

Susquehanna River Basin Commission
4423 North Front Street
Harrisburg, PA 17110-1788

COMMISSION BY-LAWS

Revised
December 8, 2017

TABLE OF CONTENTS

CHAPTER 1 – Definitions and Scope.....	1
1-1. Preamble	1
1-2. Definitions.....	1
1-3. Computation of Time.....	1
1-4. Official Seal	1
1-5. Principal Office.....	1
1-6. Statement of Mission/Goals.....	2
1-7. Amendments/Waiver	2
CHAPTER 2 – Organization	3
2-1. Commission Membership.....	3
2-2. Voting	3
2-3. Alternates	3
2-4. Advisors	3
2-5. Meetings.....	3
2-6. Organization of the Commission	4
2-7. Agenda	5
2-8. Rules of Proceedings.....	5
2-9. Minutes	5
2-10. Public Hearings.....	5
2-11. Conferences.....	5
2-12. Resolutions/Motions	6
2-13. Advisory Committees	6
CHAPTER 3 – Officers, General Counsel, Oath of Office	7
3-1. Officers	7
3-2. Executive Director	7
3-3. Deputy Executive Director	8
3-4. Director of Administration & Finance.....	9
3-5. Secretary	10
3-6. General Counsel.....	10
3-7. Acting Appointments	11
CHAPTER 4 – Budgets and Financial Procedures.....	13
4-1. Fiscal Year	13
4-2. Annual Budgets.....	13
4-3. Budget Operation	14
4-4. Official Depositories; Check Signatures.....	14
4-5. Investment of Funds.....	14
4-6. Independent Audit.....	15

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CHAPTER 1 – Definitions and Scope

1-1. Preamble

Pursuant to Section 15.1(b)(3) of the Susquehanna River Basin Compact, the Susquehanna River Basin Commission (the Commission) hereby establishes these By-Laws and Procedures (the By-Laws) governing its operation.

1-2. Definitions

The definitions in these By-Laws shall conform to those set forth in Section 1-4 of the Commission's Administrative Manual and the Susquehanna River Basin Compact.

1-3. Computation of Time

For the purpose of the By-Laws and any resolutions hereafter adopted, except as the context may otherwise require, it is hereby noted that the time within which an act is to be completed shall be computed by excluding the first and including the last day, and if the last day be a Saturday, Sunday or a legal holiday, that day shall be excluded.

1-4. Official Seal

The official seal of the Commission shall be as follows:



1-5. Principal Office

The principal office of the Commission shall be located at its headquarters building at 4423 N. Front St., Harrisburg, Pa. 17110-1788. All communications to the Commission shall be directed to its principal office, except as may be otherwise specified.

1-6. Statement of Mission/Goals

The mission of the Susquehanna River Basin Commission is defined in the Compact signed by New York, Pennsylvania, Maryland, and the federal government. The essence of the mission is to enhance the public welfare in the member states through comprehensive planning and management of the water resources of the Susquehanna River Basin.

To accomplish this mission, the Commission acts to reduce damages caused by floods; provide for the reasonable and sustained development and use of surface and ground water for municipal, agricultural, recreational, commercial, and industrial purposes; protect and restore fisheries, wetlands, and aquatic habitat; protect water quality and instream uses; and ensure availability of flows to the Chesapeake Bay.

The Commission is uniquely qualified to carry out this mission because, as a federal-interstate compact commission, its focus is defined by the natural boundaries of the river basin rather than the political boundaries of the states. As such, the Commission serves as a forum to provide coordinated management, promote communication among its member jurisdictions, and resolve water resource issues and controversies within the basin.

The goals of the Commission are:

- To be responsive to water resource management needs of the Commission's signatory members;
- To provide excellent service to the public;
- To coordinate management of interstate water resources and serve as an effective forum for resolution of water resource issues and controversies within the basin;
- To be a leader in issues concerning the conservation, utilization, allocation, development, and management of water resources within the Susquehanna River Basin;
- To encourage excellence in the Commission staff by affording opportunities for professional growth and development and by providing a stimulating work environment for all Commission employees; and
- To provide public information and education about the water resources of the basin.

1-7. Amendments/Waiver

These By-Laws may be amended or repealed by the Commission at any regular or special meeting. Similarly, any provision of these By-Laws may be waived by the Commission.

CHAPTER 2 – Organization

2-1. Commission Membership

The members of the Commission shall be the governor or the designee of the governor of each member state, to act for him/her, and one member representing the United States who, in accordance with federal law, shall be the Commander, North Atlantic Division, U.S. Army Corps of Engineers. The members of the Commission, their alternates and advisors shall serve without compensation. Gubernatorial designated state members shall serve until the governor either dismisses him/her or designates a new member to replace him/her.

2-2. Voting

Each member is entitled to one vote. No action of the Commission may be taken unless at least three of the four members vote in favor thereof, except in cases where the Compact requires a unanimous vote, in which case all four members must vote in favor thereof. Every vote of the Commission shall be recorded in the minutes.

2-3. Alternates

An alternate from each member jurisdiction shall be appointed by its member of the Commission unless otherwise provided by the laws of the member jurisdiction (the "alternate"). Alternates shall serve until a replacement is appointed. Written notice of the appointment shall be filed with the Secretary to the Commission by the Commission member making the appointment. The alternate, in the absence of the member, shall represent the member and vote and act for him/her. In the event of a vacancy in the office of the alternate, it shall be filled in the same manner as the original appointment.

2-4. Advisors

Each Commission member may, in his/her discretion, appoint an advisor or advisors, who may attend all meetings of the Commission and its committees. Advisors shall not have voting privileges. The Commission may also permit non-voting observers representing any of the member jurisdictions to participate in discussions, deliberations, and other activities of the Commission.

2-5. Meetings

No Commission meeting shall be convened without a quorum of three commissioners being present. A commissioner may be present through teleconferencing or other interactive electronic means.

a. Regular meetings – Regular meetings of the Commission shall be held quarterly upon reasonable public notice, which shall include prior notice in the Federal Register and the member state official notice publications. The notice shall contain information on the agenda items for the

meeting, though this notice shall not legally bind the Commission concerning actions that it may or may not take at such meeting.

Following a regular meeting, the Commission shall provide a report on actions taken by the Commission, including the disposition of projects. The Commission will prepare and provide minutes of each meeting and publish a post meeting notice of actions taken at each meeting. This notice may be distributed electronically or by regular mail.

b. Special/Emergency meetings – The Chair may call special or emergency meetings of the Commission upon at least three days written or oral notice to the members and alternates. Upon request of any two commissioners, the Executive Director shall call a special meeting of the Commission with at least three days written or oral notice to the members and alternates, provided; however, that with the consent of at least three commissioners, the three-day notice requirement may be waived during an emergency. No formal public notice shall be required for emergency or special meetings, though the Commission shall provide a report on actions taken, as for a regular meeting.

2-6. Organization of the Commission

The Commission shall organize annually on a mutually convenient date, preferably at its June meeting. At its annual organizational meeting, the Commission shall elect a Chair and Vice-Chair from among its members. Unless otherwise decided by the Commission, the Chair and Vice Chair shall rotate annually among the member jurisdictions.

a. The Chair of the Commission shall:

- (1) Preside at all meetings of the Commission and of the committee of the whole, with authority to control the course and conduct of such meetings or related public hearings;
- (2) Appoint special committees of the Commission;
- (3) Rule on all procedural questions or points of order, subject to appeal to the Commission;
- (4) Sign all resolutions of the Commission adopted in his/her presence; and
- (5) Have such other functions, powers, and duties as the Commission may from time-to-time prescribe.

b. In the absence of the member and alternate member from the member jurisdiction whose member has been elected as Chair of the Commission, the Vice-Chair shall have, exercise, and discharge the functions, powers, and duties of the Chair.

2-7. Agenda

An agenda for each meeting of the Commission shall be prepared by the Executive Director and the Secretary in consultation with the Chair. Copies of the agenda for each meeting shall be distributed to the commissioners at least one week before the meeting, and any matter not on an agenda so distributed will not be considered at the meeting, except by unanimous consent of the commissioners present.

2-8. Rules of Proceedings

a. The presiding officer at any meeting may move, second, and debate from the chair and shall not be deprived of any right to vote or of any other right, power, or duty of a commissioner by virtue of occupying the chair.

b. The commissioner who has made a motion shall be entitled to the privilege of closing debate.

c. A motion to reconsider may be made by a commissioner on the prevailing side and such a motion may be made only either at the same meeting at which the action was taken or at the next succeeding meeting of the Commission.

d. Except where inconsistent with these By-Laws, the proceedings of the Commission shall be governed by *Robert's Rules of Order*.

2-9. Minutes

The Secretary shall prepare minutes of each meeting and distribute to the commissioners promptly after the meeting. The minutes of any meeting may be approved without reading whenever they have been distributed at least 24 hours prior to the time of approval. The minutes of each meeting and any corrections thereof duly adopted shall be signed by the Secretary.

2-10. Public Hearings

Public hearings shall be held by the Commission in accordance with the requirements of the Compact or as otherwise deemed necessary or desirable by the Commission. Public notice for public hearings shall be as prescribed by the Compact and Commission regulations.

A record shall be made of testimony offered at public hearings and such record shall be made available to the public upon request.

2-11. Conferences

The commissioners may confer informally with each other or with Commission staff for the planning of work, issue briefing, and other purposes at such times and places as they determine.

2-12. Resolutions/Motions

The Commission will act on most matters by motion, the nature of which shall be noted in the meeting minutes. For matters of permanent significance, the Commission will act by resolution, which shall be appropriately numbered and attached as “Exhibits” to the meeting minutes. Resolutions shall be prepared at the request of any Commissioner or the Executive Director, and, barring exigent circumstances, shall be provided for the review of each Commissioner prior to any meeting.

2-13. Advisory Committees

The Commission may, from time-to-time, provide for the creation, appointment, and functions of advisory committees in accordance with the Compact.

CHAPTER 3 – Officers, General Counsel, Oath of Office

3-1. Officers

The officers of the Commission shall be the Executive Director, the Deputy Executive Director, the Director of Administration & Finance, and the Secretary to the Commission. The Commission shall appoint an Executive Director qualified by training and experience for the duties of the office. All other officers shall be appointed by the Executive Director pursuant to the Compact, or as may be provided in these By-Laws. As required by Section 15.6 of the Compact, all officers shall take and subscribe to an oath of office.

3-2. Executive Director

The Executive Director is the chief executive officer of the Commission. Under the direction and supervision of the Commission, the Executive Director shall:

a. Direct the activities of the technical and professional staff responsible for the coordination and promotion of policies and standards for the conservation, utilization, development, management, and control of the basin's water resources.

b. Lead the staff in the day-to-day management and administration of the Commission's work activities. Ensure that there are appropriate systems in place to facilitate the Commission's day-to-day operations.

c. Make various approvals on behalf of the Commission, as authorized by the commissioners, including the issuance of emergency certificates authorizing project sponsors to use water in events when immediate action is needed to protect the public health, safety, and welfare (as provided for in the Compact).

d. Perform the specific functions authorized by the Commission's Administrative Manual (the Manual), including appointment and removal of officers and employees of the Commission; negotiation of contracts, leases, and intergovernmental arrangements; determination of the internal organization of the Commission's staff; assignment of functions, powers, and duties to subordinate officers and employees; and effectuation and enforcement of all policies and resolutions adopted by the commissioners.

e. Make policy recommendations to the commissioners; recommend new programs and the modification or discontinuance of current programs, as appropriate.

f. Ensure that the Comprehensive Plan is utilized, evaluated, and updated; provide leadership for staff in the implementation of this plan through the annual Water Resources Program and otherwise.

g. Develop and maintain an effective governmental affairs program to facilitate liaison with the Commission's member jurisdictions and elected officials throughout the basin. Monitor

legislative and administrative activities in the member jurisdictions that impact or have the potential to impact the water resources of the basin or the Commission's management obligations in regard thereto.

h. Cultivate working relationships with state and federal legislators, the governors' offices and other officials of the Commission's member states, community and business leaders, other river basin commissions, and relevant professional organizations.

i. Provide briefings and make presentations about the Commission's mission, goals, programs, and activities. Promote the Commission's mission and goals in all aspects of his/her work.

j. Cooperate with federal and state agencies in determining water resource needs and development of programs to meet those needs.

k. Be an ex officio, non-voting member of any special committee appointed by the chair.

3-3. Deputy Executive Director

The Executive Director, with the approval of the commissioners, may appoint a person qualified by training and experience to serve as Deputy Executive Director of the Commission. The Deputy Executive Director shall be the second ranking executive officer of the Commission. He/She shall perform highly responsible administrative and professional work directly assisting the Executive Director in the management of programs and the development and effectuation of plans, policies, and projects relating to the Susquehanna River Basin. Other duties to be carried out in consultation with the Executive Director, as appropriate, shall include:

a. Technical Programs – Provide oversight for the activities of the professional staff responsible for the Commission's technical programs, and coordinate the formulation or modification of Commission policies and regulations related to the administration of those programs. Lead coordination with member agencies to ensure minimal duplication of regulatory oversight.

b. Policy Formulation – In addition to the foregoing, assist the Executive Director in the review and formulation of policy recommendations to the commissioners concerning all aspects of the Commission's programs, plans, and projects, and the ongoing management and administration of its work activities related to them.

c. External Representation of Commission – Make presentations on behalf of the Commission at meetings and conferences and represent the Commission on various committees and task forces, as directed by the Executive Director.

d. General Support of Executive Director – Assist the Executive Director in the performance of duties required of that office, including all those related to the day-to-day management and administration of the Commission's work activities and such special projects as

the Executive Director shall assign. Also, act as the Executive Director in the event of the absence or the disability of the Executive Director.

3-4. Director of Administration & Finance

The Executive Director, with the approval of the commissioners, may appoint a person qualified by training and experience to serve as the Director of Administration & Finance of the Commission. This person, in consultation with the Executive Director, as appropriate, shall:

a. Report to the Executive Director and attend all meetings of the Commission, as directed.

b. Plan, organize, and coordinate administrative and financial activities of the Commission, including supervision of staff support services such as accounting, information technology and human resources.

c. Supervise and direct the day-to-day accounting procedures and financial transactions of the Commission.

d. Supervise and direct the issuance of appropriate reports regarding the financial condition of the Commission, including periodic financial status and other budgetary reports.

e. Coordinate and prepare the Commission's annual budget and work program.

f. Co-sign all Commission checks with the Executive Director or other authorized officer.

g. Administer Commission grants and contracts.

h. Oversee the Commission's investment funds and report on same as required by the executive director.

i. Procure services, supplies, and equipment necessary to the conduct of Commission programs and activities.

j. Maintain and operate the Commission headquarters building and grounds.

k. Oversee personnel matters of the Commission, including maintenance of appropriate files, preparation of the payroll, administration of all programs, including retirement and deferred compensation programs, and the conduct of other appropriate and related activities.

l. Manage the Commission's information technology staff and related programs.

m. Implement and maintain the provisions of the Administrative Manual and, as necessary, develop amendments to the Administrative Manual.

- n. Evaluate and prepare financing plans for Commission-sponsored water supply projects.
- o. Oversee completion of an annual independent audit.
- p. Act as the treasurer of the Commission.

3-5. Secretary

The Executive Director, with the approval of the commissioners, may appoint a person qualified by training and experience to serve as Secretary to the Commission. The Secretary shall:

- a. Attend all meetings of the Commission and, in cooperation with the General Counsel, record and maintain minutes of its proceedings.
- b. Maintain records of the Commission's transactions, communications, and proceedings and, where appropriate, certify the authenticity of such records or copies thereof.
- c. Have custody of the seal of the Commission and affix it to such documents as may be authorized or required by law or regulation.
- d. As necessary, coordinate staff functions and assist in the development of agendas and other details for Commission meetings and events.
- e. Preserve and compile all resolutions and motions adopted by the Commission.
- f. Act as the point of filing for all documents related to appeals to the Commission and maintain a record of all filings.
- g. Undertake such other duties as assigned by the Executive Director.

3-6. General Counsel

The Executive Director, with the approval of the commissioners, may appoint, or secure the service of, a qualified attorney-at-law duly admitted to practice in the highest courts of one or more of the member states, and in the federal courts, as its General Counsel. The General Counsel shall be the principal legal advisor and representative of the Commission and shall:

- a. Render such legal advice as may be required for the work of the Commission and its staff.
- b. Prepare and render formal opinions upon request of the Commission or the Executive Director.

c. Formulate procedures for the Commission, as may be required to comply with the Compact or as may otherwise be required by law.

d. Draft legislation, regulations, orders, motions, and resolutions as needed.

e. Review and approve for form and legality all contracts, leases, commitments, obligations and legal documents of any kind to which the Commission may be a party, employing outside legal assistance and expertise where appropriate.

f. Provide advice on the proper conduct of administrative hearings by the Commission pursuant to law and regulation.

g. Formulate legal notices for Commission programs for publication in appropriate legal news media.

h. Be responsible for the conduct and direction of litigation and other judicial proceedings in which the Commission may be a party, and, where needed, the acquisition of outside legal counsel to assist in or conduct such litigation.

i. As necessary, support the functions and duties of the officers of the Commission.

3-7. Acting Appointments

In the event of the absence or disability of the Executive Director, the Deputy Executive Director shall act as the Executive Director until the absence or disability of the Executive Director shall be terminated or the vacancy shall be filled by permanent appointment. In the absence or disability of any other officer of the Commission, the Executive Director shall appoint a qualified person to act on a temporary basis.

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CHAPTER 4 – Budgets and Financial Procedures

4-1. Fiscal Year

The fiscal year of the Commission shall begin on July 1 and end on June 30 annually.

4-2. Annual Budgets

a. Current Expense Budget – On or before July 15 in each year, usually at the June Commission meeting, the Director of Administration & Finance shall present to the Commission a proposed current expense budget for the next ensuing fiscal year. Such budget shall conform with the requirements of Section 14.3(b) of the Compact.

b. Capital Budget – When necessary, the Director of Administration & Finance shall submit to the Commission a capital budget for the next ensuing fiscal year for any ongoing or planned capital improvements projects.

c. Budget Adoption – The Commission shall review and adopt the proposed current expense budget and, if needed, a capital budget, as presented by the Director of Administration and Finance for the next ensuing fiscal year, contingent upon such estimated revenue as may be proposed. After adoption of the current expense budget, the Commission shall adopt, by unanimous vote, an equitable allocation of funds needed from each signatory party to balance the adopted current expense budget. Following the adoption of any such budget and allocation by the Commission, the Director of Administration & Finance shall transmit a certified copy of such budget to the principal budget officer of each of the respective member jurisdictions, at such time and in such manner, as may be required under their respective budgetary procedures. The Director of Administration & Finance shall also certify and transmit together with such budget a statement of the amount unanimously apportioned to each member jurisdiction, pursuant to the Compact.

d. Budget Reconciliation — On or before July 1 in each year, usually at the March Commission meeting, the Commission shall review and approve a budget reconciliation of the previously adopted current expense budget and, if needed, the previously adopted capital budget. The budget reconciliation shall address:

1. Updated revenue estimates, including amounts adopted by the member jurisdictions under their budgetary procedures, for the upcoming fiscal year.

2. Updated expense estimates or other changes having occurred since the adoption of the current expense budget.

3. A reconciliation of any resulting funding gaps in the adopted budget having emerged since the budget certification and transmission to each member jurisdiction.

4. The reconciled budget approved by the Commission must have balanced revenues and expenses. A balanced budget may be achieved through transfers from dedicated funds separate from the General Fund, such transfers to be approved as part of the approval of the budget reconciliation.

5. In the absence of unanimous agreement on supplemental member allocations, staff is authorized to transfer internal funds to the General Fund and to accept voluntary grants and contributions from any member jurisdiction to cover general operating expenses or specific projects or efforts by Commission staff.

4-3. Budget Operation

The Director of Administration & Finance shall maintain an accrual system of accounting that properly matches revenues against expenditures for each fiscal year.

4-4. Official Depositories; Check Signatures

a. Commission monies may be deposited in one or more federally-ensured financial institutions certified by the banking department of any member state.

b. Commission deposits may be maintained in one or more separate accounts, as the Executive Director and Director of Administration & Finance may determine to be useful or necessary for the administration, control or management of the Commission's finances.

c. All such deposits shall be subject to electronic transfer or disbursement by checks, drafts, notes, receipts, or other instruments or orders of the Commission when approved by the Director of Administration & Finance or the Executive Director. All checks shall require the signatures of two Commission officers.

4-5. Investment of Funds

a. Commission funds may be invested, upon direction of, and as may be determined to be available by, the Executive Director and Director of Administration & Finance. Investments shall be made using sound business practices and exercising sound judgment, skill and care to protect principal and maximize return on investments without high risk from speculation.

b. To minimize the possibility of principal loss resulting from the forced sale of a security in order to meet operating requirements, the staff will periodically provide an estimate of expected future cash flows and budgetary requirements to its investment managers.

c. The Commission shall maintain an investment policy statement that contains specific investment goals, definition of risk, and investment guidelines. This investment policy statement shall be periodically reviewed and updated by the Commission.

4-6. Independent Audit

The Commission will select and designate a qualified certified public accounting firm to make an annual audit of the financial accounts of the Commission as prescribed by the Compact. The Director of Administration & Finance shall present the annual audit to the Commission along with any other reports or statements relating to the finances of the Commission.