

NJAC

New Jersey Association of Counties

CONSTITUTION AND BY-LAWS

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NJAC

CONSTITUTION AND BY-LAWS

Article I

Name and Object

Sec. 1. Name: This organization shall be known as the New Jersey Association of Counties.

Sec. 2. Object: The object of this Association shall be to assist the elected and appointed officials of every county in the State of New Jersey to discharge their responsibilities and to meet the challenges of providing responsive, effective and efficient county government for their citizens. This goal can best be accomplished by the unselfish interchange of ideas, experience and information at regular and special meetings and conferences of the Association and the dissemination of same to its membership and others through all appropriate means of communication. This Association shall also undertake a major program designed to insure that county interests and concerns are fully considered at both the legislative and administrative levels of New Jersey State government. To these ends, the Association shall maintain a central office staffed by highly motivated and qualified professionals who will undertake the Association's continuing responsibilities, including significant research and service to member counties within the guidelines of this Constitution and By-Laws, and policies established by the Board of Directors and Officers. The strength and vitality of such a full-service Association shall be based on the voluntary participation of the officials of all New Jersey counties; nominees shall therefore be selected for positions of responsibility with the Association on a bipartisan basis. In order to further engender this wide base of support for the work of the Association, cooperative undertakings and membership shall be sought amongst New Jersey and national organizations, which share similar aims and objectives.

Article II

Rules

Sec. 1. Rules of Order: Unless otherwise specifically noted herein, all meetings and conferences of the Association shall be governed by the most current edition of Roberts Rules of Order; and Legal Counsel, as specified in Article VIII, Sec. 3, shall serve as Parliamentarian at said meetings.

Sec. 2. Voting: All voting must be by the properly designated representatives present. Voting by proxy is not permitted.

Article III

Membership and Dues

Sec. 1. Membership: Each county in the State shall become a Member of this Association by the appointment of its voting member and the payment of the required dues as hereinafter set forth. All duly elected or appointed officials of those counties shall be entitled to participate in its activities and to receive the service and privileges of same.

Sec. 2. Dues: NJAC's Board of Directors shall vote to approve at its Annual Meeting the annual dues of member counties. Dues of member counties shall be for the calendar year, payable on or before May 1st of the same. A member county and all of its elected and appointed officials serving in any capacity in or on behalf of the Association shall lose their privilege to vote or participate within the Association or to represent the Association if that county's dues are not paid in full on or before July 1st of each year.

Sec. 3. Business Associate Membership: There is hereby created a membership available for business entities. The qualification for membership and the annual dues for such membership shall be recommended by the Executive Director and adopted annually by the Board of Directors. Business Associates may attend all NJAC functions but may not participate in the discussions at any Board of Directors' meetings and may not vote or serve on the Board of Directors or serve as any officer of the Association.

Article IV

Board of Directors

Sec. 1. Membership and Voting: The Board of Directors shall consist of twenty-five (25) Voting Board Members and one (1) non-Voting Board Member, as set forth in sections 2, 3, and 4 of this article.

Sec. 2. The Board of Freeholders of each member county shall at their annual organizational meeting designate one of their freeholders or their county administrator or county manager to serve as a Voting Member for that calendar year, a second one of their freeholders or their county administrator or county manager to serve as an alternate, and a third freeholder or their county administrator or county manager to serve as a second alternate; provided however, that a county administrator in a county organized under the "Optional County Charter Law" with a "County Executive" may serve as a Voting member, alternate, or second alternate, only if the County Executive recommends to the Board of Freeholders, and the Board approves said recommendation by resolution as prescribed in this section, that the county administrator may serve as a Voting member, alternate, or second alternate on behalf of the governing body. A certified copy of the resolution of these appointments shall be forwarded to the Association's central office prior to their assumption of membership on said Board. The Board of Freeholders of any member county may amend or change their designation(s) by forwarding a certified copy of the resolution affecting such change, which resolution shall take effect at the Association's office.

Sec. 3. The following organizations or county officials shall select from their membership a Voting Board Member, a first alternate and a second alternate for each calendar year in accordance with their respective Constitution and By-Laws:

1. The County Executives
2. Constitutional Officers Association of New Jersey

Written confirmation of these appointments over the signature of the appropriate organization officials must be received at the Association's office before that organization's Voting Board Member or alternates may serve. Each organization may amend or change these designations by forwarding written confirmation of such changes in accordance with their Constitution and By-Laws, to take effect upon receipt at the Association's office.

In addition, the several county improvement authorities operating in this State pursuant to the "County Improvement Authorities Law," N.J.S.A. 40:37A-44 et seq., shall designate a board member or executive director of one county improvement authority to serve as a non-Voting Member for the calendar year in which the individual was designated, a second county improvement authority board member or executive director to serve as a non-Voting alternate and a third county improvement authority board member or executive director to serve as a second non-Voting alternate. The designation shall be in a form and manner chosen by the several county improvement authorities and written confirmation of these appointments must be received at the Association's office before the individuals so designated may serve. Changes to these designations shall be made by forwarding written confirmation of such changes to the Association's office.

Sec. 4. The County Executives shall each year, appoint from the Charter Counties, a county executive to serve as a Voting Board Member, a second county executive or to serve as first alternate, and a third county executive or to serve as second alternate; and the Constitutional Officers Association of New Jersey shall each year, appoint a County Clerk to serve as a Voting Board Member, a second County Clerk to serve as first alternate and a third County Clerk to serve as second alternate, a County Sheriff to serve as a Voting Board Member, a second County Sheriff to serve as first alternate and a third County Sheriff to serve as second alternate, a County Surrogate to serve as a Voting Board Member, a second County Surrogate to serve as first alternate and a third County Surrogate to serve as second alternate.

Sec. 5. Alternate and second alternate Board Members are permitted to enter into discussions but shall not be permitted to vote except in the absence of the Voting Board Member of the county or organization they represent in which case the proper alternate shall stand in place and stead of the Voting Board Member.

A non-Voting Member shall have all of the rights and privileges of a Voting Member, shall be permitted to enter into discussions regarding all of the business of the Association, shall be permitted to participate in all meetings, special meetings and conferences, but shall not be permitted to vote on any Association matters.

Sec. 6. Powers and Duties: Subject only to the Statutes and to the provisions of this Constitution and By-Laws the Board of Directors shall have the entire control and management of the affairs, property and policy of the Association. All formal action by the Board of Directors shall be reported by the Secretary/Treasurer to the member counties of the Association and all members of the Board of Directors. The Board of Directors shall have the power to

authorize special committees comprised of its members, and to prescribe the responsibilities and duties of such committees. The Board of Directors may make and alter rules for its own government, not inconsistent with this Constitution and By-Laws.

Sec. 7. Audit: The Board shall hire an independent auditor to review and report on the finances of the Association on an annual basis.

Sec. 8. Annual Meeting: The Board of Directors will meet on a date in January selected by the Board of Directors at its last meeting of the prior year for the election of officers and other Association business as may be properly undertaken. The meeting shall be called to order by the Immediate Past President or in his or her absence the Executive Director. The Executive Director shall thereupon enter into the record the receipt of all proper current appointments to the Board of Directors.

Sec. 9. Election of Officers: The election of officers shall follow the regular business meeting at the Annual Meeting. After the reading of the Nominating Committee report, the floor will be open to additional nominations by any member of the new Board of Directors. Voting shall be by a voice vote unless there be a call for a vote by ballot from a Voting Board Member. In such event ballots containing the names of all nominees for the entire slate of positions will thereafter be distributed only to those eligible members of the Board of Directors present and voting, the number of which shall be announced by the Legal Counsel. The ballots will be counted by the Legal Counsel and the Executive Director and the results announced and entered into the record of the meeting. The newly elected officers will immediately assume their positions. In the event of a request by at least one-third (1/3) of the voting members present, nominations for each office starting with President shall be made by the nominating committee with additional nominations accepted from the floor. Balloting for that office shall then be outlined immediately above. Results of each election will be announced before proceeding to nominations and voting for remaining positions.

Sec. 10. Regular Meetings: The Board of Directors shall meet each year pursuant to a schedule adopted at its last meeting of the prior year, but reserves the right to cancel or reschedule any meeting accordingly.

Sec. 11. Annual Conference: An Annual Conference highlighting the work of the Association shall be convened by the Board of Directors at a time and location selected by it, but chosen so as to encourage the widest possible attendance of members of the Association.

Sec. 12. Special Meetings: The Board of Directors shall also meet on the call of the President or any eight Voting Members of the Board, after formal notice has been mailed at least ten (10) days prior to said meeting to each Voting Board Member and to the Clerk of the Board of Chosen Freeholders of each member county by the Secretary/Treasurer. Such notice shall state, at least in general terms, the purpose of the meeting.

The Board may by a vote of its members at a duly authorized and convened meeting set a subsequent meeting date, provided that formal notice of said meeting and its purpose has been mailed at least ten (10) days prior to said meeting by the Secretary/Treasurer to all Board members, and to the Clerk of the Board of each member county. For the purposes of this section, the term mailed shall include all electronically transmitted materials including all documents sent by e-mail or facsimile as well as by regular mail.

Sec. 13. Annual Budget: The Board of Directors shall at its last regular meeting of the year, adopt a budget for the Association for the following year. Such budget shall be subject to review and confirmation by the new Board of Directors at the Annual Meeting of the Association in January.

Sec. 14. Quorum: Thirteen (13) Voting Board Members present in person shall constitute a quorum at all meetings of the Board of Directors.

Sec. 15. Election of NACo 2nd Vice President: Unit Rule Provision. The President of NJAC, or other acting spokesperson as authorized in writing by the President, shall cast the total sum of New Jersey's eligible votes for the NACo 2nd Vice President candidate who receives the support of a simple majority of the votes cast. In determining the simple majority the voting shall be in accordance with the prescribed weighted vote given to each of New Jersey's counties by NACo. A vote to select New Jersey's chosen candidate will take place at the discretion of the Board of Directors. The selection will be binding on the first ballot of the NACo election. Selection of the candidate may be postponed until the NACo Annual Conference is so determined by a simple majority vote as set forth above.

Article V

Officers

Sec. 1. Election and Vacancies: The Officers of the Association shall be a President, a First Vice President, a Second Vice President, and a Secretary/Treasury. The President, Vice Presidents and Secretary/Treasurer shall be Voting Board Members of the Association and shall hold office until the election of their successors at the next annual meeting, unless in the meantime

their County's membership in the Association shall terminate or they shall cease to be a Voting Board Member. If a vacancy occurs, it shall be filled for the balance of the term by the Board of Directors at a regular meeting of the Board of Directors but only where notice of such election has been included in the notice of that meeting.

Sec. 2. President: The President shall be the Executive head of this Association. The President shall exercise general supervision of its affairs except that such thereof as are placed under the administration and supervision of the Secretary/Treasurer. The President shall preside at meetings of the Association and of the Board. The President must notify the Board of Directors in writing if the President is unavailable to act and that the first or second vice president in the order of their election is authorized to act on the President's behalf.

The President shall act as the spokesperson of the Association and as its representative at meetings with other organizations and committees unless a member or some other person is delegated to so act in any instance by the President or by the Board of Directors. A pronouncement shall not obligate or commit the Association unless the obligation or commitment has been specifically authorized by the Board of Directors. The President, or Executive Director, as authorized in writing by the Board of Directors, shall sign contracts and agreements wherein this Association is a party and perform all other duties usual and incident to this office.

Sec. 3. Vice Presidents: The first and second vice-presidents in the order of their election shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of his or her disability, or refusal or failure to act, provided that the Vice President called to act notifies the Board of Directors in writing that the President is unavailable and that he or she is acting on the President's behalf. The vice presidents shall perform such other duties as are properly assigned to them by the Board of Directors.

Sec 4. Secretary/Treasurer: The Secretary/Treasurer shall be an officer of the Association. The Secretary/Treasurer shall have charge of and shall exercise general supervision of the financial affairs and keep the records and books of account thereof. The Secretary/Treasurer shall assist in the preparation of the annual budget, collect amounts due to the Association, maintain custody of its funds and monies, and make all disbursements thereof. The Secretary/Treasurer shall have custody of its securities and of its instruments and papers involving finances and financial commitments and shall perform all duties usual and incidental to this office. The Secretary/Treasurer will accept all legal instruments served upon the Association and shall be responsible for recording and reporting on the meetings of the Board of Directors and all committees of this Association.

The Secretary/Treasurer shall make a written report at the Annual conference and at each meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this Association, the state of its budget and appropriations at the date of the report, and the Secretary/Treasurer's recommendations on matters relating to the finances and general welfare of this Association.

The Secretary/Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Association that requires his or her signature, except as such delegation is expressly permitted in a resolution to be adopted by the Board of Directors.

The Secretary/Treasurer, personally, shall not be liable for any loss of money or funds of this Association or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any of his or her acts performed in good faith in conducting the usual business of his or her office.

The Secretary/Treasurer may delegate to the Executive Director or other assistant employed by the Association the actual performance of his or her duties as the Secretary/Treasurer shall from time to time direct, but in no case shall such delegation include the authority to make disbursements of the funds of the Association except as otherwise directed by this Constitution and By-laws.

Article VI

Executive Committee

Sec. 1. Composition. The President, two (2) Vice Presidents, Secretary/Treasurer and Immediate Past President who continues to hold elected county office shall constitute the Executive Committee of the Board of Directors.

Sec. 2. Powers and Duties. The Executive Committee will meet at the call of the President or any three members to consider the general good of the Association. The Executive Committee shall similarly meet to review and act on behalf of the Board of Directors on any matter affecting the Association except for the election of officers, setting of dues, amending the budget or appointing or discharging the Executive Director or Legal Counsel, when it would not be appropriate or possible to quickly convene the entire membership of the Board of Directors. The Executive Committee shall exercise this latter option with due care not to usurp the continuing responsibility and authority of the Board of Directors and shall therefore report any action taken by at the next regular or special meeting of the Board of Directors for their review and confirmation.

Sec. 3. Quorum. At least three officers must be present and action may be taken only on an affirmative majority vote of those present.

Article VII

Standing and Special Committees

Sec. 1. Nomination Committee: The President shall recommend each year, subject to the approval of the Board of Directors, the members of a Nominating Committee. It shall prepare a slate of four officers for the annual meeting selected as insofar as possible to establish a rotation of the officers and the two (2) Vice-Presidents between the two major political parties. The report of the Committee shall be mailed at least thirty (30) days prior to that meeting to each member of the Board of Directors. For the purposes of this section, the term mailed shall include all electronically transmitted materials including all documents sent by e-mail or facsimile as well as by regular mail.

Sec. 2. Standing Committees: membership to the following standing committees shall be appointed annually by the President within thirty (30) days of his election.

Finance and Administration - shall be chaired by the Secretary/Treasurer to review the finances and administration of the Association, including the receipt and study of the annual audit, and to submit an annual budget to Board of Directors.

Legislative - shall be chaired by the 1st Vice-President and shall review legislation and administrative regulations and recommend action thereon by the Board of Directors.

Conference - shall be chaired by the 2nd Vice-President and shall recommend to the Board of Directors a location for the Annual Conference and thereafter plan for its successful implementation.

Personnel - shall review and evaluate staff performance; and, shall deal with all personnel matters, which shall be recommended by the Committee to the Board of Directors. The Board of Directors shall approve all personnel matters and actions.

Sec. 3. Membership. Each standing or special committee now or hereafter created by the Board of Directors shall consist of at least five (5) Voting Board Members of the Board of Directors with no one member serving on more than

two (2) standing committees in any one calendar year, except for the President who shall serve as an ex-officio member of each of the Association's Standing and Special Committees.

Sec. 4. Powers: Each standing or special committee shall report their recommendations to the Board of Directors but shall have no power to incur expenses or to act for the Association unless by express authorization of the Board of Directors, except that the report of the Nominating Committee is not subject to review or amendment.

Article VIII

Association Staff

Sec. 1. Appointment: The Board of Directors shall appoint at the Annual Meeting an Executive Director for a term of one (1) year or for a term designated within an employment contract with the Executive Director and a Legal Counsel for a term of one (1) year, each at such salary as it may from time to time prescribe. The Executive Director may thereafter appoint such other professional research, administrative, or clerical staff as provided for in the current budget of the Association, subject to confirmation of such appointments by the Personnel Committee and President.

Sec. 2. Executive Director: Subject always to the control and under the direction of the Board of Directors, the Executive Director shall serve as manager and be in charge of the Association's office and its staff. The Executive Director may be required to execute an employment contract for a term not to exceed five (5) years to be prepared and negotiated by the Personnel Committee. The Executive Director shall have custody of and be responsible for, all records, papers and documents of the Association, except those pertaining to the office of Secretary/Treasurer unless directed by the Secretary/Treasurer. The Executive Director shall prepare and submit to the Finance and Administration Committee a budget for the following year. The Executive Director shall thereafter assist the Secretary/Treasurer and Finance and Administration Committee in developing an annual budget for submission to the Board of Directors. The Executive Director shall give notice of and attend and assist at all meetings of the Board of Directors and its Executive Committee and maintain minutes of same, both for the records of the Association and for the Board of Directors.

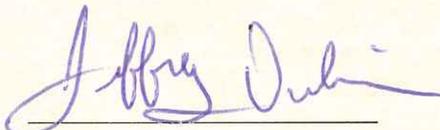
The Executive Director shall also be signatory on all Association checks up to \$10,000; and shall be one of two signatories for Association checks over \$10,000.

Sec. 3. Legal Counsel: Shall provide legal assistance to the Board of Directors and its officers in the work of the Association including a review and report on all legal documents or actions that the Board of Directors is considering on behalf of the Association. Legal Counsel shall be an attorney at law, admitted to practice in the State of New Jersey.

AMENDMENTS

This Constitution and By-Laws may be amended, altered or repealed at any business meeting or regular meeting of the Association provided that at least thirty (30) days prior to said meeting a copy of the proposed amendment, alteration or repealer shall be mailed to the Board of Directors at the Association's office. The Executive Director shall mail a copy no less than thirty (30) days prior to said meeting of the proposed amendment, alteration or repealer to each Voting and alternate member of the Board of Directors. The Board of Directors thereafter shall add the proposed amendment, alteration or repealer to the agenda for said meeting. For the purposes of this section, the term mailed shall include all electronically transmitted materials including all documents sent by e-mail or facsimile as well as by regular mail.

This Constitution and By-Laws shall be reviewed every three (3) years by the Board of Directors to implement any changes deemed necessary for the betterment of the Association.



Jeffrey Dublin
NJAC President
Hudson County Freeholder

June 28, 2013