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BY-LAWS OF THE Rockaway Valley Regional Sewerage Authority

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OF

THE ROCKAWAY VALLEY REGIONAL SEWEERAGE AUTHORITY

ARTICLE I - AUTHORITY

Section 1 NAME: The name of the Authority shall be "The Rockaway Valley Regional Sewerage Authority". The official abbreviation shall be R.V.R.S.A.

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

Section 3 OFFICE: The principal office of the Authority shall be the Administration Building of the Rockaway Valley Regional Sewerage Authority, Green Bank Road, Parsippany, New Jersey, but the Authority may hold its meetings at such other place or places as it may from time to time designate.

ARTICLE II - OFFICERS

Section 1 OFFICERS: The officers of the Authority shall be a Chairman and a Vice-Chairman who shall be members of the Authority, and a Secretary and a Treasurer who shall be members of the Authority. The offices of the Secretary and Treasurer may be held by one person.

Section 2 (a) CHAIRMAN AND VICE CHAIRMAN: The Chairman and Vice-Chairman shall be elected by the Authority from among the members of the Authority at the Annual Meeting of the Authority and shall hold office until the annual meeting next ensuing and until their respective successors shall have been elected and have qualified. They shall receive no compensation by virtues of their office as Chairman or Vice-Chairman.

(b) The Chairman shall preside at all meetings of the Authority and shall have the general supervision and direction of the affairs of the Authority.

(c) The Vice-Chairman shall possess such powers and shall perform such duties as may be assigned from time to time by the Authority and, in the absence or incapacity of the Chairman, assume and perform all duties and powers of the Chairman.

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Section 3 (a) SECRETARY: The Secretary shall be elected by the Authority from among the members of the Authority at the Annual Meeting of the Authority and shall hold office until the annual meeting next ensuing and until a successor shall have been elected and have qualified. The Secretary shall receive no compensation by virtue of his/her office as Secretary.

(b) The Secretary shall attend all meetings of the Authority and Act as Secretary thereof and record all votes and shall keep a record of the proceedings of the Authority in a minute book and a resolution book to be kept for the purpose. The Secretary 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 Secretary may cause copies to be made of all minutes, resolutions and other records and documents of the authority and give certificates under the seal 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 Secretary shall perform such other duties as are incident to the office of Secretary or as may be assigned from time to time by the Authority.

(c) The Secretary of the RVRSA shall be the Assistant Secretary and shall receive compensation for the performance of these services as part of the salary established for the position of RVRSA Secretary. The Assistant Secretary shall possess such powers and perform such duties as may be assigned to the Assistant Secretary from time to time by the Authority, the Chairman, the Vice-Chairman or the Secretary. In the absence or incapacity of the Secretary the Assistant Secretary shall, and at other times by the direction of the Secretary the Assistant Secretary may, assume and perform all powers and duties of said Secretary.

Section 4 (a) TREASURER: The Treasurer shall be elected by the Authority from among the members of the Authority at the Annual Meeting of the Authority and shall hold office until the annual meeting next ensuing and until a successor shall have been elected and have qualified. The Treasurer shall receive no compensation by virtue of his/her office as Treasurer.

(b) The Treasurer shall make and give bonds, undertaking or other security for the faithful performance of the duties of Treasurer as may be fixed from time to time by the Authority.

(c) The Treasurer shall receive all moneys due to the authority and shall be the custodian of all of the funds of the Authority disbursing the same only on the order of the Authority. The Treasurer shall open a bank account or accounts in a bank or banks from time to time designated by the authority and deposit all Authority funds promptly therein. All checks on funds of the Authority shall be honored only when signed by the Chairman, Vice Chairman, Treasurer, Secretary of the Authority, Executive Director and/or Controller. The Treasurer shall perform such other duties as are incident the office or as may be assigned from time to time by the Authority.

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(d) Assistant Treasurers may be appointed and employed by the Authority. The Chief Financial Officer of the RVRSA shall serve as Assistant Treasurer and shall receive compensation for the performance of these services as part of the salary established for the position of RVRSA Chief Financial Officer. The Assistant Treasurer shall possess such powers and perform such duties as may be assigned to the Assistant Treasurer from time to time by the Authority, the Chairman, the Vice-Chairman or the Treasurer. In the absence or incapacity of the Treasurer the Assistant Treasurer shall, and at other times by the direction of the Treasurer, the Assistant Treasurer may, assume and perform all powers and duties of said Treasurer. In the absence or incapacity of the Treasurer, the Assistant Treasurer shall perform all the powers and duties of the Treasurer as may be assigned by the Authority.

Section 5. VACANCIES: Vacancies in any office defined in Article II having a fixed term shall be filled by the authority for the unexpired balance of the term by special election held at the next regular meeting.

Section 6. ADDITIONAL PERSONNEL: The Authority may also, from time to time, appoint and employ such professional and technical advisers and experts and such other officers and personnel as it deems necessary to exercise its powers, duties and compensation of such personnel shall be determined by the Authority subject to the laws of the State of New Jersey.

Article III – COMMITTEES

For the better regulation of the affairs and business of the Authority the Chairman shall establish Standing Committees and from time to time may appoint such Special committees as the Chairman may deem requisite and necessary and on each Committee so appointed he shall serve as ex-officio thereof.

Article IV – MEETINGS

Section 1. ANNUAL MEETING: The annual 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 seven o'clock p.m. on the Second Thursday of February in each year if not a legal holiday then at the same time on the next succeeding Thursday not a legal holiday or at such other time designated by resolution of the Authority.

Section 2. REGULAR MEETINGS: Regular meetings of the Authority shall be held at seven o'clock p.m. on the 2nd Thursday of each and every month, if not legal holiday, and if a legal holiday, then at the same time on the next succeeding Thursday, or on such other day as may be designated by the Authority.

Section 3. BUSINESS AT MEETINGS – NOTICE: All annual and regular meetings of the Authority, and any continued or adjourned sessions thereof, shall be open to the public and shall be open for the transaction of any business within the jurisdiction of the

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Authority in accordance with the provisions of the Open Public Meetings Act (N.J.S.A. 10:4-1 et. Seq.).

Section 4. SPECIAL MEETINGS: Special meetings of the Authority may be called by the Chairman or Vice-Chairman or any five members of the Authority and shall be held at the date and time specified in such call, upon forty-eight hours written notice to each member of the Authority, specifying the date, time and business of the meetings in accordance with the provisions of the Open Public Meetings Act (N.J.S.A. 10:4-1 et seq.).

Section 5. PLACE: All meetings of the Authority shall be held at the principal office of the Authority or at such other place as members of the Authority may expressly approve.

Section 6. QUORUM: At all meetings of the Authority, the presence of a majority of the entire authorized 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 a vote of the majority of the members present, with the exception of the adoption of the annual budget, which shall be an affirmative vote of two-thirds of the authorized membership of the Authority.

Section 7. GOVERNING RULES: except as may be provided by resolution, questions of order, methods of organization and the conduct of business of the Authority shall be governed by Robert's Rules of Order as contained in the current edition of "Robert's Rules of Order Newly Revised."

ARTICLE V – AMENDMENT

These By-Laws may be altered, amended or repealed by the affirmative vote of the majority of the entire membership at any regular meeting of the Authority, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all of the members of the Authority.

ARTICLE VI – ADOPTION

The Authority hereby designates February 4, 1972, as the Official Adoption date of the By-Laws of the Authority.

Amended September 13, 2001 – Changed annual meeting date.

Amended May 12, 2005 – Signature on checks changed from Chairman – Vice-Chairman
To Secretary of the Authority and Executive Direction and/or
Controller.

Amended May 12, 2005 - Regular meeting of the authority changed from 2nd and 4th

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Thursday to only the 2nd Thursday.

Amended May 12 2005 Annual Meeting from first Thursday to Second Thursday in February.

Amended January 10, 2008 Added No person shall be elected the office of Chairman and Vice Chairman for more than two consecutive terms.

Amended February 7, 2008 Change the time of the Annual meeting and Regular meetings To 7 pm.

Amended December 01, 2011 Remove the term limit on the office of Chairman and Vice Chairman.

Amended August 8, 2013 Authorize the Chairman and Vice Chairman to sign checks In addition to Treasurer, Secretary, Executive Director and/or Controller.

Amended August 8, 2013 Establish the officer positions of Secretary and Treasurer shall be members of the Authority and elected by the Authority and shall serve without compensation, to correct minor typographic errors

Amended August 8, 2013 Clarify that the Assistant Secretary is authorized to sign checks on funds of the Authority upon the absence or in capacity of the Secretary.

Amended March 15, 2018 The Assistant Secretary shall be the Secretary of the Authority
The Assistant Treasurer shall be the CFO of the Authority