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**BY-LAWS
OF
THE TOWNSHIP OF HILLSBOROUGH
MUNICIPAL UTILITIES AUTHORITY (TTHMUA)**

ARTICLE I

Office

1. The principal office of the Authority shall be at 220 Triangle Road, Suite 234 in the Township of Hillsborough, in the County of Somerset, at Somerville, New Jersey.
2. The mailing address of the Authority shall be Post Office Box 5909, Hillsborough New Jersey 08844.
3. The Authority may have offices at such other place or places as it may from time to time designate.

ARTICLE II

Meetings of The Authority and Quorum

1. An 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 6:00 P.M., on or after the first day of February each year, as determined by the Authority.
2. Meetings of the Authority for the transaction of any business that may come before the meetings shall be held at 6:00 P.M. on the fourth Wednesday in each month or at such other times as may be designated at the annual meeting. In the event that discussion has not begun on certain matters on the agenda by 9:00 P.M., such matters shall be deferred until the next meeting of the Authority with the exception of the approval of claims and investments. Approval of claims and investments shall be acted upon at 9:00 P.M. or as soon as possible thereafter following the conclusion of the discussion underway at 9:00 P.M.

3. All annual and regular meetings of the Authority, and any continued or adjourned sessions thereof, shall be open for the transaction of any business within the powers of the Authority without special notice to the members of such business. All such meetings may be held without notice to the members of the Authority other than as provided in these By-Laws and in the "Open Public Meetings Act." If the day specified for any such meeting is a legal holiday, then such meeting shall be held on the first following Wednesday which is not a legal holiday, or on such other day as may be designated by the Authority. The time stated for every such meeting shall be Eastern Standard Time or Eastern Daylight Savings Time as may be in effect.
4. Special meetings of the Authority may be called at any time by the Chairman or Vice-Chairman and shall be called by the Secretary upon written or electronic request of any two members of the Authority and shall be held at the date and time specified in such call, upon electronic notice delivered to each member of the Authority, forty-eight hours prior to such meeting, specifying the date, time and business of the meeting. Notice of all such special meetings must be made in compliance with the "Open Public Meetings Act."
5. All meetings of the Authority shall be held at the principal office of the Authority or at such other place as all the members of the Authority may expressly approve.
6. At all meetings of the Authority, the presence either in person or virtually, of three members shall be necessary to constitute a quorum, and the vote of three members of the Authority at any meeting shall be necessary to take any action and any action so taken shall be the action of the Authority. In the event of a quorum not being present, a lesser number of members may adjourn any meeting to some future time not more than ten days later provided said meetings are following the provisions of the "Open Public Meetings Act."
7. All closed sessions will be conducted in accordance with N.J.S.A 10:4-12 - Meetings open to the public; exceptions.

ARTICLE III

Officers

1. The officers of the Authority shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer, an Assistant Secretary, and an Assistant Treasurer, who shall be members of the Authority. The offices of the Secretary, and Treasurer or the Assistant Secretary and Assistant Treasurer may be held by the same individual.
2. The Authority may also from time to time appoint and employ such professional and technical advisors and experts and such other officers, agents, and employees as it may require and may fix and determine the qualifications, terms of office, duties and compensations of all its officers and such advisors, experts, agents, and employees.
3. Vacancies in any office having a fixed term shall be filled by the Authority for the unexpired balance of the term.

ARTICLE IV

Chairman and Vice-Chairman

1. The Chairman and the Vice-Chairman shall be elected by the Authority from among its members at the annual meeting of the Authority and shall hold office until the first day of February next ensuing and until their respective successors shall have been elected and have qualified.
2. The Chairman shall preside at all meetings of the Authority and shall have general supervision, direction, and control of the affairs of the Authority.
3. 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, shall assume and perform all duties and powers of the Chairman.

ARTICLE V

Secretary

1. 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 first day of February next ensuing and until his successor shall have been elected and have qualified.
2. The Secretary shall keep the official records and the seal of the Authority, shall certify, when required, copies of records, and shall, from time to time, perform such other duties as shall be assigned to him by the Authority.

ARTICLE VI

Treasurer

1. 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 first day of February next ensuing and until his successor shall have been elected and qualified.
2. The Treasurer shall make and file such financial reports which the Authority deems necessary or desirable.
3. The Treasurer shall make and give bonds, undertakings, or other security for the faithful performance of his duties as may be fixed from time to time by the Authority.

ARTICLE VII

Assistant Secretary – Assistant Treasurer

1. The Assistant Secretary and Assistant 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 first day of February next ensuing and until his successor shall have been elected and have qualified.
2. The Assistant Secretary or Assistant Treasurer shall assist the Secretary and Treasurer in the performance of their duties, and, in the absence or incapacity of the Secretary or Treasurer shall assume and perform all duties and powers of the Secretary or Treasurer.

ARTICLE VIII

Committees

1. The Chairman of the Authority may from time to time appoint committees composed of the Authority members whenever it is deemed necessary or desirable in carrying out the business of the Authority.

ARTICLE IX

Amendments

1. These By-Laws may be amended or repealed at any regular or special meetings of the Authority via resolution adopted affirmatively by the votes of at least four members provided notification has been sent by electronic mail informing each member that such action is to be considered. Such notification shall include details of all proposed changes or amendments.

Dated: February 2024