

**WOOLWICH TOWNSHIP  
120 VILLAGE GREEN DRIVE  
WOOLWICH TOWNSHIP, NEW JERSEY 08085**

**856-467-2666**

**FAX: 856-467-3545**

To: Matt Blake, DOCD

From: Jane DiBella, Administrator/Clerk

Date: October 21, 2014

Re: 10-20-14 Meeting

Please be in receipt of a certified copy of the following Resolution as adopted by the Woolwich Township Committee on October 20, 2014:

**R-2014-206 Resolution Adopting Bylaws of the Woolwich Township TDR Bank Board**

RESOLUTION ADOPTING BYLAWS OF THE WOOLWICH TOWNSHIP TDR BANK BOARD

R-2014-206

WHEREAS, the Township of Woolwich Transfer of Development Rights Bank ("Bank") was created by Ordinance 2014-09 of the Township Committee of the Township of Woolwich ("Ordinance") pursuant to the "State Transfer of Development Rights Act" N.J.S.A. 40:55D-137 et seq.; and

WHEREAS, the Transfer of Development Rights Bank Board ("Board") is authorized to adopt By-Laws for the regulation of its affairs and conduct of its business; and

WHEREAS, said Bylaws have been reviewed by the Woolwich Township Committee as attached hereto; and

WHEREAS, it is the purpose of this Resolution to adopt said Bylaws;

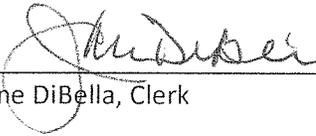
NOW THEREFORE BE IT RESOLVED by the Township Committee of the Township of Woolwich as follows:

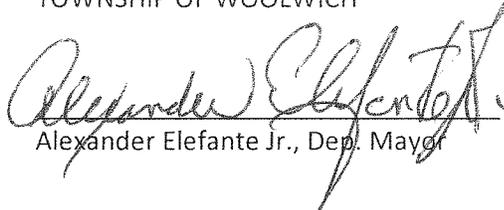
1. That the Township of Woolwich Transfer of Development Rights Bank Bylaws are hereby adopted (a copy of which is attached hereto and made a part of this resolution.)

Adopted this 20<sup>th</sup> day of October, 2014

TOWNSHIP OF WOOLWICH

ATTEST:

  
Jane DiBella, Clerk

  
Alexander Elefante Jr., Dep. Mayor

CERTIFICATION

The foregoing resolution was duly adopted by the Township Committee of the Township of Woolwich at a meeting held on the 20<sup>th</sup> day of October, 2014.

  
Jane DiBella, Clerk

**Township of Woolwich**  
**Transfer of Development Rights Bank**  
**Bylaws**  
**Adopted October 20, 2014**

**ARTICLE 1 – Credit Bank Establishment and Purpose**

1. The Township of Woolwich Transfer of Development Rights Bank (“Bank”) was created by Ordinance 2014-09 of the Township Committee of the Township of Woolwich (“Ordinance”) pursuant to the “State Transfer of Development Rights Act,” N.J.S.A. 40:55D-137 et seq. The Transfer of Development Rights Bank Board (“Board”) is authorized to adopt By-Laws for the regulation of its affairs and conduct of its business.
2. The Bank is established for the purchase, sale or exchange of the development potential that is available for transfer from a sending zone. The TDR Bank shall have the following functions:
  - a. Purchase property in a sending zone, including through the purchase at an auction, if adequate funds have been provided for these purposes and the person from whom the development potential is to be purchased demonstrates possession of marketable title to the property, is legally empowered to restrict the use of the property in conformance with P.L.2004, c.2 (C.40:55D-137 et al.), and certifies that the property is not otherwise encumbered or transferred;
  - b. For the purposes of its own development potential transactions, establish a municipal average of the value of the development potential of all property in a sending zone in a manner consistent with the Ordinance. The establishment of this municipal average shall not prohibit the purchase of development potential for any price by private sale or transfer, but shall be only taken into consideration when the development transfer bank itself is purchasing the development potential of property in the sending zone. Several average values in any sending zone may be established for greater accuracy of valuation;
  - c. Sell, exchange or otherwise convey the development potential of property that it has purchased or otherwise acquired pursuant to the provisions of P.L. 2004, c.2 (c.40:55D-137 et al.), but only in a manner that does not substantially impair the private sale or transfer of development potential;
  - d. When a sending zone includes agricultural land, the TDR Bank shall, when considering the purchase of development potential based upon values established by the municipal average, submit the municipal average arrived at pursuant to subsection b. of this section for review and comment to the CADB. The TDR Bank shall coordinate the development transfer program with the farmland preservation programs established pursuant to the "Agriculture Retention and Development Act," P.L.1983, c.32 (C.4:1C-11 et al.) and the "Garden State Preservation Trust Act," sections 1 through 42 of P.L.1999, c.152 (C.13:8C-1 et seq.) to the maximum extent practicable and feasible;

- e. Apply for funds for the purchase of development potential under the provisions of the "Garden State Preservation Trust Act," sections 1 through 42 of P.L.1999, c.152 (C.13:8C-1 et seq.), or any other act providing funds for the purpose of acquiring and developing land for recreation and conservation purposes consistent with the provisions and conditions of those acts, or for the purpose of farmland preservation and agricultural development consistent with the provisions and conditions of that act and the "Agriculture Retention and Development Act," P.L.1983, c.32 (C.4:1C-11 et al.);
- f. The TDR Bank may apply to the State Transfer of Development Rights Bank established pursuant to section 3 of P.L.1993, c.339 (C.4:1C-51) for either planning or development potential purchasing funds, or both, as provided pursuant to section 4 of P.L.1993, c.339 (C.4:1C-52); and
- g. Undertake any and all other functions and responsibilities of development transfer banks as set forth in the "State Transfer of Development Rights Act", N.J.S.A. 40:55D-137 et seq. and by local ordinance, as may from time to time be amended.

**ARTICLE II – Membership – Officer- Duties**

1. The TDR Bank shall be governed by a Board of Directors comprising five (5) members appointed by the Township Committee in accordance with the Ordinance as same may be amended. The members shall have expertise in either banking, law, land use planning, natural resource protection, historic site preservation or agriculture.
2. A Board Chairperson shall be elected annually from among the members of the Board. The Chairperson shall:
  - (a) Preside at meetings of the Board;
  - (b) Rule on all questions of order;
  - (c) Appoint committees and designate the chairpersons thereof;
  - (d) Sign all resolutions adopted by the Board and any other legal document or instrument approved by the Board;
  - (e) Submit such recommendations as deemed necessary concerning the business, duties, and office of the Bank;
  - (f) Have such other duties and powers as conferred by these by-laws, or by any resolution adopted by the board;
3. A Vice Chairperson may be elected by a majority vote of the Board, and shall possess such powers and shall possess such duties as may be assigned from time to time by the Board, and in the absence or incapacity of the Chairperson, shall assume and perform all duties and powers of the Chairperson.
4. The Board of Directors shall appoint an Executive Director as the chief administrative officer of the TDR Bank. The Executive Director shall serve at the pleasure of the Board. The Executive Director’s salary shall be set by the Board.

5. The Executive Director shall, subject to the foregoing provisions, be in charge, generally, of the administrative activities of the Board. The Executive Director shall have the following administrative duties, which shall be in addition to any other duties assigned to him/her by these by-laws or resolution adopted by the Board:
  - (a) He/She shall supervise and direct the internal organization and reorganization of the staff of the Bank;
  - (b) He/She may assign functions and duties to any member of the staff, and modify such assignments as needed;
  - (c) He/She shall have the power to appoint, promote, remove, suspend, discipline, and supervise subordinates, assistants, and employees of the Board, or a personnel committee thereof. He shall have the power to appoint employees, and the salary of any such employee shall be subject to the approval of the Board, the Township's Chief Financial Officer and the Township Committee;
  - (d) He/She shall administer the affairs of the Bank and the Board for the efficient, orderly, and economical administration of all the administrative and executive affairs of the Bank;
  - (e) He/She shall, consistent with New Jersey statutes respecting purchasing, supervise the procedures for procurement of all supplies, materials, and equipment requested by the Board;
  - (f) He/She may contract for services necessary for the proper operation of the Bank, or to carry out the policies of the Board, provided that the amount of any such contract shall be subject to the approval of the Board, the Township Committee and the Township's Chief Financial Officer;
6. The Executive Director or his/her designee shall serve as Secretary to the Board, and the Secretary to the Board:
  - (a) Shall attend all meetings of the Board and act as Secretary thereof, and record all notes and shall keep a record of the proceedings at all meetings of the Board in a minute book, and a resolution book, or both, which shall be open at all reasonable times to inspection by any member of the Board or any member of the public;
  - (b) Shall cause a true copy of the minutes of every meeting to be prepared and delivered to the members of the Board;
  - (c) Shall maintain records of the Bank's transactions, revenues, expenditures, communications, and proceedings, and such records shall be open at all reasonable times to inspection by any member of the Board;
  - (d) Shall keep in safe custody the seal of the Bank and shall affix such seal to all papers authorized to be executed by the Board requiring such seal to be affixed;
  - (e) Shall when requested cause copies to be made of all minutes, resolutions, and other records and documents of the Board, and give certificates under the seal of the Bank

to the effect that such copies are true copies and all persons dealing with the Bank may rely on such Certificates;

- (f) Shall perform such other duties as are incident to his/her office as may be assigned from time to time by the Board.
7. A Township Committee liaison to the TDR Bank Board shall be appointed by a majority of the Woolwich Township Committee annually.
- (a) The Township Committee Liaison shall attend all meetings of the TDR Bank Board and shall report back to the Township Committee regarding the results and actions of the TDR Bank Board.
  - (b) The Township Committee liaison to the TDR Bank Board shall be considered a non-voting member of said Board.

### **ARTICLE III – Organization – Meetings**

1. The Board shall meet as often as necessary to carry out its function, however, a regular meeting shall be held no less than quarterly, at a time and place to be fixed by its members, and shall be held in accordance with the Open Public Meetings Act, P.L. 1975, c. 231 (N.J.S.A. 10:4-6 et seq.)
2. Special meetings may be called at any time by the Board Chairperson. The Chairperson may set any time and place to hold special meetings, which shall be held in accordance with the Open Public Meetings Act, P.L. 1975, c. 231 (N.J.S.A. 10:4-6 et seq.)
3. To the extent consistent with these by-laws, the conduct of meetings shall be governed by Robert’s Rules or Order.
4. An agenda for each meeting shall be prepared after consultation with the Chairperson. Copies of the agenda shall be provided to each Board member seven days prior to the date of the meeting to the extent practicable.
5. The agenda shall generally be structured as follows:
  - (a) Roll call;
  - (b) Approval of minutes of previous meeting;
  - (c) Petitions and Communications; Reports of Chairperson and Vice-Chairperson;
  - (d) Motions and Resolutions;
  - (e) Old business;
  - (f) New business;
  - (g) Executive Director’s Report
  - (h) Public participation;

The Board may by majority vote direct that any item be placed upon the agenda for the next meeting.

6. Business may be conducted if a quorum of the Board is present at a meeting. Any Board member who participates by speaker phone shall be considered present for purposes of conducting Bank business. A majority of the authorized membership (i.e. three members) shall constitute a quorum.
7. Each Board member shall be entitled to one vote. Votes may be cast only by members or designees who are present at the meeting, or who participate by speaker phone, as set forth above.
8. The Affirmative vote of a majority of the total authorized membership shall be necessary for the board to take any action or conduct any business.
9. The minutes of each meeting, and any corrections thereof truly adopted, shall be signed by the Secretary and kept in the Board's principal office.
10. All resolutions presented to the Board shall be in writing. Upon adoption, copies of all resolutions shall be attached to the minutes of the proceedings. All resolutions adopted in any one year shall be numbered from one consecutively upwards in order of their adoption.
11. It is the policy of the Board to provide citizens an opportunity to present suggestions, views, and comments respecting the Bank's functions, responsibilities, and proposed actions during a reasonable period of time at each meeting.

#### **ARTICLE IV – Voting**

No member of the Board shall vote in any matter in which he or she has a financial or other conflict of interest.

#### **ARTICLE V – Amendments**

1. These by-laws may be amended, repealed, or added to by the Board, as necessary and in its discretion, at any meeting by a majority vote of the Board.
2. No amendment, repeal, or addition to these by-laws may be considered unless notice of same is given in writing and mailed or delivered personally to each member of the Board at his/her residence or office at least seven days in advance of the meeting, to the extent practicable, at which the motion to adopt the amendment, repeal, or addition be presented.