

BYLAWS OF LOWER CAPE FEAR WATER & SEWER AUTHORITY



(Adopted January 30, 1973 and thereafter amended as set forth in the body of the Bylaws with last amended date of September 8, 2008.)

TABLE OF CONTENTS

Article I.	- OFFICES	- 1 -
Article II.	- MEETINGS OF THE AUTHORITY.....	- 1 -
Article III.	- OFFICERS	- 2 -
Article IV.	- AMENDMENTS	- 3 -
Article V.	- FISCAL YEAR	- 3 -
Article VI.	- CERTIFICATION.....	- 4 -

BYLAWS OF LOWER CAPE FEAR WATER & SEWER AUTHORITY

(Adopted January 30, 1973 and thereafter amended as set forth in the body of the Bylaws with last amended date of September 8, 2008)

Article I. - OFFICES

1. The principal office of the Authority shall be at 1107 New Pointe Boulevard, Suite 17, Leland, North Carolina. (Article I. 1. Amended 9/10/07.)
2. Except as otherwise required by resolution of the Authority, or as the business of the Authority may require, all of the books and records of the Authority shall be kept at the office to be designated as hereinabove provided.

Article II. - MEETINGS OF THE AUTHORITY

1. Regular monthly meetings of the Authority shall be held at 9:00 o'clock a.m. on the second Monday of each month and at more frequent intervals if dictated by resolution of the board members. The Authority may hold such additional meetings as are considered desirable. (Article II. 1. Amended 4/20/77, 6/12/95, 2/11/02 and 9/8/08.)
2. Meetings of the Authority may be called by the Chairman or in his absence from the State of North Carolina or incapacity, by the Vice-Chairman, for such time and at such place in the State of North Carolina as may be specified in the call, upon twenty-four hours written notice. Meetings of the Authority may be held at any time without notice; provided all members of the Authority are present or those not present have waived notice thereof. Such meetings may be held at such times and places as the notice thereof or waiver may specify. Any business of the Authority may be considered and acted upon at any such meeting.
3. At all meetings of the Authority the following order of business shall be observed, as far as consistent with the purpose of the meeting:
 - i. reading and approval of the minutes of the preceding meeting.
 - ii. reports of officers.
 - iii. reports of committees.
 - iv. unfinished business.
 - v. new business.

4. The vote on the adoption of every resolution shall be by ayes and noes, and the names of the members voting for and against the resolution shall be entered upon the minutes of the meeting.

Article III. - OFFICERS

1. A Chairman and a Vice-Chairman shall be selected by the Authority from among its members. A Secretary and a Treasurer shall also be selected but need not be members of the Authority. The offices of Secretary and Treasurer may be combined. The Chairman, Vice-Chairman, Treasurer and Secretary shall hold such offices until January 1 of the following year and until the election of their successors. The chairmanship shall rotate among the political subdivisions comprising the Authority, in order as follows:

1. County of Brunswick
2. County of Columbus
3. City of Wilmington
4. County of Pender
5. County of New Hanover
6. County of Bladen

If all of the Authority board members representing the political subdivision from which the Chairman is scheduled to be selected, elect not to serve as Chairman, then the Chairman shall be selected from the members representing the next political subdivision in the rotation. In the event the office of Chairman becomes vacant, the Vice-Chairman shall automatically become Chairman. A member may not serve as Chairman for successive terms. (Article III.1. amended 10/9/95 and 2/11/02.)

2. The Chairman shall be the Chief Executive Officer of the Authority and shall preside at all meetings of the Authority. Unless some other person is thereunto specifically authorized by vote of the Authority, the Chairman shall sign all contracts and other instruments to be executed on behalf of the Authority. He shall perform all the duties commonly incident to his office, and shall perform such other duties and have such other powers as the Authority may from time to time designate.
3. The Vice-Chairman shall perform the duties and have the powers of the Chairman during the absence or incapacity of the Chairman. He shall perform all the duties commonly incident to his office, and shall perform such other duties and have other powers as the Authority may from time to time designate.
4. Subject to the provisions of any trust agreement or resolution securing revenue bonds of the Authority, the Treasurer shall have the care and custody of the funds of the Authority and shall have and exercise, under the supervision of the Authority, all the powers and duties commonly incident to the office of Treasurer.
5. The Secretary shall attend all meeting of the Authority and act as Secretary or clerk thereof; he shall record all votes and keep accurate records of all proceedings at such meetings in a minute

book to be kept for that purpose, which shall be open at all reasonable times to the inspection of any member. The Secretary shall cause notice to be given of all meetings of the Authority as required by law or by these Bylaws; he shall keep in safe custody the official seal of the Authority and shall have authority to affix such seal to all papers authorized to be executed by the Authority requiring such seal to be affixed. He shall have authority to cause copies to be made of all minutes and other records and documents of the Authority and to give certificates under the official seal of the Authority to the effect that such copies are true copies, and all persons dealing with the Authority may rely upon such certificates.

He shall perform all the duties commonly incident to the office of Secretary or clerk and shall perform such other duties and have such other powers as the Authority from time to time may designate. In the absence of the Secretary from any meeting of the Authority, a temporary secretary may be chosen who shall record the proceedings thereof.

6. In addition to the officers above mentioned, the Authority may provide for such deputies, assistants and other officers as it may deem necessary from time to time, who shall perform such duties and have such powers as the Authority may designate.
7. Any officer or agent elected or appointed by the Authority members may be removed by the Authority members with or without cause; however, such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Article IV. - AMENDMENTS

Except as otherwise provided by law, these Bylaws may be amended, added to, altered or repealed in whole or in part by the Authority at any meeting of the Authority, provided that notice of the proposed amendment, addition, alteration or repeal is given in the notice of such meeting, or that all members of the Authority are present at such meeting.

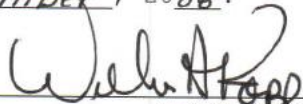
Article V. - FISCAL YEAR

The fiscal year of the Authority shall run from the first day of July through the 30th day of June next succeeding.

Article VI. - CERTIFICATION

The undersigned Secretary of the above named corporation hereby certifies that the foregoing bylaws are a true and correct copy of the bylaws in existence as of the date of this certification, that said bylaws have been duly adopted by the Board of Directors and are in full force and effect.

CERTIFIED this the 8th day of September, 2008.



SECRETARY

