

HARRISON REDEVELOPMENT AGENCY

BY-LAWS

COMMISSIONERS

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I. NAME, OFFICES AND PURPOSES

1.1 Name. The corporation's official name is the Harrison Redevelopment Agency (HRA), a body corporate and politic created by Ordinance No. 1010 of the Town of Harrison pursuant to N.J.S.A. 40A:12A-11.

1.2 Principal Office. The corporation's principal office shall be at 316 Harrison Avenue, Harrison, New Jersey 07029, or at such other place as the Commissioners may from time to time determine.

1.3 Purposes. The Agency has been organized to implement redevelopment plans and carry out redevelopment projects pursuant to N.J.S.A. 40A:12A-1 et seq. in those areas of Harrison declared to be in need of redevelopment or rehabilitation or both by the Mayor and Council of the Town of Harrison and to take any other action permitted under the laws of the State of New Jersey.

1.4 Purpose of By-Laws. These By-Laws establish rules and procedures for conducting the affairs of the Agency. They are binding on the Commissioners, on members of any committees established by the Commissioners and on the Agency's officers and employees. These By-Laws are subject to the provisions of the

Local Redevelopment & Housing Law (N.J.S.A. 40A:12A-11 et seq.). If any provision of these By-Laws is inconsistent with a provision of the statute, the statute shall govern to the extent of such inconsistency.

II. COMMISSIONERS

2.1 Number. The affairs and business of the Harrison Redevelopment Agency shall be managed by a Board of Commissioners composed of seven members appointed pursuant to N.J.S.A. 40A:12A-11 and Harrison Ordinance No. 1010.

2.2 Vacancies. A vacancy occurring in the office of Commissioner shall be filled pursuant to N.J.S.A. 40A:12A-11 and Harrison Ordinance No. 1010.

2.3 Term of office. The term of office of each Commissioner shall be in accordance with the provisions of N.J.S.A. 40A:12A-11. A certificate of the appointment of each commissioner shall be filed with the municipal clerk. Such certificate shall indicate the specific term of each Commissioner and the expiration date of the term of each Commissioner and shall be conclusive evidence of the due and proper appointment of that Commissioner.

2.4 Duties of Commissioners. The Commissioners shall have the

control and supervisory management of the affairs and business of the Agency. In all cases, the Commissioners shall act as a Board, not individually, and they may adopt such by-laws, rules and regulations for the conduct of their meetings and the management of the Agency as they deem proper, so long as they are not inconsistent with the Laws of the State of New Jersey.

2.5 Compensation. A Commissioner shall receive no compensation for his or her services, but shall be entitled to reimbursement for actual expenses necessarily incurred in the discharge of the duties of Commissioner, including travel expenses.

III. COMMITTEES

3.1 Committees. The Commissioners by resolution may establish one or more committees, each of which shall have at least two members. Each such committee shall have only the authority extended to it in the resolution creating it. Likewise, by resolution the Commissioners may abolish any committee.

3.2 Committee appointments. The Chairperson shall appoint the members to the committees established by the Commissioners. Only Commissioners may serve as committee members. The Chairperson shall serve as an ex-officio member of all committees.

3.3 Committee meetings. Committees shall meet at such times and places as may be acceptable to a majority of the members of the committee. The presence of a majority of the members of a committee shall constitute a quorum for the transaction of business by that committee.

IV. MEETINGS

4.1 Regular meetings. Regular meetings of the Agency shall be held monthly on the second Monday of each month or on such date and at such place and hour as may be fixed by the Chairperson or a majority of the Commissioners. The Executive Director shall serve personally, by mail, by fax or by e-mail, a written notice of each such meeting addressed to each Commissioner at his or her address as it appears in the records of the Agency. Such notices shall be given not less than three nor more than 10 days prior to the date fixed for such meetings.

4.2 Special meetings. Special meetings of the Commissioners may be called by the Chairperson at any time, and shall be called by the Executive Director upon written request of three Commissioners. The Executive Director shall serve personally, by mail, by fax or by e-mail, a written notice of such special meeting, addressed to each Commissioner at his or her address, as it appears on the records of the Agency not less than three nor

more than 10 days prior to such special meeting. Such notice shall state the purpose for which such special meeting is called and by whom it was called.

4.3 Agenda. The Executive Director shall prepare the agenda for each meeting and shall distribute it to the Commissioners and Counsel by the Friday preceding the meeting date. The Agenda shall be formed in consultation with the Chairperson with input from the Commissioners.

4.4 Applications. Any person seeking to address the Commissioners or any person having business that he desires to bring to the attention of the Agency at a regular or special meeting may do so by submitting a request in writing to the Executive Director specifying the subject matter.

The Executive Director shall submit the request to the Chairperson for his approval or disapproval and will then advise such person as to whether or not his matter will be placed on the agenda for the next meeting and, if placed on the agenda, the amount of time allotted to him. If the application is denied by the Chairperson, the application shall be submitted to all of the Commissioners at the meeting next following the date of the request. If a majority of Commissioners elect to hear the matter, the applicant shall be heard at the next meeting thereafter and the

Executive Director shall notify him of the date and the time allotted to him.

4.5 Notice. Public notice of all regular and special meetings and caucuses shall be advertised by the Executive Director in accord with *N.J.S.A. 10:4-1 et seq.*, the Open Public Meeting Act. There shall be no public comment period at any meetings, but the Chairperson, in his discretion, may allow limited comment.

4.6 Caucus. The Commissioners may convene at a business caucus prior to any regular meeting to review the items on the agenda for that meeting. No formal action may be taken at such a caucus. The Commissioners may invite persons to appear at the caucus to review and discuss possible agenda items.

4.7 Quorum. A quorum of four Commissioners is necessary to conduct business and exercise the powers of the Agency. A Commissioner must be present to cast his or her vote. Less than four Commissioners may adjourn the meeting from time to time in the absence of a quorum in order to establish a quorum or may adjourn to a later specified date and time. A minimum of four affirmative votes of the Commissioners is necessary for the Agency to act.

4.8 Closed Sessions. When appropriate under *N.J.S.A. 10:4-1 et*

seq. the Commissioners shall meet in executive session.

4.9 Approving execution of documents. The Commissioners may approve a document subject to its form being approved by the Executive Director and Counsel and the Commissioners may in advance empower the Chairperson and the Executive Director to execute the document once such approval is obtained. However, all substantive aspects of the document must first be reviewed, voted upon and approved by at least four Commissioners.

4.10 Order of business. The order of business at all meetings of the Commissioners shall be as follows:

1. Reading of the Open Public Meeting Law notice.
2. Roll Call.
3. Minutes of preceding meeting.
4. Correspondence.
5. Bills to be approved for payment.
6. Report of the Executive Director
as to the status of pending projects and other
items of business.
7. Reports of committees.
8. Unfinished business.
9. New business.

4.11 Minutes. The Executive Director shall sign the minutes of all Agency meetings after the minutes have been approved by the Commissioners. All minutes shall be retained pursuant to Section VIII of these By-Laws.

V. OFFICERS

5.1 Election. At the first meeting of each calendar year, the Commissioners shall elect from among their membership the officers of the Agency who shall consist of a Chairperson and Vice Chairperson. At the same time, they shall also appoint an Executive Director as required by N.J.S.A. 40A:12A-12. The Executive Director shall not be a Commissioner. At a minimum, he shall possess the qualifications required by N.J.S.A. 40A:12A-12.

5.2 Term. The Chairperson and Vice Chairperson shall hold office for the term of one year or until their successors are duly elected.

5.3 Duties and authority of the Chairperson. The Chairperson shall be the chief executive officer of the Agency and shall have all of the powers and duties customarily vested in a CEO. He shall have all of the powers vested in him by statute. He shall have responsibility for the general and day-to-day management of the business of the Agency and shall ensure that all orders and resolutions of the Commissioners are carried out. All other officers

shall be subject to his authority and supervision.

The Chairperson shall preside at all meetings of the Commissioners and shall call regular and special meetings of the Agency in accordance with these by-laws and the laws of the State of New Jersey. He may enter into and execute contracts and other documents in the name of the Agency when authorized generally or specifically by the Commissioners to do so. The Chairperson may engage in discussions and negotiations with potential redevelopers and with officials of other governmental agencies.

5.4 Duties and Authority of the Vice Chairperson. The vice chairperson shall perform those duties and have such authority as the Chairperson or Commissioners may, from time to time, delegate to him. In the event of the Chairperson's absence, death, or disability, the vice chairperson shall perform the duties and be vested with the authority of the Chairperson.

5.5 Duties and Authority of Executive Director. The Executive Director shall perform all the duties required of him by statute and all such other duties which may be required by the Commissioners or the Chairperson. He shall cause notices of all meetings to be published and served as prescribed in these By-Laws and by the Open Public Meetings Law.

He shall prepare the agenda for and attend all meetings of the

Commissioners. He shall keep or cause to be kept minutes of such meetings. He shall at those meetings present to the Commissioners all communications addressed to the Agency and bring to their attention all matters pertaining to its affairs and of his activities with respect thereto. He shall attend to all routine correspondence and shall execute with the Chairperson all documents authorized by the Commissioners. He shall be the custodian of the records of the Agency.

VI. FISCAL CONTROL

6.1 Fiscal duties of Executive Director. The Executive Director shall have the duty of seeing that the Agency operates in compliance with the provision of N.J.S.A. 40A:5A-1 et seq., the Local Authorities Fiscal Control Law. He shall have custody of and keep account of any Agency funds and property. He shall maintain and cause to be kept regular books of account and shall render such accounts and present such statements as the Chairperson or the Commissioners may direct. He shall deposit to the credit of the Agency, in its designated legal depositories, within 48 hours of receipt thereof, all moneys received from any source by or on behalf of the Agency.

6.2 Disbursements. The Executive Director shall disburse funds of the Agency for the payment of bills and demands under a preaudit

and voucher system, subject to the approval of the Commissioners. Every voucher shall be in the form of a check payable to the order of the person entitled to receive it and shall specify the purpose for which it is drawn and the account to which it is charged. No one shall have the power to incur an obligation on behalf of the Agency unless incurrence of the obligation shall have first been approved at a meeting of the Agency by a majority of the Commissioners and recorded in the minutes. However, the Executive Director with the concurrence of the Chairperson, 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.

6.3 Signatories on checks. All checks of the Agency must be signed by the Chairperson and Executive Director, but the vice chairperson shall be an authorized signatory in the absence of one of the other two.

6.4 Approval of Commissioners. At each 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.

6.5 Inspection. The Executive Director at all times shall be

prepared to exhibit his books and accounts, records, papers, documents and correspondence to any Commissioner and to the public when required by law.

VII. PURCHASES

7.1 Purchases. All purchases are to be made in accordance with N.J.S.A. 40A:11-1 *et seq.*, the requirements of any funding sources for the various Agency projects, and any applicable ordinance of the Town of Harrison.

VIII. RETENTION OF RECORDS

8.1 Record retention. The Agency shall maintain its records in accord with the laws governing retention of public records and regulations of the New Jersey State Records Committee as revised from time to time.

IX. COUNSEL

9.1 COUNSEL. The Agency shall retain an attorney licensed to practice law in the State of New Jersey who shall be its Counsel. The Counsel shall provide all legal services for the Agency, Commissioners and Executive Director and shall be responsible for all legal representation of the Agency.

X. CONFLICT OF INTEREST

10.1 Conflict of interest. No Commissioner or employee of the Agency 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 he have 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. The Commissioner or employee shall be deemed to have such an interest if his employer, business associate, client, customer, family member or other relative or if the employer, business associate, client, or customer of a family member or relative has such an interest. If any Commissioner or employee owns or controls an interest, direct or indirect, in any property included or planned to be included in a project, he shall immediately disclose the same in writing to the Commissioners and the disclosure shall be entered upon the minutes of the Agency. Failure to so disclose such an interest shall constitute misconduct in office. A Commissioner or employee 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.

XI. EDUCATION/TRAINING

11.1 Educational Courses. All Commissioners and the Executive Director shall complete all of the courses of study required by statute unless waived by the Commissioner of Community Affairs in accord with N.J.S.A. 40A:12A-46, 47 and 45.

XII. REMOVAL

12.1 Removal. A Commissioner may be removed for inefficiency or neglect of duty or misconduct in office by the Mayor, with the approval of the Council, only after he has been given a copy of the charges at least 10 days prior to a hearing thereon and has had the opportunity to be heard in person or by counsel. In the event of the removal of a Commissioner, a record of the proceedings, together with the charges and findings thereon, shall be filed in the office of the Town Clerk pursuant to *N.J.S.A. 40A:12A-11c*.

XIII. MISCELLANEOUS PROVISIONS

13.1 Fiscal Year. The fiscal year of the Agency shall be the same as, that of the Town.

13.2 Gender. The masculine form of address is used throughout as a matter of convenience. All such words shall be deemed to include both genders as the context requires.

XIV. AMENDMENTS

14.1 These By-Laws may be altered, amended, repealed or added to by an affirmative vote of the majority of the Commissioners at any meeting 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. If, however,

all of the Commissioners shall be present at any meeting, these By-Laws may be amended by a unanimous vote without previous notice.

XV. DISSOLUTION

15.1 Dissolution. The Agency may only be dissolved by Ordinance of the Town of Harrison. All of the assets, liabilities and responsibilities of the Agency shall upon dissolution become those of the Town of Harrison pursuant to the Local Authorities Fiscal Control Law.

CERTIFICATION

These By-Laws are certified to be a true copy adopted at the regular meeting of the Commissioners on May , 1999.

Executive Director

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