

BY-LAWS OF THE CARTERET REDEVELOPMENT AGENCY

ARTICLE I THE AGENCY

Section 1. Name of the Agency. The name of the Agency shall be "The Carteret Redevelopment Agency".

Section 2. Seal of the Agency. The seal of the Agency shall be in the form of a circle, patterned after the seal of the Borough of Carteret, around which shall be printed "Carteret Redevelopment Agency, Middlesex County, New Jersey, 2001".

Section 3. Office of the Agency. The office of the Agency shall be at 61 Cooke Avenue, Borough of Carteret, County of Middlesex, State of New Jersey, but the Agency may hold its meetings at any such place(s) as it may designate from time to time by resolution.

Section 4. General Powers. The Agency shall be vested with all powers and privileges conferred upon Redevelopment Agencies by the Laws of the State of New Jersey and by the United States of America, including the power and authority to participate in any state or federal program for the planning and development of commercial, residential and industrial projects within the Borough, as well as the clearance, replanning, development and redevelopment of any "redevelopment area(s)" or "areas in need of redevelopment" within the Borough, subject to and in conformance with such Redevelopment Plan(s) as shall be approved by ordinance of the Mayor and City Council of the Borough of Carteret. Such powers shall include the authority to enter into all agreements; to issue such obligations; and to exercise all rights and duties necessary or appropriate to accomplish its established objectives and to participate in any relevant program available to it under applicable laws.

The Agency shall also have such additional powers, as maybe properly granted to it by ordinances of the Borough, for the purposes of attracting and promoting the development and expansion of desirable ratables, not only within delineated redevelopment areas, but throughout the Borough, without limitation or any other non-statutory restriction.

ARTICLE II COMMISSIONERS

Section 1. Number. The affairs and business of the Carteret Redevelopment Agency shall be managed by a Board of Commissioners composed of seven (7) members, appointed pursuant to N.J.S.A. 40A:12A-11.

Section 2. Vacancies. Any vacancies as may occur among said Commissioners shall be filled pursuant to N.J.S.A. 40A:12A-11

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-11.

Section 4. Duties of the Commissioners. The Commissioners shall have the control and general management of the affairs and business of the Agency. The Commissioners shall, in all cases, act as a Board, at a regularly or specially convened meeting, subject to majority approval (i.e., a minimum of four (4) Commissioners voting to approve). The Commissioners 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 and as shall be consistent with the Laws of the State of New Jersey and any such specific provisions as maybe set forth herein. (e.g., Article VII, Section 1, which requires the affirmative approval of at least four (4) members to adopt an amendment to these By-Laws.)

Section 5. If any commissioner acquires 3 or more unexcused consecutive absences notice of the commission absences will be forwarded to the appointing body.

ARTICLE III **OFFICERS**

Section 1. Officers. The officers of the Agency shall be a Chairperson, a Vice Chairperson, an Executive Director (who shall also serve as Secretary for the Agency) and such Assistant Secretary (or Assistant Secretaries) as may be appointed and empowered to serve.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Agency and shall enforce these By-Laws and perform all duties incident to the position and office and which are required by law. Subject to such direction as maybe given by resolution of the Board of Commissioners, the Chairperson shall have the general authority to control the business and activities of the Agency and, except as otherwise authorized or directed by resolution of the Agency, the Chairperson shall sign all contracts, deeds and other instruments entered into or made by the Agency. At each meeting the Chairperson shall submit such recommendations and information as he/she may consider concerning the business affairs and policies of the Agency.

The Chairperson shall appoint members to serve on all established committees and shall be entitled to serve as an Ex-officio (voting) member of all committees.

Section 3. Vice Chairperson. The Vice Chairperson shall perform all of the duties of the Chairperson in the absence or incapacity of the Chairperson; and in the 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 Agency shall elect a new Chairperson. When performing in lieu of the Chairperson, the Vice Chairperson shall have all of the authority of, and be subject to the same responsibilities and limitations as, the Chairperson.

Section 4. Executive Director (Secretary). The Commissioners of the Agency shall select, appoint and employ an Executive Director who shall, under the direction and supervision of the Chairperson and of the Commissioners, be the executive officer and Secretary of the Agency. As such, the Executive Director shall be responsible for the assignment and supervision of employees in the performance of their duties, as well as the general supervision and administration of the business and activities of the Agency, including, but not limited to, the following:

(a) the establishment of organization and maintenance of proper files for the Agency's correspondence, reports and records;

(b) the coordination of all meetings and activities of the Agency (including preparation of notices and addendums for all meetings and the distribution of all correspondence, reports, memorandums and other correspondence and such other appropriate information as it is received by the Agency and which is to be discussed and/or considered at such meeting);

(c) the sending, delivery, publication and/or other such provision of all notices of meetings required to be given by the Open Public Meetings Act or any other applicable law or ordinance, or as may otherwise be required in accordance with these By-Laws;

(d) attendance at all meetings and public hearings of the Agency and being Secretary' for same; and, as such, keeping, preparing and signing the summary minutes thereof, being sure to record all votes and to keep the record of the proceedings of the Agency, including all resolutions adopted by the Board of Commissioners, in a journal of proceedings to be kept for such purpose;

(e) having custody and taking care of all records, documents, maps, plans and papers of the Agency and providing for the care and custody of items for which no other provision is made by statute;

(f) the mailing to each Commissioner of the Agency at his/her residence address, and to the Agency's attorney and planner at their respective offices of a true copy of the minutes of each meeting prior to the next regularly scheduled meeting;

(g) the performing of such other duties as usually appertain to the office of Secretary;

(h) the presentation to the Commissioners at their regular and special meetings, all such communications as are addressed to the Agency and bringing to their attention all matters pertaining to the Agency's affairs and any activity which has occurred with regard to same;

(i) the investigation, monitoring and/or follow-up of issues, concerns and projects as shall be identified and assigned to the Executive Director by the Agency at any of its meetings;

(j) the safe custody of the seal of the Agency, which he/she shall affix to all contracts and instruments authorized to be executed by the Agency;

(k) the care and custody of all funds of the Agency and the deposit of same in the Agency in such bank or banks as the Agency may select;

(l) the authorization by signature of all checks, drafts and other orders for payment which shall be countersigned by the Chairperson (or Vice Chairperson) and the issuance and disbursement of such monies under the direction and upon the approval of the Agency;

(m) the endorsement and deposit, in the name of the Agency, of all checks, drafts, warrants and orders for the payment of monies payable to or by the Agency, all of which shall be deposited in the Agency's bank or banks, to its credit;

(n) the posting, maintenance and custody of regular books of accounts showing expenditures;

(o) the rendering to the Agency at each regular meeting (or as otherwise requested) of an account of all transactions and also of the financial condition of the Agency;

(p) the maintenance of project accounts and records as may be appropriate or required;

(q) the filing with the Municipality of such reports as are required (Ref. N.J.S.A. 40A: 1 2A-26(b) and N.J.S.A. 40A:12A:27(a));

(r) the preparation of an Annual Budget for the Agency and, upon approval of same by the Board of Commissioners, the filing of an Annual Financial Report and Annual Budget with the Municipality and, if required, with the N.J. Division of Local Government Services;

(s) the preparation and submission of an annual report to the Commissioner of Community Affairs indicating the name, location and size of all projects under the management of the Agency, together with and including such other information as the Commissioner of Community Affairs shall deem necessary (Ref. N.J.S.A. 40A: 12A-43); and

(t) the performance of all such other duties as are necessary or appropriate in accordance with the execution of the responsibilities of the position of Executive Director and in furtherance of the goals, objectives and purposes of the Agency.

The compensation of the Executive Director shall be determined by the Agency, provided that any appointee who is selected from among the Commissioners of the Agency or who becomes a Commissioner of the Agency shall serve without compensation (other than the payment of necessary expenses). Anyone serving in the position of Executive Director shall be bonded for the faithful performance of his/her duties as the Agency may determine or shall otherwise be required.

Section 5. Assistant Secretary- The Assistant Secretary shall be empowered to perform the duties of the Executive Director/Secretary in the absence or incapacity of the Executive Director/Secretary. The Agency may appoint more than one Assistant Secretary, in which event their authority to act shall be in the successive order in which each shall have been appointed, unless otherwise specifically empowered to act by the resolution which provides for such appointment.

The compensation (if any) of the Assistant Secretary shall be determined by the Agency, provided that any appointee selected from among the Commissioners of the Agency or who thereafter becomes a Commissioner of the Agency, shall serve without compensation (other than the payment of necessary expenses).

Section 6. Additional Duties. The officers of the Agency shall perform such duties and functions as may from time to time be required by statute, ordinance or other applicable law or by the Agency or by these By-Laws or the rules and regulations of the Agency.

Section 7. Election or Appointment. The Chairperson and the Vice Chairperson shall be elected at the Annual Meeting of the Agency (or such other meeting as may be designated by resolution of the Agency) from among the Commissioners of the Agency and shall hold office for one year or until their respective successors are elected and qualified. The Executive Director/Secretary shall be appointed by resolution of the Agency.

Any person appointed to fill the office of the Executive Director/Secretary or any vacancy therein, shall serve at the pleasure of the Commissioners of the Agency and may be relieved of his/he duties only after one hundred and twenty (120) days notice. No Commissioner of the Agency shall be eligible for appointment to this office, except as a temporary appointee, in which position he/she shall serve without compensation (except the reimbursement of necessary expenses).

The Assistant Secretary (or Assistant Secretaries, if more than one), shall be appointed by the Agency for such term as the Agency may fix, such term not to exceed one year and subject to the will of the Agency and re-appointment at the next annual election of officers.

Section 8. Vacancies. Should the office of Chairperson or that of Vice Chairperson become vacant, the Agency shall elect a successor from its membership at its next regularly scheduled Business Meeting and such election shall be for the unexpired term of said office. When the office of Executive Director/Secretary becomes vacant, the Agency shall appoint a successor, as aforesaid in Section 7 herein above.

Section 9. Additional Personnel. The Agency may employ such additional personnel as it may deem necessary to exercise its powers, duties and functions as prescribed by the "Local Redevelopment and Housing Law" (N.J.S.A. 40A: 1 2A-1 et seq.) and by all other laws of the State of New Jersey and of the federal government as may be applicable thereto. The selection and compensation of such personnel (excluding the Executive Director/Secretary) shall be determined by the Executive Director, subject to the Laws of the State of New Jersey. The Agency shall have fill power to enter into agreements upon such terms and conditions as it may determine with individuals, corporations or firms for the rendering of professional and other services to the Agency.

ARTICLE IV **MEETINGS**

Section 1. Annual Meetings. The Annual Meeting of the Agency shall be held in January immediately preceding the first Regular Meeting of the Agency which is scheduled during such month or at such subsequent meeting as shall be scheduled for same by duly adopted resolution.

Section 2. Business Meetings. Monthly Business meetings shall be held at the Regular Meeting place of the Agency on the first Tuesday of each month at 7:00 PM or at such other place and/or date and/or time as the Agency may designate by duly adopted resolution.

Section 3. Emergency Meetings. In the event that any unanticipated or otherwise urgent matters arise and that such matters require the immediate attention of the Agency and there is not sufficient time to provide adequate notice of a meeting as is generally required by the "Open Public Meetings Act", then in such instance, an Emergency Meeting of the Agency may be held in person and/or by use of communication equipment, subject to the affirmative vote of three quarters of the members present (i.e., participating), provided that no less than five (5) members have voted in the affirmative to authorize the holding of such an Emergency Meeting. Prior to holding an emergency meeting an attempt will be made to contact all commissioners on the Redevelopment Agency Board. In any event, any such special meeting as may be held by the Agency shall be pursuant to and in compliance with such conditions and requirements as are set forth in N.J.S.A. 10:4-9.

Section 4. Special Meetings. The Chairperson of the Agency may, when he/she deems it expedient and shall, upon the written request of four members of the Agency, call a Special Meeting of the Agency for the purpose of transacting any business as shall be designated in a notice of such meeting, which notice shall be sent to each of the Commissioners and to the City Clerk and the official local newspapers in accordance with the requirements set forth in N.J.S.A. 10:4-9. Unless the Special Meeting has been called for the purpose of addressing an urgent or emergent matter, which requires the immediate attention of an action by the Agency, notice of a Special Meeting shall be delivered to either the business or home address of each Commissioner of the Agency by personal service, facsimile transmission, messenger or regular mail at least two (2) days, but not more than ten (10) days, prior to the date of such Special Meeting. Such time requirement of two (2) days prior notice of meeting may only be waived in writing by a waiver signed by all members of the Agency. At such Special Meeting, no business shall be considered other than that designated in the notice, unless all Commissioners of the Agency are present at a Special Meeting and approve the consideration and transaction of other business by a unanimous affirmative vote (except for amendments to the By-Laws which in all instances must be done in accordance with Article VII, Section 1 hereof); provided, however, that such business may be considered and acted upon in accordance with the requirements of the "Open Public Meetings Act" without requirement for additional public notice.

Section 5. Quorum. The powers of the Agency shall be vested in the Commissioners thereof in office from time to time. Four (4) members of the Agency shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes of conducting a meeting.

Section 6. Voting. Unless otherwise specifically regulated by statute and except for any amendment to these By-Laws as is provided for in Article VII, Section 1 hereof, all actions to be taken by the Agency shall only be upon the affirmative vote of the majority of those Commissioners present at a meeting, but all actions shall in all instances require not less than four (4) votes in the affirmative. Abstentions will not be counted with the majority for the purpose of constituting any of the required number of four (4) affirmative votes. All voting shall be by viva voce and each Commissioner shall be entitled to one vote. No Commissioner is permitted by vote by proxy.

The voting on all matters considered by the Agency shall be by roll call and the Ayes and Nays shall be entered upon the minutes of such voting.

Section 7. Order of Business. At the regular meetings of the Agency, the following shall be the general order of business:

1. Call to Order by Chairperson
2. Salute to the Flag
3. Chairpersons Statement of Compliance with the Opening Meetings Act
4. Roll Call
5. Reading and Approval of Minutes of the Prior Meeting(s)
6. Correspondence
7. Executive Director's Report
8. Bills
9. General Comment by Public (limited or 2 minutes)
10. Committee Reports
11. Planning Report
12. Legal Report
13. New Business
14. Unfinished Business
15. General Comment by Commissioners
16. Adjournment

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

Section 8. Minutes of the Agency. The Executive Secretary shall sign the Minutes of the Agency Meeting (including those of both Regular and Special Meetings and those of Closed Sessions, if any) after same have been approved by the Board of Commissioners.

Section 9. Rules of Order. In matters which are not otherwise governed by any applicable statute, regulation or ordinance, or, by the By-Laws or by any Rules and Procedures as maybe established in accordance with Article X hereof; the Rules of Parliamentary Procedure as presented by Robert's Rules of Order shall serve as the Rules of Order to be followed and adhered to.

ARTICLE V **COMMITTEES**

Section 1. Standing Committees

Section 2. Finance Committees

Section 3. Administration Committees

Section 2. Special Committees. The Agency shall, by resolution duly proposed and adopted, provide for the appointment by the Chairperson of such Special Committees as the Board may from time to time choose to create.

ARTICLE VI
BONDS, OBLIGATIONS, DISBURSEMENTS
AND MATTERS OF GENERAL BUSINESS

Section 1. Purchase Orders, Checks and General Obligations. The Executive Director (or an Assistant Secretary) shall, upon the approval, consent and countersignature of the Chairperson (or the Vice Chairperson in the absence or incapacity of the Chairperson), be responsible to order, issue checks and other forms of payment or funds disbursement; and to contract or otherwise incur in the name of the Agency such necessary and proper obligations as maybe required in the usual and regular course of the Agency's business, provided funds are available for the payment of such obligations in accordance with established budgetary allotments which are then in effect.

Section 2. Bonds, Notes and General Obligations. All bonds, notes and other instruments of obligation or debt (whether negotiable or non-negotiable and except as is permitted in Section 1 hereof with respect to purchase orders and such) shall be subject to prior authorization and approval of at least four (4) of the Commissioners at a Regular or Special Meeting called for that purpose, which action shall be memorialized by a formal written resolution to be signed by the Chairperson and certified by the Executive Director as Secretary and duly recorded in the minutes of that meeting at which such resolution was approved.

All such bonds, notes and other forms of obligation shall be made in the name of the Agency and shall be signed by either the Chairperson or the Vice Chairperson and attested to by either the Executive Director, as Secretary, or an Assistant Secretary.

Section 3. Contracts and Other Continuing Obligations. All contracts and other instruments of continuing obligation or debt (whether negotiable or non-negotiable and except as is permitted in Section 1 hereof with respect to purchase orders and such) shall be subject to prior authorization and approval of at least four (4) of the Commissioners at a Regular or Special Meeting called for that purpose; which action shall be memorialized by a formal written resolution to be signed by the Chairperson and certified by the Executive Director as Secretary and duly recorded in the minutes of the meeting at which such resolution was approved.

All such contracts and other forms of continuing obligation shall be made in the name of the Agency and shall be signed either by the Chairperson or the Vice Chairperson and attested to by either the Executive Director, as Secretary or an Assistant Secretary.

Section 4. Deposits. All finds of the Agency shall be deposited from time to time to the credit of the Agency in such banks, trusts and other depositories as the Board of Commissioners may select.

ARTICLE VII
AMENDMENTS

Section 1. Amendments. Amendments to the By-Laws of the Agency shall be amended only with the approval of at least four (4) of the members of the Agency at a Regular or Special Meeting.

ARTICLE VIII
SCOPE OF BY-LAWS

Section 1. Intent. The intent of these By-Laws is to vest in the Carteret Redevelopment Agency, not only all of the powers referred to in these By-Laws, but also all of the powers and authority which has been or may be delegated to it by any past, present or future legislation of the State of New Jersey pertaining to property clearance, renewal, development, redevelopment, neighborhood preservation, community development, community revitalization and economic development and expansion, and any other type of program in which the said Agency might lawfully engage.

ARTICLE IX
CONFLICT INVALIDITY

Section 1 Conflict. Anything to the contrary herein notwithstanding, if any provision of these By-Laws is in conflict with or in contradiction of N.J.S.A. 40A: 1 2A- 1, et .or any other statutes or law as maybe applicable, then and in any such instance, such applicable statute, regulation or requirement shall be deemed to be preemptive and controlling.
Section.

Section 2. Invalidity. The invalidity of any part of these By-Laws shall not impair, nor affect in any manner, the enforceability or the validity of the remaining provisions of the By-Laws.

ARTICLE X
INSURANCE

The agency shall maintain a minimum of \$1,000,000.00 in insurance coverage to indemnify the commisioner, executive director and all employees from litigation and/or actions brought against same. Proof of such coverage shall be maintained by the executive director and shall be available for review by all commissioners upon request.

ARTICLE XI
GENERAL RULES AND PROCEDURES

Section 1. Rules and Procedures. The Executive Director may promulgate, at any *time*, an established set of Rules and Procedures for guiding and directing the activities and operations of the Agency, including, but not limited to, matters of office administration, public hearings, planning reviews and presentations and submissions to be made by developers who appear before the Agency.