

BY-LAWS
OF THE
SOUTH JERSEY TRANSPORTATION PLANNING ORGANIZATION

ADOPTED: AUGUST 2, 1993
AMENDED: MARCH 22, 2004

PREAMBLE

WHEREAS, the Counties of Atlantic, Cape May, Cumberland and Salem, in the State of New Jersey (collectively, the “Counties”), together with the Governor of the State of New Jersey, have redesignated certain existing metropolitan planning organizations into the South Jersey Transportation Planning Organization (the MPO”), pursuant to and in accordance with the provisions of the Intermodal Surface Transportation Efficiency Act (the “ISTEA”) of 1991, Title 23 U.S.C., Section 134, Title III Federal Transportation Act Amendment of 1991 (the “Act”); and

WHEREAS, the primary objectives of the MPO, are to develop transportation plans and programs for the Counties which provide for development of transportation facilities (including pedestrian walkways and bicycle transportation facilities) which will function as an Intermodal transportation system; and

WHEREAS, the Counties served as the initial members of the MPO; and

WHEREAS, the members of the MPO desire to authorize and make By-Laws for the affairs and business of the MPO.

NOW, THEREFORE, the By-Laws of the MPO are as follows:

ARTICLE I

THE MPO

SECTION 1. Offices. The principal offices of the MPO shall be located in the building known as City Hall in the City of Vineland, New Jersey or at such other location in any of the Counties as may from time to time be determined by the Policy Board.

ARTICLE II

MEMBERSHIP

SECTION 1. Policy Board. The membership of the MPO and the voting members thereof shall consist of eleven (11) individuals determined as follows: one elected official from each of the Counties, the Mayor of Atlantic City, the Mayor of the City of Vineland, an elected municipal representative consisting of the mayor or one other elected municipal official designated by the mayor, from one municipality in Salem County and from one municipality in Cape May County, each such municipality to be designated by the respective County Board of Freeholders or County Executive, as applicable, and one representative each from the New Jersey Department of Transportation, the South Jersey Transportation Authority and New Jersey Transit. Each County member of the MPO and each municipality shall be designated by his, her or its County, by resolution or other appropriate action, each other elected municipal representative shall be designated by the mayor in writing, and each representative of the New Jersey Department of Transportation, the South Jersey Transportation Authority and New Jersey Transit shall be designated by resolution of or by written appointment of the Commissioner or Chief Executive Officer of each respective agency as the designated representative and member of the MPO. Each County may, by resolution, designate an alternate elected official. The eleven (11) members shall constitute the Policy Board of the MPO and the right to vote shall be vested in the members of the Policy Board. The Policy Board shall manage the MPO to the extent of the powers and requirements of the Act.

SECTION 2. Term. Each member of the Policy Board shall serve from his or her date of appointment to the next annual meeting of the MPO and until his or her successor is duly appointed and confirmed. The term of any County, Mayor or municipal member (and in the case of a County, the right of any alternate to serve) shall automatically expire if such person shall cease to be elected to the office which he or she holds on the date of appointment. A vacancy in the membership occurring, other than by expiration of the term, shall be filled in the same manner as the original appointment but only for the

unexpired term. No vacancy in the membership of the MPO shall impair the right of a quorum to exercise all the rights and perform all the duties of the MPO.

ARTICLE III

MEETINGS

SECTION 1. Regular Meetings. The MPO shall hold an Annual Meeting in January of each year. Other Regular Meetings shall be held from time to time as determined by the Policy Board. Regular Meetings shall be held at the offices of the MPO, or at such places as shall be designated and advertised. All Regular Meetings of the MPO shall be open to the public.

SECTION 2. Special Meetings. Special Meetings of the MPO may be called at any time by the Chairperson or upon the request of any three (3) members of the Policy Board. Such request shall state the purpose or purposes of the proposed Special Meeting. The Chairperson 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 “Open Public Meetings Law.”

SECTION 3. Emergency Meetings. Emergency Meetings may be called by the Chairperson at any time in accordance with the “Open Public Meetings Law.”

SECTION 4. Annual Meeting. At the Annual Meeting, the Policy Board shall take the following actions:

- a. Adopt any notice of meetings then required by the “Open Public Meetings Law.”
- b. Each of the members of the Policy Board shall present from the applicable County, resolutions establishing his or her credentials to serve as a member of the Policy Board, from any designating mayor, a letter of appointment and from the applicable agency, a resolution or letter of appointment, and the same shall be accepted or rejected based upon lack of appropriate credentials, by the existing members of the Policy Board.

- c. Designate a Chairperson, Vice Chairperson and Secretary/Treasurer for the MPO.

SECTION 5. Public Notice. All meetings of the MPO shall be advertised in such places and in such manner as is required pursuant to the provisions of the “Open Public Meetings Law.”

SECTION 6. Order of Business. Except when otherwise directed by the Chairperson, the order of business at any meeting of the MPO shall be:

- a. Flag salute.
- b. Roll call.
- c. Approval of Minutes.
- d. Petitions and communications.
- e. Report of Executive Director.
- f. Unfinished Business.
- g. New Business.
- h. Public Comment.
- i. Adjournment.

SECTION 7. Quorum. A quorum of the MPO for the purpose of transacting business at any Policy Board meeting shall exist only when there are present at least six (6) members of the Policy Board. No action of the Policy Board shall be effective and binding unless a majority of the members of the Policy Board shall vote in favor thereof and if the action pertains to the adoption of a Transportation Improvement Program, three (3) County representatives vote in favor thereof. If a quorum shall not be present at any meeting of the Policy Board, a majority of the Policy Board members present may adjourn the meeting to another time and place. Notice of any such adjourned meeting shall be given in accordance with the requirements of “Open Public Meetings Law.” The minutes of each meeting shall reflect the presence of each member in attendance.

ARTICLE IV

COMMITTEES

SECTION 1. Composition. The following committees, and the composition thereof are hereby established:

- a. **Citizens Advisory Committee.** The Citizens Advisory Committee shall consist of such numbers of individuals, as may from time to time be appointed by the Policy Board.
- b. **Technical Advisory Committee.** The Technical Advisory Committee shall consist of fourteen (14) voting members as follows: one (1) individual appointed by each member of the Policy Board, the Chairperson of the Citizens Advisory Committee and one representation from each of the Delaware River and Bay Authority and the New Jersey Turnpike Authority. The Technical Advisory Committee shall also consist of such other individuals as may be appointed by the Policy Board. The Technical Advisory Committee shall advise the Policy Board on technical matters related to the implementation and development of transportation systems in accordance with the Act.
- c. **Ad Hoc Committees.** Ad Hoc Committees shall be appointed by the Chairperson of the Policy Board as the Policy Board deems appropriate and shall remain in force as long as determined to be necessary.

ARTICLE V

OFFICERS AND SERVICES

SECTION 1. Officers. The officers of the MPO shall consist of a Chairperson, Vice Chairperson and Secretary/Treasurer who shall be members of the MPO. The Policy Board may appoint such other officers as it shall deem necessary who shall hold their offices for such terms as shall be determined by the Policy Board and who shall exercise such powers and perform such duties as shall be determined from time to time by the Policy Board. The officers of the MPO shall be elected by the Policy Board at

its Annual Meeting and each officer shall serve for a term of office for one (1) year from January 1 to December 31 and until his or her successor has been duly chosen and qualified.

SECTION 2. Vacancies. If a vacancy occurs in the office of any of the officers of the MPO during the term for which such officer was elected, the Policy Board shall elect a successor to complete the unexpired term, such election to be held at any Regular Meeting of the MPO.

SECTION 3. Staff. The Policy Board shall hire an Executive Director for the MPO. All other staffing decisions for the MPO shall be made by the Executive Director, subject to review and approval by the Policy Board or a Subcommittee to be named by the Policy Board.

SECTION 4. Support Arrangements. The Policy Board may enter into contracts with third parties to provide administrative support and services, as needed, to the MPO.

ARTICLE VI

DUTIES OF OFFICERS

SECTION 1. Chairperson. The Chairperson shall preside at all meetings of the MPO and shall have general control over the business and affairs of the MPO.

SECTION 2. Vice-Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in the event that the Chairperson is unable to perform such duties by reason of illness, disability or absence, or when requested to perform such duties by the Chairperson. The Vice Chairperson shall perform such other duties as may from time to time be assigned by the Chairperson of the Policy Board.

SECTION 3. Secretary/Treasurer. The Secretary/Treasurer shall keep the official records of the MPO's minutes and of the actions taken at meetings of the MPO and shall certify, when required to, copies of records. He or she shall have custody of all funds of the MPO and shall perform, in general, all the duties incident to the office of Secretary/Treasurer, and such other duties as may from time to time be assigned to him or her by the Policy Board or the Executive Director. The actions of the Secretary/Treasurer shall be consistent with the accounting policies adopted by the Policy Board. In the

absence of the Secretary/Treasurer at a Board meeting, the Chairman may designate an alternate Board member to carry out the duties that require attention, such as signatures on meeting minutes, resolutions, etc.

ARTICLE VII

AMENDMENTS OF BY-LAWS

SECTION 1. The provisions of these By-Laws may be amended by the following procedure:

- a. A proposal to amend the By-Laws setting forth the nature thereof must be mailed to every member of the Policy Board at least ten (10) days prior to the meeting of the Policy Board at which such proposal is to be considered.
- b. The amendment must be voted upon favorably at such meeting by a majority of the members of the Policy Board.