

WSSC CODE OF REGULATIONS
2021

Title 1: Governance
Subtitle I: Policy and Procedure
Chapter 1.15: Bylaws

1.15.000 DEFINITIONS

- (a) In this chapter, the following words have the meanings indicated.
- (b) “Emergency” means a serious, imminent, and unforeseen threat to the safety of the public or to the WSSC system, its personnel, structures, or equipment.
- (c) “GM” means General Manager.
- (d) “Majority vote” means a majority of the Commissioners present and voting at a meeting and requires one vote cast by at least one Commissioner from each county.
- (e) “Meeting,” and all similar terms, means the convening of a quorum of the Commissioners for the consideration or transaction of public business.
- (2) “Meeting” includes use of telephone meeting, videoconferencing, and other virtual meeting methods.
- (3) “Meeting” does not include when:
- (i) the Commission carries out an administrative function, judicial function, or quasi-judicial function; or
- (ii) the Commissioners meeting in a chance encounter, social gathering, or other occasion that is not intended to circumvent the OMA.
- (f) “Quorum” means a gathering of four members of the Commission.

Article I. The Commission

1.15.010 Members of the Commission.

- (a)(1) The Commission is composed of six members.
- (2) Three Commissioners are from Montgomery County and three commissioners are from Prince George’s County.

(3) Appointment terms for Commissioners are for a maximum of four-year terms as set forth in the Public Utilities Article, § [17-102](#), Annotated Code of Maryland.

(b)(1) At the first meeting in June of each year or as soon thereafter as possible, the Commission shall elect from among its members a Chair to serve for a one-year term, or until a successor is elected, as specified in the Public Utilities Article, § [17-105](#), Annotated Code of Maryland.

(2) The elected Commissioner may use “Chairman,” “Chair,” or other similar title.

(3) The Chair shall have the right to vote on such matters unless otherwise precluded from voting pursuant to any statutory provision.

(c)(1) At the first meeting in June of each year or as soon thereafter as possible, the Commission shall elect from among its members a Vice Chair, as specified in the Public Utilities Article, § [17-105](#), Annotated Code of Maryland.

(2) The elected Commissioner may use “Vice Chairman,” “Vice Chair,” or other similar title.

(3) The Vice Chair shall act for the Chair and perform the Chair’s duties in the latter’s absence.

(d)(1) If neither the Chair nor the Vice Chair is present at a meeting, another member shall be elected to act as Temporary Chair.

(2) A Temporary Chair shall be elected by majority vote.

Article II. Duties of Commissioners

1.15.020 Chair’s duties.

(a) The Chair, or any member serving as Chair, shall preside at meetings of the Commission, and perform the customary duties of the office of the Chair of a corporate governmental body.

(b) The Chair shall represent the Commission and express the Commission’s position in all matters relating to the business of the Commission.

(c) Each year, the Chair shall appoint Commissioners to serve for a one-year term on WSSC Commission Committees including:

(1) The WSSC Employees’ Retirement Plan Board of Trustees; and

(2) Other ad hoc committees at the discretion of the Chair.

1.15.030 Chair's appointments to standing and ad hoc committees.

- (a) A standing committee shall be created by statute, regulation, or resolution.
- (b) Ad hoc committees may be created to meet the needs of the Commission.
- (c)(1) The Chair may, with the advice and consent of a majority of the Commissioners, appoint members of the Commission to a standing or ad hoc committee.
 - (2) Each standing or ad hoc committee may appoint a Committee Chair.
- (d) The Chair of each standing or ad hoc committee may request the assistance of the Corporate Secretary or other staff with the duties or functioning of the Committee.

1.15.040 Commissioners.

- (a) *Generally.*
 - (1) Commissioners shall exercise care, diligence and skill that an ordinary, prudent person would exhibit under similar circumstances.
 - (2) Commissioners shall pursue WSSC's best interests.
 - (3)(i) Commissioners shall avoid self-dealing.
 - (ii) Full disclosure and Commission approval shall sought in each case that may be questionable.
 - (5) Commissioners shall act in accordance with WSSC's rules and regulations and in furtherance of its goals as stated in the following WSSC documents:
 - (i) The Public Utilities Article, § [17-101](#), Annotated Code of Maryland;
 - (ii) Bylaws;
 - (iii) Mission Statement;
 - (iv) Employee Communications Policy, WSSC Chapter 9.25;
 - (v) Personnel Policy; and
 - (vi) Code of Ethics (WSSC Chapter [1.70](#)).
 - (6) Provide oversight of the personnel matters of direct reports to Commissioners, and others as may be stated in the WSSC Delegation of Authority.
- (b) Specific Duties.

Commissioners shall:

- (1) Attend all commission meetings;
- (2) Set WSSC's mission and purpose in an annual strategic plan;
- (3) Select a GM;
- (4) Support the GM;
- (5) Ensure effective organizational planning by evaluating the GM's performance;
- (6) Ensure adequate corporate resources by prudent management of the WSSC capital and operating budgets;
- (7) Promote accountability of all management in an annual statement of ethical responsibility of all employees;
- (8) Monitor legal and ethical integrity of WSSC contracting and personnel policies and their application;
- (9) Enhance WSSC's public image; and
- (10) Accept and perform all committee assignments with professionalism.

1.15.050 Commission staff.

(a) *General Manager.*

- (1) The Commission shall appoint and prescribe the functions of a GM pursuant to the Public Utilities Article, § [18-106\(b\)\(2\)](#), Annotated Code of Maryland.
- (2) The GM shall be appointed by action taken in accordance with this chapter.
- (3) Pursuant to the WSSC Delegation of Authority, and other directives of the Commissioners, the GM is charged with:
 - (i) the day-to-day supervision, operation and management of the Commission; and
 - (ii) carrying out the Commissioners' actions, decisions, and policies.

(b) *Corporate Secretary.*

- (1) The Commission shall appoint a Corporate Secretary to conduct the administrative, policy, and governance activities of the Commissioners' Office.

(2) The Corporate Secretary shall be appointed by action taken in accordance with Article [III](#) of this chapter.

(3) The Corporate Secretary shall have the authority vested as the Commission's Parliamentarian at Commission meetings.

(4) The Corporate Secretary shall have such other duties as the Commissioners may prescribe and as delegated in the Delegation of Authority.

(c) *Other Positions as May Be Determined by the Commission.*

The Commissioners may direct the creation of other positions and determine the duties of those positions.

1.15.060 Inspector General

(1) The Commission shall appoint an Inspector General in accordance with the Public Utilities Article, Title 17, Subtitle 6, Annotated Code of Maryland.

(2) The Inspector General shall be appointed by action taken in accordance with Article [III](#) of this chapter.

(3) The Inspector General shall have the duties as prescribed in state law.

(4) In accordance with state law, the Office of the Inspector General shall operate independent from the management of the Commission.

Article III. Commission Meetings

1.15.070 Open meetings.

(a) The Commission shall conduct all sessions in accordance with the Maryland Open Meetings Act contained in the General Provisions Article, § [3-101](#) et seq., Annotated Code of Maryland.

(b) Except as otherwise expressly provided by law, the Commission shall meet in open session.

(c)(1) Meetings shall be conducted in accordance with a current version of Robert's Rules of Order, Revised, the Open Meetings Act, or other applicable Maryland law except where otherwise specifically required by this chapter.

(2) In the event of a conflict in the requirements of Robert's Rules of Order, Revised, the Open Meetings Act, or other applicable Maryland law, the requirements of the Open Meetings Act shall prevail.

(d) All meetings of the Commission shall be open to the public unless closed in accordance with the Open Meetings Act and Article [III](#) of this chapter.

(e) Meetings may be conducted in person, telephonically, or by videoconferencing or other similar technology.

1.15.080 Closed meeting procedures.

(a) The Commission may meet in closed session only for the reasons enumerated in the General Provisions Article, § [3-305](#), Annotated Code of Maryland.

(b) The Commission may meet in closed session only if by majority vote the Commissioners elect to do so, even where the Open Meetings Act may authorize the meeting's closure.

(c) Before the Commission meets in closed session, the Chair of the Commission shall ensure that such closure conforms to all relevant provisions of the Open Meetings Act.

1.15.090 Meetings.

(a)(1) Meetings of the Commission will usually be held at the principal offices of the Commission in Laurel, Maryland.

(2) In the event that a meeting is held via telephone or other virtual technology means, the public shall be permitted to observe open session in a similar manner as if the session were held in person.

(b) At the first Commission meeting after May 31 each year, the Commission shall set the fiscal year's schedule of meetings by majority vote.

(c)(1) The Chair shall have the authority to call such other meetings of the Commission that the Chair deems necessary.

(2) If requested by a majority of the Commissioners, the Chair shall call a meeting.

(3) The notice for, and conduct of, such meetings is subject to this chapter, the Maryland Open Meetings Act, the Maryland Public Information Act and any other applicable State law.

(d) The Commission may cancel, reschedule, or postpone any regularly scheduled meeting as it deems necessary or appropriate under the circumstances, by majority vote.

(e)(1) Meetings of the Commission may be recorded.

(2) Recordings will be preserved in accordance with State law.

(f) A Commissioner unable to be physically present at a meeting may participate in a Commission meeting by means telephone, videoconferencing, or other virtual meeting methods .

1.15.100 Notice of public meetings.

(a) The Commission shall give reasonable advance notice of public meetings and shall comply with all notice requirements stated in the Open Meetings Act.

(b) Notice shall be given by posting on an identified web page located on the WSSC Internet website.

(c) The notice shall be in writing and state the date, time, and place of the session, and, if appropriate, include a statement that a part or all of a meeting may be conducted in closed session and the reason for closing the meeting.

Article IV. Meeting Procedures

1.15.110 Method of voting at meetings.

(a) A Commissioner shall vote either yea, nay, or abstain on actions where a vote is taken.

(b) Failure to indicate yea, nay, or abstention will be construed and recorded as a yea vote.

(c) A Commissioner may not vote “present.”

1.15.120 Abstentions.

(a) In this section, the following word has the meaning indicated.

(b) “Participation” means:

(1) the contribution in any manner to a proceeding or recommendation or to the rendering of a determination;

(2) the approval or denial of an award, license, contract, or transaction; or

(3) failure to act thereto when such failure to act is material.

(c)(1) A Commissioner who announces the intent to abstain shall give the reason for the abstention.

(2) The minutes shall reflect the Commissioner’s abstention and the reason for the abstention.

(3)(i) An abstaining Commissioner shall be disqualified from any further participation in that matter including moving reconsideration.

(ii) The Corporate Secretary shall record the Commissioner's disqualification.

(d) A Commissioner who determines that the Commissioner has a conflict of interest under the Maryland Public Ethics Law, with respect to a matter, shall announce the intention to abstain at the earliest opportunity, typically at the beginning of the Commission meeting at which the matter is to be considered for the first time.

(e) A Commissioner who abstains is present but is not counted as voting.

1.15.130 Recording votes at meetings.

At all meetings of the Commission, the name of the movant and of the Commissioner seconding a motion shall be recorded and a vote shall be taken by yeas, nays, or abstentions with the vote of each member recorded.

1.15.140 Motion to reconsider.

(a) A Commissioner who is absent from a Commission meeting may move to reconsider any action taken by the Commission during that Commissioner's absence but:

- (1) Such motion to reconsider shall be made within the next two succeeding Commission meetings following the Commissioner's absence;
- (2) Shall not require a second; and
- (3) Shall be approved by majority vote.

(b) Motions to reconsider for reasons other than Commissioner absence from a meeting shall be made:

- (1) By a Commissioner who voted with the prevailing side;
- (2) On the same day the vote to be reconsidered was taken; and
- (3) Shall be approved by majority vote.

1.15.150 Rules regarding conduct of persons attending meetings and public information hearings.

(a) Members of the general public may attend the open meetings of the Commission.

(b) The Commission may remove or cause the removal of any person or persons from an open meeting upon a determination by the Chair that the person's behavior is disrupting an open session.

(c) When the Commission provides time for public comment on the agenda, each speaker may present for three minutes, unless due to time constraints, the Chair determines otherwise.

(d) The Chair with the consent of the Commissioners may grant extended time to elected officials, representatives of local government or other organizations, or any other person where an extension of time is considered helpful to the Commission.

(e)(1) When a public informational hearing is scheduled, the procedural ground rules, including provisions for the taking of testimony and time limits imposed, shall be as formulated by the Commission.

(2) The person conducting the meeting shall announce to the members of the public in attendance the stated procedures and requirements which shall be observed during the conduct of the hearing.

1.15.160 Meeting Agendas.

(a) The Corporate Secretary, subject to the approval of the Chair, shall prepare an agenda for each regularly scheduled meeting called pursuant to WSSC [1.15.080](#).

(b) If time permits and subject to the approval of the Chair, the Corporate Secretary shall prepare an agenda for an emergency meeting.

(c) A member of the Commission may request items be placed on any agenda or rearranged on any agenda by communicating such request to the Chair prior to publication of the agenda.

(d) The Chair shall determine the final agenda for distribution and posting subject to subsection (h) of this section.

(e) The Corporate Secretary, subject to the approval of the Chair, may prepare and provide a copy of a draft meeting agenda to each Commissioner in advance of such meeting.

(f)(1) All agendas for regular meetings shall be posted on the WSSC website, within a reasonable time preceding the regular meeting.

(2) All agendas for emergency meetings shall be posted prior to the meeting if time permits and if not, shall be posted within five business days after an emergency meeting absent exigent circumstance.

(g) The order of business at all meetings of the Commission shall follow the agenda unless the Commission orders otherwise.

(h) At a meeting by majority vote, agenda items may be rescheduled, removed, or deferred, and additional items may be added as authorized by the Open Meetings Act, Robert's Rules of Order or other applicable Maryland law.

1.15.170 Minutes.

- (a) Written minutes shall be kept of all Commission meetings.
- (b) The Corporate Secretary, or the Corporate Secretary's designee, is responsible for drafting minutes of all Commission meetings.
- (c) The minutes shall conform to the requirements of the Open Meetings Act.
- (d) The minutes shall include a record of the vote of each member on all actions taken.
- (e) A Commissioner may orally request that an explanation of the Commissioner's vote be included in the record at the time the vote is taken.
- (f) The minutes shall also carry the reason for an abstention.
- (g) The written minutes shall be retained indefinitely.
- (h) Minutes of an open session must contain the following information about a closed session:
 - (1) The item discussed;
 - (2) Where and the time the meeting took place;
 - (3) Who attended the session;
 - (4) The authority in the Open Meetings Act that sanctions the closing;
 - (5) Who voted to close; and
 - (6) Actions taken.
- (i) Minutes of public meetings shall be open for public inspection during ordinary business hours of the WSSC headquarters office.
- (j) The minutes of closed sessions shall not be open to public inspection.

Article IV. Official Action

1.15.180 Majority vote as basis for official action.

- (a)(i) Except as provided in paragraphs (ii) and (iii) of this subsection, the Commission shall act by majority vote, in open or closed sessions.

(ii) When the Chair acts to declare an emergency action pursuant to subsection 1.15.200 of this chapter, the Commission acts with a majority vote.

(iii) When the Commission acts pursuant to WSSC Chapter 1.35, Procedure for Obtaining Payment of, or Reimbursement for, Legal Expenses of an incumbent or Former Commissioner, the Commission shall act according to the terms of that chapter.

(b) No Commissioner or group of Commissioners may act in the name of the Commission outside of meetings, unless previously authorized by official Commission action as defined in this chapter.

(c) The Chair or any Commissioner so authorized by official Commission action shall represent the Commission and express the Commission's position in all matters relating to the business of the Commission.

1.15.190 Official action without a vote.

Matters of routine or minor significance, as determined by the Chair, may be carried without a formal motion or objection, and unless a member objects or such action is prohibited by this chapter or other law applicable to WSSC, that action shall be deemed taken and shall be so recorded by the Corporate Secretary.

1.15.200 Distinguishing personal opinions from official Commission action.

(a) Provided that the Commissioner identifies such views as personal or minority views and not the position of the Commission, a Commissioner may present their individual views, minority views or supplemental reports, regarding any matter related to the business of the Commission including legislation and legislative reports.

(b) No Commissioner or group of Commissioners shall directly or by implication represent that a Commissioner's personal opinions are the position of the Commission.

1.15.210 Official emergency action.

(a) In the event of an emergency, the Commissioners delegate to the GM, Chair, and Vice Chair, authority to declare an emergency in accordance with this section.

(b)(1) If the GM, Chair and Vice Chair reasonably believe that there is insufficient time to schedule a meeting of a quorum of Commissioners, the GM with the concurrence of the Chair and the Vice Chair may declare an emergency.

(2) The declaration of an emergency by the Commission shall be communicated to the Corporate Secretary who shall prepare a summary of the declaration, including the vote of each Commissioner.

(c) In the event that an emergency is declared, the Chair and Vice Chair may exercise the powers of the Commission to the extent, and solely to the extent, necessary to address an imminent threat.

(d) At the next regularly scheduled meeting of the Commission by adoption of the minutes of that emergency meeting, the Commission shall ratify the:

- (i) declaration of an emergency;
- (ii) any actions taken by the Chair and Vice Chair to address the emergency; or
- (iii) both.

(e) The declaration of an emergency and any action taken by the Commission to address an emergency shall be an official act of the Commission.

Article VI. Code of Ethics – Lobbying Activity Reports

1.15.220 Code of Ethics applicability.

(a) As required by WSSC Resolution No. 82-723, adopted on November 24, 1981, the WSSC Employees' Code of Ethics shall apply to Commissioners.

(b) The Commission shall submit an annual report concerning conflict of interest issues involving Commissioners and WSSC employees that arose and were under review or resolved within the previous calendar year ending March 31st.

1.15.230 Lobbying Report.

(a) The Commission shall prepare an annual report of the lobbying before the Commission and regulation of that lobbying in accordance with General Provisions Article 5-830.

(b) The Commission shall submit a copy of the report to the governing body of Montgomery and Prince George's Counties and publish the report on its website.

1.15.240 Financial disclosure filing

- (a) Pursuant to the Public Ethics Law found in the General Provisions Article, § [5-824](#) et seq., Annotated Code of Maryland, each Commissioner shall file with the State Ethics Commission a financial disclosure statement on or before April 30th for the calendar year immediately preceding such year in office.
- (b) Each Commissioner shall also submit a copy of the financial disclosure statement, or other county required documentation, to the chief administrative officer of the county from which the commissioner is appointed.
- (c) Commissioners of Montgomery County shall submit a copy of the financial disclosure statement to the county council.

Article VII. Amendment or Suspension of Bylaws

1.15.250 Generally.

- (a) The bylaws codified in this chapter may be amended or repealed, and new bylaws may be adopted.
- (b) Fourteen days' written notice shall be given of the intention to amend or repeal or to adopt new bylaws.
 - (1) The written notice requirement shall be satisfied if:
 - (i) the proposal to change is made at a regular meeting; and
 - (ii) There is a minimum 14-day period between the meeting at which the proposal is made and the meeting at which the matter is voted upon.
 - (2) Publication of notice of a meeting wherein the bylaws codified in this chapter will be amended shall conform to the meeting notice requirements of the Open Meetings Act.
- (c) Publication of notice of any adopted changes to the bylaws codified in this chapter shall conform to the notice requirement set forth in the Public Utilities Article, § [17-403\(b\)](#), Annotated Code of Maryland.
- (d) Alterations to the bylaws codified in this chapter is by official Commission action only when six Commissioners are present.
- (e)(1) Any WSSC bylaw or the provisions of any WSSC bylaw may be temporarily suspended for a meeting provided that the motion for suspension is carried by an affirmative vote of five members of the Commission.
 - (2) The bylaw or the provisions of that bylaw may be temporarily suspended for not more than two additional subsequent regular meetings or other meetings upon the affirmative vote of five members of the Commission.