



BYLAWS

ADOPTED JULY 25, 1973
REVISED FEBRUARY 27, 1974
REVISED APRIL 1, 1976
REVISED APRIL 20, 1978
REVISED FEBRUARY 1, 1979
REVISED MARCH 27, 1980
REVISED DECEMBER 4, 1980
REVISED MAY 20, 1982
REVISED FEBRUARY 3, 1983
REVISED FEBRUARY 2, 1984
REVISED FEBRUARY 5, 1986
REVISED JULY 12, 1989
REVISED OCTOBER 9, 1991
REVISED MARCH 23, 1994
REVISED MARCH 1, 2000
REVISED APRIL 2, 2008
REVISED FEBRUARY 3, 2010
REVISED DECEMBER 21, 2016
REVISED DECEMBER 5, 2018

RESOLUTION RE: ADOPTION OF REVISED BYLAWS OF THE SUSSEX
COUNTY MUNICIPAL UTILITIES AUTHORITY

BE IT RESOLVED that the following are adopted as the OFFICIAL BYLAWS
of the Sussex County Municipal Utilities Authority:

ARTICLE I

Name

The Name of the Authority shall be THE SUSSEX COUNTY MUNICIPAL
UTILITIES AUTHORITY (SCMUA).

ARTICLE II

Principal Office and Meetings

1. The Principal Office of the Authority shall be in the ADMINISTRATION
BUILDING AT THE SOLID WASTE COMPLEX, ROUTE 94, LAFAYETTE, NEW
JERSEY. The mailing address for the above office shall be THE SUSSEX COUNTY
MUNICIPAL UTILITIES AUTHORITY, 34 SOUTH ROUTE 94, LAFAYETTE, NEW
JERSEY 07848.

2. All meetings of the Authority for the transaction of business shall be held at
the Authority's Administration Building or at such other place or places as may be
designated from time to time, by Resolution, pursuant to legal notice thereof.

ARTICLE III

Annual Organization Meeting

The Annual Organization Meeting of the Authority for the election of a Chairman
and Vice-Chairman, and for the transaction of any other business that may come before the
Meeting, shall be held at the Administration Building of the Authority at a time to be
legally advertised, on the first meeting day of February in each year if not a Legal Holiday,
and if a Legal Holiday, on such a day as may be designated by the Authority, by
Resolution, following legal notice thereof.

ARTICLE IV

Regular Meetings

The schedule and location of Regular Meetings of the Authority shall be
established at each Annual Organization Meeting of the Authority for the then ensuing
year.

ARTICLE V

Special Meetings

Special Meetings of the Authority shall be held whenever called by the Chairman, or in the absence of the Chairman, the Vice-Chairman; or any four (4) Commissioners of the Authority, upon legal notice thereof being given each Member and to the Public, as required by law.

ARTICLE VI

Business at Meeting-Notice

All Annual, Regular and Special Meetings of the Authority, and any continued or adjourned sessions thereof, shall be held in accordance with the Open Public Meetings Act (P.L. 1975, ch. 231) and be open for the transaction of any business within the jurisdiction of the Authority. All Regular Meetings of the Authority may be held without special notice to the Commissioners. Only matters set forth in the Notice of Special Meetings may be acted upon at said Special Meeting.

ARTICLE VII

Quorum-Majority Action

1. In accordance with N.J.S.A. 40:14B-14, a majority of the entire authorized membership of the Authority shall constitute a Quorum. A Quorum is necessary to conduct an Official Meeting, but a number of Commissioners less than a Quorum may meet to adjourn the meeting.

2. Action may be taken and Motions and Resolutions adopted by the Authority at any Official Meeting thereof by vote of a Majority of the Commissioners present and voting on such Action.

ARTICLE VIII

Officers

The Officers of the Authority shall be a Chairman, Vice-Chairman, Secretary, Treasurer and Assistant Treasurer. Election of the Chairman and Vice-Chairman shall be by affirmative vote of at least five (5) Commissioners of the Authority.

Chairman

1. The Chairman shall be elected by the Authority from among its Commissioners at its Annual Meeting and shall hold office until the first (1st) meeting day of February next ensuing and until his/her successor shall have been elected and have qualified.

2. The Chairman shall, when present, preside at all Meetings of the Authority. He/She shall perform all the duties commonly incident to his/her office and shall perform such other duties as the Authority shall designate or direct. He/She shall represent the Authority, and execute all documents for the Authority, as and when authorized by the Authority to do so.

Vice-Chairman

1. The Vice-Chairman shall be elected by the Authority from among its Commissioners at its Annual Meeting and shall hold office until the first (1st) meeting day in February next ensuing and until his/her successor shall have been elected and have qualified.

2. The Vice-Chairman shall perform the duties and have the powers of the Chairman during the absence or disability of the Chairman. He/She shall perform such other duties and have such powers as the Authority shall designate.

Authority Secretary

1. The Authority Secretary shall be appointed by the Authority at the Annual Meeting of the Authority and shall hold office until the first (1st) meeting day of February next ensuing and until his/her respective successor shall have been selected and qualified.

2. The Authority Secretary shall attend all meetings of the Authority and the Authority Secretary (or designee) shall record all votes and shall keep a record of the proceedings of the Authority in a minute book and resolution book to be kept for that purpose. The Authority Secretary (or designee) shall keep in safe custody the seal of the Authority and shall affix such seal to all papers authorized to be executed by the Authority requiring such seal to be affixed. The Authority Secretary (or designee) may cause copies to be made of all minutes, resolutions and other records and documents of the Authority to the effect that such copies are true copies, and all persons dealing with the Authority may rely on such certificates. The Authority Secretary shall perform such duties as are incident to his/her office or as may be assigned from time to time by the Authority.

3. In the absence of the Authority Secretary at any meeting, a secretary pro tempore shall perform his/her duties.

Treasurer

1. A Treasurer shall be appointed by the Authority at the Annual Meeting of the Authority and shall hold office until the first (1st) meeting day of February next ensuing, and until his/her respective successor shall have been selected and have qualified.

2. An Assistant Treasurer may be appointed by the Authority at the Annual Meeting of the Authority and shall hold office until the first (1st) meeting day of February next ensuing, and until his/her respective successor shall have been selected and have qualified.

3. The Treasurer, subject to the order of the Authority, shall have the care and custody of the money, funds, valuable papers, securities and documents of the Authority (other than his/her own bond, if any, which shall be in the custody of the Secretary), and shall have and exercise all powers and duties incident to his/her office, and shall give bond or other security in such form and with such sureties as shall be required by the Authority. He/She may endorse for deposit or collection all checks and notes payable to the Authority or to its order and may accept drafts on behalf of the Authority. He/She shall keep apprised of the books of account of the Authority's transactions, which shall be the property of the Authority. The Treasurer/Asst. Treasurer shall be subject at all times to the inspection and control of the Authority. He/She shall perform such other duties and have such powers as the Authority shall designate.

ARTICLE IX

Commissioners' Compensation

The Chairman and Commissioners' annual compensation is determined, and periodically adjusted, by the Sussex County Board of Chosen Freeholders, as per NJSA 40:14B-17. Payment shall be made on a biweekly basis. Payment shall be determined by dividing the annual compensation by twenty-six (26). In addition, Authority Commissioners will be reimbursed for all reasonable and necessary expenses incurred in carrying out their duties, including mileage reimbursement at the same rate established in the SCMUA Personnel Policy Manual.

The Chairman and Commissioners are responsible to attend all regularly scheduled or rescheduled Authority meetings. In order to receive credit for attending a meeting, the Chairman or Commissioner must attend for a minimum of 50% of the meeting duration, unless excused by affirmative vote of the majority of the Commissioners.

Should the Chairman and/or Commissioner attend a regular meeting or rescheduled regular meeting, and said meeting not be held due to the lack of a quorum, they shall be credited with such attendance, and shall not be penalized for the cancellation of that meeting.

The Commissioners of the Authority may excuse a Commissioner's absence in cases of illness, emergencies or scheduling conflicts, which required the attendance of said absent Commissioner. Approval for an excused absence will require a formal affirmative vote of a majority of the Commissioners. The records shall then indicate that said Commissioner has been granted an "excused" absence. In the event a member of the Board of Commissioners accumulates, during the period of February 1st to January 31st, three (3) unexcused absences, a letter shall be sent from the Board of Commissioners to that Commissioner of their attendance record and a copy of the SCMUA Bylaws requirements. If any Commissioner accumulates four (4) unexcused absences during the period of February 1st to January 31st, the Commissioners may, by affirmative vote, send written notice to the Sussex County Board of Chosen Freeholders of such Commissioner's attendance record.

ARTICLE X

Committees

The members of all standing committees and ad hoc committees shall be appointed by the Chairman of the Authority. The committee members may investigate, report and make recommendations on particular matters within the scope of their committee duties. The committee members shall be responsible to ensure that the "Open Public Meeting Act" is complied with and that less than a quorum of the Board of Commissioners is in attendance at committee meetings. Meetings shall be held on an "as needed" basis. The Authority Chairman shall select a chairman for each committee formed. The Committee Chairman shall determine the Committee Meeting schedule.

At the annual organization day of the Authority, appointments shall be made to the following standing committees:

- | | |
|--------------------------------------|--------------------------|
| 1. Personnel Committee | 5. Budget Committee |
| 2. Public Education Committee | 6. Wastewater Committee |
| 3. Legislative Committee | 7. Solid Waste Committee |
| 4. Purchasing/Construction Committee | |

The powers and duties of each such committee shall be as follows:

Personnel Committee shall provide assistance and direction to the Authority staff regarding personnel issues. It shall review recommendations of staff regarding Personnel Policy Manual revisions, annual salary adjustments, organizational structure and disciplinary/grievance matters. The committee shall make recommendations as it deems appropriate to the Board of Commissioners.

Public Education Committee shall provide assistance and direction to the Authority staff regarding public education issues and programs. The committee shall make recommendations regarding public education and information programs as they relate to various grant funds available for such purposes. The committee shall make recommendations concerning ways and means to improve communications with other public bodies, agencies, officials and the general public.

Legislative Committee shall provide assistance to the Authority staff regarding review of proposed legislation and administrative regulations that affect the Authority. The committee members shall act as the liaison to area representatives to make the Authority's position known on various issues.

Purchasing/Construction Committee shall provide assistance to the Authority Staff in developing bid specifications, RFP's, reviewing purchasing requirements, recommending contract awards and contract change orders.

Budget Committee shall provide assistance to the Authority Staff in preparation of the various operating and capital budgets of the Authority. The Committee shall make recommendations to the Board of Commissioners.

Wastewater Committee shall provide assistance to the Authority Staff on matters related to the various wastewater facilities of the Authority, especially as it relates to new facilities to serve the public. Committee members may attend project development meetings with communities planned to be served.

Solid Waste Committee shall provide assistance to the Authority Staff with regard to the development of new facilities, developing and maintaining good relations with the host community.

Ad Hoc Committees may be formed from time to time, as deemed necessary by the Board of Commissioners. Any Ad Hoc Committee established shall exist until the next annual organization date, unless a shorter period of time is specified.

ARTICLE XI

Employees

The Authority's employee policies shall be as contained in the Sussex County Municipal Utilities Authority Resolution entitled, "ADOPTION OF THE SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY ORGANIZATIONAL STRUCTURE, STAFF POSITION DESCRIPTIONS, SALARY STRUCTURE, AND PERSONNEL AND EMPLOYEE POLICIES", as amended and supplemented.

ARTICLE XII

Amendment

The Bylaws of the Authority may be altered, amended or replaced by the affirmative vote of at least five (5) Commissioners of the Authority, at a Regular Meeting or Special Meeting of the Authority, provided at least two (2) days notice of intent to modify the Bylaws has been furnished to each Commissioner, and notice of any Special Meeting called for this purpose has been furnished to the public as required by law. Amendment of these Bylaws may be accomplished at any Authority Meeting at which all Commissioners are in attendance, without prior notice of intent.

ARTICLE XIII

Indemnification

Whenever any civil action has been or shall be brought against any Commissioner or employee for an act or omission arising out of and in the course of the performance of his/her duties, except for acts arising out of willful gross negligence or deliberate acts, the Authority shall defray all costs of defending such action, including all counsel fees and expenses, together with cost of appeal, if any, and shall save harmless and protect any Commissioner or employee from any financial loss resulting therefrom.

ARTICLE XIV

Conduct of Meetings

1. Robert's Rules of Order Newly Revised shall apply when conducting meetings of the Authority, except as may be indicated in the Authority Bylaws or as may be authorized by unanimous consent of the Commissioners.

2. The Open Session portion of all meetings of the Authority shall be audio taped to assist the Authority Secretary (or designee) in the preparation of meeting minutes. In accordance with New Jersey Records Retention Law (N.J.S.A. 47:2-3 et seq.), these audio tapes are considered government records that must be maintained in accordance with the Records Retention and Disposition Schedules developed by the State Division of Archives and Records Management (DARM). The executive session minutes will be prepared by utilizing the notes/shorthand of the Secretary (or designee).

a) By a roll call vote of a Majority of the Commissioners present and voting, as an alternative to audio taping, the Commissioners may direct the Authority Secretary (or designee) to take hand written notes of any executive session to be used as a memory aid in the production of the minutes. This alternative may be established as standard procedure or determined by the Commissioners on a meeting-by-meeting basis.

3. In the case when a Commissioner is unable to physically attend any meeting of the Authority for a *bona fide* reason that is not merely for the convenience of the Commissioner making such request, that Commissioner may attend and vote remotely via speaker telephone or other conferencing device provided the following conditions are met:

a) The Commissioner can be heard, listen to and participate in deliberations and hear and be heard by members physically present as well as members of the public; and,

b) The Commissioner participates for the entire meeting from roll call through adjournment; and,

c) The Commissioner's presence by communication equipment is otherwise the same as if the member were physically present at the meeting, including, for example, the absence of outside distractions to the Commissioner and to the Commissioners present and, with respect to any executive session of the meeting, the ability to maintain the confidentiality of the session; and,

d) To the extent reasonably practicable, the Commissioner has provided 48-hours advance written notice to the Authority Secretary and/or Chairman identifying the specific reason which prohibits the Commissioner's physical attendance; and,

e) The Authority Chairman, or his/her designee, prior to the outset of the Commissioner's remote participation as provided hereunder, determines that the reason for the absence is not merely for the convenience of the Commissioner, but is for a *bona fide* reason that is not merely for the convenience of the Commissioner making such request.

ARTICLE XV

Commissioner Authority & Responsibilities

1. A Commissioner does not have individual authority and powers that reside in the Board of Commissioners. No Commissioner, by virtue of his/her office, shall exercise independent administrative authority with respect to the operations of the SCMUA, its employees, or professionals. The authority to direct day-to-day operations and actions of SCMUA staff and professionals belongs to the full Board of Commissioners as relayed by the Chairman of the Board or, in his or her absence, the Vice-chairman. Where there is no existing direction of the Board, in exigent circumstances, only the Chairman (or, in his or her absence, the Vice-chairman) has the authority to provide direction to staff and professionals and s/he shall notify the Board of any direction he has given to the staff or professionals.

2. Consistent with the Open Public Meetings Act, N.J.S.A. 10:4-12, Executive Sessions of the Board of Commissioners are confidential. No Commissioner may reveal any document or information to any third party that was received during Executive Session (unless that information had been approved for release to the public by Board action). Moreover, no individual member of the Board of Commissioners has the authority to reveal any privileged communication between legal counsel's office and the Board without the specific authorization of the entire Board of Commissioners. Each Commissioner shall only use any confidential information that h/she comes into possession of (whether as a tangible document or spoken word) as a result of his/her office for the purposes of exercising his/her responsibilities as a Commissioner.

3. Individual Commissioners may not represent his/her personal opinion as that as the position of the Board of Commissioners. Any formal expressions by a Commissioner (i.e. letter to government officials or newspapers, speeches to organizations and the like) shall include a statement that the opinions expressed do not represent those of the SCMUA or the Board of Commissioners if there is even a remote possibility that an individual Commissioner's opinion may be interpreted as an official position of the Authority. This policy is not to deny any Commissioner their right to free speech, but to ensure individual speech is not misinterpreted as an official SCMUA position.

4. Each Commissioner has a fiduciary duty and duty of loyalty to the SCMUA. A Commissioner is subject to the Local Government Ethics Law, N.J.S.A. 40A:9-22.1 et seq., and the regulations promulgated thereto, N.J.A.C. 5:35-1.1 et seq. New Jersey law provides that public office and employment are a public trust; the vitality and stability of representative democracy depend upon the public's confidence in the integrity of its elected and appointed representatives. Whenever the public perceives a conflict between the private interests and the public duties of a government officer or employee, that confidence is imperiled. Each Commissioner must uphold the honor and integrity befitting their role and the public trust.

Certified as a true copy of the Resolution
Adopted by the Authority at their Regular
Scheduled Meeting of December 5, 2018.

Andrea Cocula, Secretary

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