# BY-LAWS OF
# THE GLOUCESTER COUNTY IMPROVEMENT AUTHORITY

## ARTICLE I – THE AUTHORITY

**Section 1.** **Name of Authority.** The name of the Authority shall be "The Gloucester County Improvement Authority".

**Section 2.** **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.

**Section 3.** **Office of the Authority.** The officers of the Authority shall be located at 2 South Broad Street, 2nd Floor, Woodbury, New Jersey or such other place in Gloucester County as the Authority may, from time to time, designate.

## ARTICLE II – OFFICERS

**Section 1.** **Officers.** The officers of the Authority shall be a Chairman, Vice-Chairman, Secretary/Treasurer, Assistant Secretary/Treasurer and Executive Director.

**Section 2.** **Chairman.** The Chairman shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairman shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chairman shall submit such recommendations and information as he may consider proper concerning the business affairs and policies of the Authority.

**Section 3.** **Vice-Chairman.** The Vice-Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in case of the resignation or death of the Chairman, the Vice-Chairman shall perform such duties as are imposed on the Chairman until such time as the Authority shall select a new Chairman. In the event neither the Chairman nor the Vice-Chairman are in attendance to an Authority meeting, then, a quorum being present, a temporary Chairman shall be elected to preside over such meeting.

**Section 4.** **Secretary.** The Secretary shall have such duties as the Authority shall delegate. He shall keep in safe custody the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

**Section 5.** **Treasurer.** The Treasurer shall have the care and custody of all funds of the Authority. The Treasurer shall also serve as Chairman of the Finance Committee.

**Section 6.** **Executive Director.** The Executive Director shall be responsible for the management and direct operation of the Improvement Authority in accordance with its rules and regulations.

The Executive Director shall be employed by the Authority on a contractual basis.

**Section 7.** **Election or Appointment.** The Chairman, Vice-Chairman, Secretary/Treasurer, Assistant Secretary/Treasurer shall be elected at the annual meeting of the Authority from among the members of the Authority and shall hold office for one (1) year or until their successors are elected and qualified.

**Section 8.** **Recording Secretary.** The Recording Secretary shall keep the records of the Authority, shall act as secretary of the meetings of the Authority and record all votes and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to this office.

The compensation of the Recording Secretary shall be determined by the Authority. The Recording Secretary shall be appointed by the Executive Director. Any person appointed to fill the office of Recording Secretary or any vacancy therein shall serve at the discretion of the Executive Director but no member of the Authority shall be eligible to this office except as a temporary appointee.

**Section 9.** **Vacancies.** Should the office of Chairman, Vice-Chairman, Secretary/Treasurer, or Assistant Secretary/Treasurer 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 10.** **Additional Personnel.** The Authority may, from time to time, employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the Laws of the State of New Jersey applicable thereto. The selection and compensation of such personnel shall be determined by the Commissioners subject to the Laws of the State of New Jersey.

## ARTICLE III - MEETINGS

**Section 1.** **Annual Meeting.** The annual meeting of the Authority shall be the first meeting held during the month of February on a date to be designated by the Authority.

**Section 2.** **Regular Meetings.** A schedule of regular meetings shall be adopted annually by the Authority at the first meeting held during the month of February. Such meetings shall be held at 6:00 p.m., at Gloucester County Library/Mullica Hill Branch, 389 Wolfert Station Road, Mullica Hill, NJ 08062, Gloucester County, New Jersey, unless otherwise designated in such resolution.

**Section 3.** **Special Meetings.** The Chairman shall also have the power to 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 member of the Authority or may be mailed to the business or home address of each member of the Authority at least forty-eight (48) hours prior to the date of such special meeting. Such notices may be waived and a special meeting held, provided all the members of the Authority attend or such notice is waived by any three (3) members present in writing. At such special meeting, no business shall be considered other than as designated in the call, except upon motion approved by a majority of the members present at such special meeting in which event any and all business may be transmitted at such meeting.

**Section 4.** **Quorum.** The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. Three (3) Commissioners shall

constitute a quorum for the purpose of conducting its business and exercising the powers and for all other purposes, but a smaller number may adjourn from time to time, until a quorum is obtained.

**Section 5. Order of Business.** At the regular meetings of the Authority, the following shall be the order of business:

1. Reading of Sunshine Notice.
2. Roll call.
3. Approval of the minutes of the previous meeting.
4. Report of Treasurer and payment of bills.
5. Public portion.
6. Reports of Chairman.
7. Reports of committees.
8. New Business.
9. Old Business.
10. Closed session (if necessary).
11. Adjournment.

## ARTICLE IV – COMMITTEES

There shall be such standing and special committees as shall, from time to time, be designated by the Chairman.

## ARTICLE V – PURCHASING

The purchases in an amount less than the public bidding threshold set forth in **N.J.S.A. 40A:11-2**, the Local Public Contracts Law, as adjusted by the Governor, may be authorized by the Executive Director with the concurrence of the Chairman of the Finance Committee. The Executive Director shall submit a report in writing at the regular monthly meeting of the Authority, setting forth all purchases for contracts entered into during the preceding month in the amount less than the "public bidding threshold". Any contract or purchase requiring expenditure over the public bidding threshold shall be authorized by resolution adopted at a duly constituted meeting of the Board.

## ARTICLE VI – PAYMENT OF CLAIMS AND BILLS

Checks shall be signed by two (2) Officers of the Authority. One (1) such signature shall be either that of the Executive Director or the Director of Finance. The second signature shall be that of one of the following Officers of the Authority: (a) Chairman; (b) Treasurer; or (c) Vice Chairman/ Assistant Treasurer.

The Executive Director shall be responsible for the petty cash fund, which shall be in an amount to be determined from time to time by the Authority.

All bills and claims shall be submitted to the Finance Committee in an approved voucher form. All vouchers shall be approved by an Officer of the Authority. After approval of the vouchers and in accordance with Section 505 of the resolution of the

Authority authorizing the issuance of solid waste revenue bonds, a requisition and certificate of expenditure shall be forwarded to the Trustee for payment in accordance with the Resolution.

## ARTICLE VII – FISCAL YEAR

The fiscal year of the Authority shall be form January 1st to December 31st.

## ARTICLE VII – AMENDMENTS

The By-Laws of the Authority shall be amended only with the approval of at least three (3) Commissioners at a regular or special meeting but no such amendment shall be adopted unless at least seven (7) days written notice therof has been previously given to all of the Commissioners of the Authority.

## ARTICLE IX – INDEMNIFICATION

1. The Authority shall defend and indemnify any member, officer or employee of the Authority in accordance with the New Jersey Tort Claims Act, P.L. 1972, c.45 (c.59:1 et seq.) The Authority shall pay or reimburse any member, officer, or employee of the Authority for and bona fide settlement agreement, and shall pay or reimburse all costs of defending the

action, including reasonable attorney fees and expenses, together with costs of appeal, if any.

2. The Authority shall not defend and indemnify any member, officer, or employee of the Authority when the act or omission was not within the scope of the employment or duties, or the act or omission was because of actual fraud, willful misconduct or actual malice.

3. When the Authority defends an action against any member, officer, or employee of the Authority, the Authority may assume exclusive control of the defense of such persons.

4. In any action undertaken by the Authority on behalf of a member, officer, or employee of the Authority, such person defended by the Authority shall cooperate fully with the defense. The member, officer or employee of the Authority shall provide prompt notice to the Authority and its counsel of any complaints or claims served upon such person or the Authority. The Authority shall provide timely information to the member, officer or employee defended by the Authority on the progress of the action.

5. No member of the Authority or person executing bonds or notes as authorized by the Authority shall be liable personally on the bonds or notes by reason of their issuance.

Adopted March 19, 2026