

**BY-LAWS
OF
THE MUSCONETCONG SEWERAGE AUTHORITY**

Musconetcong Sewerage Authority
110 Continental Drive
Budd Lake, New Jersey 07828
Tele: 973-347-1525

Adopted on: April 28, 2016

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ARTICLE I - AUTHORITY

Section 1 NAME: The name of the Authority is the Musconetcong Sewerage Authority ("Authority" or "MSA.")

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

Section 3 OFFICE: The principal office of the Authority shall be at the wastewater treatment facility, 110 Continental Drive, Budd Lake, NJ 07828. The Authority shall hold its meetings at the principal office or 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, Vice-Chairman, Secretary and 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 its members at the Annual Meeting 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.

Section 3 (a) SECRETARY: The Secretary shall be elected by the Authority from among its members at the Annual Meeting 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) Assistant Secretaries may be appointed and employed by the Authority. They shall possess such powers and perform such duties as may be assigned to them from time to time by the Authority, the Chairman, the Vice-Chairman or the Secretary. In the absence or incapacity of the Secretary an Assistant Secretary shall, and at other times by the direction of the Secretary an Assistant Secretary may, assume and perform all powers and duties of said Secretary.

(d) The member of the Authority who is elected Secretary may delegate some or all of his day-to-day duties to an administrative assistant hired by the Authority and under his supervision, however; he may not delegate the ability to sign checks on behalf of the Authority to anyone who is not an Officer herein.

Section 4 (a) TREASURER: The Treasurer shall be elected by the Authority from among its members 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 required 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 two of the following, one from each subsection: (i) the Chairman, Vice Chairman, Treasurer or Assistant Treasurer, and (ii) the Secretary or Assistant Secretary. The Treasurer shall perform such other duties as are incident to the office or as may be assigned from time to time by the Authority.

(d) Assistant Treasurers may be appointed and employed by the Authority. They shall possess such powers and perform such duties as may be assigned to them from time to time by the Authority, the Chairman, the Vice-Chairman or the Treasurer.

(e) The member of the Authority who is elected Treasurer may delegate some or all of his day-to-day duties to an administrative assistant hired by the Authority and under his supervision, however; he may not delegate the ability to sign checks on behalf of the Authority to anyone who is not an Officer herein.

Section 5 VACANCIES: Vacancies in any office defined in this 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.

Article III - PERSONNEL

Section 1 DIRECTOR. The Authority shall employ a Director who shall be responsible for the day-to-day operation and management of the Authority. The terms and conditions of the Director's employment shall be specified by the Authority and shall include but are not limited to managing and directing all activities of the Authority in accordance with policies and procedures adopted by the Commissioners, supervising all employees and overseeing their performance, and carrying out those duties as may be assigned by the Commissioners. The Director shall attend all meetings of the Board of Commissioners, and shall serve as an ex-officio member without a vote on all Committees.

Section 2 ADDITIONAL PERSONNEL. The Authority may also, from time to time, appoint and employ such professional and technical advisers and experts and such other personnel as it deems necessary to exercise its powers and duties and the

compensation of such personnel shall be determined by the Authority subject to the laws of the State of New Jersey.

Article IV — COMMITTEES

Section 1 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 Committees as the Chairman may deem requisite and necessary and on each Committee so appointed he shall serve as ex-officio thereof.

Article V — MEETINGS

Section 1 ANNUAL MEETING: The annual meeting of the Authority for the election of officers and for the transaction of any other business that may come before the meeting shall be held at seven-thirty o'clock p.m. on the 4th 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-thirty o'clock p.m. on the 4th Thursday of each and every month, if not a 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. Regular meetings shall be conducted according to an agenda substantially similar to the attached Exhibit #1.

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 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, and 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.

ARTICLE VI — AMENDMENT

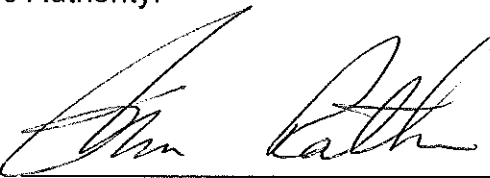
These By-Laws may be altered, amended or repealed by the affirmative vote of the majority of the entire membership at any regular meeting of the Authority, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all of the members of the Authority. A failure by the Authority to comply with these By-Laws shall not be grounds for an appeal from a decision by the Authority.

ARTICLE VII — ADOPTION

The Authority hereby designates April 28, 2016 as the Official Adoption date of these By-Laws of the Musconetcong Sewerage Authority.



Joseph Schwab, Secretary



Steven Rattner, Chairman

EXHIBIT #1

Musconetcong Sewerage Authority

Regular Meeting

_____, 20__ at 7:30 PM

AGENDA

1. Meeting Called to order – Pledge of Allegiance – OPMA Announcement – Roll call
2. Open for public discussion
3. Approve Prior Month's Minutes: Regular Meeting Minutes
Closed Session Minutes
4. Expenditures/Treasurer's Report
5. Pending Vouchers
6. Correspondence
7. Monthly Plant Reports: Director's Report
Maintenance Report
8. Engineer's Report
9. New Business
10. Old Business
11. Closed Session (if applicable)
12. Adjournment