

PASSAIC COUNTY IMPROVEMENT AUTHORITY

BY-LAWS

Adopted March 25, 2009

ARTICLE I

SEAL

1. The official seal of the Passaic County Improvement Authority (hereinafter referred to as "Authority") shall be in the form of a circle and shall bear the name of the Authority.

ARTICLE II

PURPOSE

1. These By-Laws are adopted pursuant to N.J.S.A. 40:37A-55 and 40:37A-56 as rules and regulations to govern the affairs and conduct of the Authority and the powers and duties of its members, officers, and employees.

ARTICLE III

OFFICE

1. The principle office of the Authority shall be at such place as the Authority may from time to time designate.

2. The Authority may have offices at such other places as it may from time to time deem necessary and appropriate.

ARTICLE IV

COMMISSIONERS

1. There shall be appointed five (5) members by the Passaic County Board of Chosen Freeholders ("Freeholders"). The term of the members shall be established by the Freeholders as provided pursuant to N.J.S.A 40:37A-48.

2. Vacancies in any members' seat shall be filled by the Freeholders.

ARTICLE V

OFFICERS

1. The officers of the Authority shall be a Chairman, Vice-Chairman, Secretary/Treasurer, and Deputy Secretary chosen from the members of the Board. They shall be elected by the Authority from its members at the annual organizational meeting each year,

which shall be held at the first regularly scheduled meeting in February of each year. The said officers shall hold office until the next succeeding annual organizational meeting or until their successors have been elected and qualify.

2. Vacancies in any office shall be filled by special election held at the next regular meeting of the Authority following the occurrence of such vacancy, which election shall be remainder of the unexpired term only.

3. In the absence of any officer, the Authority may, by a majority vote of the members present, delegate the powers and duties of such officer to any other officer or member during the period of such absence.

4. In the event of the absence of both the Chairman and the Vice-Chairman from any meeting, the Authority may, by a majority vote of those present, delegate the parliamentary powers of such officer to any other officer or member present for the purposes of conducting Authority business at such meeting.

ARTICLE VI

CHAIRMAN AND VICE-CHAIRMAN

1. The Chairman shall preside at all meetings of the Authority and shall have general supervision, direction and control of the affairs of the Authority and shall sign all drafts, checks and contracts. The Chairman shall approve the agenda for such meeting and have other functions, powers and duties as may be delegated to him or her by these By-Laws or by Resolution or Authority.

2. The Vice-Chairman shall, in the absence or incapacity of the Chairman, assume and perform all duties and powers of the Chairman.

3. The presiding officer at any meeting of the Authority, including the Chairman, or Vice-Chairman, shall have the right to vote.

4. Whenever the Chairman attends a meeting after it has been called to order by the Vice-Chairman, the Chairman shall immediately assume the chair and continue with the conduct of business under consideration.

ARTICLE VII

SECRETARY/TREASURER and DEPUTY SECRETARY

1. The Secretary/Treasurer shall attest all documents, resolutions, agreements and obligations.

2. He or she may, subject to the direction of the Authority and in accordance with such requirements for counter-signature as the Authority may provide, sign, make and endorse in the name of the Authority, together with the Chairman, all checks, drafts, and orders for payment

of money.

3. The Secretary/Treasurer shall supervise and direct the Executive Director in his or her duties as it relates to maintenance of the Authority's books and records.

4.. The Secretary/Treasurer shall have such other functions, powers and duties as may be delegated to him or her by these By-Laws or by resolution of the Authority.

5. The Secretary/Treasurer shall forward a copy of all minutes of meetings held by the Authority members to the Board of Chosen Freeholders, to the attention of the Freeholder Director.

6. In the absence of the Secretary/Treasurer, the Deputy Secretary is authorized to perform the duties and responsibilities of the Secretary/Treasurer.

ARTICLE VIII

EXECUTIVE DIRECTOR

1. The Executive Director shall devote his or her best efforts to the affairs of the Authority and perform such duties as Executive Director as directed to perform by the Commissioners of the Authority or, in case of emergent circumstances, at the directions of the Chairman of the Authority.

2. The duties of the Executive Director shall attend all Authority meetings.

3. Under the direction of the Chairman, the Executive Director shall draft agendas for the Chairman's approval, market the Authority's services, oversee the Authority's projects and financings, ensure compliance with all applicable laws and regulations, supervise Authority's employees, monitor private contractors and professionals of the Authority, and be responsible for the maintenance of the Authority's offices.

4. Under the direction and supervision of the Secretary, the Executive Director shall keep minutes and records of the Authority, provide notice of meetings to Authority members, arrange for proper and legal notice of hearings, and attend to correspondence of the authority.

5. The Executive Director shall be the custodian of the seal of the Authority.

6. He or she may, subject to the direction of the Authority and in accordance with such requirements for counter-signature as the Authority may provide, sign, make and endorse in the name of the Authority, together with the Chairman and Secretary, all checks, drafts, and orders for payment of money.

7. The Executive Director shall, under direction of the Secretary, have care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Authority may designate.

8. He or she may, after approval by the Authority, pay all vouchers and approve such requisitions and purchase orders as may be authorized by the Authority.

9. He or she shall render a report of finances of the Authority at each regular meeting and at such other times as may be requested.

10. He or she shall keep accurate and correct books of accounts of all business of the Authority.

11. When required by the Authority, he or she shall give such security for the faithful discharge of his or her duties as the members may direct, including a surety bond, premiums for which shall be paid by the Authority.

12. The Executive Director shall forward a copy of all minutes of meetings held by the Authority members to the Board of Chosen Freeholders, to the attention of the Freeholder Director.

ARTICLE IX

ATTORNEY/AUDITOR

1. The Authority shall appoint an attorney and an auditor who shall be paid such compensation as the authority may from time to time provide. The attorney shall furnish the Authority all legal services outlined in the attorney's contract with the Authority and, additionally, such legal advise and counsel as shall be requested, and shall represent the Authority in all legal matters.

2. The auditor shall be a Certified Public Accountant and shall render such auditing or accounting services as may be required by the Authority and by law.

ARTICLE X

MEETINGS AND QUORUM

1. The annual organizational meeting of the authority for the election of officers and for the transaction of such other business as may come before the Authority shall be held at the Passaic County Administration Building, 401 Grand Street, Paterson, New Jersey, on the first regularly scheduled meeting in February of each year.

2. The regular meetings of the Authority for the transaction of its business shall be held once a month on days and at a time to be agreed upon at the organizational meeting or at a regular or special meeting upon notice to all members.

3. Special meetings may be called at the request of the Chairman or Vice-Chairman or by any two (2) members of the Authority and shall be held on the date and time specified in a notice given by the Secretary/Treasurer not less than five (5) days prior thereto by mail or by telephone.

4. All meetings shall be held at the principal office or such other place as the authority may determine.

5. A majority of the entire authorized members of the Authority shall constitute a quorum. Action may be taken by the Authority by vote of a majority of the authorized members.

6. Meetings of the Authority shall be conducted according to Robert's Rules of Order, except as the Authority may otherwise authorized by unanimous consent.

7. Public notice of meetings will be governed by the Open Public Meetings Act.

ARTICLE XI

COMMITTEES

1. For the better regulation of the affairs and business of the Authority, there shall be appointed by the Chairman of the Authority, at the March meeting each year, or on such date as the organization meeting shall occur, the following Committees from among the membership of the Authority, and the said members so appointed shall serve at the pleasure of the Chairman and until their successors have been designated.

- (a) Committee on Finance and Development
- (b) Committee on Administration, Legal Affairs and Public Relations
- (c) Committee on Personnel

Said Committees shall be composed of two (2) members each, the first named member appointed to such shall serve as Chairman thereof. The above Committees shall be standing committees.

The powers and duties of each Committee shall be as follows:

(A) The committee on Finance and Development shall review all projects for Development by the Authority and the means of financing same; it shall examine all vouchers against the authority member; it shall make recommendations to the Authority from time to time with respect to any and all matters having to do with the Authority's finance and development.

(B) The Committee on Administration, Legal Affairs and Public Relations shall have its function the general supervision and coordination of the work of the Authority, including the office of the Secretary/Treasurer; preparation of the agenda for meetings of the Authority. The Committee shall advise and recommend from time to time with regard to amendments of the By-laws; status of pending litigation; the employment of such personnel as may be required; preparation of all resolutions. It shall formulate such policies and foster such practices as will keep informed all members.

(C) The Committee on Personnel shall recommend to the Authority the retainment of such employees and/or officers of the Authority and make recommendations with regard thereto to the Authority. It shall review any disciplinary action against any employee or officer of the Authority and make recommendations with regard thereto to the Authority.

2. The Chairman from time to time may appoint such special committees as he or she may deem requisite and necessary, and on each Committee so appointed, he or she shall serve as ex-officio thereof.

ARTICLE XII

ORDER OF BUSINESS

1. Call to order
2. Pledge of Allegiance
3. Roll Call
4. Open Public Meetings Act Statement
5. Approval of Minutes
6. Public Portion
7. Committee Reports
8. Official Action
9. Further Official Action – Resolution of the
10. Old Business/New Business
11. Adjournment

ARTICLE XIII

AMENDMENT

1. Proposed changes to these By-Laws, excluding the provisions of Article IV, may be introduced at any regular meeting by any member. If approved by the majority at the meeting, it will be carried over to the next regular meeting for final action. Notification of the meeting to the members will include a statement indicating that changes to these By-Laws will be acted upon. Final action will require affirmative votes by at least three (3) members.