

BY-LAWS OF PINELANDS MUNICIPAL COUNCIL

ARTICLE I - ESTABLISHMENT; PURPOSES; SEAL

1.1 Formation of Council.

The Pinelands Municipal Council (the "Council") was established as a public body corporate and politic pursuant to P.L. 1979, c.111 (N.J.S.A. 13:18A-7), the "Pinelands Protection Act", effective June 28, 1979.

1.2 Functions of Council.

The functions of the Council are:

- A. To review, prior to final Pinelands Commission (the "Commission") action thereon, the comprehensive management plan (the "CMP") and any revisions thereto including the minimum standards for the adoption of municipal and county plans and ordinances concerning the development and use of land in the Pinelands area;
- B. To review any matter that the Commission deems advisable to submit to the Council;
- C. To consult with the Commission during the development of or amendment to the CMP;
- D. To make recommendations to the Commission on any matter it deems advisable whether or not such matter was submitted to the Council by the Commission;
- E. To state its position to the Commission and to all members of the Council as to all matters submitted to it, within 60 days of the submission thereof to the Council; and
- F. To do such acts and perform such functions as may otherwise be authorized by law.

1.3 Notice to Members of Recommendations to Commission.

The Council shall mail to all members of the Council any recommendations made to the Commission at the time that the recommendations are submitted to the Commission. Members of the Council may provide comments to the Commission regarding the recommendations of the Council.

1.4 **Seal.**

The Council may adopt a seal or other official logo as the Council may from time to time determine.

ARTICLE II - OFFICES

2.1 The Council may have such offices within the Pinelands area or elsewhere in the State of New Jersey as the Council may require from time to time.

ARTICLE III - MEMBERS

3.1 **Mayors or Designees.**

Members of the Council shall consist of the mayor, or his or her designee, of each municipality located, in whole or in part, within the Pinelands area.

3.2 **Mayor's Certificate for Designee.**

Each member of the Council who is not a mayor shall annually present to the secretary of the Council in January of each calendar year a certificate signed by the clerk of the member's municipality certifying that the member has been designated by the mayor as that municipality's representative on the Council. In addition, a mayor may designate another designee (if different than the designee certified pursuant to the immediate preceding sentence) by advising the Secretary of the Council in writing of his or her designee in advance of any given meeting and that designation will be valid for any future meetings until changed or revoked. In addition, a designee can be appointed by a Mayor for any specific meeting by presentation of the credentials of the designee at the meeting.

3.3 **Compensation.**

Members of the Council shall serve without compensation, and each member shall serve only as long as he or she is the mayor or the designee of the mayor of the municipality he or she represents.

3.4 **Dues; Assessments; Reimbursement of Expenses.**

The majority of the members of the Council may prescribe, with respect to all members, the amount and manner of recommending and collecting of dues or other fees or assessments that may be necessary from time to time to finance the operations of the Council. The Council may within the limits of funds appropriated or otherwise made available for such purposes, reimburse its members for necessary expenses incurred in the discharge of their official duties.

3.5 **Executive Committee.**

The Executive Committee of the Council may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Council. Such membership certificate, card or other instrument shall be non-transferrable, and a statement to that effect shall be noted on the certificate, card or other instrument, if issued, and shall bear the signature or facsimile signature of an officer or officers designated by the Executive Committee.

ARTICLE IV - MEETINGS

4.1 **Place of Meetings.**

Meetings of the Council shall be held at the offices of the Council as determined by the Council, or if none, shall be held at such other place or places, as may from time to time be selected by the Chairperson; but the place of meetings if selected by the Chairperson shall be selected with the intention that the place(s) of the meetings of the Council shall be a place mutually convenient, if possible, to the members of the Council.

4.2 **Quorum; Voting.**

Fifteen members of the Council shall constitute a quorum for the transaction of Council business. Action may be taken and motions and resolutions adopted by the Council at any meeting thereof by the affirmative vote of a majority of those members of the Council in attendance, notwithstanding the withdrawal of enough members to leave less than a quorum.

4.3 **Annual Meeting.**

The annual meeting of the members of the Council shall be held in each calendar year between the third day and the tenth day of March on such date as may be established by the Chairperson or upon the concurrence of a majority of the full membership of the Council. At such meeting, the Secretary of the Council shall announce the results of the election of officers and on said date, the Chairperson shall execute the requisite oath of office and be sworn in by the Secretary of State of New Jersey or a representative thereof. Thereafter, at such meeting, the other elected officers shall execute their requisite oaths of office and be sworn in by the Chairperson. At the annual meeting, the Council shall conduct such other business as may properly be brought before the meeting.

4.4 **Regular Meetings.**

The Council shall otherwise meet at the call of the Chairperson of the Council or upon the concurrence of a majority of the full members of the Council.

4.5 **Notice of Meetings.**

Written notice of the agenda for each meeting shall be mailed by the Chairperson to all members of the Council at least seven days in advance of the date of the meeting. Meetings of the Council shall be advertised and conducted in accordance with the Open Public Meeting Act (N.J.S.A. 10:4-6 et seq.), and notice of said meetings shall be advertised by the Secretary in official newspapers designated by the Council. The Secretary shall also provide notice seven days prior to the meeting by mail to the Municipal Clerk of each municipality, to each of the Authorized members of the Council, and to the Chairperson of the Pinelands Commission.

4.6. **Conduct of Meetings.**

To the extent not inconsistent with these by-laws or other rules that may from time to time be conducted by the Council, the conduct of the meetings shall be governed by the Roberts Rules of Order.

4.7 **Agenda of the Meetings.**

An agenda of each meeting shall be prepared by the Secretary after consultation with the Chairperson. The agenda shall generally be structured as follows:

- a. Open Public Meetings Statement by the Secretary;
- b. Pledge of Allegiance;
- c. Roll Call by the Secretary;
- d. Review, correction, amendment, approval of the minutes of prior meeting;
- e. Public comment;
- f. Motions and resolutions;
- g. Reports of officers, committees or professional advisors;
- h. Old business;

- i. New business;
- j. Such other matters as may properly come before the Council;
and
- k. Public comment.

The Council may by a majority vote of those in attendance at any given meeting direct that any item be placed on the agenda.

4.8 **Voting.**

Each Council member (or the designate thereof) shall be entitled to one vote in person at a duly called and convened meeting of the Council.

4.9 **Minutes of Meetings.**

The minutes of any meeting, and any corrections or amendments thereof duly adopted, shall be signed by the Chairperson and by the Secretary.

4.10 **Motions and Resolutions.**

All motions and resolutions adopted by the Council may be made orally at a duly authorized and convened meeting of the Council, but thereafter shall be memorialized in writing in the minutes of the Council. All resolutions adopted in any one calendar year shall be consecutively numbered in the order of their adoption and memorialization, using the calendar year as a prefix thereof.

4.11 **List of Members.**

The Secretary shall maintain a complete list of all members or their designates entitled to vote at a meeting, arranged in alphabetical order, with the address, telephone number, telecopier number and such other information as to each member or designate as may be determined by the Council. Such list shall be available for inspection by any person and kept open at the time and place of each meeting.

ARTICLE V - OFFICERS; EXECUTIVE COMMITTEE AGENTS

5.1 **Officers of the Council.**

The Council shall annually elect from among its members a chairperson, vice-chairperson, secretary and treasurer. The term of office for each of those offices shall be one year, commencing April 1st and extending to March 31st of the following year. If for any reason an officer of the Council is no longer a member of the

Council as defined pursuant to subsection (a) of Section 6.1 of P.L. 1979, c.111 (C.13:18A-7), the officer shall be deemed to have resigned from the office as of the date of loss of membership and the office shall be deemed vacant. In the event of a vacancy in the office of the chairperson, the vice-chairperson shall assume the duties of the office of the chairperson until the next annual election as provided in Section 5.2. An incumbent officer shall be eligible for re-election to the same or a different office, if nominated.

5.2 **Election of Officers.**

Elections for the officers of chairperson, vice-chairperson, secretary, and treasurer of the Council shall be conducted each year in the following manner:

(1) Between January 15th and January 25th, the chairperson of the Council shall notify by mail all members of the Council that they may submit nominations for the various offices on the Council. Nominations shall be accepted if received at the address specified on the notice by February 10th.

(2) Ballots shall be prepared listing the nominations submitted for the various offices and shall be mailed to all members of the Council by February 15th. Members of the Council shall submit their marked ballots by mail to the address specified on the ballot. Only ballots postmarked by March 1st shall be accepted. The ballots shall be counted, and the results of the election announced, at a meeting of the Council held not later than March 10th. For each office, the nominee on the ballot receiving the most votes after all properly submitted marked ballots have been counted shall be declared the winner.

(3) Notwithstanding the provisions of paragraphs (1) and (2) of this subsection to the contrary, the election of officers first held pursuant to the requirements of this section shall be conducted on behalf of the Council, and the ballots counted and results of the election announced, by the Secretary of State; thereafter, each such annual election shall be conducted by the Council through its officers as prescribed in this section.

(4) In the event a vacancy in the office of any officer other than the Chairperson, the Council shall hold a special election to fill the vacant office. Special elections shall be held on notice and by ballot as is provided in Section 5.2 hereinabove, however, the time periods specified therein shall be the same as provided in Section 5.2 hereinabove, but the dates shall be adjusted to coincide with the requirements of the time of the special election.

5.3 **Executive Committee.**

The officers of the Council shall be the Executive Committee of the Council; provided, however, a member of the Council shall be elected as the "at-large" member of the Executive Committee at the first organization meeting of the Council, it being the intention that there be at least five (5) members of the Executive Committee. After its

first year of operation, the Council will review whether the Executive Committee should be changed or expanded. The Executive Committee shall have such duties and powers as may be determined from time to time by the Council, but shall have at least the following duties and powers:

- a. To advise and consult with the Chairperson on any matter properly before the Council;
- b. To assist the Chairperson in any matter or task assigned to him or her by the Council;
- c. To investigate and review any matter referred to the Council by the Commission and make recommendations therefor to the Council; and
- d. To do such other acts or things as may be delegated to it by the Chairperson.

5.4 **Chairperson.**

The Chairperson shall be chief executive officer of the Council; he or she shall preside at all meetings of the members or designates and of the Executive Committee; he or she shall have general and active management of the matters properly before the Council, shall see that all orders and resolutions of the Council are carried into effect, subject, however, to the right of the members of the Council to delegate any specific powers, except such as may be by statute exclusively conferred on the Chairperson, to any other officer or officers of the Council. He or she shall execute documents, instruments, minutes, agreements, and contracts requiring a seal under the seal of the Council. He or she shall be EX-OFFICIO a member of all committees, and shall have the general powers and duties of supervision and management usually vested in the office of the Chairperson of the Council.

5.5 **Vice-Chairperson.**

The Vice-Chairperson shall assume such duties of the office of the Chairperson as may be delegated to him or her by the Chairperson and shall perform the duties of Chairperson in the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act.

5.6 **Secretary.**

The Secretary shall attend all meetings of the Council and all meetings of the Executive Committee and act as clerk thereof, and record all the votes of the Council and the minutes of all its transactions in a book to be kept for that purpose; and shall

perform like duties for all committees of the Council when required. He or she shall give, or cause to be given, notice of all meetings of the Council and of the Executive Committee, and shall perform such other duties as may be prescribed by the Council or by the Chairperson, and under whose supervision he or she shall be. He or she shall keep in safe custody the seal of the Council, and when authorized by the Council, shall affix the same to any instrument requiring it.

5.7 **Treasurer.**

The Treasurer shall have custody of the funds of the Council and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Council, and shall keep the monies of the Council in a separate account or accounts to the credit of the Council. He or she shall disburse the funds of the Council as may be ordered by the Council or the Executive Committee, taking proper vouchers for such disbursements, and shall render to the Chairperson and the Council, at the regular meetings of the Council, or whenever they may require it, an account of all of his or her transactions as Treasurer and of the financial condition of the Council.

5.8 **Other Officers.**

The Council may create or designate for election by the Council such other officers, assistant officers, or positions as may be in the Council's determination, be necessary from time to time to carry out the purposes and functions of the Council. Said officers or assistant officers shall be elected in accordance with the procedure established in Section 5.1 above. Unless otherwise determined by the Council, each assistant officer shall have the powers and perform the duties of his respective superior officer. Assistant officers may be designated as having responsibility for a specific area of the Council's affairs, in which event the assistant officer shall be superior to the other assistant officers in relation to matters within his or her area. The Chairperson shall be the superior officer of the Vice Chairperson or any assistants thereof. The Treasurer and Secretary shall be the superior officers of the Assistant Treasurers and Assistant Secretaries, respectively.

5.9 **Employees; Staff.**

The Council may, within the limits of funds appropriated or otherwise made available for such purposes, appoint such staff or hire such experts as it may require.

ARTICLE VI - COUNCIL BOOKS AND RECORDS

6.1 Council Books and Record.

There shall be kept at the offices of the Council an original or duplicate record of the proceedings of the Council and original or duplicate record of the proceedings of the Executive Committee, and the original or a copy of its By-Laws, including all amendments or alterations thereto to date, certified by the Secretary of the council.

6.2 Examination of Books.

Every member or his or her designate shall have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the books and records of account, and records of the proceedings of the Council and the Executive Committee, and make copies or extracts therefrom.

ARTICLE VII - MISCELLANEOUS PROVISIONS

7.1 Bank Accounts; Funds of Council; Vouchers; Checks.

The Council may establish such accounts in banking institutions authorized to do business in the State of New Jersey as the Council may from time to time determine. The funds of the Council shall be disbursed only upon approval of vouchers by such number of officers of the Council as the Council may from time to time determine. All checks of the Council shall be signed by at least two officers one of whom shall be at least the Chairperson or the Vice-Chairperson.

7.2 Budget.

The Chairperson shall present at the first meeting of the Council for the calendar year a budget for the business and affairs of the Council for the current year. The budget shall be adopted by March 31 of each calendar year in such form and with such amendments or revisions thereto as the Council may determine.

7.3 Fiscal Year.

The fiscal year shall begin on the first day of January of each year.

7.4 Notices.

Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the mail, or by telecopier, charges prepaid, to his or her address appearing on the records of the Council or supplied by him or her to the Council for the purpose of notice. If the notice is sent by

mail or by telecopier, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or when sent for transmission to such person.

7.5. **Conference Calls.**

One or more members of the Executive Committee may participate in a meeting of the Executive Committee by means of a conference, telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

ARTICLE VIII - AMENDMENTS

8.1 **Adoption of Amendments.**

These By-Laws may be amended, repealed or added to by the Council as necessary and in its discretion at any duly called and convened meeting by a majority of those present in person at the meeting.

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