

The New Jersey Planning Officials



By-Laws

For final Adoption on January 27, 2025

ARTICLE I NAME

The name of this organization shall be “New Jersey Planning Officials, Inc.” (NJPO).

ARTICLE II PURPOSES

The purposes of NJPO are:

- To promote public interest in and support for municipal, county, regional , and state planning;
- To foster the cooperation of planning boards and zoning boards of adjustment (collectively known as “approving authorities”) throughout New Jersey in furthering the aims of planning;
- To assist approving authorities in their administration of the Municipal Land Use Law by providing information concerning current statutory changes and judicial decisions affecting planning and zoning through its publications, holding of educational programs, and sponsorship of educational courses for approving authority members;
- To assist approving authorities by providing legal assistance and other sources of information and assistance;
- To develop and promote an educational curriculum according to State initiatives to certify members of approving authorities; and
- To receive contributions, to accept, hold, invest, and re-invest any gifts, bequests, devices, benefits, or trusts without limitation as to amount or value, and to use, disburse, or distribute the income or principal thereof, for its general charitable and educational purposes.

ARTICLE III MEMBERSHIP

Section 3.1 Classes of Membership.

Membership in NJPO shall be composed of the following classes:

Section 3.2 Municipal Membership

Class A

Municipal I - current members of a municipal planning board, zoning board of adjustment, combined land use board, (combined planning and zoning board), and the board secretary (exclusive of consultants).

Municipal II - the board secretaries and the current members of two of the following boards: the municipal planning board, zoning board of adjustment, combined land use board, and the governing body, (exclusive of consultants).

Municipal IIa - the board secretaries and the current members of a land use board; the elected officials of the municipal governing body, the head librarian, and the zoning officer (exclusive of consultants).

Municipal III - current members of a municipal planning board, the zoning board of adjustment; the elected officials of the municipal governing body, the head librarian, and the board secretaries of all boards, and the zoning officer (exclusive of consultants).

Section 3.3 County Membership

Class B

County I - all members of the County Planning Board.

County II - all members of the County Planning Board, and any employee of the County Planning Department or the County Library.

Section 3.4 Private Sector Membership

Class C

Individual - individuals who are not members of Class A or Class B and who are not professionals.

Class D

Professional - individuals engaged in the land use profession such as professional planners, engineers, architects, and attorneys.

Class EI

Corporate Small Firm - any professional firm with five or fewer professionals.

Class EII

Corporate Large Firm - any professional firm with five or more professionals.

Class F

Professional Organization - members of any professional organization's for-profit board of trustees (or similar type of board).

Section 3.5 Membership - Miscellaneous

Class G

Student – any undergraduate student or any student in an accredited graduate program in urban planning, engineering, architecture, or any accredited law school. A student membership is a digital membership.

Class H

Non-Profit Membership - members of any certified 501c(3) non-profit Board of Trustees (or similar type of Board).

Class I

Digital Subclass Membership All classes may elect to enroll in NJPO's digital membership. A digital membership may be entitled to a discount if approved by the Board of Directors for all costs with the understanding that all invoices, correspondence, and copies of the Planner will be delivered in digital form only. A student membership is a digital membership.

Class J

Emeritus Membership - At the Board of Directors meeting immediately following the Annual Meeting, the Directors may confer a Life Membership to a person who meets the following criteria: membership in NJPO for at least ten years; participation in events and other service to the organization. The emeritus member shall be entitled to receive all membership and communications, shall be entitled to vote at all meetings of the membership, and shall be exempt from paying dues.

Section 3.6 Dues and Privileges of Membership.

The Board of Directors shall establish the dues and privileges for each class of membership. All membership fees shall be prorated for the portion of the year when membership began. If dues for any class of membership are proposed to be increased, notice of such proposal shall be given to the membership at least sixty (60) days before the effective date of the increase. Classes A and B shall have the right to vote.

Section 3.7 Fiscal Year.

The fiscal year shall be the calendar year. Any member failing to pay dues on or before July 1st of the fiscal year shall be considered to be in arrears and shall not be entitled to privileges of membership until dues are paid

ARTICLE IV OFFICERS

Section 4.1 Officers and Terms.

The officers of NJPO shall be directors and shall consist of a President, Vice President, Treasurer, Executive Director, and General Counsel, all of whom, except for the Executive Director and General Counsel, shall be elected at the annual membership meeting for a term of one (1) year, commencing the following January 1st. All officers, except for the Executive Director, shall serve without pay but shall be compensated for expenses incurred in the performance of their respective offices. Any officer resignations shall be given in writing to the President, unless the President resigns, in which case it shall then be submitted to the Board of Directors (“Board”). The position shall be vacant when the President, or the Board of Directors as the case may be, accepts the resignation.

Section 4.2 President.

The President shall be a full voting member and shall preside at all NJPO meetings and shall, with the advice and consent of the Board of Directors, appoint all committees and chairpersons thereof and perform such other duties as the membership or Board of Directors may direct. The President shall be an *ex-officio* member of all committees, and shall have a vote in the actions of the committees, except for the Nominating Committee.

Section 4.3 Vice President.

The Vice President shall be a full voting member and shall perform such duties as may be assigned by the President. In case of presidential absence, incapacity, death, or resignation, the Vice President shall succeed to the office of President for the unexpired portion of the term. The duties of the Vice President may also be specified by the Board of Directors.

Section 4.4 Executive Director.

The Executive Director shall serve at the pleasure of the Board of Directors, for such period specified by the Board, and shall implement NJPO policies in consultation with the Executive Committee. He / She shall be an *ex-officio* member of the Board of Directors, but shall not have a vote. He / She shall be an *ex-officio* member of all committees and shall have the following responsibilities:

- A. Prepare, in consultation with the Finance Committee, the annual budget, oversee budgetary compliance and expenditures, and adhere to audit requirements and recommendations;
- B. Maintain the official records of NJPO;
- C. Employ, in consultation with the Executive Committee, the Auditor (hereinafter described) and manage the executive offices and assets of NJPO;
- D. Prepare minutes of meetings of the membership and Board of Directors;
- E. Engage, in consultation with the Executive Committee, in the promotion of membership and maintenance of membership records;
- F. Maintain, in consultation with the Executive Committee, corporate relations with affiliated organizations and state government officials, both executive and legislative;
- G. Engage, in consultation with the Executive Committee, in public relations;
- H. Oversee publication, sales, and distribution of the New Jersey Planner and other NJPO publications;
- I. Oversee, in consultation with the General Counsel, the performance of Assistant and Associate Counsel; and perform such other tasks as assigned by the Executive Committee and/or Board of Directors.

Section 4.5 Treasurer.

The Treasurer shall oversee the receipt and disbursement of all funds, fees, and tuition from membership dues, mandatory course offerings, attendance at NJPO-sponsored seminars, publication sales, and all other sources of income, including gifts and donations. The Treasurer shall oversee all disbursements, pursuant to fiscal integrity procedures established by the Board of Directors, and shall submit summaries of receipts and disbursements to the Board of Directors no less than quarter-annually. The Treasurer, in consultation with the Executive Director, Finance Committee, and the Executive Committee, shall oversee the annual audit to ensure adherence to audit requirements and recommendations. Before the regularly scheduled meetings of the Board, the Treasurer shall distribute a comprehensive report to the Board of Directors.

Section 4.6 General Counsel.

The General Counsel, appointed annually at each January regular meeting by the President with the advice and consent of the Board of Directors, shall advise in matters of legislation, corporate organization, and procedures, and perform such other duties as may be prescribed by the Board of Directors. The General Counsel shall, with the advice and consent of the Board of Directors, appoint Associate and Assistant Counsel as provided herein.

Section 4.7 Membership Requirements of Officers.

Officers shall hold a Class A or B membership, at the time of their election, except that the General Counsel shall be a Class D member, and the Executive Director and Treasurer need not hold any membership in NJPO.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 Composition.

The general governing powers of NJPO shall be vested in the Board of Directors which shall be composed of the following:

- A. The officers designated in Article IV.
- B. Twenty-one (21) lay persons who are members of a Class A approving authority and are serving in such capacity at the time of election. Every attempt will be made to ensure that these directorships are spread amongst New Jersey's twenty-one (21) counties to ensure state-wide representation.

Section 5.2. Directors to be Class A Members; Exceptions.

No less than 75 percent of all directors of the New Jersey Planning Officials shall hold a Class A membership. A director who was a Class A member at the time of his/her election may finish out the term, notwithstanding that he/she ceases to be a Class A member, provided, however, that such officer or director becomes a Class C member. This Class C Director shall not have to pay dues and may continue to server so long as the 75 percent threshold is not violated. Should the NJPO already have five directors (76 percent) who are already fulfilling their term even though they are no longer active on their board, then said Director must resign as a Director.

Section 5.3 Terms; Staggered Terms.

Director member terms shall last four (4) years and be arranged so that at no point no more than 50 percent of the directors terms shall expire in any one year.

Section 5.4 General Governance.

The Board of Directors shall exercise general governmental powers over affairs and policies established by NJPO that are consistent with these by-laws.

Section 5.5 Power and Authority.

The Board of Directors shall have full power and authority to perform all corporate functions, except to amend the Certificate of Incorporation, by-laws, or take any other actions that are inconsistent with the purposes of NJPO, as outlined in Article II.

Section 5.6. Executive Committee.

The Executive Committee shall be composed of the President, Vice President, Treasurer, Executive Director, and General Counsel. The Executive Committee shall be empowered to act on all NJPO business between meetings of the Board of Directors. The Executive Director and General Counsel have no vote or are not counted in determining the presence of a quorum.

Section 5.7 Quorum.

A quorum of the Board of Directors shall be twenty-five percent (25%) of the existing Directors on the Board. A quorum of the Executive Committee shall be a majority of the entire membership of the Committee.

Section 5.8 Removal from Office.

Any officer or member of the Board of Directors who fails to attend three (3) consecutive Board meetings without being excused by the President of the Board of Directors may be subject to removal by the Board of Directors as a Director and as an officer of NJPO, after due opportunity for a hearing. A two-thirds (2/3) vote of the members of the Board present at a meeting called for such purpose or itemizing removal as one of the agenda items is required. At least ten (10) days' notice shall be mailed to each member, or in the place of ordinary mail, five (5) days' notice by facsimile transmission, next-day messenger service, or e-mail may be given. Notice by ordinary mail or next-day messenger service shall be deemed complete upon posting. Notice by facsimile transmission or e-mail shall be deemed complete upon transmittal.

Section 5.9 Vacancies.

A vacancy of an NJPO Officer or Directorship shall be filled for the unexpired term by the President with advice and consent of the executive board, who may, in their discretion, seek recommendations from the Nominating Committee. Such a position that would have required a vote of the membership shall be ratified at the next Annual Meeting if the term goes beyond the next Annual Meeting of the membership.

ARTICLE VI MEETINGS

Section 6.1 Annual Meeting.

The Annual Meeting of the membership for the election of officers and directors shall be held at such time and place as determined by the Board of Directors, but no later than December 31 of that year.

Section 6.2 Other Membership Meetings.

Other meetings of the membership may be called by the President, with the advice and consent of the Board of Directors.

Section 6.3 Board of Directors Meetings.

As used herein, and only concerning meetings of the Board of Directors, “meet” or “meetings” means in person, by telephone, voice over internet protocol (VOIP), or other form of communication that permits two-way communication by all participants.

Section 6.4 Time of Meetings; Notice.

The Board of Directors shall meet a minimum of five (5) times during the year. Special meetings of the Board of Directors may be called by the President or by five (5) members of the Board of Directors, and at least seven (7) days notice shall be given to each Director and to General Counsel, Assistant Counsel and Associate Counsel.

Section 6.5 Responsibility for Notice.

All notices of regular or special meetings shall be sent by the Executive Director. Evidence of notification of all members shall be filed by those responsible for calling special meetings. For all meetings and other notifications to members, the Board of Directors and General Counsel, Assistant Counsel and Associate Counsel, notices shall be sent by one of the following methods: ordinary mail, facsimile transmission, next day messenger service or e-mail. Notice by ordinary mail or next-day messenger service shall be deemed complete upon posting. Notice by facsimile transmission or e-mail shall be deemed complete upon transmittal.

Section 6.6 Meeting Format

All meetings may be conducted in-person, by a virtual method allowing communication by attendees in compliance with the Americans with Disabilities Act or in a hybrid method.

Section 6.7 Voting.

Each member of the Board of Directors shall have one vote at any meeting of the Board of Directors. A member must be in good standing to vote.

ARTICLE VII NOMINATION PROCESS

Section 7.1 Appointment of Nominating Committee.

There shall be a Nominating Committee consisting of five (5) persons, one of whom shall be designated as Chairman, who shall be appointed by the President with the advice and consent of the Board of Directors. No member of such Nominating Committee shall be eligible for election as President of NJPO.

Section 7.2 Nomination Process.

It shall be the duty of the Nominating Committee to annually nominate candidates for Officers and Directorships that are due to expire. Candidates shall be considered based upon their interest in NJPO, and the willingness of the nominees to devote the requisite time to the fulfillment of their duties. The practice of self-nomination shall be prohibited.

Section 7.3 First Meeting.

The Chairperson of the Nominating Committee shall call a meeting of the Nominating Committee each year, to give preliminary consideration to names of persons eligible for election as Officers and Directors. The Committee shall commence to compile a list of possible candidates from those proposed by any member of the Nominating Committee or any other member of NJPO.

Section 7.4 Quorum.

Three (3) members of the Nominating Committee shall constitute a quorum. Should any member of the Nominating Committee be absent, such member shall be contacted by the Chairperson or his designee to advise such absent member of the names proposed for consideration and obtain from such absent member any additional names for consideration. Any person proposing a nominee shall submit in writing a brief resume of such nominee's experience in planning, and the nominee's activities in NJPO.

Section 7.5 Compilation and Certification.

When a sufficient number of nominees have been identified, the Chairperson shall cause to be compiled and circulated to all members of the Committee their names, together with the following information concerning nominees not presently serving as Officers or Directors of NJPO: class of membership; place of residence; office or offices for which such person has been proposed; and a copy of the resume of each such person.

Section 7.6 Report.

The Nominating Committee shall prepare and submit its report to the Board of Directors setting forth its nominations of Officers and Directors. At the same time, the Nominating Committee shall certify its nominations to the Executive Director, who shall proceed to prepare and submit ballots to the membership. Generally, the Nominating Committee shall nominate only one candidate for each Office or Directorship to be filled. If more than one candidate is proposed, however, the Nominating Committee shall specify in its Report the reason for its action. The report(s) of the Nominating Committee shall be filed with the Board of Directors.

Section 7.7 Election Process; Terms of Office.

Following the receipt of the report of the Nominating Committee, the Executive Director shall distribute a ballot to all members. In addition, each Officer and Director and each member of the Board of Planning Advisors shall receive a ballot and be entitled to one (1) vote. The meeting for the election of Officers and Directors shall not be held less than forty-five (45) days from the date ballots are distributed. The ballot shall provide space for write-in nominations. Said vote may be cast by mail ballot postmarked at least five (5) days before the date of the Annual Meeting, or in the place of ordinary mail, two (2) days' notice by facsimile transmission, next day messenger service, via e-mail, or online voting. A majority of ballots cast shall determine those elected. The terms of all elected Officers and Directors shall commence on the first day of January following the Annual Meeting and they will serve until their term expires.

ARTICLE VIII COMMITTEES

Section 8.1 Legislative Committee.

The President may annually appoint a Legislative Committee consisting of at least five members. The Legislative Committee shall review all bills affecting planning, zoning counties, or municipalities pending in the New Jersey Legislature and shall report its action on such bills. The recommendations of the Committee shall be reported to the Board of Directors. Such recommendations may be submitted to the general membership. If no objections are received within fourteen days of the recommendations, such recommendations shall be taken to reflect the position of the NJPO concerning such legislation unless or until specifically overruled by the Board of Directors or the Executive Committee.

Section 8.2 Standing Committees.

There may be the following Standard Committees appointed by the President, with the advice and consent of the Board of Directors, consisting of at least three (3) members: Finance Committee; Membership Committee; Constitution and By-Laws Committee; Awards Committee; NJ State League of Municipalities; Planning Committee; and Educational Committee.

Section 8.3 Other Committees.

From time to time the President may establish and appoint members to serve on other committees to perform special tasks, with the advice and consent of the Board of Directors. The duties and scope of the special committee shall be outlined in a resolution adopted by the Board of Directors upon the establishment of the committee.

Section 8.4 Meeting Protocols.

Committees may meet in person meetings or meetings by telephone, voice over internet protocol (VOIP), or other form of communication that permits two-way communication by all participants.

ARTICLE IX ASSISTANT, ASSOCIATE, EMERITUS COUNSEL; BOARD OF PLANNING ADVISORS

Section 9.1 Requirements.

Assistant Counsel, Associate Counsel, and Planning Advisors must be NJPO members in good standing.

Section 9.2 Assistant Counsel.

- A. **Number and Term.** There shall be six (6) Assistant Counsel of NJPO. They shall serve for a term of six (6) years, but may thereafter be reappointed to serve as Assistant Counsel, as hereinafter set forth.

- B. **Appointment.** The Assistant Counsel shall be appointed by the Board of Directors, with the advice and consent of the General Counsel, at each January regular meeting.
- C. **Qualifications.** They shall be members in good standing of the New Jersey Bar. While the primary criteria for appointment of Assistant Counsel shall be extensive knowledge and experience in the law of planning and zoning, consideration shall also be given to contributions to the work of NJPO and other organizations interested in some aspect of planning, such as, but not limited to, the New Jersey State League of Municipalities, New Jersey State Bar Association, New Jersey Institute of Local Government Attorneys, New Jersey Association of Planning and Zoning Administrators, American Planning Association, and similar professional groups. In no case shall a person be appointed to the office of Assistant Counsel until he or she has served at least one year as an Associate Counsel of NJPO.
- D. **Duties.** The Assistant Counsel shall have the following duties:
- i. To represent NJPO in connection with litigation in which NJPO appears as amicus curiae or as a party, as determined by the Board of Directors and assigned by the General Counsel;
 - ii. To be available to answer questions concerning the substance and procedures of land use law, raised by NJPO members, when such questions are directed through the General Counsel or the Executive Director of NJPO;
 - iii. To research and present memoranda on new cases and statutory amendments, as requested by the General Counsel or Executive Director, for publication, and to assist in other NJPO publications;
 - iv. To attend at least one meeting of the Board of Directors of NJPO in each calendar year;
 - v. To teach, or participate in, at least one educational session a year;
 - vi. Author an article or publication for NJPO at least once a year.

Section 9.3 Associate Counsel.

- A. **Number.** There shall be no more than sixteen (16) associate counsel of NJPO. They shall serve for a term of three (3) years, but may thereafter be reappointed to serve another term as associate counsel, as hereinafter set forth.
- B. **Appointment.** The associate counsel shall be appointed by the Board, with the advice and consent of the General Counsel, at each January meeting .
- C. **Qualifications.** They shall be members in good standing of the New Jersey Bar. While the primary criteria for appointment of Associate Counsel shall be knowledge and experience in the law of planning and zoning, consideration shall also be given to

contributions to the work of NJPO and other organizations

interested in some aspect of planning, such as, but not limited to, the New Jersey State League of Municipalities, New Jersey State Bar Association, New Jersey Institute of Local Government Attorneys, New Jersey Association of Planning and Zoning Administrators, American Planning Association, and similar professional groups.

D. **Duties.** The Associate Counsel shall have the following duties:

- i. To represent NJPO in connection with litigation in which NJPO appears as amicus curiae or as a party, as determined by the Board of Directors and assigned by the General Counsel;
- ii. To be available to answer questions concerning the substance and procedures of land use law, raised by NJPO members, when such questions are directed through the General Counsel or the Executive Director of NJPO;
- iii. To research and present memoranda on new cases and statutory amendments, as requested by the General Counsel or Executive Director, for publication, and to assist in other NJPO publications;
- iv. To attend at least one meeting of the Board of Directors of NJPO in each calendar year;
- v. To teach, or participate in, at least one educational session a year;
- vi. Author an article or publication for NJPO at least once a year.

Section 9.4 Counsel Emeritus

A. **Qualifications.** Counsel who served as General Counsel for no less than three years shall be eligible to serve as Counsel Emeritus.

B. **Duties.** Counsel Emeritus shall have the following duties:

- i. To be available to answer questions concerning the substance and procedures of land use law, raised by NJPO members, when such questions are directed through the General Counsel or the Executive Director of NJPO;
- ii. To research and present memoranda on new cases and statutory amendments, as requested by the General Counsel or Executive Director, for publication;
- iii. To attend at least one meeting of the Board of Directors of NJPO in each calendar year.

Section 9.5 Board of Planning Advisors.

- A. **Number.** There shall be a Board of Planning Advisors consisting of no less than five (5) and no more than twenty (20) members of NJPO.
- B. **Appointment and Qualification.** Planning Advisors shall be in good standing in their profession. The Board of Planning Advisors shall be appointed annually at each January meeting by the President, with the advice and consent of the Board of Directors, and they shall be either Class C or Class D members of NJPO, or be affiliated with Class A or Class E members of NJPO.
- C. **Duties.** Members of the Board of Planning Advisors shall have the following duties:
 - i. To be available to answer questions concerning the substance and procedures of land use law, raised by NJPO members, when such questions are directed through the General Counsel or the Executive Director of NJPO;
 - ii. To research and present memoranda on new cases and statutory amendments, as requested by the General Counsel or Executive Director, for publication;
 - iii. To attend at least one meeting of the Board of Directors of NJPO in each calendar year;
 - iii. To teach or participate in, at least one educational session a year.

Section 9.6 Board of Past Presidents.

- A. **Appointment and Qualification.** The Board of Past Presidents shall consist of every previous NJPO President who completed at least one (1) full term.
- B. **Attendance and Voting at Meetings of Directors.** Any member of the Board of Past Presidents may attend meetings of the Board of Directors, and may participate in Board discussions, but shall not have a vote.
- C. **Duties.** Members of the Board of Past Presidents shall have the following duties:
 - i. To be available to answer questions concerning the substance and procedures of land use law, raised by NJPO members, when such questions are directed through the General Counsel or the Executive Director of NJPO;

- ii. To research and present memoranda on new cases and statutory amendments, as requested by the General Counsel of the Executive Director, for publication;
- iii. To attend at least one meeting of the Board of Directors of NJPO in each calendar year.

ARTICLE X

CORPORATE POLICY & GENERAL PROVISIONS

Section 10.1 Corporate Policy

Questions of Corporate Policy on public issues shall be established by a two-thirds (2/3) vote of the members of the Board of Directors present at a meeting.

Section 10.2 Notice

Whenever notice to the Directors or the members is referred to in these bylaws or required by any other provision of law, notice may be given by email, regular mail, facsimile transmission, or by posting on the website or in the Planner.

ARTICLE XI

AMENDMENTS

These By-Laws may be amended as follows:

Section 11.1 Introduction by Board of Directors.

The Board of Directors must first introduce by-law amendment(s) and obtain approval by a two-thirds (2/3) vote of the Directors present at any regular or special meeting of the Board. The notice of the Directors meeting shall contain the text of the proposed amendment(s).

Section 11.2 Ratification by Membership.

No By-law amendment shall become effective unless ratified by a majority of the NJPO membership present at any regular meeting, the Annual Meeting, or at any special meeting called for that purpose ; provided that at least forty-five (45) days' notice of the amendment is given before the date of the membership meeting and the notice shall contain a copy of the proposed amendment(s). Notice may be given by email, regular mail, facsimile transmission, or by posting on the website or in the Planner. By-law amendments that have been ratified by the members shall be reproduced and distributed to all Officers and members of the Board of Directors, and a statement or synopsis of same shall be published and circulated to the general membership in the same manner as notice of the amendments.

ARTICLE XII

AFFILIATED MEMBERS

Section 12.1 Qualification.

Associations or groups of officials involved in the planning and zoning process, such as land use or board administrators, zoning officers, and code enforcement officials, may become affiliated with NJPO as Affiliated Members.

Section 12.2 Designation.

The Board of Directors shall determine whether to accept an association or group of officials as an Affiliated Member, based upon a determination that the organization demonstrates interests and purposes compatible with those of NJPO; and that acceptance shall be certified to the Executive Director of NJPO and communicated to the Affiliated Member.

Section 12.3 Rights and Privileges.

There shall be no dues for Affiliated Members. The President or Chief Executive Officer of an Affiliated Member or his or her designees shall have the right to serve as a non-voting member of the Board of Directors of NJPO; provided the by-laws or regulations of the Affiliated Member grant reciprocal rights to the President of NJPO or his or her designee.