

BY-LAWS
OF THE
SOUTH JERSEY TRANSPORTATION AUTHORITY

Approved: July 20, 2010
Resolution 2010 - 67

Preamble

This body having been created by the South Jersey Transportation Authority Act (the "Act"), is named the South Jersey Transportation Authority and pursuant to Section 7(a) of the Act, is authorized to make and alter such By-Laws for the conduct of its affairs and business as it may deem appropriate. The By-Laws of the South Jersey Transportation Authority (the "Authority") are as follows:

ARTICLE I THE AUTHORITY

SECTION 1: OFFICES

The principal offices of the Authority shall be located at the South Jersey Transportation Authority Administrative Offices at the Farley Service Plaza, Elwood, New Jersey 08017. The Authority may have offices at such other places within the State of New Jersey as the business of the Authority may require or make desirable as determined by the Board of Commissioners (the "Board").

SECTION 2: SEAL

The Authority shall have a seal which shall bear the words "South Jersey Transportation Authority and shall be of such design as determined by the Board.

ARTICLE II BOARD OF COMMISSIONERS

SECTION 1: GENERAL POWERS

The property, affairs and business of the Authority shall be managed by the Board pursuant to the powers and authority granted to the Board pursuant by the Act (Section 7).

SECTION 2: NUMBER, TENURE AND QUALIFICATIONS

The Board shall be composed of members whose numbers, qualifications, appointments and terms of office shall be as provided for by the Act (Section 5(a) - (d)).

SECTION 3: REGULAR MEETINGS

Unless changed by the Board, regular monthly meetings of the Board will be held at the South Jersey Transportation Authority Offices at the Farley Service Plaza, Elwood, New Jersey. One meeting each year, (as provided by the Act) shall serve as the annual meeting as provided under Section 4 of this Article 11. Adequate notice as defined under the "Open Public Meetings Act, "P.L. 1975 c. 231 shall be given by the Secretary for regular meeting dates, times, locations or any changes to meetings.

SECTION 4: ANNUAL MEETING

An annual reorganization meeting shall be held in July of each year or as soon thereafter as is reasonably possible, at which time the Board shall take the following actions:

- a. Adopt the Annual Notice of meetings required by the "Open Public Meetings Act"; and
- b. Designate a Vice Chairperson, Secretary and Treasurer pursuant to the Act (Section 5(e) and Article III, Section 2 of these By-Laws.

SECTION 5: SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the Chairperson and upon request of any two Board members, must be called. Such requests shall state the purpose or purposes of the proposed special meeting. The Chairperson may fix any time and place as the time and place for holding any special meeting. The Secretary shall be informed of the call of such special meeting sufficiently in advance to permit the Secretary to give adequate notice as defined under the "Open Public Meetings Act".

SECTION 6: EMERGENCY MEETINGS

Emergency meetings may be called by the Chairperson at any time in accordance with the "Open Public Meetings Act".

SECTION 7(a): TELECONFERENCE MEETINGS

Meetings of the Board may be conducted via teleconference or video conference in accordance with the Open Public Meetings Act. The Authority shall ensure that members of the public have the ability to participate and that all Board members have the ability to communicate with members of the public.

SECTION 7(b): TELECONFERENCE PARTICIPATION

Members of the Authority may attend Board and/or Committee meetings via interactive video or teleconference call and all members of the Committee have an opportunity to participate through the alternative medium. The Authority shall ensure that members of the public have the ability to participate and that all Board members have the ability to communicate with members of the public.

SECTION 8: ORDER OF BUSINESS

Except when otherwise directed by the Chairperson, the order of business at any meeting of the Authority shall be:

- a. Chairman's Statement
- b. Roll Call
- c. Approval of Agenda
- d. Approval of Minutes
- e. Employee Awards
- f. Executive Session
- g. Executive Director's Report
- h. Committee Reports
- i. Public Response to Agenda Items *
- j. Presentation and Approval of Bills
- k. Resolutions and Motions
- l. Petitions and Communications, Unfinished Business and New Business
- m. General Comment *
- n. Time and place of next meeting
- o. Adjournment

* **Note: Public comments by any person during any public portion of a meeting of the Authority shall not exceed five (5) minutes unless extended by the Chairperson or majority of the Board.**

SECTION 9: QUORUM

Five voting members of the Authority shall constitute a quorum pursuant to Section 5(f) of the Act. If a quorum shall not be present at any meeting of the Board, a majority of the Board members present may adjourn the meeting to another time and place. Notice of any such adjourned meeting shall be given in accordance with the requirements of the "Open Public Meetings Act". The minutes of each meeting shall reflect the presence of each member in attendance.

SECTION 10: MANNER OF ACTING

Five voting members of the Authority shall constitute a quorum and the affirmative vote of five members shall be necessary for any action taken by the Authority pursuant to the Authority's Enabling Legislation N.J.S.A. 27:25A-5(f). The voting of monetary resolutions will be by roll call and the "yeas" and "nays" will be entered upon the resolutions and in the minutes of Board meetings. Voting of all other matters may be voice vote unless there is a request for a roll call vote, which roll call vote will then be taken. The roll call, when required or requested, will be called in alphabetical order, except that the mover and seconder will vote first and second respectively and the Chairperson will vote last.

SECTION 11: VACANCIES

Any vacancy in the membership occurring other than by expiration of term shall be filled in the same manner as the original appointment but for the unexpired term only pursuant to (Section 5(d) of the Act). No vacancy in the membership of the Authority shall impair the right of a quorum to exercise all the rights and perform all the duties of the Authority pursuant to (Section 5(f) of the Act).

SECTION 12: EXPENSES

Each public member of the Board shall be reimbursed for the actual expenses necessarily incurred in the performance of the Authority's duties pursuant to (Section 5(g) of the Act).

SECTION 13: COMMITTEES

Committees of the Board shall consist of three members, one of whom shall serve as the Committee's Chairperson. Alternate members may also be designated to serve on the Committees and members may attend the Committee meetings, without the authority to vote, so long as five Commissioners are not present so as to constitute a quorum of the full Board. The Committee Chair may request a vote on any item before submitting an agenda item to the full Board and that a quorum for a committee meeting shall consist of two Committee members and an item shall require two affirmative votes to pass. The membership and Chairperson of each Committee shall be appointed by, and serve at the pleasure of, the Chairperson of the Board. The following Committees will be established:

- a. Finance Committee
The Finance Committee shall advise the Board on financial matters including, but not limited to, proposed budgets, real estate transactions, major expenditures of the Authority and all financial policies.
- b. Planning Committee
The Planning Committee shall advise the Board on strategic planning and economic development issues.
- c. Engineering Committee
The Engineering Committee shall review the Capital Program and monitor the status of capital projects.

- d. Operations Committee
The Operations Committee shall advise the Board on issues related to operational issues that require policy direction.
- e. Personnel Committee
The Personnel Committee shall advise the Board on issues related to organization structure, equal employment opportunity, labor negotiations, employment practices, and personnel actions affecting an individual's employment status or compensation, all of which must be approved by the Board of Commissioners in order to take effect.
- f. Audit Committee
The purpose of the Audit Committee is to assist the Board in its oversight of: (1) the financial reporting process; (2) the independent audit process; (3) the independent auditor's qualifications and independence; (4) the performance of the Authority's independent auditors and (5) the process for monitoring compliance with the Authority's operating policies with emphasis of compliance with the Authority's Code of Ethics. The Audit Committee will undertake the specific duties and responsibilities listed in and in accordance with and subject to the requirements of Executive Order No. 122 and such other duties as the Board from time to time may prescribe. In carrying out its duties, the Audit Committee shall proactively assist the Board in overseeing: (1) the integrity and quality of the Authority's financial statements; (2) the Authority's compliance with legal, regulatory and ethical requirements; (3) the auditor's performance and ability to perform and (4) the performance of the Authority's own internal audit and internal control functions.
- f. Ad Hoc Committees
Ad Hoc Committees shall be appointed by the Chairperson as the Board deems appropriate and shall remain in force as long as determined necessary.

The Committee Chair may request a vote on any item before submitting an agenda item to the full Board. If a vote is called for, a quorum shall consist of two (2) Committee members and two (2) affirmative votes shall be required for any item to pass.

ARTICLE III OFFICERS

SECTION 1: NUMBER

The officers of the Authority shall be a Chairperson and Vice Chairperson who shall be members and a Secretary, Assistant Secretary, Treasurer, Deputy Treasurer and Executive Director who shall not be members. The Board may also appoint such other officers as it shall deem necessary that shall hold their offices for such terms as shall be determined by the Board and who shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The Authority may appoint and employ an Executive Director, Secretary, Chief Financial Officer (Treasurer), General Counsel, Chief Engineer, Consulting Engineers, Special Attorneys or Counsel, Accountants, construction, legal and financial experts and other agents and employees as the Authority may require and shall determine their qualifications, terms of office, duties and compensation pursuant to (Section 5(e) of the Act).

SECTION 2: SELECTION AND TERMS OF OFFICE

The Chairperson shall be designated by the Governor and shall serve at the pleasure of the Governor. The Vice Chairperson shall be designated annually from among the remaining voting members of the Board. The Treasurer and Deputy Treasurer shall be designated annually. The Secretary and Assistant Secretary shall be appointed to a term up to three years. The Executive Director shall serve at the pleasure of the Board, but the term of whose employment contract shall end no later than the last day of the four year gubernatorial term in effect on the date on which the contract is executed. However, the Authority may continue to employ, at its pleasure, the Executive Director after the termination of an employment contract until such time as a contract of employment for the position is executed pursuant to (Section 5(e) of the Act).

SECTION 3: INDEMNIFICATION

All Board members and officers will be held harmless and fully indemnified for any and all acts performed in accordance with their duties as Board members and officers of the Authority.

**ARTICLE IV
DUTIES OF OFFICERS**

SECTION 1: CHAIRPERSON

The Chairperson shall preside at all meetings of the Authority and shall have general control over the business and affairs of the Authority.

SECTION 2: VICE CHAIRPERSON

The Vice Chairperson shall perform the duties of the Chairperson in the event that the Chairperson is unable to perform such duties by reason of illness, disability or absence, or when requested to perform such duties by the Chairperson. The Vice Chairperson shall perform such other duties as may from time to time be assigned by the Chairperson of the Board.

SECTION 3: SECRETARY

The Secretary shall keep the official records of the Authority minutes of the actions taken at the meetings of the Authority, and the seal of the Authority, shall certify, when required to, copies of records and shall from time to time perform such other duties as shall be assigned to him/her by the Board or Executive Director. The Secretary will transmit to the Governor on behalf of the Authority the minutes of the meetings of the Board pursuant to Section 14 of the Act. All minutes will be reviewed and approved by the Chairman, Executive Director and General Counsel prior to transmittal. The Secretary may adopt a facsimile signature to be utilized in the performance of assigned responsibilities.

SECTION 3.2: DELEGATION TO ASSISTANT SECRETARY

If the Secretary is unable to perform his/her duties, for any reason, the Secretary may so state in a letter and delegate her duties, including full signature authority, to the Assistant Secretary. The letter, which may be delivered via facsimile, shall state the period of delegation. If the period of delegation is unknown, the Secretary shall, upon resuming his/her duties, issue a letter terminating the delegation. If the Secretary is unable to issue the delegation letter, the Chair or Vice Chair may authorize in writing the Assistant Secretary to perform all the functions of the Secretary.

SECTION 4: TREASURER

The Treasurer shall have custody of all funds of the Authority. He/She shall perform, in general, all the duties incident to the office of Treasurer, and such other duties as may from time to time be assigned to him/her by the Board or Executive Director. The actions of the Treasurer shall be consistent with the accounting policies adopted by the Board. The Treasurer may adopt a facsimile signature to be utilized in the performance of assigned responsibilities.

SECTION 4.2: DELEGATION TO DEPUTY TREASURER

If the Treasurer is unable to perform his/her duties, for any reason, the Treasurer may so state in a letter and delegate his/her duties, including full signature authority, to the Deputy Treasurer. The letter, which may be delivered via facsimile, shall state the period of delegation. If the period of delegation is unknown, the Treasurer shall, upon resuming his/her duties, issue a letter terminating the delegation. If the Treasurer is unable to issue the delegation letter, the Chairperson or Vice Chairperson may authorize in writing the Deputy Treasurer to perform all the functions of the Treasurer.

SECTION 5: EXECUTIVE DIRECTOR

The Executive Director, except as otherwise authorized by resolution of the Authority, will sign all contracts, deeds and other instruments to which the Authority is a party.

**ARTICLE V
ADMINISTRATIVE POWERS**

Unless otherwise directed by the Board, and subject to the limitations, if any, of the budget adopted by the Board, the Executive Director shall have the following administrative powers which shall be in addition to any other powers conferred upon him/her by any other provisions of these By-Laws.

SECTION 1: DELEGATION

The Executive Director may delegate, to any other officer or member of the staff, in whole or in part, any power, authority or discretion, conferred upon him/her by any of the provisions by these By-Laws or by any resolution heretofore or hereafter adopted by the Board; provided however, that any resolution adopted by the Board may preclude or otherwise limit any such delegation. The Executive Director shall maintain a permanent record of all such delegations of authority and power which shall be promptly circulated to the Board.

SECTION 2: PERSONNEL

The Executive Director may, subject to review by the Personnel Committee, take any of the following actions:

- a. Create, determine and prescribe the duties of new and existing positions and qualifications for appointments made thereto;
- b. Make appointments to Authority staff;
- c. Make promotions and demotions within the staff;
- d. Terminate appointments to the staff;
- e. Grant or authorize the granting of vacations, sick leave, other leaves of absence and takes all other necessary actions affecting personnel; and
- f. Approve salary range adjustments and merit increases.

SECTION 3: CONTRACTING POWERS

The Executive Director shall have the powers as described in the Authority Purchasing Regulations as adopted by the Board.

SECTION 4: RECORD KEEPING

In accordance with applicable record retention policies, the Executive Director shall keep records available for the Board of all contracts, purchase orders, change orders entered into pursuant to Section 3 of this Article V, and all appropriate financial information.

SECTION 5: ACCEPTANCE OF PERFORMANCE

The Executive Director may accept and approve performance by a contractor under any contract.

SECTION 6: FINAL CERTIFICATION

The Executive Director may make final certification for payment, in accordance with procedures indicated in the Authority Purchasing Regulations, of all duly authorized and authenticated items of expenditure for payment from any Authority funds from whatever source derived.

**ARTICLE VI
AMENDMENTS**

The provisions of these By-Laws may be amended, added to, altered or suspended, in whole or part, by a resolution duly adopted by the Board at any meeting.