

MERCER COUNTY IMPROVEMENT AUTHORITY

BY-LAWS

The objects, aims and purposes of the Mercer County Improvement Authority (the “Authority”), a public body politic and corporate created by the County of Mercer (the “County”) in the State of New Jersey (the “State”) by resolution of the County’s Board of Chosen Freeholders (the “Freeholder Board”) adopted under and pursuant to the county improvement authorities law, constituting Chapter 183 of the Pamphlet Laws of 1960 of the State (codified at N.J.S.A. 40:37A-44 et seq., and as the same may be amended and supplemented from time to time, the “Act”) and all other applicable law, shall be as set forth in the Act, other applicable law, and in the following By-Laws, which are adopted by the Authority to guide and facilitate the performance of its rights, powers and duties thereunder.

ARTICLE I – THE AUTHORITY

Section 1.1. Name of Authority. The official name of the Authority shall be the “Mercer County Improvement Authority.”

Section 1.2. Seal of Authority. The official seal of the Authority shall be in the form of a circle and shall bear the name of the Authority.

Section 1.3. Office of the Authority. The principal corporate office of the Authority shall be located at:

Mercer County Improvement Authority
2nd Floor
80 Hamilton Ave,
Trenton, NJ 08619

or such other place in Mercer County, as the Authority may, from time to time designate.

Section 1.4. Members. There shall be seven (7) Members of the Board of the Authority (the “Board”), whose terms shall be designated by the Freeholder Board in accordance with the terms of the Act. For all purposes of the Authority, the Members of the Board may be referred to as Members, Board Members, Commissioners or Authority Commissioners. Collectively, they may be referred to as the Board, the Authority Board, the Board of Commissioners or the Authority Board of Commissioners.

Section 1.5. Indemnification. The Authority shall indemnify any past, present or future Member of the Authority for legal claims arising from an alleged act or omission of such Member within the scope of the performance of his or her duties with the Authority (“Claim”). A Member shall be indemnified for the reasonable costs and expenses of defending a Claim, including payment of reasonable attorney’s fees to legal counsel selected by the Authority, provided that the Member (i) advises the Authority of the Claim within thirty (30) days of the date he or she is served with a summons, complaint, process, notice or pleading, and requests the Authority to provide for his or her defense, and (ii) cooperates in the preparation and presentation of the defense with the legal counsel selected by the Authority.

The foregoing right of indemnification shall not be exclusive of any other rights to which any person may be entitled as a matter of law or which may be lawfully granted to him or her, except that in no event shall a covered individual receive compensation in excess of the full amount of a Claim and the reasonable costs and expenses incurred in defending a Claim for which he or she is indemnified.

ARTICLE II – OFFICERS

Section 2.1. Officers. The officers of the Authority shall include a Chairperson, a Vice Chairperson, a Treasurer, a Secretary, and an Assistant Treasurer, and such other officers as may from time to time be designated by resolution of the Authority Board, but only to the extent the rights, duties and obligations of such other officers do not supersede or otherwise conflict with the provisions of these By-Laws.

Section 2.2. Chairperson. The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by these By-Laws or by resolution of the Authority, the Chairperson may negotiate and sign all contracts, deeds, bonds, notes, other obligations, certificates and other instruments authorized for negotiation or execution, as the case may be, by resolution of the Authority. At each meeting, the Chairperson shall submit such recommendations and information as he/she may consider proper concerning the business affairs and policies of the Authority. The Chairperson shall perform such duties as are further described in the following articles of these By-Laws.

Section 2.3. Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In case of the 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 selects a new Chairperson. In the event neither the Chairperson nor Vice-Chairperson are in attendance at an Authority meeting, then, a quorum being present, a temporary Chairperson shall be elected to preside over such meeting.

Section 2.4. Treasurer. The Treasurer shall have the care and custody of all funds of the Authority. The Treasurer shall serve as the Chair of the Finance Committee of the Board.

Section 2.5. Assistant Treasurer. The Assistant Treasurer shall perform the duties of the Treasurer in the absence of incapacity of the Treasurer. In the case of the resignation or death of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer until such time as the Authority shall select a new Treasurer. In the event that neither the Treasurer or the Assistant Treasurer are in attendance at an Authority meeting, then, a quorum being present, a Temporary Treasurer shall be selected to discharge the duties of the Treasurer for that meeting.

Section 2.6. Secretary. The Secretary shall perform the duties common to this office, and such duties as may be assigned to him or her from time to time by the Chairperson of the Authority, including without limitation the execution of an attestation to any document of the Authority, the fixing of the corporate seal of the Authority to any document, the keeping of the corporate books of the Authority and the certification of resolutions and other instruments or documents of the Authority as to their continued effectiveness or authenticity on behalf of the Authority.

Section 2.7. Additional Duties. The Officers of the Authority shall perform such other duties and functions as may, from time to time, be required by the Authority or the By-Laws or policies of the Authority, the statutes of the State of New Jersey, or other applicable law.

Section 2.8. Election or Appointment. The Officers of the Authority shall be elected at the annual reorganization meeting of the Authority from among the

Commissioners of the Authority, and shall hold office for one year or until their successors are elected and qualified.

Section 2.9. 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.

ARTICLE III – EXECUTIVE DIRECTOR

Section 3.1. Executive Director. The Executive Director shall be appointed by the Authority Board. The person appointed to fill the post or any vacancy thereof, shall serve at the pleasure of the Authority, but no Member of the Authority shall be eligible to hold this position except as a temporary appointee. The Executive Director shall have such duties as the Authority may delegate and shall have general supervision over the administration of the business and affairs of the Authority in accordance with its rules and regulations, subject to the direction of the Board. The Executive Director shall keep the seal of the Authority in safe custody and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

ARTICLE IV- MEETINGS

Section 4.1. Annual Reorganization Meeting. The Annual Reorganization Meeting of the Authority shall be held during the Authority’s regular meeting in February.

Section 4.2. Regular Meetings. The date, time and place of the Regular Meetings shall be fixed by a resolution of the Authority, 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 of the Authority in writing of the change at least 48 hours prior to the time of the meeting. Notice of the change shall also be given to the general public, in a manner which conforms to the requirements of the Open Public Meetings Act (N.J.S.A. 10:4-6 et seq.).

Section 4.3. Special Meetings. The Chairperson shall have the power to notice Special Meetings of the Authority for the purpose of transacting the business designated in the notice. The Chairperson shall call a meeting at the request of a majority of the Board Members. The call for a Special Meeting shall be delivered, faxed, or e-mailed to each Board Member, or mailed to arrive at the business or home address of each Board Member at least 48 hours prior to the time of the Special Meeting. Notice of a Special Meeting shall be posted and published pursuant to the Open Public Meetings Act. Actions taken in a Special Meeting shall require the same quorum and affirmative vote as specified in Section 4.7 of these By-Laws.

Section 4.4. 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 Section 4.7 of these By-Laws.

Section 4.5. 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 4.2 of these By-Laws, and the public is able to participate in the meeting as per Section 4.9.

Section 4.6. Public. 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.

Section 4.7. Quorum. The powers of the Authority shall be vested in the Board. 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, but a smaller number may adjourn from time to time, until a quorum is obtained. All actions of the Authority shall be taken by resolution of the Authority requiring an affirmative vote of four Members of the Authority for adoption.

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 as authorized by resolution of the Authority, provided that such participation permits the public to hear the comments and votes of any Member so included.

Section 4.8. Order of Business. Unless changed by the Chairperson, the following shall be the order of business:

1. Call to order
2. Executive Director's statement
3. Public response to agenda items

4. Approval of agenda
5. Approval of the minutes of previous meetings
6. Presentation and approval of bills
7. Resolution proposals
8. Executive Director's report
9. Executive Session (if necessary)
10. Old business
11. New business
12. Time and place of next meeting
13. Adjournment

All resolutions of the Authority shall be in writing and incorporated in the minutes of the proceedings of the Authority by reference to the date and resolution number. All business shall be conducted pursuant to Robert's Rules of Order, unless otherwise specified in these By-Laws.

Section 4.9. Public Participation in Agenda. The agenda for Authority meetings shall be made public, as required by law. The public shall be given the opportunity to participate in the Authority meetings.

ARTICLE V – COMMITTEES

Section 5.1. Committees. The Board shall have standing and special committees as designated by the Chairman. Members to the committees shall be selected from among the membership of the Authority and serve at the pleasure of the Chairman and until their successors have been designated. Each standing committee shall consist of no more than three (3) Board Members.

ARTICLE VI – AMENDMENTS

Section 6.1. Amendments. These By-Laws may be altered, amended, repealed or expanded by an affirmative vote of at least four (4) Members of the Authority.

As Amended November 13, 2014