

**BOROUGH OF DEMAREST
COUNTY OF BERGEN
STATE OF NEW JERSEY**

**BY-LAWS
OF THE
SHADE TREE COMMISSION**

ARTICLE I

AUTHORITY FOR ADOPTION OF BY-LAWS

A. The Borough of Demarest Shade Tree Commission ("Commission") was established in 1955, pursuant to N.J.S.A. 40:64-1, *et seq.*, as set forth in Chapter 53 of the Demarest Borough Code, to exercise all powers then or thereafter granted to Shade Tree Commissions by the statutes of the State of New Jersey, or by the ordinances of the Borough of Demarest.

B. These By-Laws are adopted pursuant to the authority granted the Commission under §53-3 of the Demarest Code to establish rules, regulations and by-laws for the purpose of carrying out its objects and to elect officers.

C. To the extent any provision in these By-Laws shall be inconsistent with any provision of N.J.S.A. 40-64-1, *et seq.*, or Chapter 53 of the Demarest Code, the applicable provision of such statute or ordinance shall prevail.

ARTICLE II

COMMISSION ADMINISTRATION

A. Under Demarest Code §53-1, the Commission is charged with the "regulation, planting, care and control of shade trees and shrubbery upon or in the highway, parks, parkways, street rights-of-way or public places in the Borough of Demarest." The Commission shall manage its affairs to fulfill this charge by establishing operational goals and objectives and adopting and following administrative procedures.

B. The Commission is comprised of five (5) regular members (each a "Member") and two (2) alternates designated as 1st and 2nd (each an "Alternate") appointed by the Mayor to serve a term of five (5) years in accordance with N.J.S.A. 40:64-1, *et seq.*, and Demarest Code §53-1, *et seq.* All Members and Alternates shall be residents of the Borough. No Member or Alternate shall hold elected office or be a paid employee of the Borough. All Members and Alternates shall serve without compensation.

C. Vacancies in the membership of the Commission shall be filled by appointment in accordance with N.J.S.A. 40:64-1, *et seq.*, and §53-2 of the Demarest Code. The appointed replacing member shall serve the remainder of the unexpired term of the vacating member.

D. Alternates shall receive all Commission meeting materials and may attend all meetings. An Alternate (in the order of his/her designation as 1st or 2nd) shall serve in the stead of an absent regular Member. Alternates shall not be entitled to vote at meetings unless the Alternate is serving in the stead of an absent regular Member; if acting in such capacity, the Alternate shall be counted as a Member for the purposes of such meeting, including voting on any matters before the meeting.

E. A Council Liaison to the Commission appointed by the Mayor shall be entitled to attend all Commission meetings. The Council Liaison shall serve as a communication link between the Commission and the Mayor and Council, providing information and updates on Commission activities and plans. The Council Liaison shall not be entitled to vote on any matters. Any action contemplated by the Commission that requires Council approval shall be addressed by the Council in the normal course of Council deliberations; and the Commission shall not take the contemplated action before the Council decides the matter.

ARTICLE III

OFFICERS

A. Each calendar year, the Members shall elect a Chair, a Vice Chair and a Secretary for that upcoming year (hereinafter the "Officers"). The Chair and Vice Chair shall be regular Members of the Commission. The Secretary may be a regular Member or a Borough employee. No Member may hold more than one office at the same time. The elections shall take place at a properly-constituted meeting (i.e., a meeting at which a quorum is present) no later than January 30 of each new calendar year ("Reorganization Meeting").

B. The Officers shall possess the following powers and shall perform the following duties:

The Chair of the Commission shall:

- Preside at all meetings of the Commission
- Perform all other duties customary to the position of executive or Chair, or in the event of uncertainty, as reasonably directed by a majority of the Commission Members

The Vice Chair of the Commission shall:

- Perform such duties as the Chair reasonably directs, or in the absence of the Chair, as a majority of the Commission Members may reasonably direct
- In the absence of the Chair, preside over meetings of the Commission and perform all other duties of the Chair

The Secretary of the Commission shall:

- Oversee the preparation, delivery and posting of all agendas and notices required by these By-Laws or applicable law
- Prepare and maintain minutes of meetings of the Commission, and upon approval, see to their posting on the Borough website
- Perform all other duties customary to the position of Secretary

C. In the event of the absence of the Chair, the Vice Chair shall assume the office of Chair with full authority of the position, until the Chair is available.

D. In the event of a vacancy in the position of Chair, the Vice Chair shall serve as Chair until the next Reorganization Meeting. In the event of a vacancy in the positions of both Chair and Vice Chair, the Commission shall elect a new Chair and Vice Chair at the next properly-constituted regular meeting. In the event of a vacancy in the position of Secretary, the Commission shall elect a new Secretary at the next properly-constituted regular meeting.

ARTICLE IV

MEETINGS OF THE COMMISSION

A. Regular meetings of the Commission shall be scheduled to be held each month in the Council Chamber of the Demarest Borough Hall. The dates and times of the regular monthly meetings shall be established at the Reorganization Meeting, and the schedule of monthly meetings so determined shall be delivered personally, electronically or by mail to all Members and Alternates and the Council Liaison, posted at Borough Hall, mailed or emailed to the publications authorized by the Borough for official notices, and filed with the Borough Clerk for posting on the Borough website.

B. Notice of any change to the schedule of regular meetings shall state the place, date and hour of the rescheduled regular meetings and shall be delivered personally, electronically or by mail upon ten (10) business days' prior notice to all Members and Alternates and the Council Liaison, posted at Borough Hall, mailed or emailed to the publications authorized by the Borough for official notices, and filed with the Borough Clerk for posting on the Borough website.

C. The Commission may also hold a special meeting (i.e., other than its regular meetings) at any time as the Chair, Vice-Chair or two (2) other regular Members deem necessary to address an urgent matter requiring Commission attention before the next regular meeting upon two (2) business days' prior notice delivered personally or electronically to all Members and Alternates and the Council Liaison, posted at Borough Hall, and filed with the Borough Clerk for posting on the Borough website.

D. Notice of cancellation of a scheduled regular meeting shall be promptly delivered personally or electronically to all Members and Alternates and the Council Liaison, and promptly posted at Borough Hall and filed with the Borough Clerk for posting on the Borough website.

E. An agenda of all matters to be brought before a meeting of the Commission (including a regular or special meeting) shall be prepared by the Secretary and provided to all Members and Alternates and the Council Liaison, and posted on the Borough website, at least five (5) business days prior to the meeting date. All items requested for discussion or vote by the Chair, Vice Chair or two (2) other regular Members shall be included on the agenda, provided such items are conveyed to the Secretary reasonably prior to date for delivery and posting of the agenda.

F. An agenda may be amended after distribution up to twenty-four (24) hours before the scheduled beginning of the meeting to include items not known at the time of preparation but which, in the opinion of the Chair or Vice Chair, must be addressed before the next meeting. The amended agenda shall be distributed in the same manner as the original agenda.

G. Members and Alternates shall attend Commission meetings in person, or they may participate virtually if they are unable to attend in person and the capacity for virtual participation is available. Meetings shall take place only in the presence of a quorum consisting of a simple majority of all Members (including Alternates serving in the stead of an absent regular Member). A quorum of the Commission must be present to conduct business and shall be established by a roll call to be entered in the minutes of the meeting.

H. Matters called for a vote at a properly-constituted meeting shall be deemed approved upon receiving the affirmative vote of a simple majority of the Members present at the meeting (including Alternates serving in the stead of an absent regular Member), on a roll call to be entered in the minutes of the meeting. Every Member (and Alternate serving in the stead of an absent regular Member) present at the meeting shall vote on every matter presented for vote unless excused by the Chair or asserting recusal on account of personal interest.

I. No item which does not appear on the agenda may be introduced at any meeting unless a majority of Members (including Alternates eligible to vote) present at the meeting deem that an item not on the agenda must be addressed before the next meeting.

J. Each meeting shall include a designated period for public comment.

K. All meetings of the Commission shall be recorded. In addition, the Secretary shall prepare minutes of every meeting, which shall be approved, or corrected/amended and approved, by a majority vote of Members at the next properly-constituted regular meeting.

ARTICLE V

ASSIGNMENTS AND DELEGATION OF DUTIES

A. The Commission may assign one or two regular Members (including the Chair and/or Vice Chair) or Alternates to investigate, develop and propose recommendations for Commission approval concerning one or more of the Commission's responsibilities.

B. The Commission may delegate to one or two regular Members (including the Chair and/or Vice Chair) to carry out a particular task of the Commission, such as recommending a tree to the Council for designation as a Landmark Tree, reviewing compliance with mitigative planting requirements, soliciting quotes or bids for a Commission project, determining the source of funds for approved Commission expenses, signing checks for disbursement of such funds, etc. (in all cases in compliance with Borough administrative procedures).

C. Assignments and delegations under this Article shall be made by a majority vote of Members (including Alternates serving in the stead of an absent regular Member) present at a properly-constituted meeting, and a full description of any assignment and delegated tasks shall be specified and recorded in the minutes of the meeting. Any previously-approved assignment or delegation may be revoked by a majority vote of Members (including Alternates serving in the stead of an absent regular Member) present at a properly-constituted meeting, and such revocation shall be recorded in the minutes of the meeting.

ARTICLE VI

ABSENCES & RESIGNATION

A. Absences: Members are responsible to attend meetings. If a Member is absent for three (3) consecutive meetings or 25% of all meetings in a calendar year, the Chair or Vice Chair shall discuss the matter with the Member. If the Member no longer wishes to serve, the Member shall submit a resignation in the manner set forth below. If the Member indicates that he or she wishes to continue serving on the Commission, the Commission may refer the matter to the Council for consideration and resolution.

B. Resignation: Any Member who wishes to resign from the Commission must do so by a writing directed to the Mayor, with a copy to the Chair and the Borough Clerk. Any Member who wishes to resign from a elected position as an Officer prior to the end of his or her term must do so by a writing directed to the Chair.

ARTICLE VII

REPORTS TO THE MAYOR AND COUNCIL

A. The Commission shall prepare written quarterly reports, which shall be delivered to the Borough Clerk for distribution to the Mayor and Council within 30 days after the end of the reporting quarter. Quarterly reports shall include a brief summary of the activities of the Commission during the reporting quarter as well as the activities planned by the Commission for the next quarter, including information on the Commission's progress toward its goals, notable achievements, and any challenges encountered (e.g., budget issues, personnel or departmental issues, weather, etc.). The quarterly report shall also include a summary of the activity (receipts and disbursements) in the Shade Tree Commission Trust Account, and a summary of the Commission's spending against the Council-approved budget for the reporting quarter. Variances against budget should be explained (e.g., personnel issues, departmental issues,

B. The report for the third calendar quarter shall also include the Commission's certified appropriation request (by line item) for the next calendar year.

C. In lieu of a quarterly report for the fourth quarter, the Commission shall prepare a written annual report, which shall be delivered to the Borough Clerk for distribution to the Mayor and Council no later than January 30. Annual reports shall include a cumulative summary of the activities of the Commission during the prior calendar year, an outline of the priorities and activities determined by the Commission for the forthcoming calendar year, a cumulative summary of the activity (receipts and disbursements) in the Shade Tree Commission Trust Account, and a cumulative summary of the Commission's spending against budget for the reporting year.

D. The timing for delivery of the quarterly reports and the annual report may be extended by the Council.

ARTICLE VIII

ANNUAL REVIEW OF BY-LAWS

A. The Commission shall review these By-Laws annually at the last regular meeting of the calendar year.

B. In order to amend the By-Laws, a notice of the proposed amendment shall be delivered personally, electronically or by mail to each Member and Alternate and the Council Liaison, and posted on the Borough website at least ten (10) business days prior to the time of the vote on the proposed amendment.

C. The By-Laws may be amended only by a super majority comprised of at least 80% of the Members (including Alternates voting in the stead of an absent regular Member) present at a timely-noticed, properly-constituted meeting.