

WASHINGTON SUBURBAN SANITARY COMMISSION

MINUTES OF THE COMMISSION MEETING

**Wednesday, March 4, 2009
Laurel, Maryland**

Chair Joyce Starks called the meeting to order at 3:25 p.m. in the Commissioners' Conference Room at the Richard G. Hocevar Building, 14501 Sweitzer Lane, Laurel, MD 20707, with due notice having been given to all members of the Commission and the public. Vice Chair Gene Counihan, Commissioners Prem P. Agarwal, Adrienne Mandel, Juanita Miller, and Roscoe M. Moore, Jr. were present at the meeting. Also, present were Interim General Manager Teresa Daniell, Interim Deputy General Manager Rudy Chow, Corporate Secretary Charlett Bundy and General Counsel, Jerry Blask.

AGENDA APPROVAL

Commissioner Mandel moved to amend the agenda to include a closed session item pursuant to Article 10, 508(a)(1) to discuss a personnel matter involving the corporate secretary and then to approve the amended agenda. Commissioner Moore seconded the motion. The motion carried with five affirmative votes as Commissioner Miller had temporarily lost connection with the meeting by phone.

BYLAW REVISION

Commissioner Agarwal suggested Commissioners approve the Bylaws, Article by Article rather than try to approve all Articles together. Commissioners agreed to adopt this approach.

Adopting Resolution. Commissioners worked on the Resolution to adopt the revised Bylaws first. After review, Vice Chair Counihan moved that the Commission adopt the Resolution as amended with the corrections and after the verification of the citation to certain Maryland law (and as reproduced in Appendix A to these minutes). Commissioner Mandel seconded the motion. The motion carried unanimously.

Article I. Commissioners reviewed the proposed changes to Article I of the WSSC Bylaws. After some discussion, Commissioner Miller moved to make the SLMBE Director a direct report to Commissioners. Commissioner Agarwal seconded the motion. The motion failed as the vote was three affirmative votes from the Prince George's Commissioners and three negative votes from the Montgomery Commissioners. After further discussion, Vice Chair Counihan moved that the Commission Adopt Article I as amended and as reproduced in Appendix B to these minutes. Commissioner Agarwal seconded the motion. The motion carried with five affirmative votes. Commissioner Miller voted nay.

Article IV. Commissioners agreed to review Article IV of the WSSC Bylaws next as there was disagreement with the proposed changes to Article II and III that Commissioners agreed to work through later.

Commissioner Mandel moved to adopt Article IV as amended and as reproduced as Appendix C to these minutes. Commissioner Moore seconded the motion. The motion carried unanimously.

Closed Session

Commissioner Mandel moved to close the meeting pursuant to Maryland State Government Article 10-508(a)(1) to discuss a personnel matter involving the corporate secretary. Commissioner Agarwal seconded the motion. The motion carried with four affirmative votes. Two commissioners were temporarily out of the room. At 5:35 p.m. Vice Chair Counihan declared the meeting was closed. Chair Starks left but rejoined by telephone and was absent during the vote to close the meeting.

Attendees: Chair Starks, Vice Chair Counihan, and Commissioners Agarwal, Miller, Mandel and Moore were present.

During the session, a vote was taken regarding an employment contract of a direct report.

Open Session

The Corporate Secretary was advised that at the end of the closed session, Commissioner Mandel moved to end the closed session and resume the open session, that Commissioner Miller seconded the motion, and that the motion carried with six affirmative votes.

Adjournment

At 6:26 p.m. Commissioner Mandel moved to adjourn the meeting. Commissioner Miller seconded the motion. The motion carried with five affirmative votes: At 6:26 p.m. Chair Starks declared the meeting was adjourned.

Respectfully submitted,

//signed//
Charlett Bundy
Corporate Secretary

APPENDIX A

WASHINGTON SUBURBAN SANITARY COMMISSION

Subject: A RESOLUTION concerning the rules and regulations for the conduct of Commission business, generally referred to as the Bylaws, repealing previously adopted Bylaws, and adopting updated Bylaws, Rules, and Regulations.

WHEREAS, the Washington Suburban Sanitary Commission ("WSSC" or the "Commission") is an agency organized and established under the laws of the State of Maryland, with governmental functions and duties mandated by laws concerning water supply and distribution, sanitary sewerage service, and other functions, all as set forth in laws enacted by the Maryland General Assembly and generally codified in Article 29 of the Maryland Code; and

WHEREAS, the Commission is composed of six members who serve as the governing body of the Washington Suburban Sanitary District ("WSSD"); and

WHEREAS, the Commission's official actions are made, taken and adopted by the Commission as a whole body; and

WHEREAS, the Commission, having previously adopted Bylaws, believes it is advisable to adopt updated Bylaws, Rules, and Regulations; and

WHEREAS, the WSSC General Counsel certifies that the statutory authority for the adoption of these Bylaws, Rules, and Regulations, is Maryland State Government Article 10, Sections 10-501, et seq. and the Annotated Code of Maryland, Article 29, § 9-101; and

WHEREAS, pursuant to Maryland State Government Art. 29, § 9-101(b), WSSC published separate notices of these revised Bylaws, Rules, and Regulations at least 30 days before their effective date in at least one newspaper published in each county;

NOW, THEREFORE, BE IT RESOLVED, this ____ day of _____, 2008 that the following revised Bylaws, Rules, and Regulations are adopted;

AND BE IT FURTHER RESOLVED, that these revised Bylaws, Rules, and Regulations are effective as of _____ 2008, and shall constitute the Bylaws, Rules, and Regulations governing the actions of the Commission until revised or amended in full or in part by the Commission.

Chair

A True Copy

Attest:

Charlett Bundy
Corporate Secretary

APPENDIX B

BYLAWS, RULES, AND REGULATIONS

ARTICLE I. THE COMMISSION

Section 1.01 Statutory Basis.

The Commission is established under the laws of the State of Maryland, and its authority, functions and responsibilities are set forth in Article 29 of the Annotated Code of Maryland.

Section 1.02 Members of The Commission.

The Commission is composed of six members, three each from Montgomery County and Prince George's County, serving four year terms as provided in Article 29, § 1-102 of the Annotated Code of Maryland.

Section 1.03 Commission Staff

(a) General Manager:

- (i) The Commission is permitted to appoint and prescribe the functions of a General Manager (GM) pursuant to Article 29, § 11-101 of the Annotated Code of Maryland.
- (ii) The GM shall be appointed, and may be removed, by action taken in accordance with Article II of these Bylaws, Rules, and Regulations.
- (iii) Pursuant to the WSSC Delegation of Authority, and/or other directives of the Commissioners, the GM is charged with the day-to-day supervision, operation and management of the Commission and with carrying out the Commissioners' actions, decisions, and policies.

(b) Corporate Secretary

- (i) The Commission shall appoint a Corporate Secretary to conduct the administrative, policy, and governance activities of the Commission's Office.
- (ii) The Corporate Secretary shall be appointed by action taken in accordance with Article II of these Bylaws, Rules, and Regulations.
- (iii) The Corporate Secretary shall have the authority vested as the Commission's Parliamentarian at commission meetings.
- (iv) The Corporate Secretary shall have such other duties as the Commissioners may prescribe and/or as delegated in the Delegation of Authority.

(c) Internal Audit Director

- (i) The Commissioners shall appoint an Internal Audit Director to assist the Commission with its risk management, control, and governance responsibilities.
- (ii) The Internal Audit Director shall be appointed by action taken in accordance with Article II of these Bylaws, Rules, and Regulations
- (iii) The Internal Audit Director shall have such duties as the Commissioners may prescribe and/or as delegated in the Delegation of Authority.

(d) Director, Small, Local and Minority Business Enterprises.

- (i) The Commissioners shall direct the policy aspects of the duties of the Director, Small, local and Minority Business Enterprises (SLMBE). The GM shall direct the operational aspects of the SMLBE Director.
- (ii) The Director, Small, Local and Minority Business Enterprises shall have such duties as the Commissioners may prescribe or as are delegated in the Delegation of Authority.

(e) Other Positions as may be determined by the Commission.

APPENDIX C

ARTICLE IV OFFICIAL EMERGENCY ACTION

Section 4.01 Official Emergency Action Defined

An emergency shall be deemed such when there is a serious, imminent, and unforeseen threat to the safety of the public, or to the WSSC system, its personnel, structures, or equipment. The GM with the concurrence of the Chair and the Vice Chair may declare an emergency.

Section 4.02 Action to Abate a Declared Emergency

In the event that an emergency is declared, and if the GM, Chair and Vice Chair reasonably believe that there is insufficient time to consult with the remaining Commissioners, the Chair and Vice Chair may exercise the powers of the Commission to the extent, and solely to the extent, necessary to address the imminent threat. Such exercise of power constitutes an emergency meeting, subject to the Open Meeting Law and these Bylaws. Such actions shall be confirmed at the next regularly scheduled meeting of the Commission by adoption of the minutes.

Section 4.03 Emergency Action Constitutes Official Action

Any emergency action taken by the Commission shall be an official act of the Commission.

Section 4.04 Recording Emergency Action

Any emergency action taken by the Commission shall be communicated to the Corporate Secretary who shall prepare a summary of the action taken, including the vote of each Commissioner and record the same in official Commission Minutes. Such actions shall be confirmed at the next regularly scheduled meeting of the Commission by adoption of the minutes.