

ACIA

Atlantic County Improvement Authority

BY-LAWS
OF THE
ATLANTIC COUNTY IMPROVEMENT AUTHORITY

ROY M. FOSTER, CHAIRPERSON

TIMOTHY D. EDMUNDS, EXECUTIVE DIRECTOR

REVISED AND ADOPTED AUGUST 8, 2024

**BY-LAWS OF
THE ATLANTIC COUNTY IMPROVEMENT AUTHORITY**

ARTICLE I – THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be “The Atlantic County Improvement Authority”.

Section 2. Seal of Authority. The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.

Section 3. Office of the Authority. The offices of the Authority shall be located at 600-3 Aviation Research Blvd., Egg Harbor Township, New Jersey and/or such other place in Atlantic County as the Authority may, from time to time, designate.

ARTICLE II – OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer, Assistant Secretary/Secretaries and Executive Director. There is no prohibition to any Commissioner holding more than one office provided, however, that the positions of Chairperson and the Treasurer shall be held by separate Commissioners.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairman shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chairperson shall submit such recommendations and information as they may consider proper concerning the business affairs and policies of the Authority.

Section 3. 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. In the event that neither the Chairperson nor the Vice-Chairperson are in attendance at a meeting of the Authority, then, in that event a quorum being present, a temporary Chairperson shall be elected to preside over such meeting.

Section 4. Secretary. The Secretary shall have such duties as the Authority shall delegate. The Secretary shall keep in safe custody the seal of the Authority and shall have the power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

Section 5. Treasurer. The Treasurer shall have the care and custody of all funds of the Authority. The Treasurer shall also serve as the Chairperson of the Finance Committee. In the event of a vacancy in the position of Treasurer, the Comptroller of the Authority shall temporarily perform the duties of the Treasurer until such time as the Board of the Authority appoints to such position.

Section 6. Assistant Secretary. Assistant Secretary/Secretaries may be appointed by the Authority. They shall possess such powers and perform such duties as may be assigned to them from time to time by the Authority, the Chairperson, the Vice-Chairperson, or the Secretary. In the absence or incapacity of the Secretary, an Assistant Secretary designate by the Chairperson, Vice-Chairperson or the Secretary perform the duties of the Secretary.

Section 7. Executive Director. The Executive Director shall be appointed by the Commissioners of the Authority. The Executive Director shall serve at the pleasure of the Authority, but no member of the Authority shall be eligible to hold this office except as a temporary appointee. The Executive Director shall have such duties as the Authority shall delegate and shall have general supervision over the administration of its business and affairs, subject to the direction of the Board of Commissioners. In conjunction with the Secretary, the Executive Director shall keep, in safe custody, the seal of the Authority and shall have the power to affix such seal to all contracts and instruments authorized to be executed by on behalf of the Authority.

Section 8. 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; the By-laws; the Policies or Rules and Regulations of the Authority; or the statutes of the State of New Jersey.

Section 9. Election or Appointment. The Chairperson, Vice-Chairperson, Secretary, Assistant Secretary and Treasurer shall be elected at the annual meeting of the Authority from among the members of the Board of Commissioners and shall hold office for one (1) year or until their successors are elected and qualified.

Section 10. Vacancies. Should the office of Chairperson, Vice-Chairperson, Secretary or Treasurer become vacant, the Authority shall elect a successor from its membership at the next regularly scheduled meeting and such election shall be for the unexpired term of said office.

Section 11. Additional Personnel. Pursuant to the provisions of *N.J.S.A.* 40:37A-49 the Authority shall be entitled to employ, without regard to the provisions of Title 11, Civil Service, of the Revised Statutes, such other agents and employees as it may require, and it shall determine their qualifications, terms of office, duties, and compensation.

ARTICLE III – MEETINGS

Section 1. Annual Meeting. The annual meeting of the Authority shall occur on the first meeting of the month of February on a date to be designated by the Authority.

Section 2. Regular Meetings. A schedule of regular meetings shall be adopted annually by the Authority at the first meeting held during the month of February. Such meetings shall be held at 4:00 p.m., at 600-3 Aviation Research Boulevard, Egg Harbor Township, Atlantic County, New Jersey, unless otherwise designated by the Authority.

Section 3. Special Meetings. The Chairperson shall also have the authority to call a special meeting of the Authority for the purpose of transacting any business designated by the notice. In accordance with the provisions of the Open Public Meetings Act, *N.J.S.A.* 10:4-6, the call for a special meeting may be delivered to each member of the Authority or may either mailed or emailed to the business or home address of each member of the Authority at least forty-eight (48) hours prior to the date of such meeting. Such notices may be waived, and a special meeting held, provided all members of the Authority attend or such notice is waived by any three (3) members present. At such a meeting, no business shall be considered other than as designated in the call, except that if all members of the Authority are present at a special meeting any and all business may be transacted at such meeting.

Section 4. Quorum. The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. A majority of the entire authorized voting membership of the Authority shall constitute a quorum at any meeting thereof. Action may be taken and motions and resolutions adopted by the Authority at any meeting of the members thereof by the affirmative vote of a majority of the voting members present.

Section 5. Order of Business. At the regular meetings of the Authority, the following shall be the order of business:

- I. OPENING STATEMENT & ROLL CALL
- II. MINUTES

- III. FINANCIAL REPORT AND APPROVAL OF PAYMENT OF BILLS
- IV. EXECUTIVE DIRECTOR'S REPORT
- V. ADMINISTRATIVE
- VI. RESOLUTIONS RE PROJECT MANAGEMENT/COMMUNITY DEVELOPMENT/GOLF OPERATIONS/ OTHER DESIGNATED PROJECTS OR SUBJECTS
- VII. EXECUTIVE SESSION (if any)
- VIII. OTHER BUSINESS
- IX. PUBLIC COMMENT
- X. ADJOURNMENT

Section 6. Manner of Voting. The voting on motions and/or resolutions may be by either voice vote or roll call, as required by law or as requested by the Chairperson. The roll call, when required or requested, shall be called in alphabetical order, except that the Chairperson shall vote last.

Section 7. Electronic Participation. Pursuant to *N.J.S.A. 10:4-9.3*, the Authority shall be permitted to conduct any meeting of the Authority Board, or to allow participation by any member of the Authority, by means of electronic communication or other electronic equipment, provided, however, that the requirements of the New Jersey Open Public Meetings Act, *N.J.S.A. 4-6 et. seq.* are met. Acceptable means of remote participation include telephone, Internet, satellite-enabled audio or video conferencing, or any other technology that enables the remote participant and all persons present at the meeting location to be clearly audible to one another. Text messaging, instant messaging, email, and web chat without audio are not acceptable means of remote participation. Any member of the Authority who chooses to participate remotely shall have the same rights and privileges as if the member were physically present at such meeting. A member of the Authority may participate remotely in a closed session of the Authority provided that the member provides assurance to the Chairperson and the Authority that no other person is able to hear, see or otherwise participate in the closed session from the remote location. If a meeting of the Authority is to be conducted entirely by remote participation, then provision shall be made for the public to hear or witness the discussion, deliberation, and decision making of the members of

the Authority that do not involve matters within closed session and also for public comment, when required or appropriate.

ARTICLE V - COMMITTEES

There shall be such standing and special committees as shall, from time to time, be designated by the Chairperson who shall, except for the Finance Committee, also designate the Chairperson of each committee. Such committees shall consist of no less than two members.

ARTICLE VI – AMENDMENTS

The By-Laws of the Authority shall be amended only with the approval of at least five (5) Commissioners of the Authority at a regular or special meeting of the Authority provided, however, that no such amendment shall be adopted unless at least seven (7) days written notice thereof has been previously provided to all of the Commissioners of the Authority.

ARTICLE VII – INDEMNIFICATION

Section 1. Indemnification. The Authority shall defend and indemnify any member, officer or employee of the Authority in accordance with the provisions of the New Jersey Tort Claims Act, *N.J.S.A. 59:1-1 et. seq.* The Authority shall pay or reimburse any member, officer or employee of the Authority for any bona fide settlement agreement and shall pay or reimburse all costs of defending the action, including reasonable attorney fees and expenses, together with costs of appeal, if any. The requirements of this Section are subject to the indemnified party having provided timely notice to the Authority of such matter.

Section 2. Limitation. The Authority shall not defend and indemnify any member, officer or employee of the Authority when the act or omission was not within the scope of the employment or duties, or the act or omission was because of actual fraud, willful misconduct or actual malice.

Section 3. Litigation Control. When the Authority defends an action against any member, officer or employee of the Authority, the Authority may assume exclusive control of the defense of such person.

Section 4. Notice and Cooperation. In any action undertaken by the Authority on behalf of a member, officer or employe of the Authority, such person defended by the Authority

shall cooperate fully with the defense. The member, officer or employee of the Authority shall provide prompt notice to the Authority, and its counsel, of any complaints or claims served upon such person or the Authority. The Authority shall provide timely information to the member, officer or employee defended by the Authority on the progress of the action.

Section 5. Execution of Bonds. No member of the Authority or person executing bonds or notes as authorized by the Authority shall be liable personally on the bonds or notes by reason of their issuance.

Originally Adopted: May 1, 1961

Revised, Amended and adopted: August 8, 2024