

**BY-LAWS OF THE LAND USE LAW SECTION OF THE
NEW JERSEY STATE BAR ASSOCIATION
AS APPROVED BY THE SECTION BOARD OF DIRECTORS 2020**

ARTICLE I

NAME AND PURPOSE

Section 1. This Section shall be known as the Land Use Law Section of the New Jersey State Bar Association (“NJSBA”).

Section 2 The purpose of this Section shall be to serve as the statewide leader concerning issues involving or related to the field of land use law. To accomplish this mission, the Section has established the following goals and objectives:

- (a) Stimulate the interest of members of the New Jersey Bar and inform them of developments in the laws of this State in the areas of land use, planning and community and urban affairs;
- (b) Review case law, legislative and administrative proposals, rules and statutory changes and, where appropriate, express the Section’s position concerning these areas in accordance with the bylaws of the NJSBA;
- (c) Provide a forum for the discussion and resolution of land use law issues and be the pre-eminent resource to judicial, civic, governmental and public organizations in matters affecting land use law;
- (d) Serve, educate and enhance the skills of the Section’s members in various ways including the publication of the Section’s newsletter periodically and involvement in presenting continuing legal education programs;
- (e) Improve public and professional understanding of land use law issues;
- (f) Increase the diversity and participation of the Section’s membership;
- (g) Cultivate camaraderie among land use lawyers;
- (h) Improve professionalism of all participants in the administration of land use law;
- (i) Encourage the NJSBA to engage in dialogue with the judiciary, the legislature, and state agencies with regard to land use law issues;
- (j) Undertake all such other activities as may be authorized- from time to time, by the Board of Directors of the Section for the purpose of accomplishing the foregoing goals.

Section 3. This Section shall be organized and conducted in all respects subject to the Constitution and By-Laws of the NJSBA and no action of this Section shall be construed to determine the NJSBA's policy, nor shall any recommendations or resolutions of the Section be acted upon or publicized until after approval by the NJSBA.

ARTICLE II

MEMBERSHIP

Section 1. The membership of the Section shall consist of all members of the NJSBA who shall signify their desire, in writing, to become members of this Section, and who shall pay Section dues in such amount as determined by the Trustees of the NJSBA from time to time. Section dues shall be payable at the same time and in the same manner as NJSBA dues.

ARTICLE III

BOARD OF DIRECTORS

Section 1. The Section shall be governed by a Board of Directors, which shall have full power to direct the activities and affairs of the Section, subject only to the direction of the Trustees of the NJSBA.

Section 2. The Board of Directors shall consist of 24 members of the Section. Eight directors shall be elected for three year terms by the members of the Section at an annual meeting.

Section 3. Of the eight candidates to be proposed for the office of Director each year, at least one shall be a person who has never before served as a Director of the Section.

Section 4. All elections to the Board of Directors shall be by majority vote of Section members voting, in person, at an annual meeting. No Director shall be elected to serve more than two consecutive three year terms in addition to any unexpired term to which a Director is first elected, except that:

(a) The term of a Director serving as Chair shall terminate upon a successor taking office as Chair.

(b) A Director holding the office of Secretary or Vice-Chair, or a Director elected to the office of Secretary, immediately prior to expiration of a second consecutive term, shall be deemed by such election to also have been elected for a third consecutive term in order to serve as Secretary, Vice-Chair or Chair, which term shall expire upon concluding service as an officer.

(c) The nominating committee shall nominate a candidate from the membership of the Section to fill the unexpired portion of the term of any Chair.

(d) A Director who has served two consecutive three year terms, or any portion of a third consecutive term if having served as an officer (in either instance, referred to herein as a "Term

Limited Director”), shall, after a period of three consecutive years during which said Term Limited Director served as neither an officer nor a Director of the Section, become eligible for nomination and election to the Board of Directors in the same manner as any other member of the Section. Such Term Limited Director, following election to the Board of Directors for further service, may be considered for election as an officer in the same manner as any other Director. At no time shall there be more than three Term Limited Directors serving on the Board of Directors, or more than one Term Limited Director serving as an officer.

Section 5. The Chair shall schedule each year no fewer than six regular meetings of the Board of Directors at such times and places as the Chair shall determine. At least one regular meeting shall be held concurrent with the annual meeting of the NJSBA. Special meetings of the Board of Directors may be called by the Chair upon three days notice or upon request of seven members of the Board of Directors not less than three days after service of said request upon the Chair and the Board of Directors.

Section 6 All meetings of the Board of Directors shall be in person, except that (i) Directors not able to attend in person the Board of Directors meeting, held concurrent with the annual meeting of the NJSBA, may participate by means of communication equipment, (ii) the Chair, due to anticipated inclement weather conditions, disability or other extraordinary circumstances, may determine to allow Director(s) to participate in a Board of Directors meeting by means of communication equipment, or to conduct such meeting by means of communication equipment- and (iii) where the Chair determines that timely action is required, special meetings may be conducted by means of communication equipment.

Section 7 Nine members of the Board of Directors present in person, or by means of communication equipment for meetings at which such participation is authorized by the Chair by Article III, Section 6, or a combination of members participating in person and by means of communication equipment when authorized by Article III Section 6, at any regular or special meeting shall constitute a quorum for the transaction of business. A majority vote shall bind the Board of Directors, except where a higher voting requirement is otherwise required as set forth herein. Matters arising for which action by the Board of Directors is required or desired at times other than at regularly scheduled meetings, may be voted upon electronically when authorized by the Chair, in which case any such action shall be taken by a majority of the full authorized membership of the Board of Directors.

Section 8. If a member of the Board of Directors is absent from three consecutive regularly scheduled meetings of the Board of Directors without prior excuse from the Chair, that Board member shall be automatically removed from membership on the Board of Directors and, by virtue of such automatic removal, there shall be a vacancy on the Board of Directors.

Section 9. Any vacancy on the Board of Directors, excepting vacancies by reason of the expiration of the term of a Director, shall be filled by a Director elected by a majority vote of those present at the next meeting of the Board of Directors. A Director so elected shall serve for the unexpired term of the retiring or removed Director.

Section 10. Past Chairs of the Section shall be ex officio, non-voting members of the Board of

Directors and shall not be included when determining the number of members present for a quorum, except that Term Limited Directors who are elected for further service on the Board of Directors or as officers as provided in Article III. Section 4 hereof shall be counted toward a quorum and shall be regular voting members for the duration of their additional service.

ARTICLE IV

OFFICERS

Section 1. The officers of this Section shall be a Chair, a Vice-Chair and a Secretary.

Section 2. The Chair shall be the Vice-Chair of the immediately preceding year.

Section 3. The Vice-Chair shall be the Secretary of the immediately preceding year.

Section 4. The term of office for all officers shall be one year or until successors shall be elected or appointed as herein provided.

Section 5. The Board of Directors may, at any time, by resolution, remove any officer for cause, following notice and an opportunity to be heard in a manner determined by the Chair; provided, however, that a vote of two-thirds of the entire Board of Directors shall be required for the removal of any officer.

ARTICLE V

NOMINATION AND ELECTION OF OFFICERS

Section 1. At a general membership meeting held at the NJSBA's annual meeting, the Section by voting in person or by means of communication equipment as authorized by Article VII, Section 3, or a combination thereof, shall elect the Secretary from among the members of the Board of Directors. The Secretary shall take office immediately and shall hold office until the next annual election of the Secretary and thereafter until a successor has been duly elected.

Section 2. Election shall be by majority vote of the members of the Section voting in person or by means of communication equipment as authorized by Article VII, Section 3, or a combination thereof.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. The Chair shall preside at all meetings of the Section and Board of Directors,^ shall appoint the members of the nominating committee who are not among the three most immediate past Chairs of the Section: shall appoint the members and chairs of special committees; and shall further pursue such other duties and acts as usually pertain to such office.

Section 2. The Vice-Chair shall, in the absence of the Chair, perform the duties of the Chair. In the event of the death, resignation, disability or removal of the Chair, the Vice-Chair shall succeed to the office of Chair_

Section 3 The Secretary shall, in the absence of the Vice-Chair, perform the duties of the Vice-Chair. In the event of the death, resignation, disability or removal of the Vice-Chair, the Secretary shall succeed to the office of Vice-Chair, and the position of Secretary shall then be filled for the unexpired term by a Director appointed by a majority of the Board of Directors.

Section 4 In the event of the death, resignation, disability or removal of the Secretary, said office shall be filled for the unexpired term by a Director appointed by a majority of the Board of Directors.

Section 5. If the Secretary is absent from any meeting of the Board of Directors, the Chair may appoint the Vice Chair or another Director to serve as secretary for such meeting.

Section 6 ~~Section 3~~. The Secretary shall be the custodian of all books, papers, documents and other records which are the property of the Section and shall keep a true record of all proceedings of the Board of Directors and disseminate from time to time information concerning the activities of the Section.

ARTICLE VII

MEETINGS OF THE SECTION

Section 1. The Section shall hold at least two annual general membership meetings, one of which will be held at the NJSBA's annual meeting, others of which shall be held at times and places determined by the Board of Directors.

Section 2. Special meetings of the membership of the Section may be called by the Chair at such times and places as the Chair may determine.

Section 3. Ten members of the Section, present in person at any annual, regular or special meeting, shall constitute a quorum for the transaction of business, except that members of the Section not able to attend in person the general membership meeting held at the NJSBA's annual meeting, may participate by means of communication equipment.

Section 4. Any action by the Section shall be taken by the majority vote of the members of the Section present in person or, when authorized by Article VII. Section 3, by means of communication equipment, or a combination thereof, and such action shall be binding upon the Section.

Section 5. The Secretary, through the staff of the NJSBA, shall provide not less than 20 days notice to the membership of the Section of annual and regular meetings of the Section as may be determined pursuant to Section 1 of this Article VII.

ARTICLE VIII

NOMINATING COMMITTEE AND SPECIAL COMMITTEES

Section 1. The nominating committee shall consist of the three most immediate past Chairs

of the Section and three other members of the Board of Directors, one of whom shall be serving a first term as a Director. The committee shall nominate at an annual meeting of the Section a candidate from among the Board of Directors for Secretary, a candidate from the members of the Section for each seat on the Board of Directors to be filled pursuant to Article III, Section 2 of these By-Laws: and a candidate from among the Board of Directors to fill the unexpired portion of the term of any Chair pursuant to Article III, Section 4(c) of these By-Laws.

Section 2. Each year, at least two months prior to an annual meeting of the Section, the Chair shall appoint the three members of the nominating committee, who are not among the three most immediate past Chairs of the Section. The immediate past Chair shall serve as the chair of the nominating committee, except that if the immediate past chair is unable or unwilling to serve as nominating committee chair, the Chair shall appoint a nominating committee chair from among the other members of the nominating committee.

Section 3. The Chair shall appoint any special committees and shall annually appoint a chair of each committee.

ARTICLE IX

AMENDMENTS

Section 1. These By-Laws may be amended in the following manner:

(a) Upon ten (10) days advance notice to the members of the Section setting forth the proposed changes, these By-Laws may be amended at any meeting of the Section by a majority vote of the members of the Section present; or

(b) Upon ten (10) days advance notice to the members of the Board of Directors setting forth the proposed changes, these By-Laws may be amended at any meeting of the Board of Directors by majority vote of the members of the Board of Directors present.

Section 2. Upon adoption, any amendment to these By-Laws shall be posted on the Section's webpage on the NJSBA's website.

Section 3. No amendments to these By-Laws shall take effect until approved by the Trustees of the NJSBA.