

**BY-LAWS OF THE
MIDDLETOWN HOUSING & REDEVELOPMENT AUTHORITY**

ARTICLE I – THE AUTHORITY

Section 1. Name of the Authority. The name of the Authority shall be “**Housing Authority of Middletown Township**” or “**Middletown Housing & Redevelopment Authority**” or “**Middletown Housing Authority**” or “**Township of Middletown Housing Authority**” or “**Housing Authority of the Township of Middletown**”.

Section 2. Seal of the Authority. The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority.

Section 3. Office of the Authority. The office of the Authority shall be at Alice V. Tomaso Plaza, 2 Oakdale Drive, in the township of Middletown, State of New Jersey, but the Authority may hold its meetings at such other places as it may designate by resolution.

Section 4. General Powers. The Authority shall be vested with all powers and privileges conferred upon redevelopment and housing authorities by the Laws of the State of New Jersey and by the United States of America, including the power and authority to participate in any State or Federal program for public housing, redevelopment, and rehabilitation together with the power to enter into all agreements, issue its obligations, and exercise all rights and duties necessary for complete participation in any program available to it under relevant laws.

ARTICLE II – OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairperson, a Vice Chairperson, and a Secretary.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairperson shall sign all contracts, deeds, and other instruments made by the Authority. At each meeting the Chairperson shall submit such recommendations and information he or she may consider proper concerning the business, affairs and policies of the Authority.

Section 3. Vice-Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in the case of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Authority shall elect a new Chairperson.

Section 4. Secretary. The Secretary shall be the Executive Director of the Authority and, as such, shall have complete supervision over the administration of the business and affairs of its programs and projects, subject to the policies set forth by the Authority. He or she shall be charged with the management of the public housing and urban renewal projects of the Authority. The Secretary shall keep records of the Authority, shall act as Secretary of the meetings of the Authority and record all votes, and shall keep a record of the proceedings of the Authority in a

journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office. He or she shall keep in safe custody, the seal of the Authority and shall have the power to affix such seal of the Authority to all contracts and instruments authorized to be executed by the Authority.

The compensation of the Secretary shall be determined by the Authority, and if the office of the Secretary is vacated, a temporary appointee may be selected by the Commissioners pursuant to the Rules of the State of New Jersey and by the United States of America provided that a temporary appointee selected from among the Commissioners of the Authority shall serve without compensation (other than payment/reimbursement of necessary expenses).

Section 5. Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority, or by the By-Laws or rules and regulations of the Authority.

Section 6. Election or Appointment. The Chairperson and Vice-Chairperson shall be elected at the annual meeting of the Authority from among the Commissioners of the Authority, and shall hold office for one (1) year or until their successors are elected and qualified. The Secretary, if not held by the Executive Director, shall be appointed by the Authority. Any person appointed to fill the office of Secretary, or any vacancy therein, shall have such terms as the Authority may fix, but no Commissioner of the Authority shall be eligible to this office except as a temporary appointee.

Section 7. Vacancies. Should the office of Chairperson or Vice Chairperson become vacant, the Authority shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of the said office. When the office of Secretary becomes vacant, the Authority shall appoint a successor, as aforesaid.

Section 8. Additional Personnel. The Executive Director may from time to time employ such personnel, as he/she may deem necessary to exercise the powers, duties and functions of the Authority as prescribed by the Local Housing and Redevelopment Authorities Law and by all other laws of the State of New Jersey (see attached organizational chart). The Executive Director shall consult with the Board regarding the establishment of any new positions or a reduction in force. Prior to the extension of any offer of employment, the Executive Director shall certify that sufficient funds are available and have been previously allocated by the Board for such use. In the event that funds have not been previously allocated, Board approval shall be required. The Authority shall have full power to enter into agreements upon such terms and conditions as it may determine with individuals, corporation, or firms for the rendering of professional; and other service to the Authority.

Section 9. Committees. The Authority shall, by resolution duly proposed and adopted, provide for the appointment by the Chairperson of such standing and special committees in its judgment may from time to time be required. The Standing Committees shall be as follows: Personnel, Finance and Buildings & Grounds. Special or Ad-hoc committees may be established by the Chairperson on an as-needed basis.

Section 10. The Commissioners of the Authority are responsible for the hiring of the Executive Director and ensuring the employment contract of the Executive Director is followed.

ARTICLE III – MEETINGS

Section 1. Annual Meetings. The annual meeting of the Authority shall be held at 6:30 p.m. on the second Wednesday of the first month of the calendar year at the regular meeting place of the Authority, Alice V. Tomaso Plaza, 2 Oakdale Drive, Middletown, New Jersey.

Section 2. Regular Meetings. A schedule of regular meetings of the Board of Commissioners shall be duly published and posted in accordance with the NJ Open Public Meetings Act no later than January 10th of each year. Monthly meetings shall be held without additional notice at the regular meeting place of the Authority on the second Wednesday of each month at 6:30 p.m. (unless otherwise advertised), unless the same shall be a legal holiday, in which event said meeting shall be held on the next succeeding day.

Section 3. Special Meetings. The Chairperson of the Authority may, when he or she deems it expedient, and shall, upon written request of two (2) or more members of the Authority, call a special meeting of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting shall be published, in accordance with the New Jersey Open Public Meetings Act (N.J.S.A. 10:4 et seq.) and shall be delivered to each member of the Authority, or may be mailed to the business or home address of each member of the Authority at least forty-eight (48) hours prior to such special meeting. At such special meetings, no business shall be considered other than as designated in the call unless the call deemed that formal action may be taken and such action is deemed necessary by the members present.

Notwithstanding the above, pursuant to N.J.S.A. 10:4-9(b), the Authority may hold an emergency meeting despite the failure to provide adequate notice, upon the affirmative vote of three quarters of the member present, if such an emergency meeting satisfies the requirements of N.J.S.A. 10:4-9(b).

Section 4. Quorum. The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. Four (4) members of the Authority shall constitute a quorum for the purpose of conducting its business and exercising its power, and for all other purposes. The Authority upon affirmative vote of the majority, but not less than four (4) of the Commissioners present may take action.

Section 5. Procedure. All Authority meetings shall comply with the New Jersey Open Public Meetings Act (N.J.S.A. 10:4 et seq.) In addition, all Authority meetings shall be conducted in accordance with a simplified form of Robert's Rules of Order, unless such form shall be in conflict with the NJ Open Public Meetings Act, in which case the NJ Open Public Meetings Act shall govern. The Chairperson may designate a parliamentarian to assist the chair in procedural rulings.

Section 6. Order of Business. At the regular meeting of the Authority the following shall be the usual order of business:

1. Roll call
2. Flag Salute
3. Reading and approval of the minutes of previous meeting
4. Resolutions
5. Reports of Committees
6. Unfinished business
7. New business
8. Adjournment

*(see attached Appendix II for specific procedures and process for the above order of business items)

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Authority.

Section 7. Voting. For all questions coming before the Board, the vote of each member of the Authority shall be taken and entered upon the minutes of such meeting.

Section 8. Removal. Any Commissioner(s) can be removed from the Authority for any cause considered detrimental to the best interests of the Housing Authority. The procedure for removal shall be as follows:

1. At a regular meeting or special meeting called for this purpose, a majority of Commissioners must agree to the need for removal and agree to have a hearing in the presence of the Commissioner(s) facing removal.
2. The Commissioner(s) facing removal shall be notified of the hearing by registered letter citing the reasons expressed by the majority of the Commissioners for removal.
3. Any Commissioner(s) unexcused absence from three (3) of the regular meetings in any 12 month period shall be cause for removal.
4. At the conclusion of the hearing or at a later regular or special meeting of the Board, a vote shall be held to remove or not to remove the subject Commissioner(s). If the subject Commissioner(s) fails to respond to the hearing notification, the removal shall become automatic. If the subject Commissioner(s) attend the hearing he/she (they) shall be informed of the majority of the vote as soon as possible.
5. In the event the majority votes to remove the subject Commissioner(s) the Authority shall immediately notify the Township Committee or the proper appointing authority of this action with reasons, requesting that a successor be appointed to fill the unexpired term of the Commissioner(s) so removed.

Section 9. Board Members Attendance at Annual, Regular and Special Meetings. In order to promote the continued, successful and efficient operation of the Middletown Housing Authority, all Commissioners of the Middletown housing authority are encouraged to attend regularly scheduled Monthly Board Meetings and all Special Board Meetings. In those limited circumstances when a Commissioner is unable to attend in person, due to illness, disability or commuter delays beyond their control, they may participate by phone. Participation by phone, however, will be limited to those instances, where a minimum of four (4) Board Members are present in person at the Board Meeting (or Special Meeting). In the event that a Board Member must participate by phone the Board Member shall make every effort to advise the Executive Director at least 24 hours in advance, so that the necessary logistical arrangements may be made for their participation. Any costs for the call must be paid for by the Commissioners dialing into the call. Should any Board Member have three (3) absences in any twelve month period, the Board may, in its discretion, direct that a statement be sent to that member's appointing council, individual, or agency, advising them of this fact and requesting that a replacement be

designated. This number of absences may be extended by an affirmative vote of the Board, at any time, at the pleasure of the Chairperson.

Section 10. Time Limits for Comments. An individual has a time limit of three (3) minutes per person for discussion on any matter or resolution that may come before the Board. This limit can be extended at the pleasure of the Chairperson, at any time.

ARTICLE IV – AMENDMENTS

Section 1. Amendments to the By-Laws. The By-Laws of the Authority shall be amended only with the approval of at least four (4) of the members of the Authority at a regular or special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has been previously given to all of the members of the Board.

ARTICLE V – SCOPE OF BY-LAWS

Section 1. Intent of By-Laws. The intent of these By-Laws is to vest in the Middletown Housing Authority not only all the powers referred to in these By-Laws, but also all of the powers and authority which has been delegated to it by any existing or future legislature of the State of New Jersey and the United States of America pertaining to public housing, slum clearance, redevelopment, and any other type of housing or construction project in which the said Authority might lawfully engage.

Section 2. Organizational Chart. The Organizational Chart marked A-1 attached hereto and a part hereof is adopted as the official organizational chart of the Authority.

ARTICLE VI – ETHICS

Section 1. All Housing Authority Commissioners shall act in a professional and ethical manner in carrying out their official duties. They shall be bound by the rules and regulations and principles of the Middletown Housing Authority Code of Professional Ethics set forth in this section as well as the New Jersey Local Government Ethics Law. (N.J.S.A. 40A 9-22.1 et seq.)

Section 2. If any Commissioner is found by the Board to have violated the Code of Professional Ethics or the New Jersey Local Government Ethics Law, the Board of Commissioner, by resolution, may petition the appointing authority for that Commissioner's removal.

Section 3. All commissioners shall, on an annual basis at the annual reorganizational meeting, pledge themselves to the Middletown Housing Authority Code of Professional Ethics as set forth in Section 4.

Section 4. Middletown Housing Authority Code of Professional Ethics. The objective of the Code of Ethics is to encourage professional performance by housing commissioners. The Code describes objectives which, when accepted and followed, will help to foster a beneficial relationship between the commissioners and staff, and those they serve. (A copy of the Code of Professional Ethics is attached hereto as Appendix III.)

Section 5. Resident Commissioner. The Resident Commissioner must be in full compliance with his/her lease at all times while serving as a Commissioner to the Authority. If the Resident Commissioner is found to be in non-conformance, a statement will be sent to that member's

appointing council, individual, or agency, advising them of this fact and requesting immediate removal and that a replacement be designated.

ARTICLE VII – COMMISSIONER/EXECUTIVE DIRECTOR TRAINING

The New Jersey Redevelopment and Housing Law of 1992 requires all Commissioners and Executive Directors of local public housing authorities and redevelopment agencies to complete a comprehensive training program consisting of required courses and elective courses. Under N.J.S.A. 40A: 12A-45, Commissioners must complete their training within eighteen (18) months of appointment and Executive Directors within two (2) years of appointment. The curriculum was developed by the New Jersey Department of Community Affairs (NJDCA) in consultation with the Public Housing Authority Training Advisory Committee and the Center for Government Services (CGS) at Rutgers, The State University of New Jersey.

ADOPTED: 9/15/1970
AMENDED: 8/15/1985
AMENDED: 7/16/1987
AMENDED: 7/15/1989
AMENDED: 3/16/1995
AMENDED: 3/18/2009
AMENDED: 12/17/2014

APPENDIX I

The following is a list of standing Board Committees. The new elected or re-elected chairperson shall make the appointments to these committees at the beginning of the calendar year.

1. Personnel
2. Finance
3. Buildings & Grounds

The Chairperson may establish ad-hoc Committees as necessary in order to set policy and procedure for the Authority's operation.

APPENDIX II

Order of Business

Reading of the Public Notice:

Reading of the public notice will be done by the Chairperson of the Authority (or their designee).

Roll Call:

Roll call will be conducted by the Board recorder (or Secretary), at the request of the Chairperson.

Pledge of Allegiance:

Pledge of Allegiance will be led by the Chairperson of the Authority.

Reading of the approval of minutes of the previous meeting:

Reading of the approval of the minutes of the previous meeting will be conducted by the Secretary or Chairperson at the request of the Chairperson.

Resolutions:

The Secretary will read the resolutions for consideration by the Board of action.

Report of the Secretary:

The Board's Secretary will make a written report on the daily operations of the Housing and Redevelopment Authority including: an Executive Report, Financial Reports, Section 8 Report and any other program of the Authority which may be in operation (or which have been requested by the Board). A copy of the package (less any non-public personnel or legal information) must be kept available for public review, at the Authority's office.

Reports of Committees:

The Chairperson of each sub-committee may provide a monthly verbal (or written) report on the individual committee's activities and recommendations. Resolutions will be generated from their recommendations either by the Sub-committee or Chairperson (and will be coordinated through the Executive Director) for inclusion in the Board packages.

Unfinished Business:

The Chairperson of the Board will provide the Board with any unfinished business that needs the Board's attention.

New Business:

The Chairperson will open the floor for public comments and questions, for a period not to exceed more than thirty (30) minutes.

Adjournment:

All meetings will be adjourned by the Chairperson (or acting chairperson).

APPENDIX III

MIDDLETOWN HOUSING AUTHORITY CODE OF PROFESSIONAL ETHICS

A public housing commissioner shall be bound by the following pledge:

1. I pledge myself to the professionalism of Housing Commissioners through my own efforts and through the mutual efforts of my colleagues and by all other proper means available.
2. I pledge to view my service on the Housing Commission as an opportunity to serve my community, my state, and my nation because I support the objectives of providing a decent, safe and sanitary home and a suitable living environment for every American family.
3. I pledge that I recognize that my responsibilities are to serve in this capacity as a government official, a community leader, and an advocate for the Commission, its programs and objectives.
4. I pledge myself to seek and maintain an equitable, honorable and cooperative association with fellow public housing officials and all others who are concerned with the proper and professional management of public housing developments.
5. I pledge to try to make decisions in terms of the most economical and efficient method and toward the best interest of all citizens, particularly those of low and moderate income. Decisions will provide an equal opportunity to all citizens regardless of race, creed, sex or age.
6. I will recognize that my responsibility is not to make the day-to-day management decisions of the Authority, but to see that it is well run by carrying out policy making, planning and appraisal functions and by providing direction and taking formal action in support of these functions.
7. I pledge to refuse to represent special interests or partisan politics or to use this Commission for personal gain or for the gain of friends or supporters. I recognize that although I have been appointed by the city government or by the governor, my responsibility is to the entire community.
8. I pledge that I shall not receive, directly or indirectly, a fee, rebate, commission, discount, gratuity, or any other benefit whether monetary or otherwise for the proper professional discharge of my duties, except authorized expenses and other benefits.
9. I will arrive at conclusions only after I have discussed matters fully with members of the professional staff and other commission members. Once a decision has been reached by the majority of the commission assembled at a meeting, I will support it graciously.
10. I will recognize the authority is vested with the whole commission assembled in meetings and that the powers of the commission shall be vested with the commissioners thereof in office at any time.
11. I pledge to support and protect authority personnel in the performance of their duties. Where and when commissioners are involved in the employment of staff, I will vote to hire only competent and trained personnel who have been recommended by the Executive Director, otherwise I will support the Executive Director in his or her choice of hiring and handling personnel without involvement by the commission.
12. I pledge to refer all complaints, including my personal criticisms, to the Executive Director, and only after the failure of administrative solution will pursue such matters outside the commission while also recognizing the individual rights of a commissioners as a citizen appointee and the responsibilities such appointment implies.
13. I pledge to observe and enforce local and state laws and regulations pertaining to the commission and the authority and housing represented by those entities.

14. I pledge to respect the limited intent and scope of executive session and respect privileged communications from executive session and other sources for the privacy of the personnel and clients with whom we are involved.
15. I pledge myself to place honesty, integrity, industriousness, compassion and understanding above all else; to pursue my gainful efforts by study and dedication to the end that service to my housing authority and the people I serve shall always be maintained at the highest possible level.
16. I pledge to make diligent use of the time of the commission as a whole and to faithfully attend all meetings barring unforeseen conflicts in which case I shall promptly notify the chairperson or designee while respecting the rights and commitments of other commissioners and the housing authority that the commission represents.
17. I pledge myself to comply with the rules and regulations and principals of the Code of Professional Ethics, the Ethics Code of Middletown Housing Authority, and NJSA 40A:9-22.1, the New Jersey Local Government Ethics Law.

Subscribed and sworn to me before on this _____ day of 2015.

Board Member's Signature

My Commission Expires _____