

BY-LAWS

ESSEX REGIONAL HEALTH COMMISSION

ARTICLE I

Name, Statutory Authorization and Purposes

- SECTION 1 This Organization shall be known as the "Essex Regional Health Commission".
- SECTION 2 This Commission is established and operates pursuant to NJSA 26:3-83 to 94, and under authority of NJSA 26:3A2-21 et seq., NJSA 26:2C-22, and NJSA 26:13-1 et seq.
- SECTION 3 The purposes of the Commission are:
- a) Establishment of a regional health commission and the promulgation of administrative, employment and operational policies with regard thereto in accordance with applicable statutory and regulatory standards as set forth in the NJSA and NJAC.
 - b) Formulation of proposed Ordinances or Codes for the control of environmental pollution, and amendments thereto for consideration by member municipalities.
 - c) Establishment of Commission Offices.
 - d) Preparation of annual budgets and procuring revenue relating thereto from member municipalities and other sources.
 - e) Promotion of other activities designed to reduce or eliminate environmental pollution and protect the public health.

ARTICLE II

Membership and Representation

- SECTION 1 Each participating municipality shall be represented on the Commission by two (2) Commissioners:
- a) One shall be the Licensed Health Officer of the participating municipality, or if there be no Licensed Health Officer, such person as designated by the Board of Health, or the governing body acting as the Board of Health; and,

- b) One shall be a representative of the Board of Health of the participating municipality, or such person designated by the governing body acting as the Board of Health.
- c) Except that if more than seven (7) municipalities participate each participating municipality shall be represented on the commission by one (1) Commissioner, who shall be the Licensed Health Officer of the participating municipality, or if there be no Licensed Health Officer, such person as designated by the Board of Health, or the governing body acting as the Board of Health.
- d) Each individual Commissioner shall be vested with one vote.

SECTION 2 Each Participating municipality shall designate in writing to the Commission Secretary the names of its Commissioner and an Alternate to the Commission. The Commissioner shall represent the participating Municipality on the Commission, and in his/her absence, the Alternate shall act in his/her place and stead. The names of the Commissioner and Alternate may be changed from time to time by the participating municipality, but no changes shall be effective until the delivery to the Commission Secretary of a written designation by the participating municipality.

ARTICLE III

Meetings, Quorum and Voting

- SECTION 1 Regular meetings of the Commission shall be quarterly or as otherwise determined by the Board. The specific date, time, and place of such meetings shall be designated by the Commission or by The President of the Commission in the event the Commission makes no designation.
- SECTION 2 The first regular meeting of each year shall be the organizational meeting.
- SECTION 3 Special meetings of the Commission may be called by the President, when deemed necessary.
- SECTION 4 Commissioners and Alternates shall be notified of all Commission meetings by regular mail, or electronically directed to their respective last known addresses, and mailed at least five (5) days prior thereto.
- SECTION 5 Except as provided in Section 8, a quorum for the transaction of Commission business shall consist of the actual presence of the Commissioners or Alternates representing more than one half of the total Commission membership.

- SECTION 6 Except as otherwise provided in these by-laws or in the rules and regulations governing employment as duly adopted and amended by the Board, all actions of the Commission shall be determined by a majority vote of those in attendance at a meeting and voting.
- SECTION 7 No proxy voting shall be permitted.
- SECTION 8 Under special circumstances, as approved by the Commission President, on a limited case by case basis, attendance and voting may be by teleconference, provided that all votes are taken by roll call only.
- SECTION 9 In recognition of the fact that the Commission does not meet on a monthly basis, the Director is authorized to make expenditures in accordance with budgetary authority to be reported and ratified at the next Commission meeting.
- SECTION 10 If an emergent matter requires Board approval prior to the next scheduled meeting, the Director may solicit and obtain approval by email of a majority of the Board which shall be authority for the Director to take the requested action; provided, information relative to the request for approval shall be clearly set forth and emailed to the full Board and that a minimum of 5 days be permitted for a response. Upon approval or disapproval, an email summarizing the responses received shall be sent to all Board members. All emails associated with such actions shall be retained by the Director both electronically and in hard copy.

ARTICLE IV

Officers and Their Duties

- SECTION 1 Officers of the Commission shall be: President, Vice-President and Treasurer.
- SECTION 2 The Officers shall be elected at the last regular meeting of the expiring term. Newly elected Officers shall take office on the first meeting of the new term following such date and shall continue for two (2) years thereafter or until their successors are elected and installed.
- SECTION 3 Officers shall receive no compensation for their services except for reimbursement of expenses as may be from time to time determined by the Commission.
- SECTION 4 The President shall preside over all Commission meetings and shall be an ex-officio member of all Committees. As Commissioner, he/she shall continue

to represent the participating municipality which designated him/her and shall engage in all voting of the Commission.

- SECTION 5 The Vice-President shall preside over Commission meetings in the absence of the President. In the absence of the President and Vice-President the Treasurer shall preside.
- SECTION 6 Except as herein provided, the officers shall exercise the customary duties incident to their respective offices.
- SECTION 7 If the office of the President shall become vacant the Vice-President shall assume the vacated office for the balance of the term. Any other vacancy may be filled by the Commission for the balance of the term.
- SECTION 8 The Director of the Essex Regional Health Commission shall be the secretary to and ex-officio member of the Commission. The Director shall be responsible for the preparation of the agenda for all meetings. The agenda shall consist of all matters normally reported to or approved by Commission action, and all items requested to be listed for action or discussion by any Commission member or the Director.

ARTICLE V

Nomination and Elections

- SECTION 1 At the meeting preceding an election, the President shall appoint a Nominating Committee of at least three (3) members.
- SECTION 2 The Nominating Committee shall prepare a slate of Officers each of whom shall either be a Commissioner at the time of selection or shall have been designated to be a Commissioner prior to the election and further provided that each nominee shall have agreed to serve if elected.
- SECTION 3 The slate of officers shall be set forth in the Notice of the regular Commission meeting in which the election is to be held.
- SECTION 4 Additional nominations may be made at the Commission meeting provided that the qualification and acceptance requirements of Section 2 of this Article are satisfied.
- SECTION 5 Paper ballots shall be used for the voting for any office for which there is more than one candidate.

ARTICLE VI

Finances

SECTION 1 The fiscal year of the Commission shall commence January 1 of each year.

SECTION 2 The Director shall:

- a) Act in the capacity of Chief Fiscal Officer responsible for all financial records and procedures including general ledger, quarterly reports, cash disbursements, budgetary, investments, cash management, internal control and purchasing.
- b) Establish and maintain the necessary fund accounts in the name of Essex Regional Health Commission. All funds shall be maintained in a FDIC member bank or NJ CASH MANAGEMENT FUND.
- c) Make inter-fund transfers from reserves to any of the other programs or funds in accordance with Board delegated authority or budgetary approvals.

SECTION 3 Withdrawal of Commission funds shall be by check requiring two signatures; provided electronic inter-fund transfer shall be permitted. Checks shall be signed by the Treasurer, or in his/her absence the President or Vice-President, and the Director, or in his/her absence the President or Vice-President. Petty cash funds may be authorized from time to time by the Commission and such funds withdrawn by check.

SECTION 4 All expenditures of the Commission shall be documented by invoice, purchase order, voucher, contract, bill and/or a record of disbursement by check or cash from all accounts.

SECTION 5 The books and records of the Director shall be audited annually by a Certified Public Accountant selected by the Commission.

ARTICLE VII

Committees

SECTION 1 Committees shall be appointed by the President at the beginning of each term.

SECTION 2 There shall be one standing committee denominated the Finance/Personnel

Committee consisting of six members and the President.

SECTION 3 Special Committees may be appointed from time to time by the President for terms of specified or indefinite duration.

SECTION 4 Action of all committees shall be subject to the approval of the Commission.

SECTION 5 Committee meetings for purposes of performing Commission business shall be conducted as required and specified by the Committee Chairman.

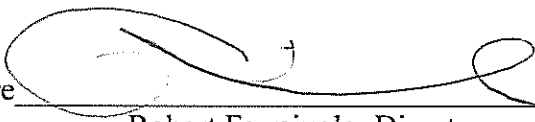
ARTICLE VIII

Adoption and Amendment

SECTION 1 These By-Laws shall become effective upon approval by majority vote of the Commissioners or Alternates present and voting thereon.

SECTION 2 These By-Laws may be amended by the majority vote of the Commissioners or Alternates present and voting thereon; on the condition that notice in writing of the proposed Amendment shall be given to the members no less than five (5) business days prior to the meeting when the vote on the Amendment will be taken.

I, Robert Ferraiuolo, Director, certify that this is a true copy of the By-Laws of the Essex Regional Health Commission as amended by majority vote of the Board of Commissioners.

Signature  3/21/11
Robert Ferraiuolo, Director