BY-LAWS OF THE HOUSING AUTHORITY OF THE CITY OF LINDEN

ARTICLE I – THE AUTHORITY

Section 1. **Name of Authority:** The name of the Housing Authority shall be "Housing Authority of the City of Linden" (the "Authority").

Section 2. **Seal of Authority:** The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.

Section 3. **Office of Authority:** The offices of the Authority shall be at 1601 Dill Avenue, in the City of Linden, State of New Jersey, but the Authority may hold its meeting at such other places in the City of Linden as it may designate by resolution, or as the Chairman may designate, provided adequate notice of the time and location of the meetings is given under the New Jersey Open Public Meetings Act, N.J.S.A. 10:4-6 et seq. (the "Act").

ARTICLE II – OFFICERS

Section 1. **Officers**. The officers of the Authority shall be a Chairman, a Vice-Chairman and a Secretary-Treasurer.

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

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

Section 4. **Secretary-Treasurer**. The Secretary-Treasurer shall be the Executive Director of the Authority and, as such, shall have general supervision over the administration of its business and affairs, subject to the direction of the Authority. He/she shall be charged with the management of the housing projects of the Authority.

The Secretary-Treasurer shall keep the 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 his/her office. He/she shall keep in safe custody the seal of the Authority and shall have the power to affix the Authority's seal to all contracts and instruments authorized to be executed by the Authority.

He/she shall have the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Authority may select. The Secretary-Treasurer shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Authority. Except as otherwise authorized by resolution of the Authority, all such orders and checks shall be countersigned by the Chairman or Vice-Chairman. He/she shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority at each regular meeting (or as often as requested), an account of his/her transactions and also of the financial condition of the Authority. He/she shall give such bond for the faithful performance of his/her duties as the Authority may determine necessary and appropriate.

The compensation of the Secretary-Treasurer shall be determined by the Authority, provided that a temporary appointee, selected from among the Board of Commissioners of the Authority (the "Members"), shall serve without compensations (other than 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 the by-laws or rules and regulations of the Authority.

Section 6. **Election or Appointment**. The Chairman and Vice-Chairman shall be elected at the annual meeting of the Authority from among the Members of the Authority and shall hold office for one (1) year or until their successors are elected and qualified.

The Secretary-Treasurer shall be appointed by the Authority. Any person appointed to fill the office of Secretary-Treasurer or any vacancy therein, shall have such term as the Authority fixes, but no Member of the Authority shall be eligible to this office except as temporary appointee.

If at any regular or special meeting of the Authority neither the Chairman or Vice-Chairman is in attendance, the other Members in attendance shall select, upon the affirmative vote of the majority, but not less that four (4) affirmative votes of the Member present, a Chairman pro tem who shall act as Chairman, but only for the purpose of conducting said meeting.

Section 7. **Vacancies**. Should the offices of Chairman or Vice-Chairman 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 said office. When the office of Secretary-Treasurer becomes vacant, the Authority shall employ a successor as aforesaid.

Section 8. **Dissolution**. Upon the dissolution of this Authority assets shall be distributed for one or more exempt purposes within the meaning of Section 501 C (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a State or Local government for a public purpose.

Section 9. **Additional Personnel**. The Authority may, from time to time, employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the Local Redevelopment and Housing Law, N.J.S.A. 40A:12A-1 et seq., and all other laws of the State of New Jersey, applicable thereto. The selection and compensation of such personnel (including the Secretary-Treasurer) shall be determined by the Authority, subject to the laws of the State of New Jersey.

Section 10. **Commencement of Term of Office**. The term of all officers shall commence on the first day of the next month following the one in which they were elected.

ARTICLE III – MEETINGS

Section 1. **Annual Meeting**. The annual meeting of the Authority shall be held on the fourth Tuesday of June at 6:00P.M., at the place designated for regular meetings, or the same may be held at such time as the Chairman may fix, if not held as aforesaid. The annual meeting shall continue with a dinner, which dinner shall be open to the Members and Secretary-Treasurer of the Authority, those employees of the Authority as the Chairman shall designate and such other guests as the Chairman may elect to invite. Thereafter the annual meeting shall close.

Section 2. **Regular Meeting**. Twelve (12) monthly meetings shall be held at the regular meeting place of the Authority, 1601 Dill Avenue, Linden, New Jersey at 7:00P.M., (with the exception of the annual meeting), on the fourth Tuesday of each month, unless the same shall be a legal holiday, in which event said meeting shall be held on the next succeeding Tuesday. Such meetings may be held at such other place and time as the Chairman may designate, when in the judgment, it becomes inconvenient or impossible to meet as aforesaid.

All regular meetings of the Authority shall be held in accordance with the Act. The Secretary-Treasurer, within seven (7) days following the annual meetings, shall prepare a notice stating the time and location for all regular meetings throughout the year (the "Annual Notice") and shall: 1) post and maintain the Annual Notice in at least one public place reserved for such similar announcements; 2) mail, telephone, telefax or deliver the Annual Notice to at least6 two (2) newspapers which newspapers shall be designated by the Authority in accordance with the Act; and 3) file the Annual Notice with the Clerk of the City of Linden.

Should the Chairman determine that a regular meeting cannot be conducted, he/she may postpone the regular meeting and hold the regular meeting at a later date and time, provided notice of the amended regular meeting is provided no less than forty-eight (48) hours prior to the amended Annual Notice and such notice is disseminated in the manner required for the Annual Notice.

Section 3. __**Special Meetings**__. The Chairman of the Authority may, when he/she deems it expedient or upon the written request of two (2) 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 may 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 two (2) days prior to the date of such special meeting.

The Secretary-Treasurer shall prepare a notice of such special meeting, including its time, location and the matters to be acted upon at the meeting and shall, no less than forty-eight (48) hours prior to the meeting: 1) post and maintain the Annual Notice in at least one public place reserved for such similar announcements; 2) mail, telephone, telefax or deliver such notice to at least two (2) newspapers which newspapers shall be designated by the Authority in accordance with the Act; and 3) file such notice with the Clerk of the City of Linden. At such special meeting, no business shall be considered other than as designated in the call, but if all of the Members of the Authority are present at a special meeting, any and all business may be transacted at such special meeting.

Section 4. __**Quorum**__. The powers of the Authority shall be vested in the Members thereof in office from time to time. Four (4) Members shall constitute a quorum for the purpose of conducting its business and exercising its powers and al other purposes. Action may be taken by the Authority upon the affirmative vote of the majority, but not less than four (4) affirmative votes of the Members present, unless in any case the by-laws of the Authority shall required a larger number.

Section 5. __**Order of Business**__. At a regular meeting of the Authority, the following shall be the other of business:

1. Pledge of allegiance;
2. Approval of Minutes of Prior Meeting;
3. Review of Pre-meeting Packet;
4. Approval of bills and Claims;
5. Old Business;
6. New Business and Resolutions; and
7. Report of Executive Director
8. Report of Counsel;
9. Adjournment.

All resolutions shall be in writing when required by the Chairman and shall be copied in a journal of proceedings of the Authority.

Section 6. **Manner of Voting**. The voting on all questions coming before the Authority shall be by roll call and the ayes, nays, abstentions and absences shall be entered upon the minutes of such meeting.

ARTICLE IV – AMENDMENTS

Section 1. **Amendments of By-Laws**. The by-laws of the Authority shall be amended only upon the affirmative vote of the majority, but not less that four (4) affirmative votes of the Members present at a regular or a special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice therof has been given previously to all of he Members of the Authority.

ARTICLE V –MISCELLANEOUS

Section 1. **Validity of By-Laws**. The terms, conditions, covenants and provisions of these by-laws shall be deemed to be severable. If any clause or provision contained herein shall be adjudged to be invalid or unenforceable by a court of competent jurisdiction or by operation of any applicable law, it shall not affect the validity of any other clause or provision herein, but such other clause or provision shall remain in full force and effect.