

By-Laws of the Parking Authority Of the City of Passaic, NJ

ARTICLE I – THE AUTHORITY

Section 1 – Name of Authority

The name of the Authority shall be Parking Authority of the City of Passaic, NJ. Hereinafter referred to as the Authority.

Section 2 – Power of Authority

The powers of the Authority shall be consistent with those identified in N.J.S.A. 40A:11a-6 and any other powers authorized by said statute as the same may be amended or supplemented from time to time.

Section 3 – Commissioners

The Authority shall consist of seven Commissioners, which shall be appointed by the Mayor and Council. All appointments shall be made consistent with City of Passaic Ordinance 1669-05 creating the Authority and N.J.S.A. 40A:11A-4 et seq.

Section 4 – Purpose of the Authority

The purpose of the Authority shall be consistent with those identified in N.J.S.A. 40A:11A-6, including the construction, provision or operation of off-street and on-street parking projects and any other purpose authorized by said statute as the same may be amended or supplemented from time to time.

ARTICLE II – OFFICERS AND PERSONNEL

Section 1 – Officers

The officers of the Authority shall be a Chairman and Vice-Chairman. The Chairman and Vice-Chairman, as required by law, shall be selected by the Commissioners of the Authority and said officers shall be elected by a favorable vote, of not less than four (4) Commissioners, at the annual meeting of the Authority. They shall serve for a term of one year ending June 30th. All nominations for said officers shall be made by a motion, duly made and seconded by a Commissioner. A Commissioner who is an officer may make or second any such motion and vote thereon even in favor of himself. No Commissioner shall hold more than one office in the Authority at any one time.

Section 2 – Chairman

The Chairman shall preside at all meetings of the Authority, sign all contracts, deeds and other legal documents made by the Authority. He shall have such other functions, powers, and duties as may be delegated to him or her by these By-laws, by resolution of the Authority, or by state or federal law.

Section 3 – Vice-Chairman

The Vice-Chairman shall perform the duties of the Chairman in his/her absence.

Section 4 – Vacancies

If the office of Chairman or Vice-Chairman becomes vacant, the Authority shall elect a successor at the next meeting and the term of the successor shall be for the unexpired term of said office.

Section 5 – Terms of Office and Removal

Each Commissioner of the Authority shall hold office for the term for which he or she was appointed and until his or her successor has been appointed and has qualified. A Commissioner may be removed pursuant to N.J.S.A. 40A:11A-5 only by the governing body by which he or she was appointed and only for inefficiency or neglect of duty or misconduct in office and after he or she shall have been given a copy of the charges against him or her and not sooner than 10 days thereafter had opportunity in person or by counsel to be heard thereon by such governing body.

Section 6 – Executive Director

1. The Authority shall appoint an Executive Director to manage the day to day operations of the Authority.
2. The Executive Director shall have such experience as may be deemed reasonably necessary by the Authority. The Executive Director shall be the chief operating officer of the Authority and shall be empowered with such authority and have such duties as follows:
He shall countersign checks for withdrawal of monies on bank accounts of the Authority. Administer all contracts, personnel, draft and approve the agenda for meetings and shall follow the directives of the majority of the commissioners.
3. Commissioners must act as a committee of the whole when dealing with the Executive Director.

Section 7 – Secretary

The Secretary shall have the custody of the Authority's records, as approved by resolution and shall have the authority of the commission to attest to all legal documents on behalf of the Authority. The Secretary shall receive copies of all correspondence and other documents that are addressed to the Authority and the secretary shall file all legal documents or copies thereof. The Secretary shall also:

1. Type and distribute Agenda
2. Roll Call at each meeting.
3. Record the vote of each Commissioner at all meetings.
4. Record all actions taken at meetings in the format of minutes.
5. Deliver copies of the minutes to all Commissioners, Executive Director and Board Secretary prior to the next regular meeting.

Section 8 – Chief Financial Officer (CFO)

The CFO shall be the fiscal officer of the Authority. He/she shall furnish such bonds as the Authority may require. The CFO shall hold a Municipal Finance Officer Certificate pursuant to N.J.S.A. 40A:9-140.13. The CFO shall countersign checks for withdrawal of monies on deposit in bank accounts of the Authority. The CFO shall assist the Executive Director in the preparation of the annual budget, make materials available for the annual budget audit, and assist with the implementation of any recommendations made by the auditor at the direction of the Commissioners. The CFO shall perform such other duties required by the Authority and law.

Section 9 – Checks and Vouchers

All disbursements of the Authority shall be made upon voucher in such form as shall be approved by the Authority. Each bill and claim shall be approved by the Authority or by such Officer as it may be by resolution designate, and each bill or claim shall be paid by bank check as approved by the Authority.

Section 9 – Compensation of Commissioners

No Commissioner of the Authority, whether he/she is an officer or not, shall be entitled to compensation for his/her services. But shall be entitled to reimbursement for actual expenses necessarily incurred in the discharge of their duties as Commissioners.

Section 10 – Additional Personnel

The Authority may from time to time employ such personnel as necessary to exercise its powers, duties and functions as prescribed by the laws of the State of New Jersey Department of Personnel. The Commissioners of the Authority shall, upon the advice and recommendation of the Executive Director, determine the compensation, duties, terms, selection, approval and discharge of such personnel.

ARTICLE III – MEETINGS

Section 1 – Annual Meetings

The annual meeting of the Authority shall be the first meeting in July. The Chairman and Vice-Chairman shall be selected at the annual meeting. The Authority may also contract with any needed professionals at the annual meeting.

Section 2 – Regular Meetings

The regular meetings of the Authority shall be held at 7:00p.m the first Tuesday of every month, unless otherwise designated by resolution adopted by at least four (4) Commissioners of the Authority and provide further that, if the day of a regular meeting is a legal holiday, said meeting shall be on the following Wednesday.

Section 3 – Special Meetings

The Executive Director may call special meetings of the Authority. Upon determination of the need for a special meeting, notice by telephone, facsimile, or in person shall be dispatched to the address of record of the Authority members not less than 48 hours prior to the date of the special meeting. Such notices shall specify the time, place and dated of the meeting and the matters to be considered. No other business shall be transacted without further notice of Commissioners not present. Special meetings may also be called in response to a petition signed by at least four (4) Commissioners.

Section 4 – Place of Meetings

All meetings shall be held in the Council Chambers of City Hall at 330 Passaic Street, Passaic, N.J. unless designated by resolution.

Section 5 – Notice to Public

Notice of all meetings shall be given to the public as required by the Sunshine Law officially known as the Open Public Meetings Act.

Section 6 – Quorum

A majority of the Commissioners shall constitute a Quorum of the Authority for the purpose of conducting its business, exercising its power and for all other purposes.

Section 7 – Order of Business

At the regular meetings of the Authority, the following shall be the Order of Business:

1. Sunshine Law announcement
2. Roll Call
3. Flag Salute
4. Reading and approval of minutes of the previous meeting
5. Presentations
6. Resolutions
7. Reports of officers
8. Hearing of the Public
9. Payment of bills
10. Other Business
11. Adjournment

Orders of business shall be by resolution. Authority business shall use the consent agenda.

ARTICLE IV

Section 1 – Membership in Organizations

The Authority shall become members of any organization pertaining to its business as the Authority may designate by resolution, such as the Association of Parking Authorities of the State of NJ and the International Parking Institute or the NJ Parking Institute.

Section 2 – Rules of Order

Robert Rules of Order shall govern all matters of Parliamentary procedure at all meetings of the Authority except when inconsistent with these by-laws. The by-law shall prevail.

Section 3 – Official Action

Official action of the Authority shall be in the form of resolution, or motion.

Section 4 – Conflict of Interest

No Commissioner, officer, or employee of the Authority shall have or acquire any interest, direct or indirect, in the parking system or in any property included or planned to be included in the parking system or in any contract or proposed contract for materials or services to be furnished to or used by the Authority, but neither the holding of any office or employment in the government of any county or municipality or under any law of the State, nor the ownership of any property within the State shall be deemed a disqualification for membership in or employment by the Authority.

Section 4 – Conflict of Interest – cont'd

Should any commissioner, officer, or employee of the Authority acquire or learn, now or in the future, that he/she either has an interest, direct or indirect, or will, in the future, acquire such an interest, direct or indirect, in the parking system of in any property included or planned to be included in the parking system or in any contract or proposed contract for materials or services to be furnished to or used by the Authority, that person shall immediately disclose such an interest to the Authority.

Section 5 – Code of Ethics

Each Commissioner of the Authority shall be required to abide by the Code of Ethics as set forth in the Local Government Ethics Law, N.J.S.A. 40A:9-22.1 et seq. as such may be amended and/or supplemented from time to time.

Section 6 – Liability and Indemnification of Authority and Officers

1. The Authority shall indemnify, defend and hold harmless each Commissioner, all Officers and employees of the Authority, now or hereafter serving on the Authority or on behalf of the Authority, against all costs, expenses and liabilities reasonably incurred by them in connection with or arising out of any claim, action, suit or proceeding in which they may be involved by reason of being or having been a Commissioner, Officer or employee of the Authority (whether or not such person continues to be a Commissioner, Officer or employee at the time of incurring such costs, expenses or liabilities). The term “costs, expenses and liabilities” shall include, but shall not be limited to, court costs, counsel fees and the amount of judgments against, or amounts paid in reasonable settlement by, any such Commissioner, Officer or employee.
2. The Authority shall not obligate/indemnify such Commissioner, Officer or employee: (1) with respect to matters as to which such person shall be finally adjudged in any action, suit or proceeding to have been liable for willful default or gross negligence, consisting of individual misfeasance, malfeasance or nonfeasance, in the performance of his or her duties as Commissioner, Officer or employee of the Authority; or (2) in the event that a settlement or compromise of any such claim, action, suit or proceeding is effected, unless (a) the Authority shall have been furnished with an opinion of counsel for the Authority to the effect that such settlement or compromise is in the best interests of the Authority, and that there is no reasonable grounds for liability for willful default or gross negligence, consisting of individual misfeasance, malfeasance or nonfeasance, in the performance of the duties entrusted to such Commissioner, Officer or employee on their part; and (b) the Authority shall have adopted a resolution approving the terms of such settlement or compromise; and (c) such settlement or compromise shall be approved by the court having jurisdiction of such claim, action, suit or proceeding, with knowledge of the indemnification provided for hereby. The Authority shall not be liable for punitive damages.
3. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any Commissioner, Officer or employee or their heirs, executors and administrators may be entitled as a matter of law.

Section 6 – Liability and Indemnification of Authority and Officers – cont’d

4. Notwithstanding the above, a Commissioner, Officer or employee of the Authority shall not be personally liable to the Authority for damages for any breach of any duty owed to the Authority, except a breach of duty based upon an act or omission (a) in breach of such person’s duty of loyalty to the Authority; (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of an improper personal benefit.