

## NEW JERSEY PINELANDS COMMISSION

### **BY-LAWS**

(Adopted June 1, 1979, as amended May 9, 1997)

#### PREAMBLE

This body corporate and politic having been created by the "Pinelands Protection Act," P.L. 1979 c. 111, (the "Act"), is named the Pinelands Commission (the "Commission") and pursuant to Section 6(a) of the Act, is authorized to make and alter such By-Laws for its operations, internal management, and for the conduct of its affairs and business. The By-Laws of the Commission are as follows:

#### I. The Commission

Section 1. Purpose. The Pinelands Commission is established as a regional planning and management body by L. 1979, c. 111 (N.J.S.A. 13:18A-1 et seq.), pursuant to P.L. 95-625, §502.

Section 2. Functions. The functions of the Commission are:

(a) to develop a comprehensive management plan for the Pinelands in accordance with L. 1979, c. 111, §6, and 95-625, §502(d)-(f).

(b) to evaluate and take action upon applications proposing development and construction in the Pinelands, in accordance with L. 1979, c. 111, §10 and §14, and 95-625, §502(i).

(c) to review and certify county and municipal master plans pursuant to L. 1979, c. 111, §12.

(d) to identify lands which are desirable for public acquisition to insure the preservation of the Pinelands pursuant to L. 1979, c. 111, §6(1).

(e) additional functions as delegated to the Commission by the Legislature in L. 1979, c. 111, and as may be delegated to the Commission by the Legislature hereafter.

Section 3. Offices. The principal office of the Commission shall be located in the Township of Pemberton, County of Burlington, State of New Jersey. The Commission may have offices at such other places within the State of New Jersey as its business may require or make desirable as determined by the Commission.

Section 4. Seal. The Commission shall have a seal which shall bear the words and shall be of such design as determined by the Commission.

Section 5. Membership. The Commission shall consist of 15 members, appointed in accordance with the Act.

## II. Officers

Section 1. Number. The officers of the Commission shall be a Chair, Vice Chair, Secretary, and Executive Director. The Commission may also appoint such other officers as it shall deem necessary who shall hold their offices for such terms as shall be determined by the Commission and who shall exercise such powers and perform such duties as shall be determined from time to time by the Commission.

Section 2. The Chair shall:

- (a) preside at all meetings of the Commission;
- (b) rule on all questions of order, subject to appeal to the Commission;
- (c) create Committees in consultation with the Commission;
- (d) appoint Committee members and designate the Chairs thereof as necessary;
- (e) sign all resolutions adopted by the Commission, and any other legal document or instrument authorized by the Commission;
- (f) submit such recommendations and information as he/she shall deem necessary concerning the business, duties and offices of the Commission;
- (g) have such other duties and powers as conferred upon him/her by these By-Laws or by any resolution adopted by the Commission; and
- (h) designate an acting Chair for the conduct of a meeting and signing of resolutions, based upon member seniority, should both the Chair and Vice Chair be absent from a Commission meeting.

Section 3. Vice Chair. The Vice Chair shall perform the duties of the Chair in the event that the Chair is unable to perform such duties by reason of illness, disability, absence, or when requested to perform such duties by the Chair. The Vice Chair shall perform such other duties as may from time to time be assigned by the Chair of the Commission.

Section 4. Secretary. The Secretary shall keep the official records of the Commission, minutes of the actions taken at the meetings of the Commission, and the seal of the Commission; shall certify, when required, copies of records; and shall, from time to time, perform such other duties as shall be assigned to him/her by the Commission. The Secretary may adopt a facsimile signature to be utilized in the performance of assigned responsibilities.

Section 5. Executive Director. The Executive Director shall have all the power delegated to him/her in accordance with these By-Laws, actions of the Commission, or otherwise pursuant to the provision of the Act. He/she shall, subject to the provisions of these By-Laws, be generally in administrative charge of all activities of the Commission. The Executive Director shall designate an Assistant Director to act in his/her place in the event of his/her absence. In the event the Office of Executive Director is vacant the Chair shall designate an Acting Director to fill the office until such time as the Commission acts to appoint an Acting Director. The Executive Director shall:

- (a) perform such other duties as are incidental to the office as may be assigned from time to time by the Commission;
- (b) have the power to appoint, promote, remove, discipline and supervise employees in accordance with the personnel policies of the Commission;
- (c) administer the affairs of the Commission for the efficient, orderly and economical administration of all the administrative and executive affairs of the Commission;
- (d) contract for and purchase goods and services in an amount not to exceed that which has been delegated to state agencies pursuant to N.J.S.A. 52:25-23 and approve payments, with concurrence by a duly authorized Commission member, for all goods and services purchased by the Commission;
- (e) from time to time, report to the Commission all contracts, purchase orders and change orders entered into pursuant to these By-Laws and appropriate financial information; but the failure of the Executive Director to report the same shall not affect the validity of any action taken by the Executive Director with respect thereto;
- (f) in his/her discretion, delegate, in whole or in part, any duty or authority conferred upon him/her by the By-Laws, the comprehensive management plan, or any resolution adopted by the Commission to any member of the staff or agent of the Commission; and
- (g) review all applications for construction or development or certification in the Pinelands and shall submit recommendations thereon to the Commission in accordance with the procedures established by the Commission for processing such applications.

Section 6. Selection and Terms of office. The Chair of the Commission shall be appointed by the Governor in accordance with Section 5 of the Act. The Vice Chair shall be elected annually from among the remaining members of the Commission. The Secretary may be the Executive Director of the Commission. The Executive Director shall not be a member of the Commission and shall serve at the pleasure of the Commission. The Executive Director shall hold office for such term or period of time and at such salary as the Commission shall determine. Vacancies in any office, other than in the office of the Chair, may be filled by the Commission as appropriate under this Section.

Section 7. Vacancies. Any vacancies occurring among the members of the Commission by reason of death, resignation, disqualification, incapacity to serve, removal from office in accordance with law, or otherwise, shall be filled in the manner provided for by the Act. No vacancy in the membership of the Commission shall impair the right of a quorum of its members to exercise all the rights and perform all the duties of the Commission.

Section 8. Expenses. Each member of the Commission shall be entitled to seek reimbursement for actual expenses necessarily incurred in the performance of Commission duties, pursuant to policies established by the Commission.

Section 9. The Secretary shall:

- (a) attend all meetings of the Commission and act as Secretary thereof and record all notes and shall keep a record of the proceedings at all meetings of the Commission in a minute book and a resolution book or both, which shall be open at all reasonable times to inspection by any member of the Commission or member of the public; and
- (b) cause a true copy of the minutes of every meeting to be prepared and delivered to the Governor pursuant to L. 1979, c. 111, §5(h);
- (c) maintain records of the Commission's transactions, communications and proceedings, and such records shall be open at all reasonable times to inspection by any member of the Commission;
- (d) keep in safe custody the seal of the Commission and shall affix such seal to all papers authorized to be executed by the Commission requiring such seal to be affixed;
- (e) cause copies to be made of all minutes, resolutions and other records and documents of the Commission and give certificates under the seal of the Commission to the effect that such copies are true copies and all persons dealing with the Commission may rely on such certificates; and
- (f) sign all resolutions authorized and adopted by the Commission.

### III. Meetings

Section 1. General Powers. The property, affairs, and business of the Commission shall be managed by the Commission to the extent allocated to it by the Act.

Section 2. Regular Meetings. Regular monthly meetings of the Commission shall be held at a time and place to the designated by the Commission. Adequate notice as defined under the Open Public Meeting Act ("OPMA"), P.L. 1975 c. 231, shall be given by the Secretary.

Section 3. December Meeting. The Commission shall at its regularly scheduled December meeting establish its meeting schedule for the following year and adopt the annual notice of meetings required by the OPMA.

Section 4. Annual Organization Meeting. At the regularly scheduled July meeting the Commission shall take the following actions:

(a) elect a Vice Chair and the Chair shall appoint Committee Chairs and membership; and

(b) adopt a budget for the fiscal year beginning July 1. If for reasons beyond the Commission's control this is not possible the Commission shall announce its schedule for anticipated adoption of the budget.

Section 5. Special Meetings. Special meetings of the Commission may be called at any time by the Chair. Any member of the Commission may request that the Chair poll the members for purposes of scheduling a special meeting. The Chair may fix any time and place as the time and place for holding any special meeting. The Secretary shall be informed of the call of such special meeting sufficiently in advance to permit the Secretary to give adequate notice as defined under the OPMA.

Section 6. Emergency Meetings. Emergency meetings, may be called by the Chair at any time in accordance with the OPMA.

Section 7. Quorum. Eight members shall constitute a quorum. If a quorum is not present at any meeting of the Commission, a majority of the Commission members present may agree to meet at another time and place. Notice of any such adjourned meeting shall be given in accordance with the requirements of the OPMA.

Section 8. Manner of Acting. On any question presented the number of members present shall be recorded by the Secretary. Actions may be taken and motions and resolutions adopted by the Commission upon the affirmative vote of at least eight members.

Section 9. Minutes of Meetings. The minutes of each meeting shall reflect the presence of each member in attendance. A true copy of the minutes of every meeting of the Commission shall be prepared and forthwith delivered to the Governor by the Secretary of the Commission. No action taken at such meetings by the Commission shall have effect until the Governor's statutory period of review has expired, after the copy of the minutes has been so delivered. If, in this period, the Governor returns the copy of the minutes with a veto of any action by the Commission at that meeting, the action shall be of no effect.

Section 10. Order of Business. The order of business at each meeting shall be reflected in the agenda which may contain the following items:

- a. Reading of the OPMA statement;
- b. Roll call;
- c. Approval of the minutes of the previous meeting;
- d. Reports;
- e. Actions, Motions and Resolutions;
- f. Other items of interest;
- g. Public Comment;
- h. Executive Session; and
- i. Adjournment.

Section 11. It is the policy of the Commission to provide citizens an opportunity to present suggestions, views and comments respecting the Commission's functions, responsibilities, and proposed actions during a reasonable period of time at each meeting.

Section 12. Whenever the Commission is required by law to hold a public hearing or whenever it shall deem it advisable to hold such a hearing, the requirements set forth in the Comprehensive Management Plan shall be followed. The Hearing Officer may establish procedures for the orderly conduct of any hearing.

#### IV. Amendments

Section 1. These By-Laws may be amended, repealed or added to by the Commission as necessary and in its discretion at any meeting by a two-thirds vote of the authorized membership of the Commission.

Section 2. No amendment, repeal or addition to these By-Laws may be considered unless notice of same is given in writing and mailed or delivered personally to each member of the Commission at least fourteen days in advance of the meeting at which the motion to adopt the amendment, repeal or addition will be presented.