

ONE WATER PARTNERSHIP

BYLAWS GOVERNING CONDUCT OF BUSINESS

Mission Statement

To exceed the expectations of the Membership by utilizing best practices in the treatment and transmission of water and wastewater while promoting healthy communities and economic growth. To collaboratively ensure a One Water system approach to our regional water and wastewater system that will be economically, socially and environmentally responsible and sustainable.

Article 1. Definitions

- Section 1. “Board” shall mean the GLWA Board of Directors.
- Section 2. “City” shall mean the City of Detroit Water and Sewerage Department, and includes its staff, consultants and Board of Water Commissioners.
- Section 3. “Consensus” shall mean an opinion held by all or most of the Membership present at the OWP or work group meeting at which Consensus is sought, which is supported by a show of hands.
- Section 4. “Consultant Delegate” shall have the meaning ascribed in Article 5, Section 2.
- Section 5. “GLWA” shall mean the Great Lakes Water Authority, and includes its staff, consultants and Board of Directors.
- Section 6. “Member Partner” shall mean the authority, city, township, village, drainage district or other public body corporate recognized by the State of Michigan that holds a wholesale water or wastewater contract with GLWA and includes its staff and consultants.
- Section 7. “Membership” shall mean collectively the representatives of GLWA, the City, Member Partners and Other Participants which form the OWP.
- Section 8. “Other Participants” shall have the meaning ascribed in Article 5, Section 3.
- Section 9. “OWP” shall mean the organization known as the One Water Partnership, which includes representatives of GLWA, the City, Member Partners and Other Participants.

- Section 10. “Portal” shall mean the GLWA Member Outreach website, which is located on the web at www.outreach.glwater.org, and shall include its future equivalent.
- Section 11. “Regular Meeting” shall mean the quarterly meeting dates established by the OWP at the first quarterly meeting of each calendar year.
- Section 12. “Special Meeting” shall mean any OWP meeting other than a Regular meeting.

Article 2. Name, Purpose and Term

- Section 1. Name. The organization shall be known as the One Water Partnership.
- Section 2. Purpose. The OWP is an advisory committee to GLWA management and the Board. The OWP is formed to promote a collaborative relationship among the Membership by facilitating the development of recommendations to GLWA management and the Board regarding regional systems planning, water supply and wastewater collection, treatment and disposal.
- Section 3. Term. The OWP shall remain active for so long as a contract between GLWA and a Member Partner exists and at least through December 31, 2048.

Article 3. General Responsibilities

- Section 1. The Membership of the OWP and its work groups shall have, without limitation, the following general responsibilities:
- a. Charges. Review and evaluation of charges and charge methodology;
 - b. O & M. Review and evaluation of the operation and maintenance of the City-owned and GLWA-leased regional water and wastewater systems;
 - c. CIP. Review of the GLWA capital improvement program;
 - d. Master Plan. Review of the GLWA master plans; and
 - e. Work Groups. Establishment of work groups, as needed, to study and evaluate issues of importance to the Membership and to provide recommendations on such issues to GLWA management and the Board.

Article 4. Co-Chairs

- Section 1. Term. The OWP shall be led by Co-Chairs. Co-Chairs shall serve on a voluntary basis for a term of one calendar year. Co-Chairs shall be confirmed or elected at the last OWP meeting in each calendar year in accordance with the terms of Article 4, Section 3. Co-Chairs shall be permitted to serve unlimited consecutive terms.
- Section 2. Number. There shall be a total of nine Co-Chairs. One Co-Chair shall be a GLWA representative as appointed by the GLWA Chief Executive Officer and one Co-Chair shall be a City representative as appointed by the Director of the Detroit

Water and Sewerage Department. The remaining seven Co-Chairs shall be comprised of Member Partners. No more than two Member Partners from any one county shall serve as a Co-Chair in any given calendar year.

- Section 3. Selection. If there are more volunteers for the Co-Chair positions designated for Member Partners than there are positions available, then the Membership shall elect each Co-Chair in accordance with Article 5, Section 11.
- Section 4. Vacancy. Any Co-Chair vacancy, other than the GLWA Co-Chair or the City Co-Chair, shall be filled at the next Regular Meeting in accordance with the terms of Article 4, Section 3.
- Section 5. Annual Agenda. The Co-Chairs shall meet each January to discuss and develop the proposed annual agenda and goals for consideration by the Membership. The proposed annual agenda and goals shall be presented to the OWP for discussion and adoption at its first Regular Meeting.
- Section 6. Meeting Agendas. The Co-Chairs shall meet before each Regular and Special Meeting to set the meeting agenda and topics of discussion.
- Section 7. Special Meeting. Any Co-Chair may call a Special Meeting upon a minimum of five-business days' notice to the Membership. The notice shall provide the time, place, agenda, and action to be taken at the Special Meeting.
- Section 8. Leadership Development. Co-chairs shall endeavor to seek out and encourage the leadership development of Member Partner representatives for potential future participation as a Co-Chair.

Article 5. General Rules

- Section 1. Membership. Membership in the OWP shall be mandatory for GLWA and the City, and voluntary for Member Partners. No Member Partner shall be excluded from participation in the OWP at any time or for any reason.
- Section 2. Representatives; Consultant Delegate. Each Member Partner may provide one or more representatives of its choosing to serve on the OWP and its work groups and to receive notice of all Regular and Special Meetings provided, however, if a representative is someone other than an employee or elected official of the Member Partner (a "Consultant Delegate"), then such Consultant Delegate shall be designated by name and affiliation in writing to GLWA at outreach@glwater.org. It is the responsibility of each Member Partner to provide to and keep current with GLWA the name of any Consultant Delegate. GLWA shall have available a list of all Consultant Delegates at each meeting of the OWP and its work groups.

- Section 3. Other Participants. The OWP shall permit other interested parties (“Other Participants”) to attend and participate in OWP meetings, work groups and other activities. Other Participants may include, without limitation, second, third or fourth-tier GLWA customers, the Southeastern Michigan Council of Governments and the Michigan Department of Environmental Quality. Other Participants may participate in Consensus decision-making but shall not participate in situations where a simple majority vote is required.
- Section 4. Meetings; Schedule. The OWP shall meet, at a minimum, on a quarterly calendar basis. Each January, GLWA shall publish on the Portal the OWP’s Regular Meeting schedule for the calendar year.
- Section 5. Meeting Agenda. Notification of the meeting agenda shall be provided to the Membership at least two weeks before each Regular Meeting. Notification shall be by posting on the Portal.
- Section 6. Maintenance of Portal. GLWA shall ensure that all records, reports, OWP meeting minutes, work group meeting minutes and other documentation generated by the OWP or its work groups are recorded, maintained, organized and posted on the Portal.
- Section 7. GLWA Attendance. GLWA representatives shall attend and participate in all Regular and Special Meetings and OWP work groups.
- Section 8. Work Group Goals. Each OWP work group shall meet in the last quarter of each calendar year to determine its goals for the subsequent year. Each work group shall present its annual goals during the first Regular Meeting of the subsequent calendar year for discussion and adoption by the OWP.
- Section 9. Consensus Decisions. The OWP and its work groups shall endeavor to obtain Consensus decisions on all matters it studies and reviews. If a Consensus decision cannot be rendered for any reason, the OWP and its work groups are encouraged to issue a report which details the majority and minority opinions on the matter, including information that indicates the opinions of GLWA, the City, and each Member Partner and Other Participant.
- Section 10. Voting; General. If the OWP and its work groups are unable to achieve a Consensus decision on a matter, the matter shall be decided by simple majority vote. The vote shall be in the form of a roll call vote as described in Article 5, Section 12. GLWA, the City and each Member Partner present shall be entitled to one vote by one representative. If GLWA, the City or a Member Partner has more than one representative attending the meeting, only one representative may vote on behalf of each entity. All votes shall be recorded in the meeting minutes. The minutes shall

reflect the vote of GLWA, the City and each Member Partner and include the name of the representative voting for each entity.

Section 11. Voting; Co-Chair Election. The election of Co-Chairs shall be decided by simple majority vote. The vote shall be in the form of a written, non-secret ballot. GLWA, the City and each Member Partner present shall be entitled to one vote by one representative. If GLWA, the City or a Member Partner has more than one representative attending the meeting, only one representative may vote on behalf of each entity. All votes shall be recorded in the meeting minutes, which minutes shall reflect (i) the vote total for each Co-Chair candidate, (ii) the votes cast by GLWA, the City and each Member Partner, and (iii) the name of the representative voting for each entity.

Section 12. Voting; Roll Call Process. GLWA, the City and any Member Partner present shall have the right to request a roll call vote on any matter presented to the OWP and its work groups for a Consensus decision, regardless of whether a Consensus has been demonstrated. To exercise this right, immediately following the Consensus decision, the requestor shall make a motion for a roll call vote, which must be supported by another representative. If the motion is not supported, the motion for the roll call vote fails. If the motion is supported, then the meeting facilitator shall call the roll and voting shall be in accordance with Article 5, Section 10.

Section 13. As of January 1, 2018, OWP work groups include:

- Asset Management/CIP Work Group
- Communications Work Group
- Public Education Work Group
- Water Analytical Work Group
- Water Charges Work Group
- Water Management Best Practices Work Group
- Water Quality Work Group
- Wastewater Analytics Task Force
- Wastewater Best Practices Work Group
- Wastewater Charges Work Group

The Membership may create and disband any work group as it determines.

Section 14. Amendment of Bylaws. GLWA, the City and any Member Partner may propose an amendment to these Bylaws at the first quarterly meeting of each calendar year. The proposed amendment shall be read aloud at the meeting at which it is proposed, recorded in the meeting minutes and posted on the Portal. The proposed amendment shall be read, discussed and voted upon at the next successive Regular Meeting. Only GLWA, the City and Member Partners shall participate in the decision to amend these Bylaws.

Article 6. Rules of Collaboration

Section 1. The Membership of the OWP agrees to:

- a. Respect. Show mutual respect for the point of view of GLWA, the City, each Member Partner and Other Participants.
- b. Balance. Balance the needs of individual communities and entities with the interests of the regional systems as a whole.
- c. Use Consensus. Work toward Consensus on each issue.
- d. Avoid Bias. Enter each meeting with a willingness to acknowledge personal bias to encourage and maintain a collaborative working environment.
- e. Act Respectfully and Take Initiative. Respect individual concerns and needs as each participant in the OWP is unique. Be proactive and take initiative in raising issues and providing recommendations prior to, during, and after meetings.
- f. Acknowledge City Ownership. Acknowledges that the City owns the water and wastewater systems, that GLWA leases the assets of the City water and wastewater systems, and that the OWP is an advisory committee to GLWA.
- g. Engage Elected Officials. Endeavor to engage elected officials in the OWP.

Adopted by the Membership on March 21, 2019.