

Amended By-Laws of the Housing Authority of the City of Summit

ARTICLE I – Name and Offices

Section 1.0 Name of Authority. The corporation’s official name shall be “Housing Authority of the City of Summit”. In addition, it shall have the right, from time to time, to operate under the name of “Summit Housing Authority” as authorized pursuant to *N.J.S.A. 15A:2-3(a)(b)* and *N.J.S.A. 14A:2-2.1* or similar applicable law. The corporation may be referred to sometimes herein as “the Authority”.

Section 1.1 Principal Office. The principal office of the Authority shall be located at 512 Springfield Avenue, Summit, New Jersey.

Section 1.2 Other Locations. The Board of Commissioners (hereafter sometimes referred to as “the Board”) may, at any time, establish other offices or places to conduct the business of the Authority at any location where the Authority is qualified to conduct business.

ARTICLE II – Offices and Agent

Section 2.0 Registered Office. The registered office of the Authority shall be located at 512 Springfield Avenue, Summit, New Jersey.

Section 2.1 Registered Agent. The registered agent of the Authority shall be the Executive Director of the Authority and the Authority shall file with the State of New Jersey the appropriate REG-C-EA form setting forth the full name of the registered agent and the registered office address.

ARTICLE III – Seal

Section 3.0 Seal of the Authority. The Authority shall have a seal with the name of the Authority, the year of its organization, the words “Incorporated” and “New Jersey” thereon.

ARTICLE IV – Mission

Section 4.0 **Statement.** To provide and maintain safe, high quality, affordable housing for low and moderate-income senior citizens and families and to identify and address unmet and emerging housing and community development needs.

ARTICLE V – Members

Section 5.0 **Commissioners.** The Authority shall have seven members each of which shall be known as a “Member” or a “Commissioner” and collectively as “the Members” or “the Commissioners” or the “Board of Commissioners”.

Section 5.1 **Appointment.** Five Commissioners shall be appointed by the governing body of the City of Summit, one Commissioner shall be appointed by the mayor or other chief executive officer of the City of Summit, and one Commissioner shall be appointed by the Commissioner of the New Jersey Division of Community Affairs.

Section 5.2 **Terms.** The Commissioners shall serve for terms of five years and until their respective successors have been appointed and qualified, except that of the five Members first appointed by the governing body of the City of Summit, one shall be appointed for a term of one year, one for a term of two years, one for a term of three years, one for a term of four years and one for a term of five years.

Section 5.3 **Vacancies.** Vacancies on the Board of Commissioners shall be filled in the same manner as the original appointments were made but for the unexpired term.

Section 5.4 **Compensation.** No Member shall receive compensation for services rendered as a Commissioner.

Section 5.5 Reimbursement of Expenses. Commissioners shall be entitled to reimbursement for actual expenses necessarily incurred in the discharge of the duties of Commissioner, including travel expenses.

Section 5.6 Conflict of Interest of a Member. No Member shall acquire any interest, direct or indirect, in any housing project or in any property included or planned to be included in such project, nor shall any Member have any interest, direct or indirect, in any contract or proposed contract for materials and services to be furnished or used in connection with any housing project. If any Member owns or controls an interest, direct or indirect, in any property included or planned to be included in a housing project, the Member shall immediately disclose such interest in writing to the Authority and the disclosure shall be entered upon the minutes of the meetings conducted by the Board of Commissioners. Failure to disclose such an interest shall constitute misconduct in office.

Section 5.7 Removal. A Member may be removed by the governing body or officer by which the Member was appointed on grounds of inefficiency or neglect of duty or misconduct in office provided, however, that the Member shall first be provided a copy of the charges upon which such removal is sought at least ten days prior to a hearing thereon, that the governing body or officer shall afford such hearing to the Member who shall have the right to be heard in person or by counsel. In the event of removal of any Member, a record of the proceedings, together with the charges and findings thereon, shall be filed in the office of the Clerk of the City of Summit.

Section 5.8 Personal Liability of Members. Members of the Authority shall discharge their duties in good faith and with that degree of diligence, care and skill which ordinary, prudent persons would exercise under similar circumstances in like positions. In

discharging their duties, Members shall not be liable to the Authority for breach of duty as a Member if, acting in good faith, they rely on the opinion of counsel, consultants, certified public accountants, and other professionals for the Authority or upon written reports, books of account or other reports represented to them as correct by an officer or person presiding at a meeting of the Board of Commissioners. Except as otherwise permitted in the Certificate of Incorporation of the Authority, or as otherwise provided by law, a Member shall not be personally liable for the debts, liabilities or obligations of the Authority.

ARTICLE VI – Board of Commissioners

Section 6.0 Management. The activities of the Authority shall be managed by the Board which shall consist of all seven Members.

Section 6.1 Powers of the Authority. The powers of the Authority enumerated in *N.J.S.A. 40A:12A-16, N.J.S.A. 40A:12A-17, N.J.S.A. 40A:12A-22*, and all other powers provided by federal, state, municipal and common law, as may be applicable, shall be vested in the Board.

Section 6.2 Quorum. No meeting of the Board shall take place in the absence of a quorum. Subject to Section 8.13, the presence at any meeting of the Board of four Members shall constitute a quorum of the Board for the purpose of conducting the business of the Authority and exercising its powers and for all other purposes, except that the presence of six members shall be required to constitute a quorum of the Board for purposes of any action to elect or remove the Chairperson, Vice-Chairperson, Secretary, Treasurer, and Executive Director, or to alter, amend, or repeal these by-laws, or any section thereof.

Section 6.3 Votes. Each Member present at a meeting of the Board shall be entitled to cast one vote.

Section 6.4 Acts of the Board. The affirmative vote of a majority of the votes cast, but in any event, not less than four affirmative votes, at a meeting of the Board at which a quorum is present shall constitute an act of the Board, except that any action to amend, alter, or repeal the by-laws shall require an affirmative vote of no less than six Members, and except further that the election of the Chairperson and Vice-Chairperson and the removal of any officer, including the Executive Director, shall require the affirmative vote of a majority of the entire Board members.

Section 6.5 Annual Budget. All expenditures, including debt payments, shall be consistent with the annual budget adopted by the Authority, which budget shall be transmitted to the governing body and chief executive officer of the City of Summit pursuant to **N.J.S.A. 40A:12A-25** and **26.6**. Prior to the adoption of the annual budget, the Authority shall submit the annual budget for such fiscal year to the Director of the Division of Local Government Services in the New Jersey Department of Community Affairs as required by **N.J.S.A. 40A:5A-10 a**, for approval by such Director.

Section 6.6 Annual Audit. The Authority shall cause an annual audit of its accounts to be made in accordance with **N.J.S.A. 40A:5A-15**. The audit shall be completed and filed with the governing body and chief executive officer of the City of Summit and with the Director of the Division of Local Government Services in the New Jersey Department of Community Affairs within four months after the close of the fiscal year of the Authority. A synopsis of the annual audit shall be prepared by the Chairperson and published at least once in a newspaper circulating in the district of the Authority with a copy of the synopsis to be filed with the Director of the Division of Local Government Services in the New Jersey Department of Community Affairs.

Section 6.7 Annual Financial Statement. The Secretary-Treasurer shall file annually with the Director of the Division of Local Government Services in the New Jersey Department of Community Affairs a verified statement of the financial condition of the Authority as of the close of the fiscal year in accordance with **N.J.S.A. 40A:5-12.**

Section 6.8 Cash Management Plan. The Authority shall adopt a cash management plan as required by **N.J.S.A. 40A:5-14** and shall deposit its funds pursuant to that plan. The cash management plan shall designate a public depository for deposit of funds of the Authority. All moneys received from any source by or on behalf of the Authority shall, within forty-eight (48) hours after the receipt thereof, be deposited to the credit of the Authority in its designated legal depository.

Section 6.9 Payment of Moneys. The Authority shall approve or disapprove all claims for payment and shall not pay out any of its moneys except as permitted by **N.J.S.A. 40A:5-16**, et seq. provided, however, the Authority may, by resolution of the Board, provide for and authorize payment of advances to officers and employees toward their expenses for authorized official travel and expenses incidental thereto. Such resolution shall provide for the verification and adjustment of such expenses advanced by means of a detailed bill of items or expenses requested.

Section 6.10 Fiscal Control Law and Public Contracts Law. The Authority shall be subject to the provisions of the Local Authorities Fiscal Control Law, **N.J.S.A. 40A:5A-1 et seq.**; the Local Public Contracts Law, **N.J.S.A. 40A:5A-1 et seq.**; the Local Redevelopment and Housing Law, **N.J.S.A. 40A:12A-1 et seq.**; the Administrative Procedure Act, **N.J.S.A. 40A:5A-1 et seq.**; the Local Fiscal Affairs Law, **N.J.S.A. 40A:5-1 et seq.**; all amendments

thereto and all applicable state, federal and municipal laws, ordinances, statutes, rules and regulations.

ARTICLE VII – Committees of the Board

Section 7.0 Committees. The Board, by resolution approved by a majority of the votes cast at a meeting of the Board, or the Chairperson, without resolution but on notice to the Board, may, at any time, establish one or more committees of one or more Members, each of which, to the extent provided in the resolution or as determined by the Chairperson, whichever is applicable, shall have and may exercise the authority of the Board, limited to the purposes for which the committee has been established. No committee can take the following actions:

- (1) Make, alter, or repeal any by-laws of the corporation.
- (2) Elect or appoint or remove any officer of the corporation.
- (3) Any action that requires the approval of the Members.
- (4) Amend or repeal any resolution previously adopted by the Board.

Section 7.1 Permanent Standing Committees. There shall be four permanent standing committees of the Board having the title, purposes and duties as follows:

Personnel and

Policy Review: Responsible for recommending personnel policies to the Authority; reviewing of all personnel actions for compliance with the adopted policies and conducting the Authority's annual appraisal of the Executive Director. Responsibility to review the Authority's policies with the Executive Director and the Authority's counsel and to make recommendations to the Board.

Finance and

Operations: Responsible for oversight of financial transactions of the Authority and compliance with state and federal laws and regulations; interact with staff and the Executive Director in the preparation of the annual budget and the Authority's short- and long-term commitment of funds; review and make recommendations on tenant admissions and Authority's and tenant's compliance with leases and occupancy rules; establish and review operational

metrics; review operational activities as are delegated by the Board.

Building

and Grounds: Responsibility for oversight of the maintenance of the buildings and grounds and for recommending to staff improvements to same.

Residents: Responsible for establishing and maintaining communication among the residents, the Board, and the Executive Director, for recommending actions to the Board and the Executive Director within the scope of the Authority's responsibility that are necessary to meet the needs of the Authority's residents.

Section 7.2 Appointment of Committee Members. The Chairperson shall appoint, as needed, from among the Members, the Commissioner or Commissioners to serve on any committee of the Board. With respect to a permanent standing committee, the appointment of Members to serve on a permanent standing committee shall be made by the Chairperson at the annual meeting of the Board.

Section 7.3 Vacancies in a Committee. The Chairperson shall, as soon as practical and no later than by the date of the next Board meeting following the occurrence of a membership vacancy in any committee, fill by appointment such vacancy in the committee. In the case of a vacancy caused by the temporary absence or disability of a member of a committee, the Chairperson may appoint a Member to serve as a member of the committee for the period of the original member's absence or disability with all powers of the absent or disabled member of the committee.

Section 7.4 Appointment of Non-Members to Committees. From time to time, the Chairperson of the Board may appoint non-members to serve on any committee of the Board other than a Permanent Standing Committee. Such appointed non-member shall serve without compensation for a one-year term and shall serve as an advisor to the committee the committee

and shall have no authority to vote on any actions of the committee. Non-members will serve at the discretion of the Chairperson of the Board.

Section 7.5 Quorum. No meeting of any committee shall take place in the absence of a quorum. The presence at any meeting of the committee of a majority of the voting members of the committee shall constitute a quorum of the committee for the purpose of conducting the business of the committee and exercising its powers and for all other purposes. Notwithstanding the foregoing, if the committee consists of two or less voting members, the presence of all voting members shall be required to constitute a quorum of the committee.

Section 7.6 Votes. Each Member appointed to the committee present at a meeting of the committee shall be entitled to cast one vote. Non-members appointed to the committee shall have no voting powers.

Section 7.7 Acts of the Committee. The affirmative vote of a majority of the votes cast at a meeting of the committee at which a quorum is present shall constitute an act of the committee. Notwithstanding the foregoing, if the committee consists of two or less voting members, the affirmative unanimous vote of all voting members shall constitute an act of the committee.

Section 7.8 Chairperson of a Committee. Each committee shall appoint from among its members a chairperson unless the resolution of the Board establishing the committee designates the chairperson or, in lieu thereof, the Chairman has designated the committee chairperson. A vacancy in the position of chairperson shall be filled in the manner of the original appointment.

Section 7.9 Reporting. Committees shall report their activities at the regular meeting of the Board.

ARTICLE VIII – Meetings of the Board of Commissioners

Section 8.0 Annual Meeting. An Annual meeting of the Board shall be held on the 2nd Wednesday of December in each year at 5:00 p.m. at the regular meeting place of the Authority, unless otherwise noted in the annual meeting notice or in a public notice of such meeting.

Section 8.1 Regular Meetings. Regular meetings of the Board shall be held at the regular meeting place of the Authority on the 4th Wednesday of each month at 7:00 p.m. unless the same shall be a legal holiday, in which event said meeting shall be held on the next succeeding secular day, unless otherwise noted in the Public Notice of such meeting.

Section 8.2 Special Meetings Upon Notice. The Chairperson may, when expedient or upon written request of two members of the Authority, schedule and notice a special meeting of the Board, to take place at the regular meeting place of the Authority, for any purpose or purposes upon adequate notice to the public. The term “adequate notice” as provided in this Article VIII shall have that meaning as set forth in *N.J.S.A. 10:4-8d.*, also known as the Open Public Meetings Act. At such special meeting no business shall be considered other than as designated in the call and provided in the public notice of meeting,

Section 8.3 Special Meetings Without Notice. Special meetings of the Board may be called without notice to the public provided (1) that the special meeting shall be limited to consideration of confidential, excluded, or other matters listed in *N.J.S.A. 10:4-12b.*, or (2) that such meeting is required in order to deal with matters of such urgency and importance that a delay for the purpose of providing adequate notice would be likely to result in substantial harm to the public interest and either the Authority could not reasonably have foreseen the need for such special meeting at a time when adequate notice could have been provided or it nevertheless

failed to do so. Such special meetings shall take place at the regular meeting place of the Authority.

Section 8.4 Requirements Applicable to a Special Meeting Without Notice. For any special meeting of the Board without notice to the public called pursuant to Section 8.3 (2) above, the special meeting shall proceed only upon the affirmative vote of no less than three quarters of the Members present which vote shall be taken at the inception of the special meeting and provided that the special meeting is limited to discussion of and acting with respect to such matters of urgency and importance for which the special meeting was called.

Section 8.5 Procedure for Call of Special Meetings. A special meeting of the Board may be called for by the Chairperson in the discretion of the Chairperson. A special meeting of the Board shall be called for by the Chairperson upon receipt by the Chairperson of the request for a special meeting delivered by any two Members of the Authority. The call for a special meeting shall be given to each Member of the Authority (1) personally no less than forty-eight hours prior to the date of the special meeting or (2) posted by mail to the business or home address of the Member no less than five days prior to the date of the special meeting, or (3) by e-mail through the internet to the e-mail address for any Member providing an e-mail address for purposes of such communication no less than forty-eight hours prior to the date of the special meeting.

Section 8.6 Notice to the Public. Except with respect to a special meeting of the Board proceeding pursuant to Section 8.3 above, the Authority shall provide adequate notice to the public of all meetings of the Board, including if the meeting shall be conducted by telecommunications or video conference, along with the access information or access link. With respect to a special meeting of the Board proceeding pursuant to Section 8.3 above, the Authority

shall provide notice of such meeting to the public as soon as possible following the calling of such meeting by prominently posting written notice of such meeting, including if the meeting shall be conducted by telecommunications or video conference, along with the access information or access link, in at least one public place reserved for such or similar announcements and also by notifying at least two newspapers designated by the Authority to receive such notices, as required by and in accordance with *N.J.S.A. 10:4-8d. (2)* and *N.J.S.A. 10:4-9b. (3)*.

Section 8.7 Order of Business. At all meetings of the Board, the initial order of business shall be the following: call to order; roll call; report on presence of quorum; statement in the minutes of the meeting regarding notice as required by *N.J.S.A. 10:4-10 et seq.* At all meetings of the Board, the Authority shall set aside a portion of the meeting for public comment on any governmental issue that a member of the public feels may be of concern to the residents of the community. With respect to any regular meeting of the Board, the following business shall be added to the order of business: review and approval of the minutes of the previous meeting; bills and communication; reports of the Secretary; report of the Treasurer; report of the Executive Director; reports of the Committees; unfinished business; new business; and adjournment.

Section 8.8 Minutes of Meetings. The Secretary or such other person as the Chairperson shall appoint in the absence or unavailability of the Secretary shall keep or cause to be kept reasonably comprehensible minutes of all meetings of the board showing the time and place, the members present, the subjects considered, the actions taken, the vote of each Member present, and any other information required to be shown in the minutes by law which shall be

promptly made available to the public except as otherwise provided by *N.J.S.A. 10:4-12* or any other law.

Section 8.9 Meetings Open to Public. Except as otherwise provided by *N.J.S.A. 10:4-12*, or any other law, all meetings of the Board shall be open to the public at all times. The Authority shall not exclude the public from any meeting of the Board until the Authority shall first adopt a resolution, at a meeting to which the public shall be admitted, stating the general nature of the subject to be discussed in closed session and stating as precisely as reasonably possible the time when and the circumstances under which the discussion conducted in closed session of the Board can be disclosed to the public as permitted in accordance with *N.J.S.A. 10:4-12*.

Section 8.10 Schedule of Regular Meetings. Within seven days of the annual meeting of the Board, the Authority shall prominently post and maintain posted throughout the year in at least one public place reserved for such or similar announcements, mail to at least two newspapers designated by the Authority to receive such notices as required by and in accordance with *N.J.S.A. 10:4-8(d)(2)*, submit to the Clerk of the City of Summit and the Clerk of Union County and the Secretary of the State of New Jersey, for the purpose of public inspection a schedule of the regular meetings of the Authority to be held during the succeeding year. Such schedule shall contain the location of each meeting, to the extent it is known, and the time and date of each meeting. In the event that such schedule is thereafter revised, the Authority within seven days of such revision, shall post, mail and submit such revision in the manner originally provided.

Section 8.11 Requests for Notices of Meetings. The Authority shall post by mail a copy of any regular meeting schedule or revision thereof, and any advance written notice of any

meeting of the Board of Commissioners, including if the meeting shall be conducted by telecommunications or video conference, along with the access information or access link, to any persons requesting such notice within forty-eight hours of payment by such person of a reasonable sum, if any has been fixed by resolution of the Authority, to cover the costs of providing such mailing. All requests for notices shall terminate at midnight on December 31 of each year but shall be subject to renewal upon a new request to the Authority.

Section 8.12 Conduct of Meetings. The precedence of and the procedure on votes, motions and other procedural matters at a meeting of the Board shall be governed by Robert's Rules of Order insofar as those rules are not inconsistent with law, with the Authority's Certificate of Incorporation, and with these by-laws.

Section 8.13 Presence at Meetings. Members of the Board shall be physically present at the location where in-person meetings of the board are to be held. Regular attendance is necessary for the responsible discharge of the Board responsibilities. The Board shall have the discretion, in its reasonable judgment, to hold Board meetings by means of telecommunication or video conference upon notice as provide in Section 8.11. Under special circumstances, the Chairperson may grant to a member, otherwise unable to attend an in-person scheduled meeting, a request for the member's teleconference participation in a regular or special meeting in-person scheduled meeting.

Section 8.14 Teleconference and Video Conference Meetings. Any meetings of the Board, including Annual meetings, Regular meetings, and Special meetings, held pursuant to this Article VIII, may be conducted by teleconference and/or video conference as determined in the discretion of the Board. The access information and access link shall be provided as set forth in Section 8.6.

ARTICLE IX – Officers and Staff

Section 9.0 Officers. The officers of the Authority shall be a Chairperson, a Vice-Chairperson, Executive Director, a Secretary, and a Treasurer. The Board in its discretion, and subject to Board oversight, may appoint the Executive Director to the office of Secretary and/or Treasurer.

Section 9.1 Election of Officers. At its annual meeting, the Board shall elect, by affirmative vote of a majority of the entire Board membership, a Chairperson and a Vice-Chairperson from its Members.

Section 9.2 Term of Officers. The term of office for the Chairperson and Vice-Chairperson shall be one year from the date of the annual meeting or until their successors are elected and qualified, whichever is longer.

Section 9.3 Removal of Officers. The Board, by affirmative vote of a majority of the entire Board membership, may remove from office the Chairperson, Vice-Chairperson, Secretary, Treasurer, or Executive Director, with or without cause.

Section 9.4 Vacancies. Should the offices of the Chairperson or Vice-Chairperson become vacant, the Board by affirmative vote of a majority of the entire Board membership shall elect a successor from its membership at the next regular meeting and such election shall be for the unexpired term of said office. When the office of the Secretary or Treasurer becomes vacant, the Board by affirmative vote of a majority of the entire Board membership shall appoint a successor, as aforesaid.

Section 9.5 Chairperson. The Chairperson shall preside at all meetings of the Board. Except as otherwise authorized by resolution of the Board, the Chairperson shall sign all contracts, deeds and other instruments made by the Authority. At each meeting of the Board, the

Chairperson shall submit such recommendations and information as the Chairperson may consider proper concerning the business, affairs and policies of the Authority.

Section 9.6 Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and 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 shall select a new Chairperson.

Section 9.7 Secretary. The Secretary shall keep the records of the Authority, shall act as Secretary of the meetings of the Board and record all votes, and shall keep a record of the proceedings of the Authority. The Secretary shall perform all other duties incident to the office, shall keep in safe custody the seal of the Authority, and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

Section 9.8 Treasurer. The Treasurer shall have the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Board may select. The Treasurer shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of the Board. Except as otherwise authorized by resolution of the Board, all such orders and checks shall be counter-signed by the Chairperson or Vice-Chairperson. The Treasurer shall keep regular books of accounts showing receipts and expenditures and shall render to the Board, at each regular meeting (or oftener when requested), an account of transactions and also of the financial condition of the Authority. The Treasurer shall give such performance bond for the faithful performance of the duties of the Treasurer as the Board may determine.

Section 9.9 Executive Director. The Authority shall employ an Executive Director, qualified in accordance with *N.J.S.A. 40A:12A-18* and *18.1*, who shall have general supervision

over the administration of the Authority's business and affairs, subject to the direction of the Board. The Executive Director shall be charged with the management of the housing developments of the Authority and the discharge of such other responsibilities as the Board shall delegate to the Executive Director.

The Executive Director, once appointed, will also serve as the Secretary and/or Treasurer of the Board during the term of office, subject to all provisions of these by-laws applying thereto. Any person appointed to fill the office of Executive Director or any vacancy therein, shall have such term as the Authority fixes, but no Commissioner shall be eligible to serve in this office except as a temporary appointee.

Section 9.10 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 rules and regulations of the Authority. The Authority may accept the responsibility to perform functions, within the scope of its powers and purposes, at the request of or on behalf of the City of Summit.

Section 9.11 Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its powers and to fulfill the duties and functions of the Authority as prescribed by the Local Redevelopment and Housing Law and all other laws of the State of New Jersey applicable thereto. The selection and compensation of such personnel, other than the Executive Director, shall be determined by the Executive Director and the selection and compensation of the Executive Director shall be determined by the Board. Such selections and compensation shall be determined in accordance with, and subject to, the laws of the State of New Jersey.

Section 9.12 Personal Liability of Officers. Officers of the Authority shall discharge their duties in good faith and with that degree of diligence, care and skill which ordinary, prudent persons would exercise under similar circumstances in like positions. In discharging their duties, officers shall not be liable to the Authority for breach of duty as an officer if, acting in good faith, they rely on the opinion of counsel for the Authority or upon written reports, books of account or other reports represented to them as correct by a person presiding at a meeting of the Board. Except as otherwise permitted in the Certificate of Incorporation of the Authority, or as otherwise provided by law, an officer shall not be personally liable for the debts, liabilities or obligations of the Authority.

ARTICLE X – Indemnification

Section 10.0 Indemnity. Every person who is or was a Member, Commissioner, officer, employee or agent of the Authority, or any person who serves or has served in any capacity with any other enterprise at the request of the Authority, shall be indemnified by the Authority to the fullest extent permitted by law against his expenses and liabilities in connection with any proceeding involving such persons by reason of his being or having been a Member, Commissioner, officer, employee or agent of the Authority or serving or having served in any capacity with any other enterprise at the request of the Authority, other than a proceeding by or in the right of the Authority, provided however (a) such person acted in good faith and in a manner believed to be in and not opposed to the best interests of the Authority and (b) with respect to any criminal proceeding, such person had no reasonable cause to believe his conduct was unlawful.

Section 10.1 Expenses Advanced. Expenses, including attorney's fees and other costs of litigation, incurred by any indemnified person in connection with a proceeding may be paid by

the Authority in advance of final disposition of the proceedings as authorized by the Board upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified as provided in Section .10.0.

Section 10.2 City of Summit Indemnity. The indemnity and advancement of expenses provided by or granted pursuant to this Article X shall not exclude any indemnity or advancement of expenses provided by the City of Summit pursuant to Municipal Ordinance 2060, or N.J.S.A. 59:10-1 et seq., or other similar laws.

Section 10.3 Insurance. The Authority shall purchase and maintain insurance on behalf of its Members, Commissioners, officers, employees, agents and other persons to be indemnified under this Article X against any expenses incurred in any proceedings and any liabilities asserted against such persons by reason of their having served in such capacity or capacities.

Section 10.4 Witness Fees. The Authority shall pay or reimburse expenses incurred by an indemnified person hereunder in connection with the person's appearance as a witness in a proceeding at a time when such person has not been had a party to the proceeding.

Section 10.5 Indemnification for Awards. The indemnity provided by this Article X shall include awards for exemplary or punitive damages resulting from the violation of state or federal law, if, in the opinion of the Authority, the acts committed by the indemnified person did not constitute actual fraud, actual malice, willful misconduct or intentional wrongdoing.

ARTICLE XI – Fiscal Year

Section 11.0 Fiscal Year. The fiscal year of the Authority shall end on the last day of December each year.

ARTICLE XII – Dissolution

Section 12.0 Dissolution by Ordinance or Resolution. The Authority shall be dissolved in accordance with an ordinance or resolution providing for its dissolution adopted by the governing body of the City of Summit, approved by the Local Finance Board in the Division of Local Government Services in the Department of Community Affairs prior to adoption.

Section 12.1 Dissolution by Court Order. One or more Members may bring an action to dissolve the Authority pursuant to **N.J.S.A. 15A:12-12 b.**

Section 12.2 Disposition of Assets, Liabilities and Responsibilities. Upon adoption of an ordinance or resolution providing for dissolution, the Authority shall transfer all assets, liabilities and responsibilities to the City of Summit in accordance with **N.J.S.A. 40A:5A-20 and 21.**

ARTICLE XIII – Force and Effect of By-Laws

Section 13.0 Force and Effect. These by-laws are subject to the provisions of the New Jersey Non-Profit Corporation Act, **N.J.S.A. 15A:1-1 et seq.**, and the certificate of incorporation of the Authority, as may be amended from time to time.

Section 13.1 Inconsistencies. If any provision in these by-laws are inconsistent with a provision of the New Jersey Non-Profit Corporation Act or the certificate of incorporation, the provisions of the New Jersey Non-Profit Corporation Act or the certificate of incorporation shall govern to the extent of the inconsistency.

ARTICLE XIV – Amendments

Section 14.0 Power to Amend. The power to alter, amend, or repeal these by-laws shall be vested in the Board.

Section 14.1 Quorum Required. The presence at any meeting of the Board of six Members shall constitute a quorum of the Board for the purpose of any vote to alter, amend or repeal these by-laws.

Section 14.2 Votes Required. Any action to alter, amend, or repeal these by-laws, or any section thereof, shall require an affirmative vote of no less than six Members cast at a meeting of the Board at which a quorum, as established by Section 11.1, is present.

Section 14.3 Review. These by-laws shall be reviewed every two years at the Board annual meeting, or more often as needed in the discretion of the Board.

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