

BYLAWS OF THE HISTORIC NEW BRIDGE LANDING PARK COMMISSION

Adopted November 13, 1996.

As Amended May 1, 1997 (Article II, *Sections 1* and *3*; Article V, *Section 1*)

ARTICLE I

Object

Section 1. As specified in the enabling legislation (*PL. 1995, Chapter 260*), the object of the Historic New Bridge Landing Park Commission (hereinafter referred to as “the Commission”) shall be to coordinate and implement federal, State, county, municipal and private development policies and other activities relating to the preservation, maintenance, restoration and interpretation of historic buildings, structures, sites and features of Historic New Bridge Landing, a historic neighborhood spanning the Hackensack River in River Edge, New Milford and Teaneck, and any activities incidental thereto, so as to develop and promote their optimal educational and recreational benefit to the public.

ARTICLE II

Commissioners

Section 1. The eight members of the Commission who shall represent the County of Bergen (one representative), the Blauvelt-Demarest Foundation (one representative), the Borough of River Edge (one representative), the Borough of New Milford (one representative), the Bergen County Historical Society (two representatives), and the Township of Teaneck (two representatives) shall be appointed by resolution of the respective governing bodies of the corporate entities they are to represent to serve for three years or until their successors are elected, and their term shall begin at the close of the meeting of the respective governing body at which they were appointed; except that, in order to establish a rotation, the initial terms of one of the two representatives of the Bergen County Historical Society (to be determined by lot), and of the representative of the Blauvelt-Demarest Foundation, shall expire in two years (or in October 1998); and that the initial terms of one of the two representatives of the Township of Teaneck (to be determined by lot), and of the other representative of the Bergen County Historical Society, and of the representative of the County of Bergen, shall expire in four years (or in October 2000). Beginning in October 2001, two Commissioners (one representing the Bergen County Historical Society and one representing the Blauvelt-Demarest Foundation) shall be appointed; then three Commissioners (representing the Borough of River Edge, the Borough of New Milford and one representative of the Township of Teaneck) shall be appointed the following year (October 2002); and then three Commissioners (one representing the Township of Teaneck, one representing the Bergen County Historical Society, and one representing the County of Bergen) shall be appointed the following year (October 2003). The ninth member shall be the Director of the Division of Parks and Forestry or the Director’s designee.

Section 2. The recognized governing bodies or authorities referred to herein are specifically and exclusively: the Officers and Trustees of the Bergen County Historical

Society; the Mayor and Council of Teaneck Township; the Mayor and Council of the Borough of New Milford; the Mayor and Council of the Borough of River Edge; the Trustees of the Blauvelt-Demarest Foundation; the County Executive and the Board of Chosen Freeholders of the County of Bergen.

Section 3. The regular meeting on the first Thursday in October shall be known as the annual meeting and shall be for the purpose of seating new members, electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 4. Five members of the Commission shall constitute a quorum.

Section 5. A member may resign by submitting written notice thereof (stating the date the resignation is to take effect) to the Chairperson of the Commission who shall then notify the appropriate appointing body or authority of the vacancy so that it may choose a replacement.

Section 6. If any position on the Commission remains vacant for three months due to a lack of action by any legally constituted governing authority entitled to appoint a representative, then the Commission may, by two-thirds vote of approval, appoint a duly qualified representative to fill said vacancy, provided that written notice of the proposed action is given to the appropriate said governing authority at least thirty days in advance. Any representative so chosen shall be deemed the official representative of that constituency.

Section 7. Whenever a member of this Commission shall absent himself or herself from meetings of the Commission, without just cause, for three consecutive meetings, the Commission may, two-thirds vote of approval, the legally constituted governing authority entitled to appoint a representative may then appoint a new representative.

Section 7. Membership in any private membership association represented on this Commission shall not be considered a disqualification or conflict of interest for appointment to this Commission by any of the respective municipalities, County government or State agency in choosing their respective representatives. Holding elective or appointive office or government employment shall not be considered a disqualification or conflict of interest for membership upon this Commission.

ARTICLE III

Officers

Section 1. The officers of the Commission shall be a Chairperson, Vice-Chairperson, a Secretary, and a Treasurer. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Commission.

Section 2. The officers shall be elected by ballot to serve for one year or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected.

Section 3. No member shall hold more than one office at a time.

ARTICLE IV Duties of Officers

Section 1. The Chairperson shall prepare an agenda and preside at the meetings of the Commission; preserve order and promote the prompt and efficient dispatch of business; see that orders and resolutions of the Commission are carried into effect; execute contracts and other instruments and documents authorized by a vote of two-thirds of the Commission.

Section 2. The Vice-Chairperson shall be vested with the powers and required to perform the duties of the Chairperson in his/her absence, or when he/she is not available.

Section 3. The Secretary, except as otherwise provided in these Bylaws, shall keep the minutes of the proceedings of the Commission and have custody of the records of the Commission. The Secretary shall send copies of all minutes to the appointing bodies.

Section 4. The Treasurer shall cause to be kept full and accurate accounts of the receipts and disbursements in books belonging to the Commission, and shall cause to be deposited all moneys and other valuable effects in the name and to the credit of the Commission, or in accounts under such other names or titles as the Commission may from time to time determine, in such depository or depositories as may be designated by it. He or she shall cause to be disbursed the funds of the Commission as may be ordered by it, taking proper vouchers for such disbursements, and shall render, whenever required, an account of all his/her transactions as Treasurer and of the financial condition of the Commission. All drafts and checks for the payment of money shall be signed by the Treasurer and the Chairperson or as the Commission may from time to time otherwise determine.

Section 5. There shall be an Executive Committee to which all members of the Commission shall belong. Three members of the Committee shall constitute a quorum. In the interim between meetings of the Commission, the Executive Committee shall and may exercise all the administrative and ministerial functions of the Commission except as otherwise provided in the Bylaws or as the Commission may from time to time determine. The Committee shall keep a record of its proceedings and report the same to the Commission at its meeting next succeeding any action taken by the Committee. The Chairperson shall be the Chairperson of the Executive Committee; the Secretary shall be the Secretary of the Committee. The Secretary of the Commission shall call a meeting of the Committee whenever requested to do so by the Chairperson or by two or more members of the Committee. Seventy-two hours' notice shall be necessary for the call of a meeting.

ARTICLE V
Meetings

Section 1. The Commission shall meet the first Thursday of each month, unless and except that a majority of the Commissioners shall approve a change in the schedule at a regular meeting. In such instances, the Secretary shall communicate any such change in schedule, at least five days in advance of the proposed meeting date, to members absent at the time of the vote.

Section 2. A majority of the Commissioners may from time to time approve and schedule additional meetings, either to conduct regular business or for special purposes, whenever they deem it necessary or desirable. Seventy-two hours' notice by mail of any such special meeting must be given to each member of the Commission, addressed to his/her Post Office address appearing on the books of the Secretary.

Section 3. The principal office of the Commission shall be the Steuben House, 1209 Main Street, River Edge, New Jersey 07661.

Section 4. Any meeting of the Commission may be held at such place or places as the Commission may select, but unless otherwise specified in advance, shall be held at or near Historic New Bridge Landing.

ARTICLE VI
Committees

Section 1. Such committees, standing or special, shall be appointed by the Chairperson as the Commission shall from time to time deem necessary to carry on the work of the Commission. The Chairperson shall be *ex officio* a member of all committees, except a Nominating Committee.

ARTICLE VII
Parliamentary Authority and Conduct of Business

Section 1. The order of business at meetings of the Commission shall be as specified in the agenda of the meeting.

Section 2. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Commission in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Commission may adopt.

ARTICLE VIII
Limits Upon Authority

Section 1. Neither the Commission as a whole nor its members individually nor in combination shall make any act, resolution or commitment that infringes upon, contradicts, or contravenes the duly constituted authority, official policies, regulations, ordinances, resolutions or bylaws of the constituent corporate bodies, governmental or private, represented thereon.

ARTICLE IX
Annual Report

Section 1. The Chairperson of the Commission shall annually prepare a written report (to be completed within sixty days of the annual meeting unless otherwise directed or allowed by a majority of the Commissioners), describing its undertakings and actions and including the results of an annual audit, and submit a copy to the members of the Commission; to the Governor of the State of New Jersey; to the Commissioner of the Department of Environmental Protection, to the Director of the Division of Parks and Forestry; to the Officers and Trustees of the Bergen County Historical Society; to the Mayor and Council of Teaneck Township; to the Mayor and Council of the Borough of New Milford; to the Mayor and Council of the Borough of River Edge; to the Trustees of the Blauvelt-Demarest Foundation; and to the County Executive and the Board of Chosen Freeholders of the County of Bergen and to appropriate members of the State Legislature and others as may be determined by the Commission.

ARTICLE X
Amendments

Section 1. These Bylaws may be amended by advanced notice, provided in writing to all members of the Commission at least 45 days before the meeting at which the proposed amendment(s) are to be considered. Such proposed amendment(s) must be read and considered at one subsequent meeting, after which the proposed amendment(s) may be enacted by affirmative vote of two-thirds of the members of the Commission.