

**MERCER COUNTY PARK COMMISSION  
BY-LAWS**

**ARTICLE I. Offices**

Section 1

The office of the Mercer County Park Commission shall be at such place in the County of Mercer and the State of New Jersey as the Board of Freeholders may provide.

Section 2

The Agent, who shall be in charge of said office and upon whom process against the Mercer County Park Commission may be served, shall be the Executive Director\* of the Mercer County Park Commission.

**ARTICLE II. Seal**

Section 1

The Mercer County Park Commission shall have a seal of duly approved form and design, an impression of which is affixed hereto.

**ARTICLE III. Fiscal Year**

Section 1

The Fiscal Year of the Mercer County Park Commission shall commence on the First Day of January and shall end at the close of business on the Thirty-first day of December in the same year.

**ARTICLE IV. Depository for Funds**

Section 1

The Mercer County Park Commission shall designate depositories for funds of the Mercer County Park Commission, and said funds deposited in these banks shall be subject to withdrawal by checks, notes, drafts, bills of exchange, acceptance, orders or other instruments for the withdrawal of funds, when signed, made drawn, accepted or endorsed on behalf of the Mercer County Park Commission by the Treasurer.

**ARTICLE V. Meetings**

Section 1

The Park Commission's Annual Meeting shall be held during the meeting of the Commission in June of each year, at a location determined by Commissioners, at least thirty (30) days in advance of such meeting.

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*\* Although the enabling statute uses the term "Secretary" the reality of the Mercer county Park Commission is that the Executive Director is tasked with all the powers of the statutory "Secretary." In lieu of the former terminology of "Secretary" these By-Laws shall refer to an Executive Director whose powers shall be set forth in these By-Laws.*

## Section 2

The regular meetings of the Park Commission shall be held on the last Wednesday of the month at 5:30pm at a location to be determined by the Commissioners at least thirty (30) days in advance of such meeting. The November and December meetings may be combined and take place at a date and time to be determined by the Commissioners at the October regular meeting.

## Section 3

Five (5) members shall constitute a quorum for the transaction of business at any meeting of the Mercer County Park Commission, as provided in N.J.S.A. 40:37-95.5.

## Section 4

The Meetings of the Mercer County Park Commission shall be open to the public.

## Section 5

A Special Meeting of the Mercer County Park Commission may be called by the Commission President provided forty-eight (48) hours written notice is given to all members of the Mercer County Park Commission of the time, place and purpose of such meeting.

## Section 6

Upon written request and a statement of the reasons therefore of five (5) members of the Mercer County Park Commission, the Commission President shall call a Special Meeting of the Mercer County Park Commission and shall give forty-eight (48) hours written notice to all members of the time, place and purpose of such meeting.

## Section 7

The Executive Director shall provide notice of all meetings in conformance with the Open Public Meetings Act N.J.S.A. 10:4-6 et seq. Notice for working session meetings shall state, in accordance with N.J.S.A. 10:4-8(b), that no formal action will be taken.

## Section 8

Commissioners may participate in regular and special meetings by telephone conference or by other means of electronic communication and shall be considered present for purposes of determining a quorum and may vote on all issues that may come before the Commission.

## Section 9

Closed or executive sessions may be held with proper public notice during the course of a public meeting as provided by the Open Public Meetings Act. N.J.S.A. 10:4-6 et. seq.

## Section 10

Members of the public may comment on pertinent Park Commission issues as provided for in the meeting agenda. Such comments may be limited in time by the Commission President pursuant to resolution adopted by the Commissioners.

## **ARTICLE VI. Order of Business**

### Section 1

The Order of Business, unless changed by a majority vote, at all meetings of the Mercer County Park Commission shall be as follows:

1. Roll Call
2. Flag Salute
3. Notice of Meeting
4. Approval of Minutes
5. Approval of Bills
6. Revenue Report
7. Communications
8. Committee Reports
9. Employee-of-the-Month
10. Old Business
11. New Business/Resolutions
12. Director's Report
13. Public Comment
14. Adjournment

## **ARTICLE VII. Election of Officers and Appointments**

### Section 1

The Mercer County Park Commission shall choose annually from among its members a President and a Vice President.

## Section 2

The Executive Director shall appoint employees on a full or part-time basis as deemed necessary to carry out its mission.

## Section 3

The Commission at its Annual Meeting shall choose from among its members a President and Vice-President elected by a majority of the votes cast at the Commission's Annual Meeting. Such officers may be removed with or without cause by a vote of six (6) board members.

## Section 4

The County Treasurer shall be the Treasurer of the Mercer County Park Commission.

## Section 5

No member of the Commission shall be nominated for more than one (1) office for the Mercer County Park Commission.

## Section 6

All resolutions shall require the affirmative vote of five (5) members, present at any meeting of the Mercer County Park Commission.

## Section 7

Results of the elections of officers shall be entered into and made part of the minutes of the Regular Annual Meeting.

## Section 8

The officers elected at the Annual Meeting as held in the month of June shall be installed immediately and shall assume office and shall hold office for a period of one (1) year from the day of installation.

## Section 9

Vacancies occurring in the membership of the Mercer County Park Commission shall be filled by the Mercer County Executive with the advice and consent of the Board of Chosen Freeholders. If a commissioner's term has expired said Commissioner may continue to serve in that capacity until the vacancy is filled.

## Section 10

Vacancies occurring in the offices of President and Vice President of the Mercer County Park Commission, other than those occurring by reason of expiration of term shall be filled promptly by the members of the Commission. The officers so elected shall hold office for the unexpired term only.

**ARTICLE VIII. Duties of the President**

Section 1

The President shall preside at all meetings of the Mercer County Park Commission and shall be ex-officio member of all committees. The President shall appoint members of committees and their chairperson. Such chairperson shall be subject to the confirmation by a majority vote of Commission members.

Section 2

Necessary expenses, as shall be allowed to the members of the Mercer County Park Commission, shall be paid from funds of the Mercer County Park Commission by the County Treasurer upon vouchers signed by the President and the Executive Director.

Section 3

The President shall perform the duties prescribed by these by-laws and such other duties applicable to the office. The President shall hold office for the appropriate term or until his/her successor is elected.

**ARTICLE IX. Duties of the Vice President**

Section 1

In the absence or incapacity of the President, the Vice President shall have all the powers and perform all the duties of the President.

Section 2

The Vice President shall perform the duties prescribed by these by-laws and such other duties applicable to the office.

**ARTICLE X. Duties of the Executive Director**

Section 1

The Executive Director shall be elected by the Park Commission and shall perform the duties prescribed by these by-laws and such other duties applicable to the office. Under the direction of the Mercer County Park Commission the Executive Director shall be the administrative head of the office of the Mercer County Park Commission.

Section 2

The Executive Director shall attend all regular and special meetings and shall designate an Administrative Assistant to keep a correct record of the proceedings of the Commission at all meetings, give notice of regular, adjourned and special meetings, be responsible for accurately maintaining in complete form the Commission's records and perform such other duties as may be assigned by the Executive Director.

### Section 3

The Executive Director shall have full authority regarding the hiring, direction, control and discharge of all employees of the Commission. He/She shall act as liaison with legal counsel and other specialists to the Commission.

### Section 4

Should the Mercer County Park Commission determine to draw the moneys provided and made available by the Board of Chosen Freeholders of Mercer County, under provisions of N.J.S.A. 40:37-95.1 et seq., the requisition so drawn shall be signed duly and approved by Executive Director.

### Section 5

The Executive Director shall be responsible for the accomplishment and performance of the plans, objectives and policies adopted by the Commission. In this connection, he/she shall observe whatever time or financial limits may be set by the Commission and report promptly to the Commission or appropriate committee if circumstances beyond but not limited, by his/her control, make the performance of any assignment impossible or impractical to fulfill.

### Section 6

The Executive Director shall be responsible for all purchases of office and park equipment, supplies and material. Such purchases or commitments shall not exceed budgetary limits and shall be in conformity with the plans to be worked out between the Director and the Finance Committee. All purchases shall be conducted and approved in accordance with the policies and regulations approved by the Commission and in compliance with the law.

### Section 7

The Executive Director shall make recommendations for revisions to the organization's structure.

### Section 8

The Executive Director shall carry out all policies, regulations and/or directives approved and/or established by the Commission.

### Section 9

In the absence or incapacity of the Executive Director and at such other times as the Commission may prescribe or approve, the Deputy Director of the Park Commission shall act as such Executive Director who shall have all the powers and perform all the duties of the Executive Director.

#### Section 10

The Executive Director shall keep such records and make such reports as shall be required by the Mercer County Park Commission and shall keep such other records and make such other reports as the Mercer County Park Commission shall require, or the President may require.

#### Section 11

All bills received shall be examined by the Executive Director and when such bills are certified to be correct as to nature, quantity and amount, such bills shall be submitted to the Treasurer's office for payment; the Executive Director shall report the total of the disbursements made during the month to the Commission at the next regular meeting.

#### Section 12

All payrolls paid to employees of the Commission during the month shall be reported by the Executive Director to the Budget, Finance and audit Committee as requested and made available to the Commission at the next regular meeting.

#### Section 13

The Executive Director, shall at all times keep or cause to be kept full and accurate accounts of all receipts and expenditures, and of resources and liabilities, and shall prepare or cause to be prepared detailed Annual Statements thereof, and after Annual Audit, the said records shall be preserved as part of the permanent records of the Mercer County Park Commission.

#### Section 14

The Executive Director, shall at all times keep or cause to be kept, any and all maps, plans, papers, documents, accounts, minutes, recordings, agreements, deeds, contracts and other writings as pertain to the actions and doings of the Mercer County Park Commission.

#### Section 15

The Executive Director shall hold office in an "at will" capacity.

#### Section 16

The Executive Director shall appoint Commission staff members to serve on Committees, as referenced in Article IX and XII, as deemed appropriate.

### **ARTICLE XI. Duties of the Treasurer**

#### Section 1

The Mercer County Treasurer shall be the Treasurer of the Mercer County Park Commission.

## Section 2

Necessary expenses, as shall be allowed to the members of the Mercer County Park Commission, shall be paid from funds of the Mercer County Park Commission by the County Treasurer, upon vouchers signed by Executive Director.

## Section 3

All disbursements by the Mercer County Park Commission shall be by check, signed by the Treasurer or his/her appointed representative.

## Section 4

The Treasurer shall maintain a record of the funds of the Commission.

## Section 5

Appropriated funds when and as received by the Commission shall be deposited by the Treasurer in the depositories named.

## Section 6

The Treasurer shall perform the duties prescribed by these by-laws and such other duties applicable to the office.

## **ARTICLE XII. Committees**

### Section 1

The Commission President may appoint Committees from the members of the Mercer County Park Commission as may be deemed necessary in the interest of efficient operation of the Mercer County Park Commission.

### Section 2

Special Committees may be appointed by the Commission President at any time as may be deemed necessary to fulfill the objects and purposes of the Mercer County Park Commission.

### Section 3

Committees shall include, but not be limited to the following:

1. **Budget, Finance and Audit Committee**

The Budget, Finance and Audit Committee shall be composed of Commission staff members appointed by the Executive Director and a representative of the Office of County Treasurer. The Chairperson shall be designated by the Commission President and shall be a Park Commissioner. The Committee shall advise the Commission on budget, financial and audit matters and shall report annually its recommendations on any matter referred to it, or otherwise, as it may deem



appropriate. The committee shall report, or cause to be reported, the financial status of the Commission at each of its regular meetings, shall prepare, or cause to be prepared, an annual budget for presentation at the Commission's Annual Meeting, assist in the evaluation of short and long-term planning, prepare, or cause to be prepared, an audit, and perform such additional duties as may be deemed necessary and appropriate by the Commission.

2. Administrative Services and Human Resources Committee

The Administrative Services and Human Resources Committee shall be composed of Commission staff members appointed by the Executive Director and a representative of the County Office of Human Services. The Chairperson shall be designated by the Commission President and shall be a Park Commissioner. The Committee shall review and conduct executive staff performance reviews; develop, or cause to be developed, an employee handbook, review and recommend employee compensation policies; review pay scales for Commission personnel; devise and recommend an executive and key management succession plan; review, in consultation with the Executive Director Commission staffing structures and needs; ensure that diversity initiatives and equal opportunity are present in the Commission; establish independent contractor, volunteer, internship and grievance policies to be approved by the Commission; and perform such additional duties as may be deemed necessary and appropriate by the Commission.

3. Capital Planning and Land Acquisition Committee

The Capital Planning and Land Acquisition Committee shall be composed of Commission staff members appointed by the Executive Director, a representative of the County Planning Department and a member(s) of the general public appointed by the Commission President. The Chairperson shall be designated by the Commission President and shall be a Park Commissioner. The Committee shall prepare reports only after consultation and input from the Office of the Executive Director, recommending Capital Improvement Programs which may recommend capital improvements for the following five (5) years in order of priority. The report shall be submitted to the Commission for its consideration and approval. The Commission may submit the approved Capital Improvement Plan to the Mercer County Executive and Mercer County Freeholders for adoption. The Committee shall also encourage the County, the Commission and the public, in consultation with the Mercer County Planning Board, the preservation of wildlife habitat, open space, historic and cultural areas, through land acquisition when necessary and appropriate.

4. Golf Operations Committee

The Golf Operation Committee shall be composed of the Director of Golf Operations, the Green Superintendent and the Head Golf Professional or their designees. The Commission President shall appoint at least two members of the general public and designate a Chairperson who shall be a Park Commissioner. The Committee shall review, develop and make recommendation to the Commission including, but not limited to, golf course operations, protocols, rates, marketing and advertising, utilization, golf course use analysis, as well as develop and recommend facility specific projects for capital budgeting.

5. Recreational Facilities Committee

The Recreational Facilities Committee shall be composed of members of the Commission staff appointed by the Executive Director and at least two (2) members of the general public appointed by the Commission President. The Chairperson shall be designated by the Commission President and shall be a Park Commissioner. The Committee shall review, develop and make recommendations to the Commission as to park recreational facilities other than golf operations. This would include, but not limited to, protocols, rates, marketing and advertising, utilization, facility use analysis, as well as develop and recommend facility specific projects for capital budgeting.

6. Environmental, Garden and Arbor Committee

The Environmental, Garden and Arbor Committee shall be composed of members of the Commission staff appointed by the Executive Director and at least two (2) members of the general public appointed by the Commission President. The Chairperson shall be designated by the Commission President and shall be a Park Commissioner. The Committee shall establish, recommend and promote environmental awareness and stewardship throughout the Mercer County Park System and its facilities; establish and recommend guidance for plantings and maintenance of trees, grasses and other flora; as well as any other such issues that may be referred to its oversight by the Commission.

7. Nominating Committee

The Nominating Committee shall consist of three (3) members of the board, none of whom shall be the President or Vice-President of the Commission. The Chair shall be determined by the three (3) Committee members. The Committee shall prepare a slate of nominees for the executive positions of the Commission and present it to the Commission at its Annual Meeting. The Nominating Committee, when necessary and appropriate, shall conduct a search, or cause such search to be undertaken, for the MCPC Executive Director, and Deputy-Director of the Mercer County Park Commission, in consultation with the Mercer County Executive.

Section 4

The Commission President may designate more than one (1) Park Commissioner to serve on a Committee.

Section 5

Members of the general public, who are appointed to a Committee by the Commission President, shall be subject to the approval of the Commissioners. Such members of the general public shall not comprise more than 50% of the Committee membership and shall serve at the pleasure of the Committee Chair.

**Article XIII. Amendments or Revisions of the By-Laws**

Section 1

These By-Laws shall supersede all prior By-Laws heretofore adopted and may be amended, revised, suspended or repealed in whole or in part by an assenting vote of six (6) members present, or two-thirds of the entire Commission, at any Regular Meeting of the Mercer County Park Commission, PROVIDED THAT the proposed changes shall have been submitted in writing and read at the next preceding Regular

Meeting of the Mercer County Park Commission and PROVIDED FURTHER THAT at least ten (10) days written notice shall have been given to all members of the Mercer County Park Commission in advance of the date when such amendment is to be voted upon, notifying said Mercer County Park Commission members that such meeting a proposal to amend the By-Laws is to be voted upon.

#### **ARTICLE XIV. Indemnification**

##### Section 1

Subject to the limitations set forth in Section 2 of this Article, the Commission is entitled to insure against liability for its negligence and that of its officers, employees or servants, whether or not compensated or part-time, who are authorized to perform any act or services, but not including an independent contractor within the limitations of the "New Jersey Tort Claims Act."

##### Section 2

To that end, whenever any civil action of this type has been or shall be brought against any Commissioner of the Park Commission, the Commission, or a person formerly holding said office for any action or omission arising out of or in the course of the performance of the duties of such office, the Commission shall defray all costs of defending such action, including reasonable counsel fees and expenses.

##### Section 3

The Commission shall not be responsible to defend and indemnify any of the aforesaid officials mentioned in the first paragraph if it determines that:

- i. The act or omission complained of was not within the scope of authority;
- ii. The act of omission complained of, constituted a criminal act, actual fraud, willful misconduct, gross misconduct, an intentional tort or actual malice;
- iii. The act of omission complained of was the result of a manifestation by the Commission(ers) of a reckless or callous indifference to the constitutionally protected rights of the complainant, ill will or a desire to injure The complainant;
- iv. The Commission has obtained an insurance policy which insures the aforesaid officials and the insurance company has agreed to defend the cause of action and to indemnify the official or officials and the Commission. the Commission shall not be liable for any fees, expenses, indemnification or costs other than any minimum deductible amount which the insurance policy does not cover; and
- v. The Commissioner has failed to deliver to the Executive Director within ten (10) days of the time he or she received written notice of a claim from a claimant, or his or her representative, or is served with any summons, complaint, process notice, demand or pleading, the original

or copy of such document or thereafter fails to cooperate with the Commission in the defense of the matter

#### Section 4

If the Commission determines to provide a defense, it shall be done by:

- i. Using the attorney selected by the Mercer County Insurance Fund Commission providing defense, if applicable;
- ii. Hiring an attorney of its choice and paying the fees directly; and
- iii. Reimbursing the Commissioners for reasonable attorney's fees expended.

#### Section 5

The Commission shall, in its sole discretion, select from options (ii) and (iii) if Section 4 (i) is not applicable.