

BY-LAWS
OF THE
UNION COUNTY IMPROVEMENT AUTHORITY

Amended and Adopted: September 2, 2015

Union County Improvement Authority
1499 US Highway One, North
Rahway, New Jersey 07065
(732) 382-9400
<http://ucimprovementauthority.org>

BY-LAWS OF
THE UNION COUNTY IMPROVEMENT AUTHORITY

ARTICLE I
GENERAL PROVISIONS

Section 1.1 Name of the Authority. The name and title of this Authority shall be the Union County Improvement Authority.

Section 1.2 Office. The administrative offices of the Authority shall be located at 1499 Routes 1 and 9 North, Rahway, New Jersey 07065.

Section 1.3 Seal. The Seal of the Authority shall contain the following words:
IMPROVEMENT AUTHORITY OF UNION COUNTY, NEW JERSEY.

Section 1.4 Fiscal Year. The fiscal year of the Authority shall begin on January 1 and end on December 31.

Section 1.5 Powers of the Authority. The Authority is a public body politic and corporate constituting a political subdivision of the State of New Jersey established as an instrumentality exercising public and essential governmental function to provide for the public health and welfare. It shall have perpetual succession and all of the powers conferred by N.J.S.A. 40:37A-44 *et seq.*

Section 1.6 Authority Membership. The Authority shall consist of nine (9) regular Members. Members' terms of office shall be established by the Union County Board of Freeholders in accordance with County Improvement Authorities Law, N.J.S.A. 40:37A-44 *et seq.*

Section 1.7 Vesting of Powers. The powers of the Authority shall be vested in its Members.

Section 1.8 Exercise of Powers. Consistent with the powers conferred upon the Authority by N.J.S.A. 40:37A-44 *et seq.*, the Authority shall exercise all enumerated, necessary and

implied powers in the broadest possible sense to fulfill its responsibilities as a public body politic and corporate, discharging essential government services to provide for the public health and safety. The broad exercise of power and liberal interpretation thereof shall apply to the Authority's actions in all events, but specifically, to its actions in effecting its powers under these by-laws and N.J.S.A. 40:37A-44 *et seq.*

ARTICLE II MEETINGS

Section 2.1 Annual Meetings. The Annual Meeting of the Authority shall be held during the Authority's Regular Meeting in February.

Section 2.2 Regular Meetings. The date, time and place of the Regular Meetings of the Authority shall be fixed by resolution, to be adopted at the Annual Meeting. Should it thereafter be necessary to change the date, time or place of a Regular Meeting, the Chairperson shall be authorized to do so by notifying all Members. Notice of the change shall also be given to the public in accordance with the Open Public Meetings Act.

Section 2.3 Quorum. A majority of the full membership of the Authority shall constitute a quorum for any meeting. Once established at any meeting, a quorum shall not be dissipated in the event a Member of the quorum vacates the membership

Section 2.4 Preliminary Agendas. The Executive Director and General Counsel shall prepare preliminary agendas and draft proposed resolutions with attached documentation to be distributed to the Members of the Authority not later than three (3) days prior to the meeting dates.

Section 2.5 Special Meetings. Special Meetings of the Authority may be called by the Chairperson. The Chairperson may also call a Special Meeting upon the written request of the majority of the Members of the Authority. Written notice of a Special Meeting shall be delivered

personally or by mail or email, not less than 48 hours prior to the date of the meeting. The notice shall state the business to be transacted at the meeting. Special Meetings shall be conducted in accordance with the Open Public Meetings Act, N.J.S.A. 10:4-15 *et seq.*

Section 2.6 Emergency Meetings. Emergency Meetings may be called without notice, in accordance with the exceptions set forth in the Open Public Meetings Act, by an affirmative vote of three-quarters of the Members present or by a determination that the matter to be considered is of such urgency and importance that delay would likely result in substantial harm to the public interest. At an Emergency Meeting, only the urgent matter for which the meeting was convened may be considered. Action taken in an Emergency Meeting shall require the same quorum and affirmative vote as specified in Sections 2.3 and 2.11 of these by-laws.

Section 2.7 Telephonic Meetings. The Board may conduct regular, special or emergency meetings by telephone conference, provided, however, that the conference is broadcast in the location selected for meetings of the Board pursuant to Section 2.2 of these by-laws, and the public is able to participate in the meeting as per Section 2.12

Section 2.8 Public Participation. All meetings shall be open to the public. The Authority, upon motion, has the right to close the meeting to the public for discussion of any action or matter falling within the exceptions contained in the Open Public Meetings Act. A member of the public shall be limited to one (1) appearance and shall speak for no more than five (5) minutes. The Chairman may limit individuals to less than five (5) minutes if the Chairman deems the statements made by the public to be repetitive; the number of persons wishing to address the Board appears to be large; or it the weather or lateness of the hour so requires. A member of the public may not speak for more than the allotted time by requesting to use any other person's time or portion thereof. All questions from the public shall be directed through the Chairman.

Section 2.9 Telephonic or Internet Participation. Members may participate in any meeting, be considered as part of a quorum, and vote on any matter by the use of telephone equipment or such other medium not requiring the physical presence of a Member, provided that such participation permits the public to hear the comments and votes of every Member.

Section 2.10 Quorum. A majority of the Board Members shall constitute a quorum for the purpose of conducting the Authority's business and exercising its powers and for all other purposes.

Section 2.11 Voting. All actions of the Authority shall be taken by resolution of the Authority requiring an affirmative vote of a majority of the Members present and voting, unless state law or these by-laws require a different number of votes. All voting by Members of the Authority shall be by public roll call and shall be recorded by the Clerk. If there is no objection by any Member, the Board may adopt more than one legislative item at one time by one roll call.

Section 2.12 Order of Business. The Order of the Business at regular meetings shall be as follows:

1. Call to Order.
2. Notice of Compliance with Open Public Meetings Act.
3. Roll Call.
4. Pledge of Allegiance.
5. Communications
6. Public Comment
7. Report of Executive Director
8. Reports of Committees, Staff and Counsel
9. Resolutions/ Consent Agenda
10. Unfinished Business.
11. New Business.
12. Adjournment.

Pursuant to Sections 3.1, 3.2, and 3.2, the election of officers at the Annual Reorganization Meeting shall precede the Report of Executive Director.

Section 2.13 Parliamentary Authority. Except where superseded by law or by these by-laws, ROBERTS RULES OF ORDER (most current edition) shall be the parliamentary authority for all meetings.

Section 2.14 Minutes of Meetings. The minutes of Authority meetings shall be prepared and recorded free of extraneous material. Minutes shall note motions and resolutions made, the votes thereon, and all topics discussed at Authority meetings. The Authority may provide for the electronic tape recording of any or all of its open public meetings solely for the purpose of assisting the Clerk in preparation of the minutes. Minutes of Authority meetings shall be approved by the Authority at the next meeting of the Authority, or as soon thereafter as possible. Upon approval, minutes shall be made available to the public promptly.

Section 2.15 Minutes of Executive Sessions. Minutes of Executive Sessions shall be approved by the Authority at the next meeting of the Authority, or as soon thereafter as possible. Minutes of Executive Sessions shall be kept and maintained as confidential until such time as a reason no longer exists to maintain the minutes as confidential, as required by the provisions of the Open Public Meetings Act and the Open Public Records Act. Such determinations may be made periodically, by resolution of the Authority setting forth its determination that the matters contained in certain closed session minutes no longer require confidentiality or on a case by case basis by General Counsel in response to requests for specific Executive Session minutes.

ARTICLE III
OFFICERS

Section 3.1 Officers. The Authority's Officers shall be Chairperson, Vice Chairperson, Secretary and Treasurer and such other assistant officers as the Authority may determine necessary by Resolution for its sufficient operation. The Chairperson, Vice Chairperson, Treasurer and Secretary shall be Members of the Authority.

Section 3.2 Election of Chairperson, Vice Chairperson, Secretary and Treasurer. The Chairperson, Vice Chairperson, Treasurer and Secretary of the Authority shall be elected at the Annual Meeting. They shall serve for one (1) year, until the next Annual Meeting and thereafter until their successors have been elected and duly qualified, except as hereinafter provided.

Section 3.3 Vacancies. Should any office become vacant, the Authority shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office.

Section 3.4 Duties of Officers.

a. Chairperson. The Chairperson shall be responsible for and preside over, the deliberations of the Authority and conduct the meetings thereof. The Chairperson shall, on all occasions, preserve order and decorum, and may cause the removal of all persons who interrupt the orderly proceedings of the Authority. He shall, with the advice of General Counsel, decide all questions of order. The Chairperson shall be an ex-officio member of all Standing and Special Committees, and shall be informed in advance of all meetings of such Committees.

Unless the Authority otherwise authorizes, the Chairperson shall, with the Treasurer, sign all checks, drafts, notes, requisitions of funds, contracts and other agreements and obligations of the Authority. The Chairperson shall enforce these by-laws and perform all the

duties incident to the position and office required by-law. He or she shall sign the minutes after they are approved by the Authority.

b. Vice Chairperson. In the absence of the Chairperson, the Vice Chairperson shall have all powers necessary to perform the duties of Chairperson. The Vice Chairperson shall also receive notice of all Standing and Special Committee meetings and shall be permitted to participate in the deliberations, in the absence of the Chairperson.

c. Secretary. The Secretary shall review the accuracy of the minutes of the organization as prepared by the Clerk prior to their submission to the Authority. The Secretary shall also co-sign minutes with the Clerk prior to the action of the Authority on the minutes. He or she shall assume such other duties and obligations as shall be set forth from time to time by the Authority.

d. Treasurer. The Treasurer shall co-sign all checks, drafts, notes, requisitions of funds, contracts and other agreements and obligations of the Authority. He or she shall be a member of the Finance and Budget Committee. The Treasurer shall enforce the policy of the Authority that requires all professionals, consultants, vendors, and companies doing business with the Authority and submitting monthly vouchers for payment of services and goods rendered, to submit such vouchers no later than three (3) days prior to a Regular Meeting of the Authority. Any voucher submitted after that time shall not be considered by payment until the next Regular Meeting.

ARTICLE IV
DESIGNATION OF ALTERNATE OFFICERS

Section 4.1 Appointment. In the interest of ensuring the efficient operation of the Authority, the Chairperson, or the Vice Chairperson, in the Chairperson's absence, may appoint any Member of the Authority to act as an alternate for any officer of the Authority in those instances where said officer is unable to perform his duties by virtue of incapacity, unavailability, or refusal to perform his ministerial acts.

Section 4.2 Powers. The Authority Member appointed by the Chairperson as an alternate officer shall have the full authority to act in the place of any officer who is unable to perform his or her duties as set forth in Section 1 hereof. The term of service for an alternate officer shall be determined by the Chairperson when the appointment is made, and the Chairperson shall expressly set forth the terms and conditions upon which the alternate officer shall act.

ARTICLE V
COMMITTEES

Section 5.1 Standing Committees. The Authority may have the following standing committees: Finance and Budget; Operations; Personnel, Procurement and Insurance; Policy, Ethics and By-Laws; Projects Liaison; Public Information. Members of the Standing Committees shall be chosen each year at the Annual Reorganization Meeting. The Authority may add other Standing Committees by amendment to these By-Laws.

Section 5.2 Committee Membership. Each Standing Committee shall consist of no more than three (3) members, one of whom shall serve as Chairman of the Committee.

Section 5.3 Special Committees. The Chairperson may appoint such committees as are deemed necessary for the efficient conduct of the business of the Authority. Special Committees shall

be given powers and duties necessary to their purposes, except that no Special Committee shall consist of more than three (3) Members or be given powers or duties that are assigned by statute or these by-laws to the membership as a whole, or to any Standing Committee or Officer, or the Chairperson.

Section 5.4 Appointment. Except where specified by these by-laws, the determination and appointment of Members of a Committee and its Chairperson shall be made by the Chairperson of the Authority. The appointment of Members to Committees as set forth herein shall be subject to the advice and consent of the Authority Members, including appointments to Special Committees pursuant to Section 5.3.

Section 5.5 Duties of Standing Committees. The duties of the Standing Committees may include, but not be limited to, the duties described below:

a. Finance and Budget Committee. The Committee review vouchers submitted for payment to the Authority and certify the same for payment, and shall make recommendations from time to time with respect to matters concerning the Authority's finances. The Committee shall review the annual budget with the Authority's accountants..

b. Operations Committee. The Committee shall ensure the proper, safe and efficient operations of Authority facilities to the extent allowed by law.

c. Personnel, Procurement and Insurance Committee. The Committee shall review wage policies, salary increments and make appropriate recommendations with regard thereto and to the retention of employees for the Authority. It shall review any disciplinary action against any employee or officer of the Authority as may be recommended by the Executive Director and make written recommendations to the Authority in this regard. The Committee shall implement the procedures for the Procurement of Professional Services as set forth in Section 6.3, and, from time to time, make recommendations to the Authority with respect to the Authority's insurance policies.

d. Policy, Ethics and By-Laws Committee. The Committee shall make recommendations concerning new policies and amendments to Authority policies and the by-laws on an as-needed basis. The Committee shall, at the Annual Meeting, review with Members of the Authority and Authority employees the applicable ethical standards as required by relevant law, including the County Improvement Authorities Law, N.J.S.A. 37A:44-1, *et seq.*, and Local Government Ethics Law, N.J.S.A 40A:9-22.1, *et seq.*

e. Projects Liaison Committee. The Committee shall act as the liaison for the Board and regarding the Authority's public projects. The Committee shall keep the Members informed about the nature of the Authority's projects, project schedules and status, and any issues arising out of the projects.

f. Public Information Committee. The Committee's purpose is to keep the public informed about the Authority's activities. The Committee may issue press releases from time to time, and communication with the press concerning Authority matters.

Section 5.6 Committee Agendas. The Executive Director shall prepare an agenda for the Committee meetings, and submit same to the Members of the Committee and to the Chairperson of the Authority for review prior to the Committee meeting. The agenda shall be retained by the Executive Director as a record of the Committee meeting.

Section 5.7 Advisory Boards. The Chairperson may establish advisory boards, consisting of concerned and interested public citizens as non-voting board members, to assist the Authority's Standing and Special Committees, as may from time to time be deemed necessary or advisable. The appointment of advisory board members shall be subject to the advice and consent of the Authority.

ARTICLE VI
EMPLOYEES, STAFF AND PROFESSIONALS

Section 6.1 Appointments. The Authority may appoint and employ (without regard to the provisions of Title 11A of the Revised Statutes) full or part-time employees, including an Executive Director and Clerk, and such managerial personnel, support staff, technical advisors and experts, professional employees and persons who render professional services as set forth in N.J.S.A. 40:37A-44 *et seq.*, as the Authority may determine necessary for its efficient operations. The Authority shall determine the qualifications, duties and compensation of all employees.

Section 6.2 Terms and Conditions. The terms and conditions of appointment to or employment with the Authority shall be as set forth in a resolution, or in any agreement as may be executed between the Authority and the appointee or employee. The provisions of this section shall not apply to the procurement of professional and consultant services.

Section 6.3 Procurement of Professional Services. It shall be the policy of the Authority to make professional appointments on the basis of demonstrated competence and qualifications for the type of services required by the Authority at fair and reasonable fees or compensation. This policy shall apply to the hiring, contracting and appointing of all professionals to provide professional services as defined in the Local Public Contracts Law, *N.J.S.A. 40A:11 et seq.* At the discretion of the Authority, the Authority may determine to solicit Requests for Qualifications pursuant to N.J.S.A. 19:44A-20.4 *et seq.*

Every contract for professional services shall be negotiated with the professional by the Executive Director and General Counsel to the Authority and approved by the Authority. The contract shall contain a scope of services provision. The duties and tasks of professional service providers shall be assigned by the Authority, the Chairperson, or the Executive Director.

Section 6.4 Duties of Employees, Staff and Professionals.

a. Executive Director. The Executive Director shall perform the administrative duties and control the day to day operations as designated by the Authority. The Executive Director shall have absolute discretion to make expenditures necessary to the day to day operations of the Authority, without the necessity of consultation with, or prior approval from, the Chairperson or the Authority's Board of Commissioners, whenever such expenditures for goods or services shall be \$15,000.00 or less. The Executive Director shall have the obligation to secure the prior approval of the Chairperson whenever it is determined that a necessary expenditure for goods or services will fall within a range greater than \$15,000.00 but less than the applicable statutory bid threshold under the Local Public Contracts. In the event that the Chairperson of the Authority is unavailable for prior authorization, the Executive Director shall secure such prior authorization from the Vice Chairperson or next ranking officer, or next ranking member of the Authority by seniority as may be available in such emergent circumstance, prior to making the actual expenditure.

b. Deputy Executive Director. In the event of an absence of the Executive Director, the Deputy Executive Director shall perform the administrative duties of the Executive Director and the day to day operations, at no additional compensation, in consultation with the Chairman and General Counsel. In all other circumstances, the Authority may, by resolution, delegate such duties in such manner as it deems necessary and appropriate under the circumstances.

c. Clerk. The Clerk shall be appointed and employed by the Authority. The Clerk shall attend all meetings of the Authority, act as recording secretary, and record all votes. The Clerk shall keep a record of the proceedings of the Authority in bound form, in a Minute Book and Resolution Book to be maintained for such purpose. He or she shall keep the seal of the

Authority in safe custody and shall affix such seal to all papers authorized to be executed by the Authority requiring such seal to be affixed. The Clerk may cause copies to be made of all minutes, resolutions and other records and documents of the Authority, and certify under the seal of the Authority that such copies are true copies, and all persons dealing with the Authority may rely on such certification. He or she shall perform such other duties as are incident to the office or as may be assigned from time to time by the Authority. The Clerk shall be responsible for responding to requests made to the Authority pursuant to the Open Public Records Act.

c. Staff Personnel. The duties and obligations of all staff personnel shall be set forth from time to time by the Authority as stated in the respective job description.

d. General Counsel. The Authority shall appoint the General Counsel, who shall be the legal advisor of the Authority, and who shall furnish such opinions, advice and counsel as shall, from time to time, be required. The General Counsel shall represent the Authority in all legal matters or hearings, as directed by the Authority, and shall perform such other duties as shall be assigned to him or her by the Authority.

Section 6.5 Affirmative Action Policy. It shall be the Authority's policy to provide fair and equitable treatment for all employees regardless of race, religion, color, national origin, age, gender, disability, sexual orientation or affection, marital status, blood borne pathogens, military or veterans' status, in compliance with federal, state and local laws.

ARTICLE VII
INDEMNIFICATION AND DEFENSE OF EMPLOYEES

Section 7.1 Definition of Employee. For the purpose of this Article, the term “Employee” shall include a Member of the Authority, and any employee, former employee, full-time or part-time, whether or not compensated, who is or was authorized by the Authority to perform any act or service; provided, however, that the term shall not include an independent contractor.

Section 7.2 Indemnification. The Authority has the discretion to indemnify any Employee for acts performed within his or her authority as determined by the Authority. This Article authorizes the Authority to pay compensatory damages only. Nothing in this Article authorizes the Authority to pay for punitive or exemplary damages or damages arising from the commission of a crime pursuant to N.J.S.A 59:9-2.

Section 7.3 Refusal to Defend or Indemnify.

The Authority may refuse to provide for the defense of an action referred to in this Article if it determines that:

1. The act or omission was not within the scope of employment; or
2. The act or omission was the result of actual fraud, willful misconduct or actual malice; or
3. The defense of the action or proceeding by the Authority would create a conflict of interest between the Authority and the Employee.

If the Authority refuses to provide for the defense of an Employee, the Employee shall be entitled to indemnification from the Authority if he or she can establish that the act or omission upon which the claim or judgment was based occurred within the scope of employment as an employee of the Authority, and within the scope of the employee’s duties.

Section 7.4 Employee's Duty to Notify and Cooperate with Authority. To qualify for indemnification under this Article, an Employee shall, within ten (10) calendar days of the time he or she is served with any summons, complaint, process, notice, demand or pleading, the Employee delivers the original or a copy hereof to the Chairperson or the Executive Director. Upon such delivery, the Authority may assume exclusive control of the Employee's representation, and the Employee shall cooperate fully with the Authority's defense. Any Employee who fails to do so shall lose the right to indemnification and defense as provided in this Article.

ARTICLE VIII
BY-LAW AMENDMENTS

Section 8.1 Procedure. These by-laws, which incorporate legislative directives as embodied in the New Jersey Statutes, may not be altered, amended or repealed except by resolution of the Authority, which shall be adopted by an affirmative vote of at least five (5) Members of the Authority at any meeting called for the purpose of amending the by-laws or at any Regular Meeting, so long as notice of the proposed amendment is included on the agenda of the meeting. In the event a meeting is called for the purpose of amending the by-laws, written notice of the meeting shall have been sent to each Member at least ten (10) days before the date set for such meeting. The notice shall state the amendments proposed to be made in the by-laws.

Section 8.2 Distribution. A copy of the within by-laws shall be furnished to each new Member of the Authority.