



FRIENDS OF WEST WINDSOR OPEN SPACE

Meeting Minutes

March 26, 2024 – 7:30PM – Zoom (Video Chat Application)

Members Present

- Paul Ligeti (Trustee)
- Alison Miller (Trustee)
- Benety Goh (Trustee)
- Mike Schuit (Trustee)
- Becky Marks (Trustee)
- Laura Tai (present for open session only)
- Frank Lavadera (Trustee)
- Bob Murray (Trustee)
- Eileen Murphy (Trustee)
- Theresa Liu
- Ilene Dube (Trustee)

Quorum

- Quorum was made.

Elections

- The following individuals were elected to the following positions, to serve for a period of 1 year. All positions were given a motion, and all were seconded.
 - President: Alison Miller
 - Acting President: Mike Schuit
 - 1st Vice President: Theresa Liu
 - 2nd Vice President: Bob Murray
 - Treasurer: Frank Lavadera
 - Assistant Treasurer: Alison Miller
 - Secretary: Paul Ligeti
 - Assistant Secretary: Becky Marks

Bylaws

- A new set of Bylaws - to supersede and replace previous Bylaws - was approved by vote of the Trustees. They are attached to these minutes.

Treasurer's Report

- We have been asked for a contribution of \$600 by the Shade Tree Commission for Arbor Day. We had approved \$300 prior and are being asked to contribute \$300 more.
- Princeton Rotary gave us \$300 for Arbor Day.
- FOWWOS will be reimbursing Paul Ligeti \$240 for a 2-year subscription that allows us to keep our website online.

Open Space Tax & New NJ Law on Affordable Housing

- There were recent discussions at Town Council as to whether the Open Space Tax should be raised to help acquire what remains of open space in town, especially in light of the newly approved NJ law on affordable housing. This law goes into effect July 2025.
 - Mike hypothesized that the law may increase the value of property throughout the state but may not immediately impact West Windsor for a few years.
 - Alison mentioned that Sam said in a recent presentation that we are getting as much money from our 2-cent open space tax as when it was higher, because of population growth. This is likely to be an argument used in the future against an Open Space tax.
 - Frank agreed that there may not be an appetite for increasing our Open Space tax, at least in the immediate future.
- Sam made a presentation at a recent Town Council meeting about the status of Open Space preservation in West Windsor.
 - Youtube link to meeting recording: https://www.youtube.com/watch?v=E_ZF4E0W9ks
 - Ilene asked for the packet of information that Sam alluded had been sent to FOWWOS through the Township Clerk; Bob will provide upon request.

Open Space and Historic Sites

- Paul presented information about where historic sites in town – recognized by (1) the New Jersey Register of Historic Places, (2) National Register of Historic Places, and (3) West Windsor Township's Historic Preservation Plan – overlap or are adjacent to FOWWOS' open space parcel map. This would provide FOWWOS an additional argument to preserve these parcels and may also open up additional grant opportunities (perhaps through Greenacres).

Inviting Mercer County Executive to Speak

- Ilene suggested inviting Mercer County Executive Dan Benson to talk about his plans for Open Space. This would be an opportunity to also publicize FOWWOS and get volunteers/email signups. Ilene offered to contact him.
- Alison suggested we take the lead on this rather than deferring to the Township, because FOWWOS is an independent nonprofit. We can talk to the Township and loop in Sam, but FOWWOS, not the Township, would host.
- Perhaps holding a walk afterward? To be decided.
- It was generally agreed that we would prefer Benson to attend in-person, but if he insists on a remote lecture, we could accommodate.

Greenacres Funding (Closed Session)

- Following a successful vote to enter into a closed session, FOWWOS had a discussion on Greenacres Funding.



BYLAWS of the **FRIENDS OF WEST WINDSOR OPEN SPACE**

These Bylaws are formulated in accordance with the Certificate of Incorporation filed by the Friends of West Windsor Open Space, Inc. (“Corporation”), with the Secretary of State of the State of New Jersey, January 25, 1996.

1.0: Registered Office

The address of the registered office of the Corporation shall be that of the current Secretary of the Corporation, or an alternative as may be determined from time to time by the Board of Trustees. The mailing address of the Corporation shall be PO Box 73, West Windsor NJ 08550.

2.0: Membership

2.1: Qualifications

A Member of the Corporation may be any person who indicates a desire to support its purposes and who pays the Annual dues in the amount prescribed by the Board of Trustees.

2.2: Dues

Dues shall be in the amounts prescribed by the Board of Trustees for Membership categories specified by the Board of Trustees. Dues shall be payable Annually. Dues notices may be sent to the Members on or before the end of the calendar year preceding the year for which dues are applicable.

2.3: Privileges and Duties

Members of the Corporation shall have all the privileges and duties defined herein. In particular, all Members in good standing have the right to vote at the Annual Meeting of the Members and at Special Meetings of the Members.

2.4: Members in Good Standing

For the purposes of these Bylaws, a Member in Good Standing is one who has paid his or her current Annual dues.

2.5: Honorary Membership

Under special circumstances, the Board of Trustees may vote by simple majority to confer honorary Membership on certain individuals for outstanding contributions to the work of the Corporation or for other good cause. Honorary Membership shall be nonvoting and free of the dues payment obligation.

3.0: Meetings of the Members

3.1: Annual Meeting

The Annual Meeting of the Members shall take place during February at such place and time in West Windsor Township as the Board of Trustees shall select or via a virtual conference application (examples: Zoom, GoToMeeting, etc.).

Written notice of the Annual Meeting shall be sent to each Member in good standing at least two (2) weeks prior to said meeting. Written notice may be by any means defined under section 14.0 of these Bylaws.

3.2: Business of the Annual Meeting

The business of the Annual Meeting shall include the election of Trustees, as well as any other business that may be (a) brought by the Trustees during the meeting or (b) suggested to the Trustees at least 10 days in advance of said meeting and, if and only if agreed upon by a majority of Trustees in advance, placed in said meeting's agenda.

3.3: Special Meetings

Special Meetings of the Members in good standing may be called by the Board of Trustees or by written request to the Board of Trustees from at least ten Members in good standing. The purpose of the Special Meeting must be specified in writing by the Board of Trustees or by the requesting Members. At least ten days written notice must be given to the Membership at large prior to the Special Meeting, and action at the Special Meeting must be confined to the specific issues stated in the written notice. Such notice shall either be sent to the Membership or published in any newspaper of general circulation in the township. All Members in good standing in attendance may vote on all matters that come before the Special Meeting.

3.4: Quorum for Annual and Special Meetings

At any Annual or Special Meeting of the Members, a quorum to do business shall be a majority of Trustees either present in person or present by proxy, unless otherwise required by state law.

3.5: Voting at Annual and Special Meetings

A majority of Members present in person or present by proxy shall be sufficient for action on Corporation business.

4.0: The Board of Trustees

4.1: Number of Trustees

There shall be no less than five (5) and no more than twenty-one (21) seats on the Board of Trustees.

4.2: Terms of Trustees

The term for each Trustee shall be a period of three years. Trustees shall be elected for each sequential three-year period. Trustees' terms shall begin on the first day of March of each year and expire on the last day of February of each year.

4.3: Candidates for Trustee

The names of candidates for the position of Trustee shall be presented at the Annual Meeting. Candidates may be chosen by a Nominating Committee or may be proposed by the membership at large. The candidate's name may be submitted to all Trustees at least three weeks prior to the date of the Annual Meeting. The names of all candidates proposed for the position of Trustee shall be included in the notice of the Annual Meeting.

4.4: Election of Trustees

Trustees shall be elected at each Annual Meeting. Election shall be by majority vote of those Members in Good Standing present, including Trustees. Vacancies on the Board of Trustees may also be filled at this time. Trustees may be reelected for additional terms. There shall be no limit on the number of terms served by any Trustee.

4.5: Attendance

To retain the position of Trustee, each Trustee shall be required to attend at least one-half of the meetings of the Board of Trustees scheduled in each Membership Year. An exception may be made at the request of a Trustee who wishes to be excused from this requirement due to reasonable extenuating circumstance.

4.6: Vacancies

Any vacancy on the Board of Trustees may be filled by majority vote of the Trustees remaining in office after the vacancy occurs or at such later time as the Board may choose. Trustees chosen to fill a vacancy shall serve for the time remaining in the position vacated.

4.7: Removal of Trustees

A Trustee may be removed for cause if so approved by at least two-thirds (2/3) of all Trustees.

5.0: Meetings of the Board of Trustees

5.1: Place of Meeting

Meetings of the Board of Trustees shall be held at the locations specified in the meeting notices.

5.2: Regular Meetings

Regular meetings of the Board of Trustees shall be held once a month at the call of the President or first Vice President unless otherwise approved by a majority of Trustees. Regular meetings may be held more frequently at the discretion of the Board of Trustees. The date of any meeting may be postponed from its regularly scheduled date by written notice to each Trustee of such change no less than five days prior to the original date. If the new date is before the original date, the notice must be sent five days before the new date.

5.3: Quorum

A simple majority of the Trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. A majority vote of the Trustees present shall be sufficient for decision-making at said meeting.

5.4: Notice of Meeting

To be an official meeting of the Board of Trustees, notice in writing must be sent to all Trustees at least three days prior to the date of the meeting. The notice must specify the date, time, place, and anticipated agenda.

5.5: Consent in Lieu of Meeting

Notwithstanding the foregoing provision of Section 4, upon notice to each Member of the Board, the Board of Trustees may take action by means of a consent signed by a majority of the Trustees constituting a quorum consenting to the proposed action of the Board. The consent may be executed without the three-day Notice of Meeting required by Section 4 of this Article V, may be executed in separately signed counterparts, and, for purposes of the foregoing, a signature may be accomplished by facsimile, electronic mail, or any other reasonable means.

6.0: Officers

6.1: Titles

The Officers of the Corporation shall be President, First Vice President, Second Vice President, Secretary, Treasurer, and Assistant Treasurer. Officers shall be elected at the first regular meeting of the Board of Trustees in each Membership Year. Each Officer shall serve for a one-year term and may be reelected for additional one-year terms.

6.2: Vacancies

Any Officer vacancy may be filled by majority vote of the Board of Trustees in office at any meeting of the Board of Trustees. Any Officer may be removed for cause by majority vote of the Board of Trustees.

6.3: Duties

The Officers of the Corporation shall perform those duties customarily performed by such Officers. If an Officer is absent, the next-in-command shall preside in their stead.

6.4: Reports

The Treasurer shall prepare and distribute to the Board of Trustees a report on the financial condition of the Corporation once every three months throughout the fiscal year. The Secretary shall provide a report to the Board of Trustees on the status of the Membership once every three months throughout the Membership Year.

7.0: Committees

The President, with the approval by majority vote of the Board of Trustees, may appoint committees with such powers and duties as he or she shall deem necessary from time to time.

8.0: Legal Counsel

The President, with the approval of a majority vote of the Board of Trustees, may appoint legal counsel to provide legal representation and advice for the Corporation for a period of one year. Such appointment shall be renewable at each Annual Meeting.

9.0: Checks

All checks, notes, or financial agreements of the Corporation must be approved by at least two Officers.

10.0: Use of Corporate Funds

No part of the funds of the Corporation shall inure to the benefit of any individual, nor shall the Corporation attempt in any manner to influence legislation. Said funds shall be used exclusively for the purposes of the Corporation as set forth in Article 2 of the Certificate of Incorporation.

11.0: Dissolution

Upon dissolution of the Corporation, all its assets shall be distributed as provided in Article 10 of the Certificate of Incorporation.

12.0: Fiscal Year

The fiscal year of the Corporation shall be from January 1 through December 31.

13.0: Membership Year

13.1: Membership Year Term

The Membership Year of the Corporation shall be from the first day of March through the last day of February. The Membership Year shall apply for matters related to terms of Trustees and Officers and the setting of the Annual Meeting.

13.2: Dues Term

All dues paid after September 1 shall apply to the current and upcoming Membership Year unless otherwise specified.

14.0: Notification Terminology

For the purposes of communication specified in these Bylaws, the terms “written notice,” “send,” “sent,” or “mail” shall be understood to mean via postal mail, facsimile, or electronic mail.

15.0: Changes to Bylaws

These Bylaws may be changed or amended by a majority vote of the whole Board of Trustees at any regular meeting, provided that notice of the proposed changes has been sent to each Trustee at least ten days prior to the meeting.

These amended Bylaws supersede and replace the Corporation’s previous Bylaws and are adopted by the Corporation’s Trustees on this 26th day of March 2024.

Trustees:

Ilene Dube
Benety Goh
Frank Lavadera
Paul Ligeti
Becky Marks

Alison Miller
Eileen Murphy
Robert Murray
Michael Schuit
Yan Mei Wang