICERS-TERMS OF OFFICE

In January of each even numbered year the Commissioners shall elect from among its number one member as Chairman, a second as Treasurer, and a third as Secretary. Either the Secretary or Treasurer shall also serve as Vice-Chairman, as shall be determined by the Chairman. Terms of office shall be for a period of two (2) years, or until their successors have been duly elected and qualified. Terms of office shall be effective as of the election.

### 2.6-2 DUTIES

(a) Chairman:

The Chairman shall preside at all meetings of the Commission and with the Secretary shall, on behalf of the Commission, execute all resolutions, directives, deeds, bonds, contracts not covered by the District's Procurement Policy, and other official instruments or documents authorized by the Commission to be so executed by the Chairman. The Chairman shall also:

- (1) Appoint members and the chairs of committees of the Commission;
- (2) Be the official spokesperson of the Commission; and
- (3) Perform such other duties as may, from time to time, be prescribed by the Commission and these Bylaws, or as may be within the scope of the Chairman's authority under the provisions of Act 1099.

(b) Vice-Chairman: In the absence or disability of the Chairman, the Vice Chairman shall have all the powers and shall perform all the duties of the

Chairman until such time as the Chairman can resume his duties or a successor Chairman is elected. The Vice-Chairman shall also serve as the Treasurer or Secretary, whose respective duties are described below.

- (c) Secretary: The Secretary shall keep or cause to be kept the minutes of all the meetings and proceedings of the Commission in a book or books provided for that purpose. The Secretary shall give or cause to be given all notices provided for by these Bylaws, by Act 1099, and by law. The Secretary shall have custody of the seal of the District and shall affix the same to all deeds, notes and obligating instruments under the seal of the Commission when required. In general, the Secretary shall perform all such acts as may be prescribed by the Commission or the Chairman and as are usually incident to the office of Secretary. The District shall provide the Secretary with such assistance as may be necessary to accomplish the ministerial functions incidental to the office of Secretary.
- (d) Treasurer: The Treasurer shall have oversight responsibility for all financial, accounting and investments of the District to verify that they are in accordance with acceptable governmental accounting practices and state law and shall report periodically to the Commission on the financial condition of the District. The District shall provide the Treasurer with such assistance as may be necessary to accomplish the ministerial functions incidental to the office of Treasurer.

## 2.7 MEETINGS OF COMMISSIONERS

### 2.7-1 REGULAR MEETINGS

Regular meetings of the Commission shall be held at such places and times as the Commission shall provide by resolution. The Chairman shall have the authority to cancel or reschedule any regular meeting of the Commission.

### 2.7-2 SPECIAL MEETINGS

Special meetings of the Commission may be called by or at the direction of the Chairman or any two (2) Commissioners. No business shall be conducted at a special meeting other than that stated in the notice of the meeting.

### 2.7-3 EMERGENCY MEETINGS

Emergency meetings of the Commission may be called by or at the direction of the Chairman or any other Commissioner when immediate action by the Commission

is deemed necessary. No matters other than those matters requiring immediate attention may be acted upon at such emergency meetings.

#### 2.7-4 PLACE OF MEETINGS

All meetings of the Commission shall be held at the principal office of the District or at such other place as the Chairman shall designate.

#### 2.7-5 NOTICE TO COMMISSIONERS

Notice of the time and place of each regular or special meeting of the Commission shall be sent to each Commissioner by mail, e-mail or facsimile addressed to the Commissioner at the person's address as it appears on the records of the District or telephoned or delivered to the Commissioner personally at least twenty-four (24) hours before the meeting is to be held. In the case of a special meeting or when required by law, the notice shall also state the purpose for which the meeting is called. In the case of an emergency meeting, all notice requirements will be deemed to have been met when a reasonable effort has been made to reach each Commissioner by telephone or otherwise to advise of the time, place and purpose of such meeting.

#### 2.7-6 PUBLIC NOTICE

- (a) Regular Meetings: The Commission shall give written public notice of its regular meetings at the beginning of each calendar year, which notice shall include the dates, times and places of such meetings. Notice of each regular meeting shall be posted on a bulletin board in the principal office of the District as soon as practicable but not later than twenty-four (24) hours before the meeting. Agendas, if any, for regular meetings shall be posted on such bulletin board at least twenty-four (24) hours prior to such meetings.
- (b) Special and Rescheduled Meetings: The Commission shall post on a bulletin board in the principal office of the District written notice for any special or rescheduled meetings. Such notice shall be posted as early as is practicable but not later than twenty-four (24) hours before the meeting. The notice shall include the date, time and place of the meeting. Agendas for special meetings shall be posted on such bulletin board at least twenty-four (24) hours prior to such meetings.
- (c) Emergency Meetings: Posted agendas shall not be required for emergency meetings.
- (d) Notice To Interested Persons and Local News Media: The Commission shall make an effort to notify interested persons or organizations, local news media, or such other news media as may have requested notification of the times, dates, places and agendas of all meetings, whether regular, special or

rescheduled. Efforts made to comply with this requirement shall be noted in the minutes of the meeting.

#### 2.7-7 MEETINGS CLOSED TO THE PUBLIC

All meetings of the Commission shall be open to the public unless closed as provided herein. The Commission may hold a meeting closed to the public for one or more of the reasons set forth in the Freedom of Information Act. Prior to closing the meeting, the Commission shall vote on the question in public. The presiding officer of the meeting shall state the specific purpose of the closed session prior to the beginning of the session. No action shall be taken in the closed session other than to adjourn or return to public session. The presiding officer of the meeting shall determine who, if any, other persons would further the matters to be discussed in closed session and should participate. All information and discussions held in closed sessions shall be held in confidence by those participating in the meeting, and the Commission may adopt policies and procedures regarding the confidentiality of any discussions and the keeping of written minutes of the discussions held in closed session.

#### 2.7-8 QUORUM, REQUIRED VOTE AND VOTING

A majority of the total number of Commissioners then in office shall be necessary at any regular, special or emergency meeting to constitute a quorum for the transaction of business but a smaller number may adjourn the meeting to a subsequent day and hour. Only the vote of a majority of the Commissioners shall be the act of the Commission. Each Commissioner present at a meeting shall be entitled to one (1) vote on any matter before the Commission. Voting by proxy or via communications devise shall not be permitted.

#### 2.7-9 MINUTES OF MEETINGS

The Commission shall keep written minutes of all of its public meetings. Such minutes shall include but not be limited to:

- (a) The date, time, and place of meeting.
- (b) The Commissioners recorded as either present or absent.
- (c) The substance of all matters proposed, discussed or decided and, at the request of any Commissioner, a record, by individual Commissioner, of any votes taken.
- (d) Any other information that any Commissioner requests be included or reflected in the minutes.

## 2.7-10 PRESUMPTION OF ASSENT

A Commissioner who is present at a meeting of the Commission at which action on any matter is authorized or taken shall be presumed to have assented to the action taken unless the Commissioner's contrary vote shall be entered in the minutes of the meeting or unless the Commissioner's written dissent to such action shall be filed either during the meeting or within a reasonable time after the adjournment thereof, with the person acting as Secretary of the meeting or with the Secretary of the Commission. Such right of dissent shall not be available to a Commissioner who voted in favor of such action.

## 2.7.11 PARLIAMENTARY PROCEDURE NOT SPECIFIED IN THESE RULES

The current edition of Robert's Rules of Order, Newly Revised, shall govern the deliberations of the Commission in all cases to which they are applicable and not in contravention or conflict with the provisions of the Bylaws or Applicable law.

## 2.7.12 REQUESTS TO BE HEARD

Any person or entity wishing to be heard upon any matter at a regular or special meeting of the Commission shall, at least one (1) day prior to the date set for the meeting, make his or its request known in writing to the Chairman of the Commission. The Chairman shall determine if the request may be honored, and further, the Chairman shall have the ability to stop anyone addressing the Commission if the person speaking to the Commission goes outside the bounds of decency or decorum. Presentations shall be limited to five (5) minutes per person or entity, although this time limit may be increased upon request. Following any presentation from anyone addressing the Commission, no person other than a member of the Commission will be recognized to question the speaker or make any other statement. The Chairman, in his/her discretion, may waive the one-day notice requirement if he/she feels such a waiver is warranted.

## ARTICLE III. COMMISSION COMMITTEES

### 3.1 CREATION OF COMMISSION COMMITTEES

The Commission, by resolution adopted by a majority of its members then in office, may create one or more Commission committees. The resolution creating any the committee shall designate the composition of the members who will serve thereon, including whether non-Commissioner members will serve and whether such members will be voting or non-voting members, the functions of the committee and the authority of the Commission which is being delegated to the committee. The Chairman of the Commission shall appoint the committee members and a chair of each committee unless otherwise provided in the resolution. Unless otherwise

provided in the resolution creating the committee or by subsequent resolution concerning such committee, meetings of such committees shall be conducted in compliance with Section 2.8 of these Bylaws.

#### ARTICLE IV. ADMINISTRATIVE OFFICERS

##### 4.1 DEPARTMENT HEADS

###### 4.1-1 AUTHORITY

The Commission shall select and appoint a Department Head for the Sewer Department – who will be known as the Director of Sewer Services – and a Department Head for the Fire Department – who will be known as the Chief. Each Department Head shall be responsible for the efficient administration operations of their respective departments, shall carry out the policies and directives of the District, and shall perform other duties as may be required by the Board with respect to their respective Department. The Department Heads shall have the necessary authority and be responsible for the management of their respective Departments, subject to such policies as may be adopted and actions taken by the Commission and/or its committees. The Department Heads shall act as the duly authorized representatives of the Commission in all matters in which the Commission has not formally designated some other person to act. The Department Heads shall be responsible for the preparation and submission to the Commission of proposed annual budgets for their respective Departments and to keep the Commission informed as to the financial needs and condition of their Departments.

###### 4.1-2 REPORTING

The Department Heads shall report directly to the Commission.

##### 4.2 OTHER ADMINISTRATIVE OFFICERS

The Commission may appoint such other administrative officers for the District with such titles and to perform such duties and exercise such authority as the Commission may determine.

#### ARTICLE V

## GENERAL PROVISIONS

### 5.1 ANNUAL AUDIT

#### 5.1-1 RECORDS AND AUDIT

An accurate system of books and records shall be maintained under the general supervision of the Department Heads showing in detail the receipts and expenditures in all accounts by or for the District or in connection with its operations. Within four (4) months following the close of its fiscal year, a complete audit of its affairs shall be made by an independent certified public accountant.

#### 5.1-2 FILING

A copy of the annual audit shall be filed with the Greenville County Auditor's office.

### 5.2 FISCAL YEAR

The District's fiscal operating year shall begin on July 1 and end at 11:59 p.m. on June 30th of each year.

### 5.3 SEAL

The Commission shall provide for an official seal in such form and with such inscription as it shall determine.

### 5.4 DEPOSITS

The cash monies of the District shall be deposited in banks and financial institutions selected by the Commission as recommended by the Department Heads.

### 5.5 CONFLICTS OF INTEREST

#### 5.5-1 DEFINITIONS

- (a) An "AFFILIATED ENTITY" is an entity affiliated with or controlled by the District.
- (b) "COMPENSATION" includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

- (c) A person has a “FINANCIAL INTEREST” if the person, a person’s Family Member, an individual with whom he or she is associated, or a business with which he or she is associated, has, directly or indirectly:
  - an actual or potential ownership or investment interest in any entity with which the District has or is negotiating a transaction or arrangement, or
  - an actual or potential compensation arrangement with the District or with any entity or individual with which the District has or is negotiating a transaction or arrangement.
- (d) “FAMILY MEMBER” an individual who is (i) the spouse, parent, brother, sister, child, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, grandparent, or grandchild; and (ii) a member of the individual's immediate family.
- (e) Any Commissioner, member of senior management, or member of any Commission committee established in accordance with Article 3 who has a direct or indirect Financial Interest is an “INTERESTED PERSON.”

#### 5.5-2 DUTY TO DISCLOSE

An Interested Person must submit a written statement describing the matter requiring action or decisions and the nature of any actual or potential Financial Interest to the Chairman of the Commission or to the committee considering the proposed transaction or arrangement. If a Commissioner, Department Head, or a Commission committee member believes a Financial Interest exists which has not been disclosed to the Commission or committee, that individual should make a report to the Chairman or Vice Chairman of the Commission or the chair of the committee.

In addition, if an Interested Person has an actual or potential Financial Interest in any transaction or arrangement proposed by an Affiliated Entity, then the Interested Person shall submit a written statement describing the matter requiring action or decisions and the nature of the actual or potential Financial Interest to the Affiliated Entity.

#### 5.5-3 DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS

After disclosure of the potential Financial Interest and an opportunity to respond to any questions of the Commission or committee, the Interested Person shall leave the Commission or committee meeting while the potential Financial Interest is discussed and voted upon. The remaining Commission or committee members shall decide if an actual Financial Interest exists.

- (a) If the Commission or committee finds that no Financial Interest exists, the Commissioner, member of senior management, or Commission committee member may participate in deliberations and voting in accordance with these Bylaws.
- (b) If a Financial Interest which meets the description set forth in S.C. Code § 8-13-775 exists and if the Interested Person is authorized to perform an official function related to the Financial Interest as described in § 8-13-775, then the District may not participate in the proposed transaction or arrangement.
- (c) If a Financial Interest exists but § 8-13-775 does not apply, then the Interested Person shall not participate in or be present for deliberations, voting, or other action related to the Financial Interest and the Commission or committee shall follow the procedure set forth in subsection 5.5-4 below.

#### 5.5-4 PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

- (a) The Chairman of the Commission or chair of a committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (b) After exercising due diligence, the Commission or chair of a committee shall determine whether the District can obtain a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (c) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Commission or committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the District's best interest and for its own benefit and whether the transaction is fair and reasonable to the District and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

#### 5.5-5 RECORDKEEPING

The minutes of the Commission and all Commission committees shall contain:

- (a) The names of the person with the actual or potential Financial Interest, the Interested Person's written statement regarding the Financial Interest, any investigation undertaken, and the Commission's or committee's decision as to whether a Financial Interest in fact existed, and

- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

#### 5.5-6 ANNUAL STATEMENTS

All Commissioners, Department Heads, and Commission committee members shall annually sign a statement which affirms that such person:

- (a) Has received a copy of this conflict of interest policy and the ethics brochure prepared by the State Ethics Commission pursuant to S.C. Code § 8-13-350.
- (b) Has read and understands the policy.
- (c) Has agreed to comply with the policy.
- (d) Understands that the District is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

All Commissioners, Department Heads, and Commission committee members shall also disclose on that annual statement his or her interest, if any, as an owner, operator, partner, shareholder, consultant, agent, independent contractor, Commission member or employee in any entity which markets services also provided by the District.

#### 5.5-7 TRANSACTIONS WITH AFFILIATED ENTITIES

If a member of the Commission or senior management of an Affiliated Entity has an actual or potential Financial Interest (as defined above) which is disclosed to the Commission by any person, the Commission shall follow the same procedures set forth in subsection 5.5-4 above.

#### 5.5-8 STATE ETHICS ACT

This Conflicts of Interest policy is intended to supplement the provisions of the South Carolina Ethics, Governmental Accountability, and Campaign Reform Act, S.C. Code § 8-13-100 et seq. (the "Ethics Act"). The Commission shall abide by all provisions of the Ethics Act and any amendments to that Act whether or not addressed herein.

## 5.6 PROCEDURE

The Commission and any of its committees may adopt rules of procedure which shall not be inconsistent with these Bylaws.

## 5.7 CONTRACTS

The Commission, except as these Bylaws or applicable law otherwise provide, and subject to the District's Procurement Policy, may authorize any officer or the Department Heads to enter into any contract or execute and deliver any written instrument in the name of and on behalf of the District, and such authority may be general or confined to a specific instance; and unless so authorized by the Commission, these bylaws or the District's Procurement Policy, no officer, agent or employee shall have any power or authority to bind the District by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or in any amount.

## 5.8 CONSTRUCTION OF TERMS AND HEADINGS

Words used in these Bylaws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision of these Bylaws.

# ARTICLE VI. AMENDMENT TO BYLAWS

## 6.1 REVIEW

For the purpose of making any necessary or desirable changes hereto, the Commission shall cause these Bylaws to be reviewed no less frequently than every other year.

## 6.2 AMENDMENT

These Bylaws may be amended or repealed and new Bylaws adopted by a majority vote of the Commissioners then in office at any regular or special meeting if at least seven (7) days written notice is given of the intention to take such action.