

**RESOLUTION AMENDING BY-LAWS REGARDING MEMBERSHIP OF
RIVERDALE AND MEETING NOTICE, TIME AND QUORUM**

WHEREAS, the provisions of the Sewerage Authorities Law, and particularly N.J.S.A. 40:14A-7(11), authorize the Pequannock River Basin Regional Sewerage Authority (hereinafter the “Authority”) to make By-Laws and regulations for the management of its business and affairs, and to amend the same from time to time; and

WHEREAS, the Authority desires to amend its By-Laws to reflect the addition of the Borough of Riverdale as a Member and Participant and to establish a quorum commensurate therewith, as well as, update the meeting time and to allow for notice of Special Meetings to be sent via email and posted on the Webpage of the Authority. Lastly, the Authority desires to authorize the Chairman and/or the Administrator to execute contracts, deeds, legal documents and other instruments made by or with the Authority.

NOW, THEREFORE, BE IT RESOLVED, by the Pequannock River Basin Regional Sewerage Authority in the Counties of Morris and Passaic and State of New Jersey, on this 21st day of February, 2024 as follows:

1. The By-Laws of the Authority are hereby amended to revise Article I entitled “Authority” to read as follows:

The name of the Authority shall be THE PEQUANNOCK RIVER BASIN REGIONAL SEWERAGE AUTHORITY, created by the Boroughs of Bloomingdale, Butler and Kinnelon. The Borough of Riverdale became a Member Municipality and a

Participant in the Authority upon the enactment of Ordinances, by all members, and adoption of a resolution by the Authority, in accord with N.J.S.A. 40:14A-4(m)(i), and upon the filing of a certified copy of the Ordinances duly certified together with a certified copy of the Resolution of the Authority with the Secretary of State and upon the execution of the 2020 Amended and Restated Service Contract by all Member Municipalities.

2. The By-Laws of the Authority are hereby amended to revise Article V entitled “Chairman and Vice Chairman” to read as follows:

1. The Chairman shall preside at all meetings of the Authority. Except as otherwise authorized by Resolution of the Authority, the Chairman and/or the Administrator shall sign all contracts, deeds, legal documents and other instruments made by or with the Authority.

2. The Vice-Chairman shall possess such powers and 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.

3. The presiding officer of any meeting of the Authority, including the Chairman or Vice Chairman, shall have the right to vote.

3. The By-Laws of the Authority are hereby amended to revise Article X entitled “Meetings of the Authority” to read as follows:

1. The Annual Meeting of the Authority, and the election and appointment of officers and for the transaction of any other business shall be held on the date set for the February meeting of each year, commencing at 6:00 p.m. or such time as the Authority shall subsequently determine by the adoption of a Resolution which shall be published in accordance with law.

2. Regular meetings shall be held monthly without notice at the Municipal Building, in the Borough of Butler, New Jersey, on a certain day in a certain week, which day and week are to be set by Resolution of the Authority.

3. All Annual and Regular Meetings of the Authority, and any continued or adjourned sessions thereof shall be general meetings opened for transactions of any business of the Authority without special notice of said business. All such meetings may be held without notice to the members of the Authority other than these By-Laws. If the date specified for any such meeting is a legal holiday, then such meeting shall be held at such time as the Authority may designate.

4. Special Meetings of the Authority may be called by the Secretary on request of the Chairman or Vice-Chairman or by any two members of the Authority and shall be held at the date and time specified in such call, upon forty-eight hours' notice, which may be given by mail, email, telegraph, or telephone, to each member of the Authority, and shall be posted on the webpage of the Authority, specifying the date, time and business of the meeting. Save as provided in Paragraph 5 of this Article, no business shall be transacted at any special meeting except that set out in the notice of Special Meeting. Meetings for the transaction of business may be held at any time without notice if all members are present and consent to such meeting.

5. All meetings of the Authority shall be held at the principal office of the Authority or at such other place as the Authority may expressly approve. Any or all notice of any meeting of the Authority may be waived by any member of the Authority, and any meeting of which notice shall have been so waived by each member of the Authority shall be a general meeting, that is to say, open for transaction of any business without special notice of such business.

4. The By-Laws of the Authority are hereby amended to revise Article X entitled "Quorum" to read as follows:

1. The powers of the Authority shall be vested in the members, who shall each bear the title of Commissioner or Member of the Authority.

2. Five members shall constitute a quorum for the purposes of conducting the Authority's business and exercising its powers and for all other purposes.

3. When a quorum is in attendance, all questions shall be determined by a vote of the members present. The affirmative vote of at least a majority of the members in attendance shall be necessary to take action except as noted in Section 4.
4. In the case of the approval of capital expenditure, each member community must be represented in the vote. In the absence of both members from one community, the vote must be deferred to the next regular meeting at which time a majority of the members present may decide the issue.
5. The voting on all questions coming before the Authority shall be by voice vote as follows:
 - a. Roll Call vote on Resolutions, Election of Officers, Payment of Bills, Capital Expenditures and such other topics required by law to be adopted by Roll Call vote.
 - b. Yeas and Nays without identification of the votes of Members by Roll Call vote.
 - c. In the event that the Chair is unable to determine which side has prevailed on a vote by the yeas and nays, or at the request of any Member present, a Roll Call vote shall then be taken and recorded.
5. The Administrator is authorized and directed to provide a copy of this Resolution to the Clerks of Bloomingdale, Butler, Kinnelon and Riverdale within thirty (30) days of the date hereof.
6. This Resolution has been adopted in accordance with the provisions of Article XIII "Amendments."
7. This Resolution shall take effect as provided by law.

CERTIFICATION

Certified to be a true copy of a Resolution adopted by the Pequannock River Basin Regional Sewerage Authority at a duly convened meeting of the Authority held on February 21, 2024.



DAVE DEFALCO, Secretary