

COMPACTING STATE, THE BYLAWS SHALL EXCLUSIVELY GOVERN THE PERSONNEL POLICIES AND PROGRAMS OF THE INTERSTATE COMMISSION.

(C) (1) THE INTERSTATE COMMISSION SHALL, BY A MAJORITY OF THE MEMBERS, ELECT FROM AMONG ITS MEMBERS A CHAIRPERSON AND A VICE CHAIRPERSON, EACH OF WHOM SHALL HAVE SUCH AUTHORITIES AND DUTIES AS MAY BE SPECIFIED IN THE BYLAWS. THE CHAIRPERSON OR, IN THE CHAIRPERSON'S ABSENCE OR DISABILITY, THE VICE CHAIRPERSON, SHALL PRESIDE AT ALL MEETINGS OF THE INTERSTATE COMMISSION.

(2) THE OFFICERS SO ELECTED SHALL SERVE WITHOUT COMPENSATION OR REMUNERATION FROM THE INTERSTATE COMMISSION; PROVIDED THAT, SUBJECT TO THE AVAILABILITY OF BUDGETED FUNDS, THE OFFICERS SHALL BE REIMBURSED FOR ANY ACTUAL AND NECESSARY COSTS AND EXPENSES INCURRED BY THEM IN THE PERFORMANCE OF THEIR DUTIES AND RESPONSIBILITIES AS OFFICERS OF THE INTERSTATE COMMISSION.

(3) THE INTERSTATE COMMISSION SHALL, THROUGH ITS EXECUTIVE COMMITTEE, APPOINT OR RETAIN AN EXECUTIVE DIRECTOR FOR SUCH PERIOD, UPON SUCH TERMS AND CONDITIONS AND FOR SUCH COMPENSATION AS THE INTERSTATE COMMISSION MAY DEEM APPROPRIATE. THE EXECUTIVE DIRECTOR SHALL SERVE AS SECRETARY TO THE INTERSTATE COMMISSION, AND HIRE AND SUPERVISE SUCH OTHER STAFF AS MAY BE AUTHORIZED BY THE INTERSTATE COMMISSION, BUT SHALL NOT BE A MEMBER.

(D) THE INTERSTATE COMMISSION SHALL MAINTAIN ITS CORPORATE BOOKS AND RECORDS IN ACCORDANCE WITH THE BYLAWS.

(E) (1) THE MEMBERS, OFFICERS, EXECUTIVE DIRECTOR, AND EMPLOYEES OF THE INTERSTATE COMMISSION SHALL BE IMMUNE FROM SUIT AND LIABILITY, EITHER PERSONALLY OR IN THEIR OFFICIAL CAPACITY, FOR ANY CLAIM FOR DAMAGE TO OR LOSS OF PROPERTY OR PERSONAL INJURY OR OTHER CIVIL LIABILITY CAUSED OR ARISING OUT OF ANY ACTUAL OR ALLEGED ACT, ERROR OR OMISSION THAT OCCURRED WITHIN THE SCOPE OF INTERSTATE COMMISSION EMPLOYMENT, DUTIES OR RESPONSIBILITIES; PROVIDED, THAT NOTHING IN THIS PARAGRAPH SHALL BE CONSTRUED TO PROTECT ANY SUCH PERSON FROM SUIT AND/OR LIABILITY FOR ANY DAMAGE, LOSS, INJURY, OR LIABILITY CAUSED BY THE INTENTIONAL OR WILLFUL AND WANTON MISCONDUCT OF ANY SUCH PERSON.

(2) THE INTERSTATE COMMISSION SHALL DEFEND THE COMMISSIONER OF A COMPACTING STATE, THE COMMISSIONER'S REPRESENTATIVES OR EMPLOYEES, OR THE INTERSTATE COMMISSION'S REPRESENTATIVES OR EMPLOYEES IN ANY CIVIL ACTION SEEKING TO IMPOSE LIABILITY, ARISING OUT OF ANY ACTUAL OR ALLEGED ACT, ERROR OR OMISSION THAT OCCURRED WITHIN THE SCOPE OF INTERSTATE COMMISSION EMPLOYMENT, DUTIES OR RESPONSIBILITIES, OR THAT THE DEFENDANT HAD A REASONABLE BASIS FOR BELIEVING OCCURRED WITHIN THE SCOPE OF INTERSTATE COMMISSION EMPLOYMENT, DUTIES OR RESPONSIBILITIES; PROVIDED, THAT THE ACTUAL OR ALLEGED ACT, ERROR OR OMISSION DID NOT RESULT FROM INTENTIONAL WRONGDOING ON THE PART OF SUCH PERSON.