

BYLAWS OF THE HIGHLANDS WATER PROTECTION AND PLANNING COUNCIL

Revised August 16, 2007

This Highlands Water Protection and Planning Council (hereinafter "Highlands Council" or the "Council"), a body corporate and politic created by the Highlands Water Protection and Planning Act, P.L. 2004, c. 120, (hereinafter "HWPPA" or the "Act"), hereby adopts Bylaws for the management of its affairs pursuant to the authority granted by Section 6.a of the HWPPA.

I. The Council

Section 1. Purpose

The Highlands Council is established as a regional planning, land use, and water resource management body.

Section 2. Functions

The functions of the Council are those mandated by the Act including but not limited to the following:

- a. Undertake all of the duties and responsibilities as set forth by the HWPPA, including any amendments thereto, and as may otherwise conferred upon the Council by the Legislature.
- b. Prepare a Regional Master Plan for the Highlands Region (i.e. both the Preservation Area and Planning Area);
- c. Approve, reject or approve with conditions applications proposing development in the Highlands Preservation Area and, where authorized by law, in the Planning Area;
- d. Comment on applications for development pending before local boards, adoption of any master plan or development regulations or enforcement of any development regulation by any local government in the Highlands Region;
- e. Approve, reject, or approve with conditions municipal and county master plans and development regulations after adoption or revision of the Highlands Regional Master Plan;
- f. Identify lands that are desirable for public acquisition to ensure the preservation of the Highlands;
- g. Provide comments and recommendations on any capital or other project proposed to be undertaken in the Highlands by any state, county, or local government, or any other public entity;

- h. Establish a Transfer of Development Rights program;
- i. Appoint an Executive Director, who shall serve as the chief administrative officer;
and
- j. Adopt policies for personnel, budgets and other matters for operation of the Council.

Section 3. Offices

The principal office of the Council shall be located in the Township of Chester, Morris County, New Jersey. The Council may have offices at such other places within the Highlands Region as its business may require or make desirable as determined by the Council.

Section 4. Seal

The Council shall adopt an official Seal by affirmative vote of a majority of the total authorized membership of the Council.

Section 5. Membership

The Council shall consist of 15 members, appointed in accordance with the HWPPA. Any vacancies occurring among the members of the Council shall be filled in the manner provided by the HWPPA. Any member of the Council whose term expires shall serve until a successor has been appointed and qualified. Members may not designate another person to vote on their behalf or otherwise fulfill their responsibilities as a Council member. Consistent with the HWPPA, no vacancy in the membership of the Council shall impair the right of a quorum of its members to exercise all the rights and perform all the duties of the Council.

II. Chair, Officers, Executive Director, Vacancies

Section 1. Chair

The Chair shall be appointed by the Governor in accordance with the HWPPA.

Section 2. Functions of Chair

The Chair shall:

- a. Preside at all meetings of the Council;
- b. Set the agenda for Council meetings or cancel meetings in consultation with the other members to the extent permitted by the HWPPA;
- c. Rule on all questions of order, subject to appeal to the Council;
- d. Create Committees in consultation with the Council;
- e. Appoint Council members to the various Committees and designate the chairs thereof;

- f. Sign all resolutions adopted by the Council, and any other legal document or instrument authorized by the Council;
- g. In the absence of the Treasurer, review and authorize the signing of checks for payments by the Council;
- h. Act as supervisor of and lead point-of-contact for the Executive Director; and
- i. Possess such other authority and duties as conferred upon him or her by these Bylaws or by any resolution adopted by the Council.

Section 3. Other Officers of the Council

- a. Vice-Chair: In the absence of the Chair, the Vice Chair shall preside at Council meetings, set the agenda for Council meetings, rule on questions of order, sign all resolutions adopted by the Council and any other legal document or instrument authorized by the Council. In the absence of the Chair and the Treasurer, the Vice Chair shall review and authorize the signing of checks for payments of the Council. In the event of a vacancy of the position of the Chair, the Vice-Chair shall assume all of the responsibilities of the Chair until a new chair is appointed by the Governor in accordance with the HWPPA. The Vice-Chair shall serve one-year, renewable terms.
- b. Treasurer: The Treasurer shall monitor the Council's financial status and periodically report such status at Council meetings. The Treasurer shall review proposed disbursements, with the exception of regularly scheduled disbursements, prior to authorizing the Executive Director to sign checks for payments of the Council. In the absence of the Chair and Vice-Chair, the Treasurer shall preside at all Council meetings. The Treasurer shall serve one-year, renewable terms.

Section 4. Council Member Expenses

Within the limits of funds appropriated and otherwise available for such purposes, each member of the Council shall be entitled to reimbursement for actual expenses necessarily incurred in the performance of the Council duties, pursuant to the policies established by the Council.

Section 5. Executive Director

The Executive Director shall have all the authority provided to him or her in accordance with the HWPPA and these Bylaws of the Council. He or she shall implement the policies and decisions of the Council and shall administer the operations, office(s) and administrative staff. In the event the Office of Executive Director is vacant, the Deputy Executive Director shall fill the office until such time as the Council appoints a new Executive Director.

The Executive Director shall oversee all plans and activities necessary to achieve the Council's mandate and specific goals as described in the HWPPA including the following:

- a. Recommend for approval by the Personnel Committee an organizational chart for staff positions;
- b. Recommend for approval by the Personnel Committee one candidate to fill management positions as identified in the organization chart;
- c. Promote, remove, discipline and supervise employees in accordance with written personnel policies established by the Council. The Executive Director will inform the Personnel Committee of such actions;
- d. Hire non-management personnel in accordance with the approved budget and consistent with the hiring policies of the State, advising the Personnel Committee of plans, progress and actions;
- e. Administer the affairs of the Council for the efficient, orderly and economic administration of all the administrative and executive affairs, consistent with available appropriated funds;
- f. Sign checks for all payments by the Council, subject to the policies of the Council;
- g. Contract for, issue purchase orders for and approve payments for goods and services up to \$25,000. For payments over \$25,000, prior approval of the Council shall be required. The Executive Director shall periodically provide a report to the Council on all new contracts, purchase orders and payments over \$10,000 and any such expenditures anticipated for the following month;
- h. Provide other financial information to the Council as requested;
- i. Review all applications for construction and development, public capital projects, revisions of municipal and county master plans and development ordinances, and compliance actions, and submit recommendations therein to the Council in accordance with the procedures established by the Council for processing such applications and projects;
- j. Work with State agencies and independent authorities as authorized by the HWPPA to provide information to the Council, and as may be useful to implement the HWPPA;
- k. Evaluate proposed land acquisitions, purchase of development easements, purchase of Transfer of Development Rights, proposed State aid to counties and municipalities and make recommendations concerning the same;
- l. Ensure that the Council provides public notice for all meetings pursuant to the Open Public Meetings Act, these Bylaws and the Council's resolutions;
- m. Perform all duties as are incidental to the office of Executive Director; and
- n. Deliver forthwith a true copy of the minutes to the Governor.

Section 6. Term of Executive Director

The Executive Director shall serve at the pleasure of the Council on terms recommended by the Chair and approved by the Council. The Chair, in conjunction with the Personnel Committee, shall evaluate the Executive Director's performance at least annually.

III. Council Meetings

Section 1. Regular Meetings

Regular meetings of the Council shall be held at a time and place to be designated by the Council. The Council shall establish and publicize an annual meeting schedule that it may modify with appropriate advance public notice given pursuant to the Open Public Meetings Act. Adequate notice as defined under the Open Public Meeting Act shall be provided for all regular meetings of the Council, including sending notice to the official newspapers designated by resolution of the Council.

Section 2. Special Meetings

Special meetings of the Council may be called at any time by the Chair. Upon request from any member of the Council, the Chair shall poll the members for the purpose of determining if a special meeting should be held, and shall schedule the meeting if a majority so desires. The Chair may fix the time and place for any special meeting. The Executive Director shall provide notice of the meeting in accordance with the Open Public Meetings Act.

Section 3. Emergency Meetings

The Chair may call emergency meetings at any time as provided for in the Open Public Meetings Act.

Section 4. Quorum and Telephone Participation at Meetings

Eight members shall constitute a quorum. Members shall be permitted to participate in Council meetings (and vote) by telephone so long as the member can hear the public, the public can hear the member.

Section 5. Majority Vote

No action may be taken by the Council except upon the affirmative vote of a majority of the total authorized membership.

Section 6. Minutes

Minutes of each meeting shall be taken and shall reflect the presence of each member in attendance and the substance of the matters discussed. A true copy of the minutes of every meeting of the Council shall be prepared and forthwith delivered to the Governor. No action taken at such meetings by the Council shall have effect until the Governor's statutory period of review has expired. If, within this period, the Governor returns the copy of the minutes with a veto of any action by the Council at that meeting, the action shall be of no force or effect.

Section 7. Order of Business

Council meetings shall be guided by Roberts Rules of Order. The Order of Business, unless modified by the Chair, shall be as follows:

- a. Reading of Open Public Meetings Act statement
- b. Roll Call
- c. Pledge of Allegiance
- d. Approval of Minutes
- e. Reports
- f. Action, Motions and Resolutions
- g. Other Items of Interest
- h. Public Comments
- i. Executive Session
- j. Adjournment

Section 8. Executive Session.

Executive Sessions of the Council may be held for reasons authorized by the Open Public Meetings Act.

Section 9. Fiscal Year.

The Fiscal year of the Council shall be the fiscal year used by the State of New Jersey.

Section 10. Amendment.

The provisions of these Bylaws may be amended by the affirmative vote of a majority of the total authorized membership of the Council at any regularly scheduled meeting, if advance notice of at least ten (10) State working days has been given to all Council members and if notice has been provided pursuant to the Open Public Meetings Act.

Section 11. Severability.

The provisions hereof shall be deemed independent and severable, and the invalidity, partial invalidity or unenforceability of any one provision or portion shall not affect the validity or enforceability of any other provision or portion hereof.