

# **MEADOWLANDS CONSERVATION TRUST**

Created by Chapter 31, Public Laws of 1999  
(N.J.A.S. 13:17-87 et seq.)

## **BY-LAWS**

Adopted February 17, 2000  
Revised October 10, 2012  
Revised December 12, 2012

# MEADOWLANDS CONSERVATION TRUST BY-LAWS

## Article I. General Provisions

### Section 1 Name

The name of the Trust shall be the “Meadowlands Conservation Trust.”

### Section 2 Purpose

The purpose of the Meadowlands Conservation Trust (“Trust”) shall be to acquire and hold, or acquire and convey to other governmental entities or to a qualified nonprofit organization, environmentally important, valuable or sensitive lands located in the Hackensack Meadowlands or within the Hackensack River watershed, which lands shall be permanently preserved and managed in the natural state or in a largely natural or undeveloped state for the purposes of conserving and enhancing natural resources, protecting elements of natural diversity, providing open space, or providing public outdoor passive recreation opportunities.

### Section 3 Official Seal

The seal of the Trust shall be the seal of the State of New Jersey with the words “Meadowlands Conservation Trust – State of New Jersey”, inscribed around the perimeter.

### Section 4 Principal Office

The Trust shall maintain a principal office at 1 DeKorte Park Plaza, Lyndhurst, New Jersey 07071. Location of the Trust office may be changed by resolution of the Board of Trustees. All communications to the Trust shall be addressed to its principal office, unless otherwise directed. All meetings of the Trust shall be held at the principal office of the Trust, unless otherwise announced by the Trust.

### Section 5 Public Inspection

All Trust records shall be available for public inspection unless deemed legally privileged.

## Article II. Organization

### Section 1 Powers and Duties Generally

Pursuant to the Meadowlands Conservation Trust Act, P.L. 1999, c.31 (hereinafter referred to as “the Act”), the Trust shall exercise and discharge the powers and duties vested upon it by the Act.

### Section 2 Trustees

The powers and duties of the Trust shall vest in and be exercised by a board of trustees, comprised of seven voting members (4 citizen trustees, 3 government trustees) as set forth by the Act.

Section 3 Appointments

The Board of Trustees shall be constituted as set forth in the Act.

Section 4 Vacancies

A vacancy on the board shall be filled as set forth in the Act.

**Article III. Officers, Staff and Duties**

Section 1 Officers

The trustees shall elect a Chairperson and a Vice-Chairperson from the members of the board. The trustees may appoint such other officers as they shall deem necessary, and who shall exercise such powers and perform such duties as shall be determined by the trustees.

Section 2 Chairperson

The trustees shall elect a Chairperson from the citizen trustees of the board. The Chairperson shall:

- a. Preside at all meetings of the Trust;
- b. Rule on all questions of order;
- c. Sign all resolutions adopted by the Trust;
- d. Submit such recommendations and information as deemed necessary concerning the business, duties and affairs of the Trust; and
- e. Have such other duties and powers as conferred upon the Chairperson by these by-laws or any resolution adopted by the Trust.

Section 3 Vice-Chairperson

The trustees shall elect a Vice-Chairperson from the overall members of the board. The Vice-Chairperson shall possess such powers and shall perform such duties as may be assigned from time to time by the Trust, and in the absence or incapacity of the Chairperson, or in the event of a vacancy in that office, shall assume and perform all duties and powers of the Chairperson. If the Vice-Chairperson is a government trustee, they shall serve as Chairperson until such time that a new citizen trustee is elected to fill the Chairperson position at the next regular meeting of the board.

Section 4 Secretary

The Chief Executive Officer shall serve as Secretary to the Trust and in that capacity:

- a. Shall attend all meetings of the Trust and act as secretary thereof and record all notes and shall keep a record of the proceedings at all meetings of the Trust 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 Trust or member of the public, with the exception of any legally privileged material.
- b. Shall maintain a record of the Trust's transactions, communications and proceedings, and such records shall be open at all reasonable times to

- inspection by any member of the Trust, with the exception of any legally privileged material.
- c. Shall keep in safe custody the seal of the Trust and shall affix such seal to all papers authorized to be executed by the Trust requiring such seal to be affixed.
  - d. May cause copies to be made of all minutes, resolutions, and other records and documents of the Trust and give certificates under the seal of the Trust to the effect that such copies are true copies and all persons dealing with the Trust may rely on such certificates.
  - e. Shall perform such other duties as are incidental to the office as may be assigned from time to time by the Trust.

**Section 5      Chief Executive Officer**

The Trust shall be managed by a Chief Executive Officer who, subject to the foregoing provisions, will generally carry out the administrative activities of the Trust. The Chief Executive Officer shall have the following duties which shall be in addition to any other duties assigned to the Chief Executive Officer by the Board of Trustees. The Chief Executive Officer:

- a. Shall supervise and direct staff assigned to support the daily operation of the Trust.
- b. May assign functions and duties to any member of the staff and modify such assignments as needed.
- c. Shall administer the affairs of the Trust in an efficient, orderly and economical manner.
- d. Shall submit the proposed annual budget for each ensuing year for adoption by the Trust.
- e. Shall supervise the procedures for procurement of all supplies, material and equipment requested by the Trust.
- f. Shall execute contracts in accordance with applicable state law.
- g. In the absence of the Chief Executive Officer, designated staff may be empowered by the trustees to carry out all of the legal obligations of the Trust conferred to the Chief Executive Officer by the by-laws or any resolutions adopted by the Trust.

**Article IV. Committees**

**Section 1**      There shall be the following Committees:

- a. Finance Committee - The Financial Committee shall be responsible for the financial affairs of the Trust including the supervision of the books and accounts of the Trust, investments, leases, rentals and royalties of surplus revenues, annual budget as prepared by Trust staff, and all other matters incidental thereto, once authorized by the Trust. The Committee shall also be responsible for hiring other financial advisors.
- b. Land Acquisition/Monitoring Committee - The Land Acquisition/Monitoring Committee will assist the Chief Executive Officer

in identifying potential sites for acquisitions and conservation easements, establishing plans, and monitoring sites. Chief Executive Officer and staff will carry out and apply the details.

Section 2 Appointment to Committees

Each committee shall consist of at least three members, appointed by the Board of Trustees.

Section 3 Additional Committees

Additional standing and/or ad hoc committees may be created as deemed appropriate. The Chair or any other member may identify additional non-Trustee members to perform tasks on Trust committees based on their background and expertise relevant to work that the Board seeks to perform, subject to Board approval.

**Article V. Meetings of the Trust**

Section 1 Time and Place

- a. Regular Meetings. Regular meetings of the board shall be held bimonthly at the principal office or at such times and places as the board shall determine. The Chief Executive Officer, after such consultation with the Chairperson, may postpone or cancel the regularly scheduled meeting determined to be unnecessary due to lack of business or quorum.
- b. Special Meetings.
- c. Open Public Meetings Act. The meetings of the board shall be subject to the “Open Public Meetings Act,” P.L. 1975, c. 231 (C. 10:4-6 et seq.).

Section 2 Notice

All regular and special meetings shall be for the transaction of any business within the powers of the Trust and shall be noticed in conformity with the Open Public Meetings Act.

Section 3 Preparation of the Agenda.

An agenda for all meetings shall be prepared and distributed at least four (4) days prior to the date of the meeting.

All meetings at which motions or resolutions are to be acted upon shall be open to the public.

Section 4 Quorum

A majority of the full membership of the board shall constitute a quorum for the transaction of business.

Section 5 Order of Business

The order of business at each meeting of the Trust shall generally be as follows:

- a. Pledge of Allegiance.
- b. Sunshine Law Statement.

- c. Roll call.
- d. Review and approval of the minutes of previous meeting.
- e. Special presentations.
- f. Motions and resolutions.
- g. Reports.
- h. New business.
- i. Public participation.
- j. Closed session and/or adjournment.

The above order of business may be altered at the discretion of the Chairperson, if circumstances so warrant.

**Section 6      Voting**

Actions may be taken and motions and resolutions adopted by the Trust at any meetings thereof in the manner prescribed by law.

**Section 7      Minutes**

The Chief Executive Officer shall prepare and distribute to the Trust the minutes of each meeting along with the agenda package distributed in advance of the next regular meeting. The minutes of any meeting may be approved without reading whenever they have been distributed at least forty-eight hours prior to the time of the approval by the Chief Executive Officer to each member. The minutes of each meeting and any corrections thereof shall be signed by the Chairperson and the Chief Executive Officer and shall be kept in the Trust's principal office.

**Section 8      Resolutions**

All resolutions presented to the Trust shall be in writing. Upon adoption, copies of all resolutions shall be attached to the minutes of the proceedings. All resolutions of the Trust adopted in any one year shall be numbered from one to consecutively upwards in order of their adoption.

**Article VI. Fiscal Procedures**

**Section 1      Trust Fund**

Meadowlands Conservation Trust Fund shall be administered in accordance with N.J.S.A. 13:17-92 and the Trust shall utilize moneys from the trust fund only for the purposes of the Trust as set forth in N.J.S.A. 13:17-87 *et seq.* The Chief Executive Officer may call upon the New Jersey Meadowlands Commission staff to assist with fiscal and accounting procedures and administration in accordance with N.J.S.A. 13:17-91h and -91r.

**Section 2      Independent Audit**

The Finance Committee shall oversee the Trust in retaining an independent auditor to perform an annual audit, which shall be defined as an examination of the financial statements of the Trust by a certified public accounting firm in compliance with the generally accepted government auditing standards issued by the Comptroller General of

the United States. The services of an independent auditor shall be procured in accordance with applicable law.

#### **Article VII. Insurance**

All Trustees, the Chief Executive Officer, any New Jersey Meadowlands Commission staff assigned to assist the Trust, the Meadowlands Conservation Trust entity, and volunteers shall be covered by insurance. The Chief Executive Officer will obtain and keep current all insurance. Costs of the insurance will be borne by the Meadowlands Conservation Trust's budget.

#### **Article VIII. Amendments**

These by-laws may be amended by resolution duly adopted at any meeting, regular or special, provided that notice of intention to present such resolution be given at least four (4) days in advance of the meeting at which the motion to adopt such resolution is made. Such notice may be given in writing and mailed or delivered personally to each member of the Trust at the Trustee's residence, or in the alternative such notice shall be noted in the minutes of the meeting at which it is given. Advance notices of motions to amend motions to amend the by-laws need not be given.

#### **Article XIX. Suspension of By-Laws**

The provisions of these by-laws may be suspended by an affirmative vote of 5/7 of the full membership of the Trust.

#### **Article VX. Severability**

Should any section of these by-laws be determined to be illegal or unenforceable by a court of competent jurisdiction, the remainder of these by-laws shall continue in full force and effect.