

BYLAWS
OF THE
SOUTH JERSEY TRANSPORTATION PLANNING ORGANIZATION

ADOPTED: August 2, 1993
AMENDED: March 22, 2004
May 24, 2021

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 Bylaws for the affairs and business of the MPO.

NOW, THEREFORE, the Bylaws of the MPO are as follows:

ARTICLE I

THE MPO

SECTION 1. Offices. The principal offices of the MPO shall be located 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

POLICY BOARD MEMBERSHIP

SECTION 1.

- A. **Number of Board Members; Right to Vote.** The membership of the MPO and the voting members thereof shall consist of an eleven (11) member Policy Board (“Policy Board” or “Board”) which, as described below, shall include representatives from the Counties, representatives from the cities of Atlantic City and Vineland, representatives from designated municipalities within Salem County and Cape May County, and representatives from designated State agencies. The Policy Board shall manage the MPO to the extent of the powers and requirements of the Act, other applicable federal, state, and local laws and regulations, and in accordance with these bylaws. The right to vote shall be vested in the members of the Policy Board, and each Board member shall exercise the duties of the membership in good faith and shall attend the Regular Meetings of the Board on a consistent basis.
- B. **Composition of the Policy Board.; Alternate Members.** The Board’s membership shall be comprised as follows:
- i. One (1) elected official from each of the Counties;
 - ii. An elected municipal representative, who shall be the mayor or an elected municipal official designated by the mayor, from both the City of Atlantic City and the City of Vineland;
 - iii. An elected municipal representative, who shall be the mayor or one other elected municipal official designated by the mayor, from one (1) municipality in Salem County and from one (1) municipality in Cape May County, each such municipality to be designated by the respective County Board of Commissioners or County Executive, as applicable; and
 - iv. One (1) representative each from the New Jersey Department of Transportation, the South Jersey Transportation Authority, and New Jersey Transit.

Each of the above-listed Board members shall have a designated “alternate member,” who shall be empowered to attend meetings and act on the member’s behalf.

C. **Designation of Members and Alternate Members.** Prior to the commencement of any member's term, a written designation of each member and alternate member shall be provided to the Executive Director, which shall demonstrate that the respective County, municipality, or State agency has authorized the member/alternate member to serve on the Policy Board. The required written designation may be presented in the form of a resolution or written appointment as follows:

- (i) Each County member and each alternate member shall be designated by the Board of Commissioners or the Director of the member's designating County;
- (ii) Each elected municipal representative and each alternate representative shall be designated by the governing body or the mayor of the member's designating municipality;
- (iii) Each representative and each alternate representative of the New Jersey Department of Transportation, the South Jersey Transportation Authority, and New Jersey Transit shall be designated by the Commissioner or governing Board of Commissioners or the Chief Executive Officer of each respective agency.

SECTION 2. Term. Each member of the Policy Board shall serve from the date of appointment to the next annual meeting of the MPO and until the successor is duly appointed and confirmed. The term of any County, Mayor, or municipal member 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. Unless otherwise specified in these Bylaws, the latest annotated version of Roberts' Rules of Order will govern the procedural conduct for all meetings.

A. Attendance. Unless otherwise stated in these Bylaws, meetings shall be held in-person at a pre-advertised, public location. When unable to attend a meeting in-person, one or more Policy Board members may participate in a meeting via telephonic or other form(s) of remote technology. When a member is unable to attend a meeting in-person or via remote technology, the designated alternate for that member shall be authorized to attend the meeting. Efforts shall be made to provide the Executive Director with at least 48 hours' notice of an alternate member's attendance.

B. Remotely Held Meetings. When required for reasons related to public health emergencies, inclement weather, or other exceptional circumstances, meetings may also be held remotely, where all or the majority of Policy Board members attend via telephonic or other remote technology, as long as reasonable prior notice of the remote meeting is provided to the public in accordance with the Open Public Meetings Act.

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 to the public in accordance with the Open Public Meetings Act.

SECTION 3. Emergency Meetings. Emergency Meetings may be called by the Chairperson at any time. The Chairperson shall make all reasonable efforts to provide the public with reasonable notice of the

Emergency Meeting, in accordance with Article III, Section 5 of these Bylaws and the Open Public Meetings Act.

SECTION 4. Executive Session. During any Regular, Special, or Emergency Meeting, the Policy Board may close its session to the public and enter into an Executive Session.

- A. Authorized Purpose(s) of Executive Session.** An Executive Session shall be authorized in order to discuss confidential matters including, but not limited to: (1) personnel issues including potential employee promotions, discipline, and/or termination; (2) negotiations and related issues involving pending or current contracts to which the MPO is a party, including matters involving collective bargaining; (3) confidential matters which, if made public, would result in an unwarranted invasion of individual privacy; (4) confidential or sensitive federal, state, or local governmental issues, including matters which, if disclosed, would impede the MPO's eligibility to receive public funds; (5) the lease, acquisition, or purchase of real property; (6) licensing and permitting issues; (7) any matters in which the discussions between the Board and its professionals are protected by the attorney-client privilege; and (8) any other recognized exemptions under the Open Public Meetings Act.
- B. Board Approval of Executive Session.** Prior to entering into an Executive Session, the Executive Session shall first be approved by a majority vote of the Board members in attendance. After the Board has deliberated on the matter(s) for which the Executive Session was held, the Executive Session shall be closed by a majority vote of the Board members in attendance.
- C. Executive Session Minutes.** Minutes of each Executive Session shall be kept separately from other published minutes and shall be deemed confidential. When the subject matter of the Executive Session minutes is determined to be no longer confidential, such minutes shall be released to the public upon approval by the Policy Board. At all times, the minutes shall be subject to redaction based on the continued confidentiality or sensitive nature of the minutes, and/or minute entries reflecting attorney-client privileged communications, attorney work product, or attorney mental impressions.

SECTION 5. Annual Meeting. At the Annual Meeting, the Policy Board shall take the following actions:

- A. Adopt a Schedule of Regular Meetings to be held during the upcoming Calendar Year in accordance with the Open Public Meetings Act.
- B. Each of the members of the Policy Board shall present from the applicable County, resolutions establishing 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 6. Public Notice. Unless otherwise stated in these Bylaws, all meetings of the MPO shall be advertised in such places and in such manner to provide adequate notice of the meeting, including the time, date, and location of the meeting. To the extent it is reasonably practicable, notice will be provided within 48 hours of the meeting in accordance with the Open Public Meetings Act.

SECTION 7. 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. Reorganization (when required).
- D. Approval of Minutes.
- E. Communications.
- F. Report of Executive Director.
- G. Unfinished Business.
- H. Public Comment (limited to three (3) minutes per person).
- I. New Business.
- J. Closed Session (when required).
- K. Adjournment.

SECTION 8. Quorum. A quorum of the MPO for the purpose of transacting business at any Policy Board meeting shall exist only when at least six (6) members of the Policy Board are present, including alternate members. No action of the Policy Board shall be effective and binding unless a majority of the members of the Policy Board present 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. In the event of a tie vote, the proposed action will fail to pass. 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. Reasonable notice of not less than 48 hours of any such adjourned meeting shall be provided to the public in accordance with the Open Public Meetings Act. The minutes of each meeting shall reflect the attendance of each member in attendance.

SECTION 9. Minutes; Gubernatorial Veto. Minutes of each Policy Board meeting shall be prepared by the Secretary. Certified copies of the minutes of each meeting shall be sent to the Governor's Office within ten (10) days of the meeting. The vote on any resolution by the Policy Board may be vetoed by the Governor within fifteen (15) days, excluding Saturdays, Sundays, and legal State holidays, after receipt by the Governor of the certified copy of the minutes of the meeting at which the proposed action was taken.

ARTICLE IV

COMMITTEES

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

- A. Technical Advisory Committee.** The Technical Advisory Committee shall consist of thirteen (13) voting members as follows: one (1) individual appointed by each member of the Policy Board 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.
- B. Subcommittees.** Subcommittees 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. Members of Subcommittees shall be given such duties and powers as necessary, and such Subcommittees shall report the findings to the Executive Director and/or the Policy Board.

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 the 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 the 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. The Executive Director shall have general supervision over the administration of the MPO's business and affairs and shall perform all duties incident to the position, subject to the review of the Policy Board. All other staffing decisions for the MPO – including the recommendation of new hires to fill open employment positions not governed by the applicable Basic Agreement between the MPO, SJTA, and NJDOT – 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 ensure that the MPO creates and maintains, as part of its official records, accurate minutes of the actions taken at Policy Board meetings and shall certify, when required to, copies of such records. In furtherance of this obligation, the Secretary/Treasurer shall coordinate with and seek input and assistance from the MPO's Administrative Manager as necessary. The Secretary/Treasurer 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 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 BYLAWS

SECTION 1. The provisions of these Bylaws may be amended by the following procedure:

- A.** A proposal to amend the Bylaws 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 full membership of the Policy Board.

SOUTH JERSEY TRANSPORTATION PLANNING ORGANIZATION

RESOLUTION 2101-03: Approving Amendments to the SJTPO Bylaws

WHEREAS, the South Jersey Transportation Planning Organization (SJTPO) is the Metropolitan Planning Organization (MPO) designated under Federal law for the southern region of New Jersey including Atlantic, Cape May, Cumberland, and Salem Counties (the Counties); and

WHEREAS, on August 2, 1993, the SJTPO Policy Board adopted Bylaws for the affairs and business of the MPO with amendments subsequently made on March 22, 2004; and

WHEREAS, amendments, which are outlined in the attached draft Bylaws, are being proposed to the following articles and sections:

ARTICLE I – The MPO, ARTICLE II – MEMBERSHIP - Section 1. Policy Board, Section 2. Term, ARTICLE III – MEETINGS - Section 1. Regular Meetings, Section 2. Special Meetings, Section 3. Emergency Meetings, Section 5. Annual Meeting, Section 6. Public Notice, Section 7. Order of Business, Section 8. Quorum, Section 9. Minutes; Gubernatorial Veto, ARTICLE IV – COMMITTEES - Section 1. Composition, ARTICLE V – OFFICERS AND SERVICES - Section 1. Officers, Section 3. Staff, ARTICLE VI – DUTIES OF OFFICERS - Section 3. Secretary/Treasurer, ARTICLE VII – AMENDMENTS OF BYLAWS - Section 1.; and

WHEREAS, a new sub-section, Section 4. Executive Session, within ARTICLE III – MEETINGS, was added to include specific language referencing the right, procedures, and minutes associated with conducting a closed session; and

WHEREAS, at the March 22, 2021 meeting, a Subcommittee of the Policy Board was created to review and consider the most recent set of changes to the SJTPO Bylaws; and

WHEREAS, the Subcommittee was comprised of one Policy Board representatives from a state agency, county, and municipality; and

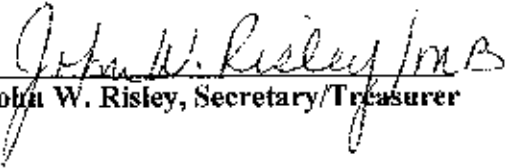
WHEREAS, the Subcommittee reviewed the proposed revisions to the SJTPO Bylaws and reached a consensus before sharing with the Governor's Authorities Unit who provided comment and; and

WHEREAS, in accordance with Article VII of the Bylaws, the proposal was emailed to every Policy Board member on May 10, 2021, more than ten (10) days prior to the May 24, 2021 meeting, at which the proposal to amend the SJTPO Bylaws is to be considered; and

NOW, THEREFORE, BE IT RESOLVED, that the Policy Board of the South Jersey Transportation Planning Organization hereby approves the amendments to the SJTPO Bylaws, effective May 24, 2021.

Certification

I hereby certify that the foregoing is a correct and true copy of a resolution adopted by the Policy Board of the South Jersey Transportation Planning Organization at its meeting of May 24, 2021.


John W. Risley, Secretary/Treasurer