

**AMENDED AND RESTATED
BY-LAWS OF
BOARD OF DIRECTORS
OF THE
SOUTH JERSEY PORT CORPORATION
AMENDED AUGUST 29, 1995
AMENDED OCTOBER 28, 1997
AMENDED JANUARY 29, 2002
AMENDED APRIL 29, 2008**

Section 1 - Monthly Meetings: A monthly meeting shall be held at a time and place designated by the Chair. Official business may be transacted at such meetings if a quorum being a majority of the Members that at the time of the meeting have been duly appointed and qualified and are present or participating telephonically. No vacancy in the membership of the corporation shall impair the right of a quorum to exercise the rights and perform all duties of the corporation.

Section 2 - Special Meetings: Special meetings may be called by the Chair upon forty-eight (48) hour written notice to all members, mailed to their residence or place of business. Forty-eight (48) hour notice shall be from the day of mailing. Special emergency meetings may be called by the Chair without written notice if a majority of members consent thereto. Special meetings shall be called by the Secretary upon receipt of a written request of any two (2) Board members. In all cases, members shall have advance notice of the time, place and purpose of all meetings.

Section 3 – Annual Meeting: The annual meeting shall be held on or about February 11 of each year. However, said meeting may be held at the time and place of the regular February meeting if agreed to by a majority of the members at that meeting. Annual reports of officers and committees shall be delivered. Professional appointments and all standing committee appointments shall be made at this meeting.

Section 4 - Order of Business: The order of business at regular meetings shall be:

- a. Review and approval (corrections, if needed) of the minutes.
- b. Report of the Treasurer.
- c. Reports from the Chair of all standing Committees.
- d. Report of the Board Chairman.
- e. Items requiring Board action.
- f. Unfinished business.
- g. New Business.
- h. Public Comments.
- i. Closed Session, if needed.
- j. Adjournment.

Section 5 - Duties of Officers: The Chairman:

- a. The Chairman shall preside at all meetings and shall perform all duties ordinarily assigned to the office. In addition, the Chairman shall appoint all committees and committee-chairpersons, and shall recommend all such action as deemed proper.

b. The Vice-Chairperson shall perform the duties of the Chairman in the absence of the Chairman, or in the event of his death, inability or refusal to act, or until his successor is qualified. When he is so acting, the Vice-Chairperson shall have all the powers of and be subject to all the restrictions as the Chairman.

c. The Secretary shall be responsible for the official minutes of all Board proceedings. The Secretary shall see that all notices are given in accordance with the provisions of these By-Laws or as required by law and shall provide for the custody of the corporate records and seal. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairman or by the Board.

d. The Executive Director shall be in administrative charge of all activities of the Port Corporation. The responsibilities shall include:

- (1) Planning the Port Corporation's program and policies within the framework of authorizations established by the Board of Directors.
- (2) Organizing the staff for the most effective performance of all programs, and obtaining, with the approval of the Board of Directors, well-qualified persons to carry out these programs.
- (3) Providing leadership for all staff, and directing, coordinating, and evaluating the work of all the departments, to the end that the Port Corporation's programs may be carried out in the most effective and efficient manner.
- (4) Reporting to the Chairman and the Board of Directors on the progress of all programs, and making recommendations to the Board with respect to action required for all programs.
- (5) The Executive Director's power and duties shall be administrative only, and, at all times his actions shall be under, and subject to, the direction of the Chairman on behalf of the Board of Directors.
- (6) Notwithstanding the above, the Executive Director shall have authority to act on behalf of the Port Corporation as follows:
 - (a) To authorize expenditures from the Operating Fund in amounts not to exceed the bid threshold as periodically established pursuant to N.J.S.A. 52:34-7(b).
 - (b) To hire and discharge personnel within the scope and limits of the Port's official organization chart.

e. The Treasurer shall, under the supervision of the Executive Director, act as chief financial officer of the Port Corporation. He shall have charge and custody of, and be

responsible for, all funds and securities of the corporation and shall submit a monthly report at the regular monthly meeting. He shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman or by the Board.

f. The Board shall appoint such assistant Officers as they deem necessary from time to time. Any individual may hold more than one office at a given time.

Section 6 – Contracts: Deposits and Checks: The members may authorize any member or members, officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All funds of the corporation shall be deposited or invested to the credit of the corporation in such banks, trust companies or other depositories as the members may select.

All checks, drafts or other orders for the payment of money shall be signed by such member or members, officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the members. All bills and payments of the corporation shall be paid after approval of a majority of all the members at the regular monthly meeting. In the event that the scheduled date of the regular monthly meeting is postponed, the members shall receive a list of all bills which were proposed to be paid at said meeting. If said list is satisfactory, each member shall indicate his approval, in writing, and return to the offices of the corporation. When a majority of all of the members of the corporation have filed their written approval, the appropriate signatories shall be authorized to make payment without the requirement of a formal resolution. In the event that any member has any objection or question as to any bill to be paid, he shall indicate the same, in writing. Any such bill shall not be paid until approved by a majority of all the members at the next meeting of the corporation.

Section 7 - Voting of Board Members by Telephone: Whenever the Chairman is advised that a quorum of members will not be available for a meeting, telephonic voting will be allowed to assure the timely conduct of South Jersey Port Corporation matters. Telephone voting will be via a speakerphone of which all participants can hear and be heard and to have their vote recorded.

Section 8 - Amendments to By-Law: These By-Laws may be amended by a vote of a majority of the Members that at the time of the meeting have been duly appointed and qualified.