

WARREN TOWNSHIP SEWERAGE AUTHORITY

BY-LAWS

(Revised, August 20, 2014)

ARTICLE I - AUTHORITY

- Section 1 - Name of Authority. The name of the Authority shall be "The Township of Warren Sewerage Authority."
- Section 2 - Office of the Authority. The office of the Authority shall be at 46 Mountain Boulevard, Warren, New Jersey but the Authority may hold its meetings at such other place as it may designate by resolution.
- Section 3 - Seal of Authority. The Seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.

ARTICLE II - MEMBERS AND MEMBERSHIP POSITIONS

- Section 1 - The members shall be appointed by the governing body of Warren Township pursuant to N.J.S.A. 40:14A-4. Such members shall have all the powers and privileges accorded by N.J.S.A. 40:14A-1, et seq. ("Sewerage Authorities Law")." As provided in Ordinance 72-17, the members shall serve without compensation
- Section 2. - Chairperson. The Chairperson shall be elected from among the members of the Authority at the annual meeting on or after February 1. The Chairperson shall hold office until a successor is appointed at the following annual meeting.
- The Chairperson shall preside at all meetings of the Authority. After approval by the Authority by resolution, where such approval is required, the Chairperson shall sign all contracts, deeds, and other instruments made by the Authority and shall sign all applications and submissions to the New Jersey Department of Environmental Protection and the United States Environmental Protection Agency and all other local, state and federal agencies on behalf of the Authority. At each meeting the Chairperson shall submit such recommendations and information as the Chairperson may consider proper concerning the business, affairs, and policies of the Authority.
- Section 3 - Vice-Chairperson. The Vice-Chairperson shall be elected from among the members of the Authority at the annual meeting on or after February 1. The Vice-Chairperson shall hold office until a successor is appointed at the following annual meeting.

The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and in the case of resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Authority shall select a new Chairperson.

- Section 4 - Financial Official. The Financial Official shall be elected from among the members of the Authority at the annual meeting on or after February 1. The Financial Official shall hold office until a successor is appointed at the following annual meeting.

The Financial Official shall oversee the Treasurer (and/or any other employee hired by the Authority to handle the day-to-day finances of the Authority) in the performance of his or her duties.

- Section 5 - Additional Duties. The members of the Authority shall perform such other duties and functions as may from time to time be required by the Authority, through resolution or otherwise, or by the By-Laws or Rules and Regulations of the Authority.

(a) Members shall receive no compensation by virtue of membership, by assuming the role of Chairperson, Vice-Chairperson, or Financial Official, or by assuming any other appointment or duties delegated by the Authority.

(b) Reimbursement. The members of the Authority shall be reimbursed for reasonable expenses incurred in performance their duties. Permitted reimbursements shall include, but not be limited to, mileage at the rate provided by the Internal Revenue Service, meals not to exceed \$10 per person when incurred in connection with Authority business or travel, telephone and fax expenditures, and fees charged and reasonable expenses incurred in connection with attendance at conferences. Members shall request reimbursement on forms provided by the Authority and must be submitted in a timely manner.

- Section 6 - Vacancies. Should the office of Chairperson, Vice-Chairperson, or Financial Official 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 7 - Multiple Office Holding. Nothing in these By-Laws shall prevent any member of the Authority from holding more than one office or appointment on the Authority, provided that such member is duly elected or appointed to each such position by the members of the Authority, with

the exception that no member may hold, at any one time, more than one of the following: Chairperson, Vice-Chairperson, or Financial Official.

ARTICLE III ADDITIONAL PERSONNEL

- Section 1 - The Authority may from time to time appoint and employ such personnel, professional and technical advisers, experts, agents, and employees as it deems necessary to exercise its powers, duties, and functions as prescribed by the Sewerage Authorities Law and the laws of the State of New Jersey applicable thereto. The selection, qualifications, terms of office, duties, and compensation of such personnel shall be determined by the Authority by resolution subject to the laws of the State of New Jersey.
- Section 2 - The Authority may employ individuals to hold the following positions: Administrator, Secretary, Treasurer, Purchasing Specialist, and any others it deems necessary to exercise its powers, duties, and functions. An employee may hold more than one of the above positions.

ARTICLE IV CHECKS AND VOUCHERS

- Section 1 - At its annual organizational meetings, and as may be necessary on a periodic basis thereafter, the Authority shall by resolution, designate the individuals, which could include members and employees, who shall have check-signing authority. In no event may fewer than three individual officials have check-signing authority and among those designated shall include the Chairperson and Vice-Chairperson.
- Section 2 - At its annual meeting, and as may be necessary on a periodic basis thereafter, the Authority shall by resolution, designate the individuals, which could include members and employees, who shall have voucher and purchase-order signing authority. In no event may fewer than three individual officials have such authority and among those designated shall include the Chairperson and Vice-Chairperson. If an authorized individual signs a check that is generated as a result of, or to settle, a voucher or purchase-order signed by the same authorized individual, the other two signatories to the check must be notified of the common signature prior to or at the time the check is presented to the other authorized signatories for signature.
- Section 3 - At its annual meeting, and as may be necessary on a periodic basis thereafter, the Authority shall by resolution, designate the officials, which could include members and employees, who shall have bond-executing authority, and officials who shall have bond-attesting authority. In no event may fewer than three individual officials have such authority and among those designated shall include the Chairperson and Vice-Chairperson.

ARTICLE V MEETINGS

- Section 1 - Annual Meeting. The annual meeting, which shall serve as the reorganization meeting, of the Authority shall be held on or after the first day of February in each year at the regular meeting place of the Authority. Notice of such annual meeting shall be provided as required by the Open Public Meetings Act.

 (a) Notice of the meeting schedule for each year shall be provided by the Authority's secretary, or the official authorized via Authority resolution to handle such functions, to the Authority members no later than the day of the annual meeting, and notice of such schedule shall be provided to the public as required by the Open Public Meetings Act.

- Section 2 - Regular Meetings. Regular Meetings of the Authority shall be held at the Municipal Complex, 46 Mountain Boulevard, Warren, New Jersey on a schedule to be established annually as per the requirements of the Open Public Meetings Act, and the Sewerage Authority Statute.

- Section 3 - Special Meetings. The Chairperson of the Authority may, when he deems it expedient, and shall, upon written request of two members of the Authority, call a special meeting of the authority for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each members of the Authority or may be mailed to the business or home address of each member of the Authority at least two days prior to the date of such special meeting. At such special meeting no business shall be considered other than as designated in the call, but if all of the members of the Authority are present at a special meeting, any and all business may be transacted at such special meeting. Notice of such special meeting shall be provided as required by the "Open Public Meetings Act."

- Section 4 - Quorum. The powers of the Authority shall be vested in the members thereof in office from time to time. Three members shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a small number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Authority upon a vote of a majority of the members present. A minimum of three affirmative votes shall be required to commit or to approve expenditures.

- Section 5 - Order of Business. At the annual meeting, the Authority shall pass a resolution detailing the general order of business for both evening meetings and office meetings. The order of business shall remain in effect until the next annual meeting or until modified by resolution.

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Authority.

Section 6 - Manner of Voting. The voting on all questions coming before the Authority shall be by roll call, and the yeas and nays shall be entered upon the minutes of such meeting.

ARTICLE VI AMENDMENTS

Amendments to By-Laws. The By-Laws of the Authority shall be amended only with the approval of at least three of the members of the Authority at a regular or special meeting, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all of the members of the Authority.