



Protecting the Environment

Bylaws

Originally Adopted: August 1, 2005

Amended: July 11, 2006

Amended: January 8, 2008



GREATER NEW HAVEN Water Pollution Control Authority

B Y L A W S
O F
T H E G R E A T E R N E W H A V E N
W A T E R P O L L U T I O N C O N T R O L A U T H O R I T Y

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BYLAWS OF THE GREATER NEW HAVEN
WATER POLLUTION CONTROL AUTHORITY
("GNHWPCA")

Article I. General

Section 1.1. Purpose. These Bylaws supplement and implement certain provisions of the Ordinance and the Statutes.

Section 1.2. Offices of GNHWPCA. The initial registered office of the GNHWPCA is as stated in the Ordinance. The Board shall have the power to change the location of the registered office, in accordance with applicable law, from time to time, and to designate the principal office of the GNHWPCA and such additional offices as it shall determine in its discretion.

Section 1.3. Definitions. For purposes of these Bylaws, each of the following terms shall have the respective meanings set forth below:

"Board" shall mean the Board of Directors of the GNHWPCA.

"Cause" shall mean (a) conviction of a felony (other than a felony resulting from a traffic violation); (b) commission of an act of material fraud or embezzlement against the GNHWPCA; or (c) with respect to a Director, willful failure to comply with the obligations set forth in Section 7.2 of these Bylaws.

"CGS" shall mean the General Statutes of the State of Connecticut, as amended.

“Constituent Municipality” shall have the meaning set forth in CGS 22a-500.

“DEP Notice” shall mean any written notice that is required to be given to the State of Connecticut Department of Environmental Protection pursuant to CGS Section 22a-450 with respect to a Release.

“Director(s)” shall mean an appointed member of the Board.

“East Haven” shall mean the Town of East Haven, Connecticut.

“Effective Date” shall mean the later to occur of the date upon which the Ordinance becomes effective in (i) New Haven, (ii) East Haven, (iii) Hamden, and (iv) Woodbridge.

“GNHWPCA” shall mean the Greater New Haven Water Pollution Control Authority.

“Hamden” shall mean the Town of Hamden, Connecticut.

“Inter-Local Agreement” shall mean an agreement pursuant to the terms and conditions of which the GNHWPCA shall provide any Municipality (other than a Constituent Municipality) with water pollution control services and such contracting Municipality agrees to connect its municipal wastewater facilities with the wastewater system of the GNHWPCA for wastewater treatment and disposal service and to pay fees or charges to the GNHWPCA based on a percentage of actual or projected flow or such other formula as may be agreed upon by the parties thereto, or any other type of agreement as described in CGS 22a-509(c) or any successor statute thereto,

specifically excluding, however, any agreement of the type contemplated by CGS 22a-509(c) by and between the GNHWPCA and a Person other than a Municipality.

“Municipality” shall have the meaning set forth in CGS 22a-500.

“New Haven” shall mean the City of New Haven, Connecticut.

“Ordinance” shall mean that certain Ordinance creating the Greater New Haven Water Pollution Control Authority adopted by each of the Constituent Municipalities.

“Person” shall mean any individual, corporation, limited liability company, partnership, sole proprietor, business, entity, organization, trust, government or political subdivision thereof.

“Release” shall mean events which by accident, negligence or otherwise causes the discharge, spillage, uncontrolled loss, seepage or filtration of oil or petroleum or chemical liquids or solid, liquid or gaseous products or hazardous wastes which poses a potential threat to human health or the environment as identified in CGS §22a-450.

“Sewer Ordinance” shall mean that certain sewer ordinance of the GNHWPCA as in effect and as amended from time to time.

“Sludge Agreement” shall mean an agreement pursuant to the terms and conditions of which the sludge of any Person (other than a Constituent Municipality) shall be received and processed at the GNHWPCA.

“State” shall mean the State of Connecticut.

“Statutes” shall mean collectively CGS 22a-500 through 22a-519, as amended or repealed from time to time hereafter, or any successor statutes thereto.

“Woodbridge” shall mean the Town of Woodbridge, Connecticut.

Article II. Board of Directors

Section 2.1. Authority and Composition. All powers of the GNHWPCA shall be exercised by or under the authority of, and the activities and affairs of the GNHWPCA shall be managed under the direction of, the Board, subject to any limitation set forth in the Ordinance.

Section 2.2. Number. The GNHWPCA shall have nine (9) Directors, each of whom shall have one vote. Four (4) Directors shall be appointed by New Haven by the Mayor of New Haven, subject to the approval of the Board of Aldermen of New Haven. Two (2) Directors shall be appointed by East Haven by the Mayor of East Haven, subject to the approval of the Town Council of East Haven. Two (2) Directors shall be appointed by Hamden by the Mayor of Hamden, subject to the approval of the Town Council of Hamden. One Director shall be appointed by Woodbridge by the Board of Selectmen of Woodbridge.

Section 2.3. Terms. Directors shall be appointed for three-year staggered terms as follows and as further provided in the Ordinance. The total number of Directors shall be divided into three (3) groups; the first group shall contain the first New Haven Director, the first East Haven Director and the first Hamden Director; the second group

shall contain the second New Haven Director, the second East Haven Director and the sole Woodbridge Director; the third group shall contain the third and fourth New Haven Directors and the second Hamden Director. Directors shall be appointed in such manner that the terms of Directors in the first group are those scheduled to expire on December 31, 2005, the terms of Directors in the second group are scheduled to expire on December 31, 2006, and the terms of Directors in the third group are scheduled to expire on December 31, 2007. After the expiration of the initial term of each of the first, second, and third groups of Directors, the successive terms of the Directors in each group shall expire on December 31st of the third calendar year following their appointment so that in any year no more than three (3) Director terms are scheduled to expire.

Section 2.4. Eligibility Requirements for Directors. Eligible persons for the position of Director shall be at least eighteen (18) years of age and must be a resident of the municipality appointing such Director. Eligible persons for the position of Director must also have training in civil or sanitary engineering, have training or experience in finance, accounting or legal matters, or be knowledgeable regarding matters involving the environment, the treatment of water and/or wastewater or the operation of a water distribution and/or sewerage system.

Section 2.5. Removal of Directors. The Board may remove a Director only for Cause. A Director may be removed only at a meeting of the Board called for the purpose of removing the Director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director. A Director may be removed only upon the affirmative vote of at least two-thirds of the entire Board.

Section 2.6. Vacancy. If a vacancy occurs on the Board, the vacancy shall be filled by the Constituent Municipality which appointed the Director who vacated his or her seat, in accordance with the terms of these Bylaws and the Ordinance. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section 2.7. Committees. The Board may from time to time create one or more Committees of the Board and appoint members of the Board to serve on them. Each Committee of the Board shall have three (3) or more members who serve at the pleasure of the Board, provided, however, that the membership of each Committee shall include Directors from no less than two (2) Constituent Municipalities. All provisions in the Ordinance, these Bylaws or the Statutes that govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, shall apply to Committees of the Board and their members. To the extent specified by the Board, a Committee of the Board may exercise the authority of the Board; provided that a Committee of the Board may not: (i) fill vacancies on any Board committee; (ii) amend the Ordinance; (iii) adopt, amend or repeal Bylaws; (iv) approve a sale, lease, exchange or other disposition of all or substantially all of the property of the GNHWPCA; or (v) approve a proposal to dissolve the GNHWPCA. The Board may also appoint persons who are not Directors to serve in an advisory non-voting capacity on any Committee of the Board.

Section 2.8. Chairman of the Board. The GNHWPCA shall have a Chairman of the Board who shall be a Director of the GNHWPCA and who shall be elected by a majority of the Directors at the first regular meeting of the Board in each calendar year; provided, however, that the initial Chairman shall be elected at the first special meeting of the Board following adoption of the Ordinance, and the term of the Acting Chairman appointed in the Ordinance shall expire at such time. The Chairman shall be elected for a one-year term; an individual may hold no more than two (2) successive terms as Chairman. For each successive term, the position of Chairman shall be held by a Director appointed by a different Constituent Municipality; provided, however, if at any time the current Chairman is elected to a second successive term, such Director shall be allowed to fulfill such second term. The Chairman of the Board shall preside at all meetings of the Board at which he or she shall be present and shall have and may exercise such powers as may, from time to time, be assigned to him or her by the Board and as may be provided by law.

Section 2.9. Vice Chairman of the Board. The GNHWPCA shall have a Vice Chairman of the Board who shall be a Director of the GNHWPCA and who shall be elected by a majority of the Directors. The Vice Chairman of the Board shall, in the absence of the Chairman of the Board, perform the duties of the Chairman of the Board and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chairman of the Board.

Section 2.10. Meetings. The Board shall hold regular meetings no less frequently than on a monthly basis, unless otherwise canceled in accordance with Section 2.16(i) of

these Bylaws, at the principal office of the GNHWPCA, at the time and on the days established by the Board. A schedule of the dates and times of regular Board meetings shall be determined by the Board on an annual basis for the ensuing year and shall be filed in the principal office of the GNHWPCA and in the offices of the Clerk of each Constituent Municipality no later than January 31st of each year, and no such meeting shall be held sooner than thirty (30) days after such schedule has been filed. Special meetings of the Board shall be held when called by the Chairman on the Chairman's own initiative, or when requested by at least three (3) of the Directors. Special meetings shall be held at such time and location as the Chairman shall specify when calling a meeting. The Board may permit any or all Directors to participate in a meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

At all meetings of the Board the following order of business shall be observed, as far as it is consistent with the purpose of the meeting and applicable law, provided, however, at any such meeting any or all of the items (b) through (f) may be dispensed with or their order changed at the discretion of the Chairman:

- (a) Reading and approval of the minutes of the previous meeting.
- (b) Reports of officers.
- (c) Reports of committees and staff.
- (d) Unfinished business.

- (e) New business.
- (f) Call to Public.
- (g) Adjournment.

Section 2.11. Notice of Meetings. Regular meetings of the Board shall be held on the dates and at the time and place specified in the annual schedule of meetings filed as set forth in Section 2.10 above. The agenda of each regular meeting shall be available to the public and shall be filed, not less than twenty-four (24) hours before the meeting to which it refers, in the principal office of the GNHWPCA. An agenda item may be included in the agenda of a regular meeting of the Board by a petition signed by no less than 250 sewer customers of the GNHWPCA. Said petition shall be presented to the Chairman of the Board for validation of signature and addresses not less than fifteen (15) days before the regular meeting to which it refers and each page of the petition shall contain a statement, signed under penalties of false statement, by the sewer use customer of the GNHWPCA who circulated the petition, setting forth such circulator's name and address, and stating that each person whose name appears on said page signed the same in person in the presence of such circulator, that the circulator either knows each such signer or that the signer satisfactorily identified himself to the circulator and that all the signatures on said page were obtained not earlier than 30 days prior to the filing of said petition. Any page of a petition which does not contain such a statement by the circulator shall be invalid. Any such agenda item included in such petition shall reasonably relate to the operations of the GNHWPCA or to the protection of the public health of the sewer customers of the GNHWPCA or to the protection of the environment as it relates to

compliance by the GNHWPCA with applicable state and federal regulations; provided, however, no more than two agenda items pursuant to such petitions shall be included in any one regular meeting of the Board. Upon the affirmative vote of two-thirds of the Directors present and voting, any subsequent business not included in the filed agenda may be considered and acted upon at such meeting, provided, however, that unless stated in the filed agenda for the meeting, no bylaw may be brought up for adoption, amendment or repeal. A notice describing the time, place and purpose of any special meetings of the Board shall be filed in the principal office of the GNHWPCA and in the offices of the Clerk of each of the Constituent Municipalities not less than twenty-four (24) hours before the time of the special meeting, and notice shall be delivered to all Directors at their usual place of abode prior to such special meeting. For purposes of this Section 2.11, notice shall be deemed given to a Director on the day such notice is deposited (postage-prepaid and addressed to the Director's current addresses of record) with the U.S. mail or hand-delivered to such Director. Notwithstanding the foregoing, the Board may also hold emergency special meetings as set forth in, and pursuant to the terms and conditions of, CGS 1-225(d), as amended.

Section 2.12. Waiver of Notice. A Director may waive any required notice of a meeting pursuant to CGS 1-225(d), as amended.

Section 2.13. Quorum and Voting. A quorum of the Board shall consist of a majority of the number of Directors fixed from time to time in accordance with these Bylaws and the Ordinance. Once a Director is represented at a meeting for any purpose,

he or she is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new date is or must be set for that adjourned meeting. If a quorum is present when a vote is taken, action on a matter is approved upon the affirmative vote of a majority of the number of Directors fixed from time to time in accordance with these Bylaws and the Ordinance, unless otherwise provided herein or in the Statutes. A Director who is present at a meeting of the Board or a Committee of the Board when action is taken is deemed to have assented to the action taken unless: (i) the Director objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting business at it; (ii) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) the Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the GNHWPCA immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 2.14. Executive Session. In accordance with CGS 1-225 or any successor statute thereto, the Board may hold an executive session, as defined and for the reasons set forth in subsection (C)(6) of CGS 1-200 or any successor statute thereto, upon an affirmative vote of two thirds of the Directors present and voting or such lesser number as allowed by applicable law, taken at a regular or special meeting of the Board and stating the reasons for such executive session.

Section 2.15. Compensation. A Director shall be eligible to receive such compensation as may be authorized by the GNHWPCA for each day or part thereof in

which the Director is engaged in Board duties and shall be reimbursed for necessary expenses incurred in the performance of such duties; provided, however, a Director shall not be eligible to receive any compensation unless such Director has attended at least seventy-five percent (75%) of the regularly scheduled meetings of the Board; provided, further however, upon approval of a majority of the entire Board, a Director's attendance of at least seventy-five percent (75%) of the regularly scheduled Board meetings may be waived in extra-ordinary circumstances, including without limitation, absence related to health issues; provided, further however, a Director's attendance at meetings of sub-committees of the Board may be considered in the determination of whether to waive the attendance requirement; and, provided, further that in no event shall the compensation to any Director in any fiscal year of the GNHWPCA exceed six thousand dollars U.S. (\$6,000) provided, however, that the Chairman shall receive an additional \$1,200 per fiscal year and the Vice Chairman shall receive an additional \$600 per fiscal year. Duties designated as acceptable for compensation include, but are not limited to, attendance at regular or special meetings of the Board, attendance at regular or special meetings of any Board Committee, attendance at GNHWPCA public functions, attendance at meetings with officials of any Constituent Municipality or the State related to GNHWPCA business, attendance at municipal or State hearings related to GNHWPCA matters, speaking at local civic group functions as an official representative of the GNHWPCA, and such other duties as may be authorized by the Chairman and approved by the Board.

Section 2.16. Actions Requiring Super-Majority Approval. Notwithstanding any other provisions of these Bylaws, the GNHWPCA shall not take any of the following

actions unless approved in accordance with these Bylaws by no less than two-thirds of the entire Board:

- a. Entering into an agreement with one or more Constituent Municipality with respect to the distribution of rights and properties of the GNHWPCA upon the termination of its corporate existence;
- b. Entering into or approving, as applicable, any Sludge Agreement;
- c. Entering into any Inter-Local Agreement;
- d. Entering into any agreement with respect to the sale or lease of assets of the GNHWPCA which would leave the GNHWPCA without a significant continuing business activity;
- e. Removal of a Director pursuant to Section 2.5 hereof;
- f. Awarding of a contract by negotiation without public bidding pursuant to Section 5.1 hereof;
- g. amending, modifying, restating or replacing the Sewer Ordinance;
- h. Increasing the permitted processing capacity of the GNHWPCA's wastewater treatment plant.
- i. Canceling a regular meeting of the Board.

Article III. Officers

Section 3.1. Appointment. The Board shall appoint and employ such officers as it may deem to be in the interests of the GNHWPCA and shall define the powers and duties of all such officers. All such officers, employees and agents shall be subject to the orders of the Board and serve at its discretion. Unless the Board determines otherwise, the GNHWPCA's officers shall consist of an Executive Director, Secretary and Treasurer, who shall have the authority and responsibilities set forth in these Bylaws. No person may simultaneously hold multiple offices. The Executive Director shall be an "at will" employee of the GNHWPCA who shall be appointed by the Board and shall hold his or her office until the earlier of his or her resignation or removal and replacement by the Board pursuant to Section 3.5. The Treasurer shall be appointed by the Board annually at the first regular meeting of the Board in each calendar year. The Executive Assistant to the Executive Director shall also serve as the Secretary. The Secretary and Treasurer of the GNHWPCA shall hold office until their successors are chosen and qualify, or except as otherwise contemplated by Section 3.5. The act of appointment of an officer does not in and of itself create contract rights for the officer or the GNHWPCA.

Section 3.2. Executive Director. The Executive Director shall be the chief executive officer of the GNHWPCA, subject to the control and direction of the Board. The Executive Director shall oversee all of the activities and affairs of the GNHWPCA. The Executive Director may sign any contract or other instrument which the Board has authorized, unless the execution thereof shall be expressly delegated by the Board or by these Bylaws or applicable law to another officer. The Executive Director shall be a full-

time employee of the GNHWPCA and shall not be a Director. The Executive Director shall receive annual compensation in an amount to be determined by the Board.

Section 3.3. Secretary. The Secretary shall prepare and keep the minutes of the meetings of the Board, see that all notices are duly given, be custodian of the records of the GNHWPCA, and execute certificates authenticating the records of the GNHWPCA, and corporate documents or actions taken by the Board, any officer or any representative of the GNHWPCA. Such authentications shall constitute, as to all persons who rely thereon in good faith, conclusive evidence of such action. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Executive Director or by the Board. The Secretary may, but need not, be a member of the Board. The Secretary shall be entitled to such compensation as may be authorized by the Board.

Section 3.4. Treasurer. The Treasurer shall be responsible for collecting and managing all funds and securities of the GNHWPCA and shall deposit all funds and securities in the name of the GNHWPCA in such banks, trust companies or other depositories as shall be selected by the Board and in accordance with applicable law. In general, the Treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Executive Director or by the Board. The Treasurer may, but need not, be a member of the Board. The Treasurer shall be entitled to such compensation as may be authorized by the Board.

Section 3.5. Resignation and Removal. An officer may resign at any time by delivering notice to the GNHWPCA. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the GNHWPCA accepts the future effective date, the Board may fill the pending vacancy before the effective date, provided that the successor is not permitted to take office until the effective date. An officer's resignation does not affect the GNHWPCA's contract rights, if any, with the officer. The Board may remove any officer at any time with or without Cause by the affirmative vote of a majority of the entire Board. An officer's removal does not affect the officer's contract rights, if any, with the GNHWPCA. Any vacancy occurring in any office of the GNHWPCA shall be filled by the Board.

Section 3.6. Environmental Notice. To the extent permitted by applicable law, the Executive Director shall provide a copy of any DEP Notice to any sewer customer of the GNHWPCA who has made a written request for a copy of such DEP Notice pursuant to this Section 3.6, such copy to be provided to the sewer customer within a reasonable period of time following submission of such DEP Notice by the GNHWPCA. Any sewer customer of the GNHWPCA who desires to receive a copy of a DEP Notice may send the GNHWPCA a request for same in writing by U.S. mail on or before December 15 of each calendar year, such request to apply to all DEP Notices submitted by the GNHWPCA during the immediately succeeding calendar year.

Article IV. Indemnification and Limitation of Liability

Section 4.1. Indemnification. The GNHWPCA shall, to the extent allowed by applicable law, protect, save harmless and indemnify its Directors, officers and employees from financial loss and expense, including legal fees and costs, if any, arising out of any claim, demand, suit or judgment by reason of alleged negligence or alleged deprivation of any person's civil rights or any other act or omission resulting in damage or injury, if the Director, officer or employee is found to have been acting in the discharge of his or her duties or within the scope of his or her office or employment and such act or omission is not found to have been wanton, reckless, willful or malicious. The indemnification provided for herein shall be performed in accordance with CGS 22a-519 or any successor statute thereto.

Article V. Competitive Bids

Section 5.1. Solicitation of Bids. All contracts in excess of fifty thousand dollars (\$50,000) for any supplies, materials, equipment, construction work or other contractual services shall be in writing and shall be awarded upon sealed bids or proposals made in compliance with a public notice duly advertised by publication at least ten (10) days before the time fixed for opening the bids or proposals, except (i) for contracts for professional services, (ii) when the supplies, materials, equipment or work can only be furnished by a single party, or (iii) when the Board determines by the affirmative vote of no less than two-thirds of the entire Board that the award of such contract by negotiation without public bidding will be in the best interests of the GNHWPCA. The Board may, in its sole discretion, reject any or all such bids or proposals received from a Person not deemed to

be in the best interest of the GNHWPCA or otherwise not complying with the bid or proposal requirements established by the Board; provided, however, unless all of such bids or proposals are rejected, the Board shall award the contract to the lowest responsible bidder qualified to perform the contract and deemed to be in the best interest of the GNHWPCA. The renewal of any existing contract shall also be subject to the requirement of this Section 5.1.

Article VI. Addition or Withdrawal of Constituent Municipalities; Termination

Section 6.1. New Constituent Municipalities. One or more additional Municipalities may be admitted to the GNHWPCA as Constituent Municipalities upon the consent of the legislative bodies of each of the then existing Constituent Municipalities. Notwithstanding the foregoing, no Municipality shall be admitted as an additional Constituent Municipality unless and until such Municipality has adopted the Ordinance, adopted the provisions of the Statutes, appointed a representative to act as liaison between the additional Constituent Municipality and the GNHWPCA and provided the name and address of such representative to the GNHWPCA (provided, however, that if the additional Constituent Municipality shall be permitted to appoint a Director to the Board, such Director shall be deemed the representative of the Constituent Municipality and no further appointment shall be necessary hereunder) and taken any other necessary and appropriate action to authorize the Municipality to join the GNHWPCA. Prior to the admission of any such additional Constituent Municipality to the GNHWPCA, the Board shall amend these Bylaws to make such changes, if any, that the Board shall determine to reflect the fact that the GNHWPCA shall have additional Constituent Municipalities.

Section 6.2. Withdrawal of Constituent Municipalities. Any Constituent Municipality may elect to withdraw from the GNHWPCA as permitted by and pursuant to the terms of CGS 22a-500(e) or any successor statute thereto.

Section 6.3. Termination of Authority. The GNHWPCA and its corporate existence shall continue until terminated by law or the withdrawal of one of the last two (2) Constituent Municipalities of such GNHWPCA, subject to the provisions of CGS 22a-500(f) or any successor statute thereto.

Article VII. Miscellaneous

Section 7.1. Fiscal Year. The fiscal year of the GNHWPCA shall commence on July first of each year and continue to and including June thirtieth of the next succeeding year.

Section 7.2. Duality of Interest. Each Director shall disclose to the Board immediately upon election and thereafter annually (or sooner if a duality of interest should sooner arise), any duality of interest involving him or her, including persons related to him or her and any ownership of any voting power or profits or beneficial interest of any other entity. No member of the Board shall vote on any matter which would have a material financial effect upon such Director, a person closely related to such Director, or upon an entity with respect to which such Director has an employment relationship, beneficial interest or other significant financial relationship or upon his or her business. Any such financial effect shall be disclosed prior to the commencement of deliberations on such

matter and any disclosing Director shall not participate in the deliberation or vote on such matter.

Section 7.3. Checks. All checks or demands for money and notes of the GNHWPCA shall be signed by such one or more officers and such other persons as are designated by resolution of the Board.

Section 7.4. Annual Budget. The Executive Director and/or Treasurer shall submit an annual budget to the Board at a meeting of the Board, which budget may be adopted by a two-thirds vote of the Board. The Executive Director shall further comply with all obligations set forth in CGS 22a-502.

Section 7.5. Nondiscrimination. No GNHWPCA facility shall be used in the furtherance of any discriminatory practice, nor shall the GNHWPCA become a party to any agreement, arrangement or plan which has the effect of sanctioning discriminatory practices nor shall the GNHWPCA otherwise employ or encourage any discriminatory practices. The GNHWPCA shall include nondiscrimination and affirmative action provisions in every contract to which it is a party in accordance with CGS 4a-60 and CGS 4a-60a, or any successor statutes thereto.

Section 7.6. Filing of Bylaws. A copy of all Bylaws of the GNHWPCA, and any amendments thereto, duly certified, shall be filed in the offices of the GNHWPCA, the clerks of the Constituent Municipalities and with the Secretary of the State or at any

additional or other location required pursuant to CGS 22a-501(a)(1) or any successor statute thereto.

Section 7.7. Severability. The invalidity of any one or more of the words, phrases, sentences, clauses, sections or subsections contained in these Bylaws shall not affect the enforceability of the remaining portions of these Bylaws or any part hereof, and, if any one or more of the words, phrases, sentences, clauses, sections or subsections contained in these Bylaws shall be declared invalid by a court of competent jurisdiction, these Bylaws shall be construed to most closely effectuate the intentions of the Constituent Municipalities and the Statutes and the remainder of these Bylaws shall be valid and effective.

Section 7.8. Rules of Order. In conducting any meeting of the Board or of any committee of the Board, the Board and the committee members, as applicable, may rely upon Robert's Rules of Order for any matter not otherwise set forth herein or established by applicable law.

Article VIII. Amendment

Section 8.1. Amendment. As provided in the Ordinance, the Board may amend or repeal the GNHWPCA's Bylaws by the affirmative vote of no less than two-thirds of the entire Board in accordance with CGS 22a-501(a)(1); provided, however, that Section 2.2 and Section 2.3 of the Bylaws may not be amended without the unanimous consent of the Board; and provided, further, that Section 6.1 of the Bylaws may not be

amended without the approval of the legislative body of each of the then existing
Constituent Municipalities.