

**BY-LAWS
OF
THE CITY OF BIRMINGHAM REGIONAL WATER WORKS
DBA
CENTRAL ALABAMA WATER**

ARTICLE I

SEAL

The corporate seal shall have inscribed thereon the name of the Corporation and the words
“CORPORATE SEAL.”

ARTICLE II

BOARD OF DIRECTORS

1. The property and business of this Corporation shall be managed by its Board of Directors, consisting of seven (7) members who shall be elected as set forth in Ala. Code §11-50-300.03 (1975), as may be amended.
2. The Corporation’s principal place of business and registered office shall be located at 3600 First Avenue North, Birmingham, AL 35283-0110, or as hereinafter designated by the Board of Directors from time to time.
3. In addition to the powers and authorities granted by these By-Laws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Formation, as amended or by these By-Laws denied to them.
4. As required by Ala. Code §11-50-300.04 (1975), as amended, each year all directors of the Corporation shall participate in ten (10) hours of training on the duties and best

practices of directors of organizations engaged in the operation of water or sewer systems, the obligations of directors under the Ethics Act, and the reporting requirements under Ala. Code §11-50-300.01, et seq. (1975) as amended.

5. As required by Ala. Code §11-50-300.06, the Board of Directors shall ensure that the rates for water and other services are reasonable and that industry best practices are followed. The Board shall ensure that the Corporation operates its system or systems efficiently, in compliance with applicable laws and regulations, and exclusively for the benefit of the customers of the Corporation. In assessing compliance with industry best practices, the Board shall reference the standards published by the American Water Works Association or any successor thereto and standards followed by highly rated water systems.
6. As required by Ala. Code §11-50-300.06, the Board of Directors may not make payments to any municipality, county, or other entity except for reasonable consideration in payment for goods or services required in the operation or management of the systems operated by the Board.
7. As required by Ala. Code §11-50-300.07(a)(1)-(10), the Board of Directors shall follow the best practices in preparing or causing financial statements and other reports to be prepared, including all of the following:
 - a. An annual budget in monthly form. The Chief Executive Officer shall prepare and submit to the Board an annual operation and maintenance budget on or before November 1st of each year, and the Board shall adopt an annual operation and maintenance budget on or before December 15th of each year. Provided however, that should the Board fail, for any reason, to adopt an operation and maintenance

budget within the time period described herein, the Board shall continue to operate under the preceding year's budget until such time as a new budget is adopted.

- b. Monthly financial statements with comparison to the budget.
- c. Annual financial statements with comparison to the budget.
- d. A five-year operating plan with annual revisions and appropriate comparisons of actual performance to plan.
- e. A ten-year capital plan, including a plan to fund the capital expenditures called for in the capital plan, and a ten-year estimate of rates per year required to fund operating expenses, capital expenditures, and debt service.
- f. Monthly and annual statistical reports to include the number of employees, number of customer connections by major geographical location, number of miles of pipe replaced as a percent of total miles of pipe in a system, volume of treated and untreated water introduced into transmission mains, volume of treated and untreated water billed to customers, and the number of leaks repaired.
- g. Monthly and annual schedules of professionals employed other than through a public bid process pursuant to exceptions to competitive bid laws, brief descriptions of their scopes of work, and amounts paid monthly, year-to-date, and for the preceding twelve (12) months.
- h. Prior to the adoption of each annual budget of the Board, a report on the current staffing of the Board to include a job description of each position, the number of individuals filling each position, the average annual compensation paid to the individuals in each position, and proposed changes in staffing and compensation anticipated in the annual budget to be adopted, together with comparisons as may

be available between the staffing of the Board and the staffing of other comparable water systems.

8. As required by Ala. Code §11-50-300.07(b), all financial statements and other reports shall be accompanied by appropriate operating statistics, actual and projected.
9. As required by Ala. Code §11-50-300.07(c), all statistical and financial reports shall include historical statistics and financial information to the extent available and necessary to place recent information in historical context and a full description and disclosure of all assumptions made in the preparation of the reports.
10. As required by Ala. Code §11-50-300.07(d), the reports required in this section shall be made available by paper copy and email to the state legislators representing the counties in which the Board operates and the Department of Examiners and Public Accounts. The reports shall also be made available to the public on a website maintained by the Board.
11. Each Director shall be entitled to receive compensation of two thousand dollars (\$2,000.00) per month, adjusted annually for increases in the consumer price index, as well as reimbursement for necessary expenses actually incurred by him or her in connections with the performance of his or her duties. The annual adjustment will be put into effect on January 1 of each year, based on the consumer price index (CPI) of the United States Department of Labor, Bureau of Labor Statistics for all urban consumers, using the June 2025 CPI of 321.465 as the base denominator and the June CPI of each year thereafter as the numerator.
12. The fees of all agents, consultants and attorneys of the Corporation shall be fixed by the Board of Directors, provided, however:

Any attorney tasked by the Board to provide services by retainer or contract with the Board shall be paid by the Board on an agreed to hourly basis for any time rendered in connection with any bond issued by the Board and shall not be paid a fee for being “Issuer Counsel.” Provided, however, Bond Counsel and Underwriter’s Counsel shall be allowed to charge customary fees as agreed upon by the Board.

13. The salaries of all employees shall be established and maintained by contract or in compliance with a Salary Administration Plan, as same may be amended from time to time.

ARTICLE III

OFFICERS

1. The officers of the Corporation shall be chosen by the Board of Directors and shall consist of a Chair of the Board of Directors, a Vice Chair of the Board of Directors, a Secretary and Treasurer of the Corporation. The Chair and Vice Chair must be members of the Board of Directors and said offices shall not be held by the same member. The Secretary and Treasurer of the Corporation need not be a member of the Board of Directors. The officers shall be elected for one-year terms at the first meeting in July of each year and may be re-elected for additional terms. All officers shall serve until their successors are elected and qualified by the Board of Directors. The Chair and Vice Chair shall be elected immediately upon the passage of these By-Laws as the next order of business to come before the Board of Directors.
2. The Chair, or, in his/her absence, the Vice Chair, shall preside over regular, special, planning and emergency meetings of the Board. In the absence of the Chair and Vice

Chair, the Chief Executive Officer shall call the Board to order, whereupon a temporary chair shall be elected by the members of the Board present. Upon arrival of the Chair or Vice Chair, the temporary chair shall relinquish the chair upon conclusion of the business immediately before the Board.

3. The Secretary of the Corporation or his/her designee shall attend all regular and special meetings of the Board and timely record the minutes of all proceedings thereof in a book to be kept for that purpose for Board approval. He/she shall record the vote of each member on all actions taken by the Board. Further, he/she shall record all other significant discussions of Corporation business having a bearing on actions taken or future actions anticipated. The Secretary shall give, personally or through the Chief Executive Officer, notice to all members of the Board. He/she shall keep in safe custody the seal of the Corporation and, when authorized by the Board, shall affix the same to any instrument requiring it and shall attest to it. In addition, the Secretary shall have the following duties:

- a. have charge of the Archives of the Corporation;
- b. attend to the proper publication of official notices and reports, attest Corporation documents and perform such other duties that pertain to the office;
- c. perform such other duties as may be assigned by the Board of Directors and/or the Chief Executive Officer; and
- d. shall be Secretary to the Board of Directors.

4. The Treasurer of the Corporation shall be the Chief Financial Officer, who shall be recommended to the Board by the Chief Executive Officer. The Treasurer of the Corporation shall be the custodian of all funds of the Corporation and shall withdraw and

expend the same from Banks and Financial Institutions chosen by the Board of Directors from time to time as may be authorized by the Board. The Treasurer shall perform his/her duties in accordance with the requirements of Ala. Code §11-50-300, et seq. (1975), as amended from time to time, and the financial policies established by the Board of Directors. The Treasurer shall regularly report to the Chief Executive Officer and the Board of Directors his/her recommendations regarding the financial affairs of the Corporation. The Treasurer shall assist a certified public accounting firm chosen by the Board of Directors in the preparation of an annual independent audit of the financial records of the Corporation and distribute a copy to each member of the Board of Directors. The Treasurer shall prepare monthly and annual financial statements in comparison with the Budget and deliver a copy to each member of the Board of Directors. The Treasurer shall perform such other duties as may be assigned by the Board of Directors and the Chief Executive Officer.

5. As required by Ala. Code §11-5-300.08 (1975), the Board of Directors shall retain a consulting engineer with a national reputation for providing high quality engineering services to water systems.
6. As required by Ala. Code §11-50-300.10 (1975), the Board of Directors shall employ a chief executive officer with full authority to manage the operations of the Corporation, subject to policy directives and other governance decisions adopted by the Board of Directors. Employees of the Corporation shall report directly or through subordinates who report to the chief executive officer and may not be ordered or instructed by a director of the Board. Employment contracts, construction contracts, consulting contracts, engineering contracts, and other contracts between the

Corporation and other persons shall be recommended by the chief executive officer, except for the employment of the chief executive officer, which shall be recommended by the Board of Directors. The Chief Executive Officer shall recommend to the Board of Directors individuals to serve as chief financial officer and other executive level employees. The employment contract of the Chief Executive Officer shall provide for a fixed term of office that may be extended with or without modification of other terms by agreement of the Board of Directors and the chief executive officer. The Board of Directors may terminate the employment of the Chief Executive Officer for a material failure to perform his or her duties after providing reasonable notice of the failure and the opportunity for a hearing. Should the office of Chief Executive Officer become vacant, the Board of Directors shall immediately appoint an interim Chief Executive Officer and promptly commence a proper and thorough search for a successor.

ARTICLE IV

TYPES OF MEETINGS

1. Regular Meetings. The Board shall meet two times each month for regular meetings. The meeting dates shall be subject to change by majority vote of the Board. Regular Meetings will be held at the registered office of the Corporation. Provided however, meetings may be held at any location in any County which serves ratepayers as determined by a majority vote of the Board of Directors. All members should make every reasonable effort to attend regular meetings. In the event that a member is unable to attend a regular meeting, the member should notify the Chair and the Chief Executive Officer of their inability to attend the meeting as soon as possible.

2. Planning Sessions. The Board will meet the week prior to each regular meeting to discuss items being presented at the Regular Meeting and any other items allowed by the Chair.
3. Special Meetings. The Chair or any three (3) members of the Board may call a special meeting. The call for any such special meeting shall be written by the Chair or any three (3) members of the Board and delivered to the chief executive officer. Written notice of such special meeting shall specify the purpose or purposes for which said meeting is being called and shall be noticed in accordance with the *Alabama Open Meetings Act* codified at Ala. Code §36-25A-1. et seq. (1975), as amended. The Board may hold such special called meetings as the business of the Corporation may require.
4. Emergency Meetings. In the event a Special or Called Meeting is called under emergency circumstances requiring immediate action to avoid physical injury to persons or damage to property or to accept the resignation of a public official or employee, in such situations notice shall be posted on the Corporation's bulletin board as soon as practicable, **but in no case less than one (1) hour before the meeting is to begin.**
5. Executive Sessions shall be held within a meeting. Executive Sessions may be held in accordance with the *Alabama Open Meetings Act*, Ala. Code §36-25A-7 (1975), as amended.

ARTICLE V

RULES OF PROCEDURE & COMMITTEES

1. Meetings to be Open.

All meetings of the Board and all meetings of a quorum of a committee or subcommittee of the Board shall be open to the public and news media, except on those occasions when the Board, a committee or a subcommittee thereof chooses to go into executive session for the purposes authorized by and in accordance with *The Alabama Open Meetings Act*, Ala. Code §36-25A-7 (1975), as amended.

2. Notice.

- a. Notice of all meetings shall be given of the dates, times and places of all Board and Committee meetings in accordance with the *Alabama Open Meetings Act*, as the same may be amended from time to time. The notice required by this section shall include the following:
 - i. the time of the meeting;
 - ii. the date of the meeting;
 - iii. the place of the meeting; and
 - iv. if a preliminary agenda is not available, a general description of the nature and purpose of the meeting; or
 - v. if a preliminary agenda is created, it shall be posted, as soon as practicable, next to the notice required by this subsection.
- b. Written Notice. The written notice of special called meetings and emergency meetings shall be filed with the Chief Executive Officer and shall specify the time, place, and purpose of the meeting. Notice of the call of such special meeting shall be given in writing by the Chief Executive Officer to each Board member,

executive management, consultants and Attorneys not less than 24 hours before such special meeting shall commence, or not less than 48 hours if the notice has been properly addressed and placed in the United States mail with correct postage thereon, before such meeting. Notice must be given in person by either hand delivery, U. S. mail, or electronically by email. Any Board member may waive any notice required to be given under these By-Laws, either before or after the meeting of which the notice is required to be given. The attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting, except where the Board member attends for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of waiver of such meeting.

- c. Posting of Notice. The Chief Executive Officer shall post a notice of the Special or Called Meeting described in this Section **as soon as practicable after the meeting is called, but in no event less than 24 hours before the meeting is scheduled to begin**, on the bulletin board located at the Corporation's registered office. The notice shall include the following:
 - i. the time of the meeting;
 - ii. the date of the meeting;
 - iii. the place of the meeting; and
 - iv. if a preliminary agenda is not available, a general description of the nature and purpose of the meeting; or

- v. if a preliminary agenda is created, it shall be posted, as soon as practicable, next to the notice required by this subsection.
 - d. Emergency Meeting; Posting of Notice. In the event a Special or Called Meeting is called under emergency circumstances requiring immediate action to avoid physical injury to persons or damage to property or to accept the resignation of a public official or employee, in such situations notice shall be posted on said bulletin board **as soon as practicable, but in no case less than one (1) hour before the meeting is to begin.** The notice shall include the following:
 - i. the time of the meeting;
 - ii. the date of the meeting;
 - iii. the place of the meeting; and
 - iv. if a preliminary agenda is not available, a general description of the nature and purpose of the meeting; or
 - v. if a preliminary agenda is created, it shall be posted, as soon as practicable, next to the notice required by this subsection.
3. Recessed and Reconvened Meetings. The Board may recess a duly convened meeting and reconvene said meeting on a subsequent date provided that prior to recessing, the Board shall specify:
- a. the date that the meeting will be reconvened;
 - b. the time that the meeting will be reconvened;
 - c. the place where the meeting will be reconvened; and

- d. proper notice of the meeting being reconvened is given in accordance with the Alabama Open Meetings Act.

Only matters appearing on or otherwise added to the agenda of the original meeting shall be discussed at the reconvened meeting.

4. Preparation and Distribution of Agendas.

- a. The Chair shall set the Agenda. Any member of the Board or the Chief Executive Officer may suggest items of business to be placed on the Agenda, provided that each such person shall provide a cover page with the submission providing the name of the person submitting the item, the date of the submission, a short description of the item and what action on the item the proponent proposes the Board to take.
- b. A preliminary agenda will be set forty-eight (48) hours before each planning session. Any supporting documents should be delivered so that each Board member receives the meeting documents at least twenty-four (24) hours prior to the meeting; provided, however, that the requirements of this section shall not be mandatory and the Chair shall have the discretion to add such items as he/she deems in the best interest of the Corporation to consider. The final Agenda for the regular meeting shall be set no later than forty-eight (48) hours prior to the regular meeting. Any supporting documents should be delivered so that each Board member receives the meeting documents at least twenty-four (24) hours prior to the regular meeting. Items may be added to the Agenda upon majority consent of the Board members.

- c. The Chief Executive Officer shall cause a copy of the Agenda to be posted next to the notice of meeting on the bulletin boards designated for such purpose and on the Corporation's website.
- 5. Quorum. The quorum for the transaction of any business by the Board shall be a majority of the number of Board members as determined as provided by Ala. Code §11-50-300.03 (1975), as amended, but if less than such majority is present at a meeting, a majority of those present may adjourn the meeting from time to time without further notice. In the absence of a quorum, the only action the Board can take is adjournment.
- 6. Presiding Officer.
 - a. The Chair or, in his absence, the Vice Chair shall preside over regular, special, and called meetings of the Board as set forth in ARTICLE III, Section 2.
 - b. The Presiding Officer shall possess the powers and perform the following duties:
 - i. Preserve strict order and decorum at all meetings of the Board.
 - ii. Announce business before the body in order in which it is to be acted upon.
 - iii. Recognize the speakers entitled to the floor and guide and direct the proceedings of the body.
 - iv. State every question given before the Board.
 - v. Call the roll.
 - vi. Put to vote all questions which are regularly moved or otherwise arise in the course of the proceedings.
 - vii. Record the vote on all matters in which the recording of yeas or nays is required by law, or with respect to which any Board member requests such recording.

- viii. Announce the decision of the Board on all subjects.
 - ix. Decide all points of order, subject to appeal, unless the presiding officer submits the questions to the decision of the Board.
 - x. Use Roberts Rules of Order, unless point of order is specified herein, as a guide for the conduct of all meetings of the Board.
7. Roll Call. Before proceeding with the business of the Board, the Chair or his designee shall call the roll of the Board Members, and the names of those present and absent shall be entered into the minutes.
8. Order of Business.
- a. All meetings of the Board shall be open to the public. Promptly at the time set by the Board on the day of each regular meeting, all Board Members shall take their regular stations in the Board Chambers. Executive Management, consultants and attorneys, and such other Department Heads or employees, when requested, shall attend all meetings of the Board, and remain available for such length of time as the Board is in session, or they are excused by the Board.
 - b. The business of the Board shall be taken up for consideration and disposition in the following order, unless the order is suspended by unanimous consent:
 - i. Call to Order
 - ii. Invocation
 - iii. Roll Call
 - iv. Approval of Minutes of the Previous Meeting
 - v. Presentations, Awards, Announcements and Recognitions

vi. Reports of Committees

vii. Reports of Officers, Management, Consultants and Attorneys

viii. Unfinished Business – consisting of specified business pending and undisposed of business at the previous adjournment of the Board; and matters postponed to the present meeting

ix. New Business – Consisting of new business, resolutions and requests not previously discussed at a previous meeting as set forth on the Agenda

x. Adjournment

9. Reading of Minutes. Unless a member requests a reading of the minutes of a Board meeting, such minutes may be approved without reading. The Chief Executive Officer shall furnish each Board Member with a written copy of the minutes of each meeting and post approved minutes to the Corporation's website.

10. Motions. Motions shall be reduced to writing when required by the presiding officer of the Board.

- a. A main motion presents a resolution, or other proposition for the passage, adoption, or rejection. The question is usually stated in the positive form, as follows: motion to adopt; motion to approve; motion to pass; motion to concur.
- b. No motion made at any Board Meeting shall be debated or put to a vote unless seconded. When seconded, the proposer shall have the floor and the matter subject to debate. In the absence of a second, the motion fails. Main motions are debatable, amendable, and can be reconsidered after adoption.

- c. Motions shall be reduced to writing when required by the Presiding Officer of the Board.
- d. Motion for Reconsideration. A motion for reconsideration is permissible to reconsider previous action of the Board, whether a negative vote on a matter or a favorable vote on a matter, at the same meeting or a subsequent meeting, under the following procedure:
 - i. The motion must be made by a member who voted on the prevailing side.
 - ii. The motion is inappropriate after the action taken has gone into effect or after it is too late, for any reason, to reverse the action taken.
 - iii. Before any action can be reconsidered, there must first be a *motion for reconsideration*, a second and the affirmative vote of at least four (4) members of the Board.
 - iv. Should the motion for reconsideration pass, the item to be reconsidered is then immediately before the Board to be acted upon or scheduled for hearing at a subsequent meeting.
 - v. Should the motion for reconsideration fail the item to be reconsidered remains as adopted.
 - vi. A motion to reconsider must be made not later than the next regular meeting following the action taken.
 - vii. When the matter the subject of reconsideration requires notice before it can be acted upon, a vote to reconsider the matter must be scheduled on a date and time in compliance with all rules requiring public notice.

viii. Debate on the motion to reconsider shall be limited to the merits of whether the reconsideration and not the merits of the question to be reconsidered.

11. Rules of Debate and Points of Order.

- a. The Presiding Officer of the Board may move, second and debate from the Chair, subject only to such limitations of debate as are by this article imposed on all Board Members, and shall not be deprived of any of the rights and privileges of a Board Member by reason of his acting as the Presiding Officer.
- b. Every Board Member or official desiring to speak shall address the Chair, and upon recognition by the Presiding Officer, shall address himself to the question under debate, avoiding all personalities and indecorous language.
- c. A Board Member or official, once recognized, shall not be interrupted when speaking, unless it be to call him to order or as herein otherwise provided. If a Member, while speaking, is called to order, he/she shall cease speaking until the question of order is determined, and if in order, he/she shall be permitted to proceed.
- d. No persons shall speak more than twice on any matter before the Board, except by unanimous consent, and then not until every Board Member desiring to speak has had an opportunity to do so. No person shall speak more than three (3) minutes on any subject, except by permission granted by majority vote. However, the Board Member moving the adoption shall have the privilege of closing debate and shall not be limited to the answering of questions pertinent to the matter proposed.
- e. When a question is under debate, the following motions shall be in order and shall have precedence over each other in the order stated:

- i. To adjourn to a day certain.
- ii. To adjourn.
- iii. To take a recess.
- iv. To lay on the table.
- v. To previous quest on.
- vi. To refer to a committee.
- vii. To amend.
- viii. To postpone to a certain time.
- ix. To postpone indefinitely.

Motions 1 through 5 shall be decided without debate.

- f. Debate may be closed immediately by a “Call for the Question.” When a call for the question is made, the Presiding Officer shall ask if there is any objection. If there is no objection, the Presiding Officer shall immediately call the question. If there is an objection, the Presiding Officer shall call for a second and, if made, shall immediately take a vote on whether to order the call for the question. If the call for the question passes by at least a majority of those present, the debate ends and a vote on the matter under consideration shall proceed. The call for the question is neither amendable nor debatable and can be reconsidered.
- g. The minutes of the Board are recorded in summary form not verbatim. If Board Members desire that their comments on a particular subject be recorded in their entirety, the Chief Executive Officer should be informed at the time the comments are made.

12. Public Comment.

- a. Requests to appear at a regular meeting may be filed in writing with the Chief Executive Officer, who shall refer the same to the Chair of the Board prior to the meeting.
- b. Each person addressing any public meeting shall, when called, step up in front of the rail, give his/her name and address in an audible tone of voice for the records. No person shall speak more than once on any matter before the Board, except by unanimous consent, and then not until every Board Member desiring to speak has had an opportunity to do so.
- c. No person shall speak for more than three (3) minutes on any subject. Those speaking on any subject will be limited to two (2) spokespersons on any matter unless permission is granted by the Chair.
- d. The President must notify each speaker, before he/she has begun to speak, that said speaker will be limited to three (3) minutes on any subject.
- e. No person permitted to address the Board shall be disruptive by either speaking on matters not before the Board or by loud talk or disruptive actions. Further, no person addressing the Board shall be permitted to discuss the good name and character of an individual.
- f. The presiding officer shall have the right to have a disruptive person removed from the room in which the Board meeting is conducted.

13. Decorum.

- a. While a Board is in session, the Members shall preserve order and decorum; and, a Member shall neither, by conversation or otherwise, delay or interrupt the proceedings or the peace of the Board nor disturb any Member while speaking or refuse to obey the orders of the Board or its Presiding Officer, except as otherwise herein provided.
 - b. Any person not a member of the Board, making personal, impertinent, or slanderous remarks or who shall become boisterous while the Board is in session, shall be forthwith, by the Presiding Officer, barred from further audience before the Board, unless permission to continue is granted by a majority vote of the Board.
 - c. The Chief of Security or those as he/she may designate shall be Sergeant—at—arms of the Board Meetings. He/she or they shall carry out all orders and instructions given by the Presiding Officer for the purpose of maintaining order and decorum at the Board Meeting. Upon instructions of the Presiding Officer, it shall be the duty of the Sergeant—at—arms or any of them present to remove any person who violates the order and decorum of the meeting.
14. Committees. Committees shall be established as deemed necessary by the Chair. Committees shall consist of a chair and two (2) committee members; such committees shall be created and their members appointed by the Board Chair as needed.
15. Recording Meetings. A meeting of the Board, except while in executive session, may be openly recorded by any person in attendance by means of a tape recorder or any other means of sonic, photographic, or video reproduction provided the recording does

not disrupt the conduct of the meeting. The Board may adopt reasonable rules for the implementation of this section.

16. No person, not a member of the Board shall be allowed to address the same while in session without permission of the presiding officer.
17. Whenever it shall be required by one or more members, the “yeas” and “nays” shall be recorded.
18. The chair of each respective committee, or the Board member acting for him or her, shall submit or make all reports to the Board when requested by the presiding officer.
19. Robert’s Rules of Order are hereby adopted as the rules of procedure for this Board and those situations which cannot be resolved by the rules set out in this ordinance.

ARTICLE VI

GENERAL PROVISIONS

1. These By-laws may be altered, amended, or repealed, and new By-Laws may be adopted by the Board at any regular or special meeting of the Board by a majority vote of the members.
2. All previous By-Laws and resolutions in conflict herein are hereby repealed.
3. It is hereby declared to be the intention of the Board, that the sections, paragraphs, sentences, clauses and phrases of these By-Laws hereby adopted are severable, and if any phrase, clause, sentence, paragraph or section of these By-Laws hereby adopted shall be declared unconstitutional or otherwise invalid by the valid judgment or decree of a court of competent jurisdiction, such unconstitutionality or invalidity shall not affect any of the remaining phrases, clauses, sentences,

paragraphs and sections of these By-Laws hereby adopted, since the same would have been enacted by the Board without the incorporation of any such invalid or unconstitutional phrase, clause, sentence, paragraph or section.

4. These By-Laws shall become effective immediately upon adoption.