

ARTICLE VI

Directors and Officers

Section 1

The Board of Directors of this District shall be five (5) in number, all of whom shall be resident users of this District.

Section 2

Directors shall be resident electors of the District, appointed by the Governor upon the recommendation of a majority of the County Delegation. Terms of appointment are for six (6) years. The term of Directors are staggered with a maximum of two expiring at one time.

Section 3

Resident electors of the District interested in being recommended for Director appointments should submit their name in writing at the District's principal office before the fourth (4th) Monday in May prior to the Biennial election. The advisory biennial election will be held on the third (3rd) Tuesday of September in odd numbered years. Voting shall take place at the principal office of the District and at a designated location in the Piney Heights Community. The Voting hours will be from 12:00 noon to 7:00 PM. The advisory election is held so that registered users or spouse has the ability to recommend a resident elector for a Director(s) position. Each meter will be allowed one vote. Voting for meters registered in the names of churches, lodges, etc. shall be done by the Secretary, Treasurer, or a designee of the organization.

Section 4

The Board of Directors shall meet after the governor has appointed a new Director(s) or any special meetings called for the purpose of filling a vacancy, and shall elect a Chairman, Vice-Chairman, Secretary, Treasurer and Director of maintenance. The officers shall hold office until the next Board Organizational Meeting, unless sooner removed by death, resignation, or for cause.

Section 5

In the event of a vacancy in the office of a Director, a special meeting of the Board of Directors may be called for the purpose of filling the vacancy. At that time a name will be selected by the Board of Directors and sent to the Governor's office for appointment.

Section 6

A quorum is constituted by a majority of the Board of Directors at any meeting (three members). All board members must be notified of regular and special meetings.

Section 7

A Director shall attend all stated or called meetings of the District. If absent from three consecutive meetings, or if absent from half of the meetings within a six month period, then Director will resign his/her appointment. However if the Chairperson excuses the absence prior to the meeting, in recognition of circumstances beyond control (illness, family emergency, etc.) then the Director will be entitled to retain the position. Should the Director refuse to resign, the matter will be forwarded to the Governor of S.C. to request action in this matter.

Section 8

Compensation of Directors may be fixed at any regular or special meeting of the Board of Directors.

ARTICLE VII **DUTIES OF DIRECTORS**

Section 1

The Board of Directors, subject to the restriction of laws, or their By-Laws shall exercise all of the powers of the District, and without prejudice to or limitation upon their general powers, it is hereby given full power and authority (to be exercised by resolution adopted by a majority vote of all the users) in respect to the matters and as hereinafter set forth:

- a. To select and appoint all officers, agents or employees of the District or remove such agents or employees of the District for just cause, prescribe such duties and designate such powers as may not be inconsistent with these by-laws, fix their compensation and pay for faithful services.
- b. To borrow from any source money, goods or services and to make and issue notes, bonds and other negotiable and transferable instruments, mortgages, deeds of trust and trust agreements, and to do every act and thing necessary to effectuate the same.

- c. To prescribe, adopt and amend, from time to time such equitable uniform rules and regulations as, in
Their discretion may be deemed essential or convenient for the conduct of the business and affairs of the District and the guidance and control of its officers and employees, and to prescribe adequate penalties for the breach thereof.
- d. To order, at least once each year, an audit of the books and accounts of the District by a competent public auditor or accountant.
- e. To fix the charges to be paid by each user for services rendered by the District to him, the time of payment and the manner of collection.
- f. To fix the charges to be paid by each user for services rendered by the District to him, the time of payment and the manner of collection.
- g. To require all officers, agents and employees charged with responsibility for the custody of any of the funds of the District to give adequate bonds, the cost thereof to be paid by the District, and it shall be mandatory upon the Directors to so require.
- h. To select one or more banks to act as depositories of the funds of the District and to determine the manner of receiving, depositing and disbursing the funds of the District and the form of checks, and the person or persons by whom the same shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will. All checks drawn on the funds of the District shall be signed by two (2) Directors of the Board.