

BYLAWS
OF THE
PLAINFIELD AREA
REGIONAL
SEWERAGE
AUTHORITY

(P.A.R.S.A.)

Adopted October 5, 1995

Amended _____, 2002

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SEWERAGE AUTHORITY**

PREAMBLE

THESE ARE THE BYLAWS which shall govern the internal affairs of the **PLAINFIELD AREA REGIONAL SEWERAGE AUTHORITY** (the "Authority"). If any one or more of the provisions contained herein are found to be contrary to law, then such provision shall in no way affect the validity of the other provisions.

ARTICLE I

AUTHORITY

The name of the Authority shall be the **PLAINFIELD AREA REGIONAL SEWERAGE AUTHORITY**, created by the Boroughs of Dunellen, Fanwood, North Plainfield, South Plainfield, and Watchung, the Townships of Green Brook and Scotch Plains, and the City of Plainfield.

ARTICLE II

OFFICE

Section 1. The principal office of the Authority shall be at 200 Clay Avenue, Middlesex, New Jersey.

Section 2. The Authority may have offices, including the principal office, at such other places as the Authority may from time to time designate.

ARTICLE III

MEMBERS

Section 1. A Member shall be appointed by the governing body of each municipality constituting the Authority and such Member shall have all the powers and privileges accorded by N.J.S.A. 40:14A-1, et seq. ("Sewerage Authorities Law").

Section 2. Two (2) Alternates shall be appointed by the governing body of each

municipality constituting the Authority. The governing body shall designate one Alternate as Alternate-1 and the other as Alternate-2. Alternates shall serve a five (5) year term. The Alternates may participate in discussions of the proceedings but may not vote, except in the absence or disqualification of a Member.

ARTICLE IV

OFFICERS

Section 1. The officers of the Authority shall be a Chairperson, a Vice Chairperson, and a Secretary elected from among the Authority's Members.

Section 2. All officers of the Authority shall be Members. Alternates may neither serve as an officer nor act as an officer in the absence or disqualification of a Member.

Section 3. Each of the officers shall be elected by the Members of the Authority at the annual meeting each year, which is to take place on the first Thursday of February in each year, and shall hold office until the annual meeting next ensuing and until their successors have been elected and qualify.

Section 4. No Member may serve as Chairperson for more than two terms, i.e., two years, in any eight year period.

Section 5. Vacancies in any office having a fixed term shall be filled by the Authority for the unexpired balance of the term by special election.

Section 6. The Chairperson shall—

- A. Preside at all meetings of the Authority.
- B. Prepare or approve the agenda for each meeting.
- C. Sign all contracts, deeds, legal documents, and other instruments except as otherwise authorized by resolution.
- D. Have such other functions, powers and duties as may be delegated by these bylaws or by resolution of the Authority.

Section 7. The Vice-Chairperson shall—

- A. Act in the place and stead of the Chairperson in the event of the latter's absence or disqualification.
- B. Possess such powers and perform such duties as may be delegated by these bylaws or by resolution of the Authority.

Section 8. The Secretary shall—

- A. Attest all contracts agreements and obligations of the Authority.
- B. Have such other functions, powers and duties as may be delegated by these bylaws or by resolution of the Authority.

ARTICLE V

CHECKS AND VOUCHERS

All disbursements of the Authority shall be made upon voucher in such form as shall be approved by the Authority. Each bill and claim shall be approved by the Executive Director for verification of products and/or services prior to being distributed to the members with the next regular meeting's agenda. Bills and claims shall be approved by the Authority by a roll call vote and each bill or claim shall be paid by an Authority check signed in accordance with the then current resolution designating signatories for the accounts of the Authority

ARTICLE VI

PROFESSIONAL AND OTHER SERVICES

Section 1. The Authority shall appoint an attorney, an auditor, an engineer, a bond counsel, and a recording secretary, each to serve under such contractual terms and conditions as may be agreed upon.

Section 2. The Attorney shall—

- A. Be admitted to practice in the State of New Jersey.
- B. Furnish the Authority such legal advice and counsel as shall be required and represent the Authority in all legal matters or hearings.

Section 3. The Auditor shall—

- A. Be a registered municipal accountant.
- B. Render such auditing and accounting services as may be required by the Authority and by law.

Section 4. The Engineer shall—

- A. Be licensed in the State of New Jersey.
- B. Furnish the Authority with all necessary technical engineering and scientific services and advice.

Section 5. The Bond Counsel shall—

- A. Be admitted to practice in the State of New Jersey.
- B. Furnish the Authority with such legal advice and counsel as shall be required in connection with public financings.

Section 6. The Recording Secretary shall—

- A. Provide notice to the Members and the public of all meetings of the Authority as well as notice of such other business of the Authority as

may be required by law.

- B. Record minutes of the proceedings and record all votes of the Authority.
- C. Have such other functions and duties as may be delegated by these bylaws or by action of the Authority.

ARTICLE VII

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. The selection, compensation, duties, terms, removal and discharge of such personnel shall be determined by the Authority, subject to the laws of the State of New Jersey.

ARTICLE VIII

MEETINGS OF THE AUTHORITY

Section 1. The election and appointment of officers, professionals and other personnel shall take place at the annual meeting of the Authority which shall be held on the first Thursday of February in each year, at 6:30 p.m., at the regular meeting place of the Authority.

Section 2. Regular meetings shall be held monthly at the regular meeting place of the Authority on the first Thursday of every month, unless otherwise scheduled.

Section 3. All annual and regular meetings of the Authority shall be open for the transactions of any business of the Authority without special notice of said business.

Section 4. Special meetings of the Authority may be called by the Recording Secretary on request of the Chairperson or Vice-Chairperson or by any five Members of the Authority. No business shall be transacted at any special meeting except that set out in the notice of special meeting.

Section 5. All meetings of the Authority shall be held at the principal office of the Authority or at such other place as the Authority may expressly approve. Adequate notice of all meetings of the Authority shall be provided to the Members and as required by the Open Public Meeting Act (N.J.S.A. 10:4-6).

ARTICLE IX

QUORUM

Section 1. The powers of the Authority shall be vested in the Members.

Section 2. A majority of the entire authorized membership of the Authority shall constitute a quorum for the purposes of conducting the Authority's business and exercising its powers and for all other purposes.

Section 3. When a quorum is in attendance, action may be taken and motions and resolutions adopted by the Authority by a vote of a majority of the quorum.

Section 4. The voting on all questions directly involving the expenditure of Authority funds shall be by roll call vote. All other motions or resolutions before the Authority may be acted upon by voice vote unless otherwise required by law or by request of the Chairperson or a Member.

ARTICLE X

ORDER OF BUSINESS

Section 1. The order of business at regular meetings shall be as follows:

- A. Salute to Flag
- B. Roll Call
- C. Reading and Approval of the minutes
- D. Communications
- E. Report of Accounts
- F. Reports of Committees
- G. Executive Director's Report
- H. Engineer's Report
- I. Attorney's Report
- J. Unfinished Business
- K. New Business
- L. Public Portion
- M. Executive Session (if necessary)
- N. Adjournment

Section 2. Copies of all resolutions shall be maintained in the offices of the Authority.

Section 3. The election and appointment of officers, professionals and other personnel and the designations and other actions required of the Authority on an annual basis that occur at the annual meeting of the Authority shall follow the roll call.

ARTICLE XI

AMENDMENTS

Section 1. Those bylaws which incorporate Legislative directives as embodied in the laws of the State of New Jersey may not be altered, amended, or repealed. All other bylaws may be

altered, amended, repealed or added to by an affirmative vote of at least two-thirds (2/3) of the total Members of the Authority at any regular meeting or at a special meeting called for the purpose of amending the bylaws provided that all Members have been mailed a copy of the proposed revision at least fifteen (15) days prior to the meeting at which the revision is considered. The requirement of notice to the Members shall be satisfied upon the mailing of the proposed revision to the home address of the Member.

ARTICLE XII

COMMITTEES

For the better regulation of the affairs and business of the Authority, there shall be established, at the annual meeting of the Authority, committees, standing or otherwise, as determined by the Members of the Authority. The members and chairperson of each such committee shall be appointed by the Chairperson of the Authority with the advice and consent of the Members of the Authority. Each committee shall consist of not more than three Members of the Authority.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Authority shall begin on January 1 of each year.