

**BY LAWS OF THE BOARD OF COMMISSIONERS OF THE
PARKING AUTHORITY OF THE CITY OF NEWARK**

ARTICLE I

§ 1. NAME OF AUTHORITY: The name of the Authority shall be the "Parking Authority of the City of Newark" (hereinafter referred to as the "Authority"). The Authority may be referred to as the "NPA" or the "Newark Parking Authority" informally or in correspondence.

§ 2. SEAL OF AUTHORITY: The seal of the Authority shall be a circular one with the name of the Authority around the border and the year of incorporation, 1955, in the center. The Authority may, from time to time, adopt a stylized logo for purposes of identification of stationary, vehicles or building signage.

§ 3. PLACE: The offices of the Authority shall be determined from time to time by the Board of Commissioners of the Authority, but shall be located within the City of Newark. The Board of Commissioners may designate from time to time that administration, operations and/or towing and storage facilities may not be located in the same property and premises, but at all times the official offices shall be the administrative offices. The present official office is located at 50 Park Place, Suite 919, Newark, New Jersey 07102.

§ 4. FISCAL YEAR: The Authority shall maintain a calendar Fiscal Year, which shall commence on January of each year.

ARTICLE II

§ 1. OFFICERS: The officers of the Authority shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer.

§ 2. CHAIRPERSON:

§2(a). At the annual reorganization meeting, the Board of Commissioners shall, by a vote of the majority of its members, elect a Commissioner to serve as Chairperson of the Board of Commissioners. The Chairperson shall hold office for one (1) year and until the appointment of a successor. The Chairperson shall perform all duties of a presiding officer and the duties of the chief executive officer of the Authority as may be provided by law. The Chairperson shall, on all occasions, preserve order and decorum among the Board of Commissioners and the public attending any meeting of the Board of Commissioners. The Chairperson shall cause the removal of any and all persons who interrupt the orderly proceedings of the Board of Commissioners if, after first having issued a warning to said person or persons to cease said conduct, the said conduct continue.

§2 (b). The Chairman shall make and sign all contracts and agreements in the name of the Authority, pursuant to the authority granted by resolution of the Authority. The Chairman shall submit such information and recommendations as he may deem proper with respect to the functions, affairs and policies of the Authority. He shall see that the books, reports, statements and audits required by law are properly kept, maintained and filed according to law.

§2(c). The Chairperson shall serve as an ex-officio member of all committees with the privilege of taking part in all committee discussions. The Chairperson shall be informed in advance of all meetings of such committees. The Chairperson shall have no vote as a member of the committee; the Chairperson shall have no right to move or second committee motions; and, his/her attendance shall have no bearing on whether a quorum of the committee is present or not. If the Chairperson intends to attend a committee meeting and the Chairperson's attendance causes a quorum of the Board of Commissioners to be present, the Chairperson shall notify the chairperson of the committee and the Executive Director in sufficient time so that the provisions of the Open Public Meetings Act are complied with.

§2(d). The Chairperson shall preside at all meetings of the Board of Commissioners. The Chairperson shall name which Board of Commissioners Member is entitled to the floor when two (2) or more Board of Commissioners Members request the right to be recognized or speak at the same time. The Chairperson shall hear all questions of order without debate and request the Board General Counsel to rule on such in accordance with Rule 12. The Chairperson shall enforce these bylaws and perform all the duties incident to the office of Chairperson and which are required by law.

§3. VICE CHAIRPERSON:

§3(a). At the annual reorganization meeting, the Board of Commissioners shall, by a vote of the majority of its members, elect a Commissioner to serve as Vice Chairperson of the Board of Commissioners. The Vice Chairperson shall hold office for one (1) year and until the appointment of a successor. If the Board of Commissioners fails to elect a Vice Chairperson at the annual meeting, the Chairperson shall appoint a Board of Commissioners Vice Chairperson from the members of Board of Commissioners and, in that case, no confirmation by the Board of Commissioners shall be necessary.

§3(b). During the absence and/or inability of the Chairperson to render and perform his duties or exercise his powers, as set forth in these bylaws or as set forth in any statute, law or regulation, the same shall be performed by the Vice Chairperson. When so acting, the Vice Chairperson shall have all the powers and be subject to all the responsibilities hereby given or imposed on the Chairperson.

§3(c). The Vice Chairperson shall preside at all Board of Commissioners meetings, or portions thereof, when the Chairperson does not preside for any reason. The Vice Chairperson shall have the right to debate, vote, move and second motions on all

questions before the Board of Commissioners, notwithstanding that they may also be presiding.

§ 4. SECRETARY:

§4(a). At the annual reorganization meeting, the Board of Commissioners shall, by a vote of the majority of its members, elect a Commissioner to serve as Secretary to the Board of Commissioners. The Secretary shall hold office for one (1) year and until the appointment of a successor. The Secretary shall perform all of the duties incident to the office of Secretary as provided by law and these bylaws.

§4(b). The Secretary shall keep the records of the Authority, act as Secretary of the meetings of the Authority's Commissioners and shall cause to be recorded all votes, and shall cause to be maintained a record of the proceedings in a journal of minutes of such meetings to be kept for such purposes and in compliance with the Open Public Meetings Act, *N.J.S.A. 10:4-6, et seq.* The Secretary shall cause to be kept 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.

§5. TREASURER:

§5(a). At the annual reorganization meeting, the Board of Commissioners shall, by a vote of the majority of its members, elect a Commissioner to serve as Treasurer to the Board of Commissioners. The Treasurer shall hold office for one (1) year and until the appointment of a successor. The Treasurer shall perform all the duties pertaining to the office of Treasurer, and shall have the care and custody of all funds of the Authority and shall cause the same to be deposited in the name of the Authority in such bank or banks, or other financial institution, as the Authority may select. All moneys to be paid out by the Authority for any purpose shall be paid out in checks upon requisition of the Chairman or of such other person as the Authority may authorize from time to time for such purposes; provided, however, that the Treasurer may cause to be paid any such moneys by electronic fund transfer, subject to the same authorization.

§5(b). The Secretary shall keep regular books of accounts showing receipts and expenditures and shall render to the Board of Commissioners at each regular meeting, or as requested, an account of the financial transactions, payments and receipts of the Authority since the last accounting, and the financial condition of the Authority.

§5(c). No separate bond or other undertaking shall be required of the Treasurer unless required by law or by the Authority; provided, however, that the Authority procures adequate general insurance which will guarantee, protect and insure the Authority against any wrongful or negligent act of the Treasurer in discharging any such duties as are prescribed herein; and, further provided that if a bond is required against the duties of the Treasurer, the Authority shall pay for the same.

§6. VACANCY IN OFFICE OF COMMISSIONERS:

Should any office of an officer of the Board of Commissioners become vacant as provided in the Municipal Vacancy Law, *N.J.S.A. 40A:9-12.1*, the Authority shall elect a successor from its sitting membership at the next regular meeting, and such election shall be for the unexpired term of said office.

§7. PERSONNEL:

§7(a). The Authority may employ technical experts and other such officers, agents, employees or consultants, whether permanent or temporary, as it may require to fulfill its statutory purposes, and shall determine their qualifications, duties and compensation.

§7(b). The Authority may appoint such Parking Enforcement Officers pursuant to *N.J.S.A. 40:11A-22.1, et seq.*, as it may require to fulfill its statutory purposes, and shall determine their qualifications, duties and compensation.

§7(c). The Authority may employ its own counsel and legal staff.

§7(b). The Authority may delegate one or more of its officers or employees such powers and duties as it may deem proper.

ARTICLE III

§ 1. ANNUAL REORGANIZATION MEETING: There shall be held an annual reorganization meeting in January of each year at the scheduled meeting. At the annual reorganization meeting, the Board of Commissioners shall fix the times, dates and places for holding its regularly scheduled agenda-setting meetings and regular business meetings during the next year, which times, dates, and places shall not be changed except by a resolution adopted at a regularly scheduled meeting of the Board of Commissioners. The Board of Commissioners shall vote on the selection of its officers at the annual reorganization meeting, and may conduct any and all such other business as may be necessary for the operation of the Parking Authority.

§2. REGULAR MEETINGS: Regular meetings shall be held monthly from January through June and September through December of every month. Regular meeting shall be scheduled and given notice pursuant to the Open Public Meetings Act, *N.J.S.A. 10:4-6, et seq.*, and shall be held on the fourth (4th) Thursday of every such month.

§3. SPECIAL MEETINGS: The Chairperson, when necessary, may call special meetings of the Board of Commissioners. In addition, any four (4) members of the Board of Commissioners may call for such a meeting at such time and place as they may designate in writing if the Chairperson neglects and/or refuses to do so after demand for a special meeting is made by any four (4) members of the Board of Commissioners. In all

cases of special meetings, reasonable advance notice, considered to be of forty-eight (48) hours' duration, except in cases of emergency, shall be given in writing in person, by facsimile or by email to all members of the Board of Commissioners and Chairperson or left at their places of residence. Said notice shall include the topics for the special meeting agenda, and no other business shall be conducted at the special meeting.

§ 4. QUORUMS: A quorum for all purposes of Board business shall consist of four (4) Board of Commissioners Members authorized by law, unless statutory authority shall require a greater quorum for any purpose. If there is no quorum present within thirty (30) minutes of the scheduled hour of the call of the meeting, those members of the Chairperson and Board of Commissioners assembled shall have the power and are hereby authorized to request the Chairperson for a new meeting date without resolution as provided in Rule 5.

§5. VICE CHAIRPERSON TO PRESIDE IN ABSENCE OF CHAIRPERSON: On any occasion when the Chairperson is not present by the stated hour of the call of any meeting, the Vice Chairperson shall immediately call the meeting to order and commence with the agenda. If neither the Chairperson nor the Vice Chairperson is present by the stated hour of the call of the meeting, the Board of Commissioners Member present with the most continuous service immediately shall call the meeting to order and commence with the agenda, provided that there is still a quorum present. Upon the arrival of the appropriate presiding officer, the person temporarily presiding shall immediately relinquish the chair to the presiding officer upon the conclusion of the item of business before the Board of Commissioners.

§ 6. AGENDA OF PROPOSED BUSINESS OF THE BOARD.

§6(a). SUBMISSION OF AGENDA ITEMS TO THE BOARD. Administration shall present all matters to be considered by the Board of Commissioners at their next meeting along with a proposed agenda to each Commissioner and the Chairperson in writing, with supporting material, no later than four o'clock pm (4:00pm) of the Friday before a regular meeting; no later than forty-eight (48) hours prior to a special meeting; and no later than a reasonable time before an emergency meeting.

§6(b). CHAIRPERSON AND EXECUTIVE DIRECTOR TO CONSULT ON AGENDA. The Chairperson and Executive Director shall consult with each other as to all agenda items proposed by Administration, all agenda items proposed by the Commissioners, and any items to be added to the agenda, not later than the Tuesday prior to the Friday deadline for that agenda according to Rule 7(a).

§6(c). CONSENT AGENDA. The Chairperson may propose items to be included on a Consent Agenda. The Consent Agenda shall consist of matters considered to be of routine nature and/or which do not entail any capital expenditure in excess of \$1,500.00.

§6(d) ADDITION OF ITEMS TO THE AGENDA. At any meeting the Board of Commissioners may consider any matter and take action thereon in accordance with the Open Public Meetings Act, *N.J.S.A.* 10:4-6, *et seq.*, if a majority of the Commissioners resolve by voice vote to consider the matter. The mere submission of a matter on the agenda does not automatically require an action of the Board of Commissioners on that item.

§7. CANCELLATION OF MEETINGS: The Chairperson may cancel, reschedule and/or postpone any meeting of the Board of Commissioners. Upon such determination to cancel, reschedule and/or or postpone a meeting, the Chairperson shall immediately notify the Vice Chairperson, the Commissioners and the Executive Director of said determination. Administration shall then immediately undertake the measures required under law for notification of the cancellation, rescheduling and/or postponement of said meeting(s). Administration shall post a sign conspicuously at the exterior entry to the Administration offices alerting all persons as to the cancellation, rescheduling or postponement of the meeting and the time, date and place to which it has been rescheduled or postponed, and if none having been determined, then the date of the next Board of Commissioners meeting.

§8. ADOPTION OF RESOLUTIONS.

§8(a). MAJORITY NEEDED TO ADOPT. A resolution shall be adopted upon a majority vote of the Board of Commissioners Members present. The voting on all questions coming before the Board of Commissioners shall be by roll call vote with the exception of a motion to adjourn the meeting, and the yeas and nays shall be entered upon the minutes of each such meeting. The voting on election of officers may be by secret ballot upon motion of any Commissioner.

§8(b). SILENCE OR ABSTENTIONS. Silence or abstention from voting shall be construed as a non vote and shall not be counted in the affirmative or the negative, but will be counted for purposes of maintaining or having a quorum. No member of the Board of Commissioners shall be required to explain any votes during the meeting. The only responses permitted during the call of the roll or a request to vote by the presiding officer shall be Yes, No, Abstain, Pass and/or Silence.

§8(c). MOTIONS DURING CONSIDERATION. When a question is under consideration, no motion shall be entertained, except to adjourn, to move the question, to postpone indefinitely, to postpone to a stated time, to continue to a stated time, to refer to a committee or to amend, which motions shall take place in the order in which they are herein mentioned.

§8(d). CONFLICT OF INTEREST. No member of the Board of Commissioners and/or the Chairperson shall participate in or vote on any question before the Chairperson and Board of Commissioners due to a conflict of interest, except pursuant to the doctrine of "necessity". This Rule shall be interpreted according to the laws of the State of New Jersey regarding conflicts of interest.

§8(e). ORDER OF BUSINESS AT MEETINGS.

The order of business at meetings of the Board of Commissioners shall be as follows:

1. Call to order.
2. Roll call.
3. Reading of the Open Public Meetings Act Statement.
4. Pledge of Allegiance.
5. Chairperson's welcoming statement.
6. Proclamations by the Chairperson.
7. Awards and honors conferred by the Board of Commissioners.
8. Chairperson's appointments not requiring Board of Commissioners' approval.
9. Special presentations by groups or organizations to the Board of Commissioners (placement on the agenda approved in advance by the Chairperson or by consent of the Board of Commissioners).
10. Reading and approval of unapproved minutes (Reading not required if distributed to the Chairperson and Board of Commissioners beforehand, unless requested in whole or by part by the Chairperson or a Board of Commissioners Member).
11. Treasurer's Report.
12. Approval of vouchers.
13. Reports of the Executive Director, departments and contracted professionals.
14. Resolutions on the Consent Agenda – the Chairperson shall read each item by title only on the consent agenda. Any Commissioner may ask for any item to be separated out and voted upon separately by discussion and then voting. There shall be Public Comment on any items on the Consent Agenda before the vote thereon is called.

15. Resolutions off the Consent Agenda by discussion and then voting. There shall be public comment on any items off the Consent Agenda before the vote thereon is called.
16. Communications.
17. Unfinished business.
18. New business.
19. Comments from the public.
20. Comments of the Chairperson and Board of Commissioners members.
21. Adjournment.

No departure from the regular order of business, or suspension of any rule, shall be allowed, except by vote of the majority of Board of Commissioners Members present. Such departure or suspension shall be for not longer than the Board of Commissioners Meeting then in session. In the case of a tie, the Chairperson may cast a vote to affirm/deny the suspension from the regular order of business or the suspension of any rule.

§9. PUBLIC PARTICIPATION AND COMMENT: Members of the public shall be permitted to address the Chairperson and Board of Commissioners at those portions of the meeting so designated in Rule 10. However, the public, as a whole, shall be limited to no more than thirty (30) minutes in each instance and each individual shall be limited to three (3) minutes in each instance, though an individual may speak more than once, in each instance, if there is sufficient overall time remaining. As per Rule 10, the first public portion of the meeting shall be limited to items on the Consent Agenda, then items off the Consent Agenda, vouchers, then as to any resolutions proposed under unfinished or new business. The second public portion may be on any topic. Members of the public shall address their issues to the Chairperson and shall not become abusive or profane to the Chairperson, members of the Board of Commissioners and professionals and employees of the Borough.

§10. QUESTIONS OF ORDER: The Board General Counsel shall decide all questions of order without debate and without appeal.

ARTICLE IV

§1. AMENDMENTS TO THE BY LAWS: These bylaws shall not be altered, amended, repealed and/or added to, except when presented in writing at a regular meeting of the Board of Commissioners and approved by a majority vote of the entire authorized Board of Commissioners.