

EWING REDEVELOPMENT AGENCY

BY-LAWS

COMMISSIONERS

Robert A. Kull, Chairperson
Terrance Stokes, Vice-Chairperson
Jennifer Keyes-Maloney, Esq., Secretary
Iman Aquddus
Heather Kearns-Latini
David Scroth
Paul Villareal

AMENDED AUGUST 2, 2011

INDEX

INDEX 2.

ARTICLE I OFFICES 3.

ARTICLE II MEETINGS 4.

ARTICLE III COMMISSIONERS 8.

ARTICLE IV OFFICERS 11.

ARTICLE V EXECUTIVE COMMITTEE 13.

ARTICLE VI EXECUTIVE DIRECTOR 14.

ARTICLE VII BILLS, NOTES, ETC. 17.

ARTICLE VIII AMENDMENTS 18.

BY-LAWS

ARTICLE I

OFFICES

Section 1. The principal office of the Agency shall be at Ewing Municipal Complex, 2 Jake Garzio drive, Ewing, New Jersey, 08628, or at such place in the Township of Ewing as the Agency may from time to time designate by Resolution.

BY-LAWS

ARTICLE II

MEETINGS

~~Section 1 (a) REGULAR MEETINGS Regular Meetings of the Agency shall be held at least~~
once per month at such time and on such date as may fixed by a quorum of the Commissioners, at the Council Meeting Room, Ewing Municipal Complex, 2 Jake Garzio Drive, Ewing, New Jersey. The Regular Meetings of the Agency shall be subject to change from time to time as the Chairperson of the Agency may deem necessary. Notice of the Regular Meeting shall be by announcement at said regularly scheduled meeting, except that written notice shall be given to each Commissioner in the event that the time, date, and/or meeting place shall be changed by the Chairperson, not less than seven (7) days prior to the date fixed for such meetings. Notice shall also be provided pursuant to the New Jersey Open Public Meetings Act, N.J.S.A. 10:4-6 et. Seq.

(b). WORKSHOP MEETINGS. Workshop Meetings of the Agency maybe held from time to time as needed by the agency in the Council Meeting Room, Ewing Municipal Complex, 2 Jake Garzio Drive, Ewing, New Jersey. The Workshop Meetings of the Agency shall be subject to change as the Chairperson of the Agency may deem necessary. Notice of the workshop meetings shall be by announcement at said regularly scheduled workshop meeting, except that written notice shall be given to each Commissioner in the event that the time, date, and/or meeting place shall be changed by the Chairperson, not less than seven (7) days prior to the date fixed for such meeting. Notice shall also be provided pursuant to the New Jersey Open Public Meetings Act, N.J.S.A. 10:4-6 et seq

(c). SPECIAL MEETINGS. Special Meetings of the Commissioners may be called by the Chairperson at any time, or shall be called upon request of four (4) Commissioners. Written notice of said special meeting shall be given to each Commissioner not less than seven (7) days before the scheduled meeting date. Such notice shall state the purpose of which such special meeting is called. Notice shall also be provided pursuant to the New Jersey Open Public Meetings Act, N.J.S.A. 10:4-6 et. Seq.

(d). Any person who may desire to address the agency or any person having business that they desire to bring to the attention of the Agency may do so by advising the Chairperson or Executive Director of the subject matter in writing and request to be present at a meeting. The Agency will then advise as to whether or not they are to appear before the Agency for the purpose of the discussion of the subject matter and the time to be allotted.

Section 2. QUORUM. The presence in person by a majority of the Commissioners shall be necessary to constitute a quorum for the transaction of business at any regular, workshop or special meeting. If a quorum shall not be present at any meetings of the Commissioners, the Commissioners present may by a majority vote adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3. VOTING. At all meetings of the Commissioners, all questions, the manner of deciding which is not specifically regulated by statute, shall be determined by a majority vote of the Commissioners present in person at any meeting at which a quorum is present. All voting shall be by voice vote, and each Commissioner shall be entitled to one vote.

(a). All matters that require the immediate attention of the Agency where time does not permit a convening of the Commissioners into a meeting, the Chairperson and/or Executive Director shall communicate with the respective Commissioners by telephone or in some other manner and submit the Resolution or instrument requiring approval to them and the Commissioners shall indicate their voice for or against its adoption. If the majority, but in no event less than four (4) Commissioners advise of their approval and adoption of same, It shall be considered as an action of the Agency and duly adopted. Such action as taken shall be duly recorded and spread fully upon the Minutes of the next meeting of the Agency.

Section 4. ORDER OF BUSINESS. The order of business at all meetings of the Commissioners shall be as follows:

1. Call to Order and Roll Call;
2. Reading of the Minutes of preceding meeting;
3. Reports;
4. Correspondence;
5. Unfinished or Old Business;
6. Bills to be Approved for Payment;
7. New Business;
8. Announcements;
9. Adjournment.

Section 5. MINUTES OF THE AGENCY. The Recording Secretary, or such other designee by the Chairperson, shall sign the Minutes of the Agency Meetings for Regular, Workshop and Special, after having been approved by the Board of Commissioners.

BY-LAWS
ARTICLE III
COMMISSIONERS

Section 1. NUMBER. The affairs and business of the Ewing Redevelopment Agency shall be managed by a Board of Commissioners composed of seven (7) members, appointed pursuant to N.J.S.A. 40A:12A-1, et seq. and Code of Ewing Township, Section 18-1, et seq.

Section 2. VACANCIES. Vacancies among said Commissioners occurring shall be filled pursuant to N.J.S.A. 40A:12A-1, et seq. and Code of Ewing Township, Section 18-1, et seq.

Section 3. TERM OF OFFICE. The term of office of each Commissioner shall be subject to the provisions of N.J.S.A. 40A:12A-1, et seq. and Code of Ewing Township, Section 18-1, et seq.

Section 4. DUTIES OF COMMISSIONERS. The Commissioners shall have the control and general management of the affairs and business of the Agency. Such Commissioners shall, in all cases, act as a Board, regularly convened by a majority, and they may adopt such by-laws, rules and regulations for the conduct of their meetings and the management of the Agency as they may deem proper, not inconsistent with the Laws of the State of New Jersey.

Section 5. CONFLICTS OF INTEREST. No Commissioner shall acquire any interest direct or indirect, in a redevelopment project or in any property included or planned to be included in

A project, nor shall there be any interest, direct or indirect, in any contract or proposed contract for materials and services to be furnished or used in connection with a project. If any Commissioner owns or controls an interest, direct or indirect, in any property included or planned to be included in a project, said Commissioner shall immediately disclose the same in writing to the Agency and the disclosure shall be entered upon the minutes of the Agency.

Failure to disclose such an interest shall constitute misconduct in office. A Commissioner required by this subsection to make a disclosure shall not participate in any action by the Agency affecting the property with respect to which disclosure is required.

Section 6. REMOVAL OF COMMISSIONERS. A Commissioner may be removed by the Township Council for inefficiency or neglect of duty or misconduct in office, provided that the Commissioner has been served with a copy of the charges at least ten (10) days prior to a hearing thereon before the Council, and is afforded an opportunity to be heard at such hearing, in person or by Counsel. In the event of the removal of any commissioner, a record of the proceedings, together with the charges and findings thereon, shall be filed in the office of the Municipal Clerk.

Section 7. ATTENDANCE POLICY. All Commissioners are expected to be in regular attendance at all Agency meetings, unless previously excused by the Chairperson, for good cause. Unexcused absences for three (3) meetings with a one year period shall be cause for a written reprimand from the Agency to the Commissioner. If such Commissioner accrues four (4) unexcused absences within a one year period, such consecutive unexcused absences constitute neglect of duty constituent with the N.J.S.A. 40A:9-12.1. The Chairperson shall, upon motion, cause to be communicated, a request from the Agency for the removal of the commissioner to

the Ewing Township Council: The Council may take such action as specified in Article III, Section 6 (Removal of Commissioners).

For purposes of this section, the following constitute basis for an excused absence: Illness, death of an immediate family member, participation in civic, patriotic, or community activities, enhancing professional development of the Commissioner as a member of ETRA,, or at the discretion of the Chairperson where the absence is in the interest of the agency.

BY-LAWS

ARTICLE IV

OFFICERS

~~Section 1. The Agency, at its annual organizational meeting, shall elect the offices of the~~
Agency. They shall elect from among its members, a Chairperson, Vice-Chairperson and Executive Secretary who shall hold office for the term of one year and until the election and qualification of their successors.

Section 2. DUTIES OF OFFICERS. The duties and powers of the Officers of the Agency shall be as follows:

CHAIRPERSON

The Chairperson shall preside at all meetings of the Commissioners of the Agency.

The Chairperson shall cause to be called regular, workshop and special meetings of the said Agency in accordance with these By-Laws.

The Chairperson shall have the general control of the business of the said Agency subject to the direction of the Commissioners of the said Agency.

The Chairperson shall sign and make all contracts and agreements in the name of the said Agency.

The Chairperson shall enforce these By-Laws and perform all the duties incident to the position and office, and which are required by law.

The Chairperson shall appoint members to all committees established.

The Chairperson shall serves as an Ex-officio member of all committees.

VICE CHAIRPERSON

During the absence and/or inability of the Chairperson to render and perform his or her duties or exercise his or her powers as set forth in the By-Laws or in the Statutes and Laws under which this Agency is organized, the same shall be performed and exercised by the Vice-Chairperson; and when so acting, the Vice-Chairperson shall have all powers and be subject to all the responsibilities to or imposed upon such Chairperson.

EXECUTIVE SECRETARY

The Executive Secretary shall assist from time to time and as may be necessary, the Chairperson and Vice-Chairperson in the executive of their duties or powers as set forth in the By-Laws or in the Statutes and Laws under which this Agency is organized.

BY-LAWS

ARTICLE V

EXECUTIVE COMMITTEE

Section 1. The Chairperson may appoint an Executive Committee consisting of the Chairperson, the Vice-Chairperson, and the Executive Secretary of the Agency and they shall constitute the Executive Committee of the Agency, with full power to transact all emergent matters between intervals of the regular, workshop or special meetings of the Agency.

Section 2. Meetings of the Executive Committee of the Agency shall be held at such time and at such place as may be directed by the Chairperson, upon notice to the members thereof of the time, date and place of each meeting , either by telephone or by mail.

Section 3. The Executive Committee shall report all of the activities at the next regular, workshop, or special meeting of the Commissioners and shall keep a true copy of the minutes of all their meetings and file the same with the Agency whereupon such minutes shall be attended to and made part of the regular minutes of the Agency.

BY-LAWS

ARTICLE VI

EXECUTIVE DIRECTOR

(a). ~~The Commissioners of the Agency shall employ an Executive Director who shall, under the~~
direction and supervision of the Chairpersons and the Commissioners, be the secretary of the
Agency.

The Executive Director shall prepare and serve all notices of the Agency. The Executive
Director shall also be custodian of the records and seal of the Agency and affix the same when so
required. The Executive Director shall present to the Commissioners at their stated meetings all
communications addressed to the Agency and bring to their attention all matters pertaining to its
affairs and of his activities with respect thereto. The Executive Director shall attend to all
routine correspondence and attend to all of the duties incident to the office of Executive Director.

The Executive Director shall also attend all meetings of the Commissioners of the Agency
and shall record all the proceedings at such meetings and keep the same in the Record and
Minute book of the Agency. The Executive Director shall have the care and custody and be
responsible for all the funds and securities of the Agency and deposit all such funds in the name
of the Agency in such bank, or banks, trust company or trust companies, or safe deposit vaults as
the Commissioner may designate.

The Executive Director shall sign and endorse in the name of the Agency all checks, drafts,
warrants and orders for payment of monies payable to the or by the Agency. All such checks,
drafts, warrants and orders may payable to the Agency shall, in all cases, be deposited in the
Agency's bank or banks, to its credit. All checks, drafts ,warrants and orders for payment of

money by the Agency shall, except as may otherwise be noted, be signed by the Executive Director, or, in his or her absence, by the Deputy Director and countersigned by the Chairperson or Vice-Chairperson of the Agency. No such funds of the Agency shall be disposed of unless same shall be signed and approved by the Chairperson or Vice-Chairperson.

~~At each regular and special meeting of the Agency, the Executive Director shall prepare and~~
submit a complete list of bills and accounts payable for the approval of the Commissioners. Such list shall contain explanatory notes with respect to each item.

The Executive Director shall exhibit at all times the books and accounts, as well as all records, papers, documents and correspondence to any Commissioner of the agency at the office of the Agency. The Executive Director shall render a statement of the condition of the finances of the Agency at each regular and special meeting; and at such other times as may be required.

The Executive Director shall keep at the office of the Agency correct books of account of all its business and transactions and such other books and records as the Commissioners may require.

The Executive Director shall be required to give the Agency such security as the Commissioners may decide for the faithful discharge of his or her duties.

The Executive Director, in addition to acting as Secretary of the Agency and Executive Directors, shall do and perform such further duties as may be required of him by the Commissioners or by N.J.S.A. 40A:12A-1 et seq.

The Executive Director shall also be responsible for the management of the office of the Agency.

(b). The Commissioners of the Agency may appoint, or if necessary employ, by an affirmative vote of the majority of the Commissioners of the Agency present in person at any regular,

workshop or special meeting, such additional persons as they may deem necessary and proper to perform such duties as may be laid down and required by the Commissioners and the Executive Director.

BY-LAWS
ARTICLE VII
BILLS, NOTES, ETC.

Section 1. All bills payable, notes, checks or other negotiable instruments of the Agency shall be made in the name of the Agency and must be signed by any two of the four following officers of the Agency, to wit: The Chairperson or Vice Chairperson, the Executive Director, Assistant Executive Director of the Agency, shall have the power to make or incur any bill or bills payable, note check, draft or warrant or other negotiable instrument, or endorse the same in the name of the Agency unless the same shall have been first approved at a regular or special meeting of the Agency and recorded in the minutes thereof; excepting, however, that the Executive Director, Assistant Executive Director or the Finance Director, together with the Chairperson and/or Vice-Chairperson of the Agency, may during intervals between meetings, incur or contract such necessary and proper obligations as may be required in the usual and regular course of the Agency's business. If, however, one of the signatories is not the Chairperson or Vice-Chairperson , then one of the signatories must be the Executive Director

Section 2. All bonds, notes or other obligations of the Agency evidencing the promise of the Agency to repay borrowed money shall be made in the name of the Agency and signed by the Chairperson or Vice-Chairperson and attested by the Executive Director, Assistant Executive Director and/or Finance Director.

BY-LAWS
ARTICLE VIII
AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of the majority of the Commissioners of the Agency present in person at any annual meeting or at any special meeting called for that purpose, at which a quorum is present, provided that at least three days prior written notice shall have been sent to each Commissioner stating the alterations, amendments or changes that are proposed to be made in these By-Laws. If, however, all of the Commissioners shall be present at any regular, workshop, or special meeting, these By-Laws may be amended by a unanimous vote without previous notice.