SOMERSET COUNTY BOARD OF SOCIAL SERVICES BYLAWS

ADOPTED SEPTEMBER 18, 2019

ARTICLE I. NAME AND PURPOSE

Section 1. The corporate name of this body is the Somerset County Board of Social Services (the "Board").

Section 2. This Board has a corporate seal, and it is in the form impressed on the last page of these By Laws.

Section 3. The Board shall have its principal office at 73 East High Street, P.O. Box 936, Somerville, New Jersey 08876, and may also maintain field offices throughout Somerset County, including field offices located at 630 Franklin Boulevard, #110, Somerset, New Jersey 08873 and 31-D Somerset Street, North Plainfield, New Jersey 07060.

Section 4. The Board represents the public and is responsible to serve the community of Somerset County and represent its people equally. The major responsibilities of the Board are: (1) to insure the uniform, effective and efficient administration of the income maintenance programs and other programs mandated by law; and (2) to provide those social services that enhance the quality of life for eligible members of the community.

ARTICLE II. THE BOARD OF TRUSTEES

Section 1. Composition of the Board of Trustees.

Pursuant to N.J.S.A. 44:1-11, the Board shall be legally constituted and composed of not less than five (5) nor more than seven (7) citizens of Somerset County, at least two (2) of whom shall be women, to be appointed by the Board of Chosen Freeholders, who, with two (2) designated members of the Board of Chosen Freeholders and the County Adjuster, when not serving as superintendent of welfare, as ex-officio members, shall constitute the Board of Trustees of the Somerset County Board of Social Services. The Board shall have a

Chairperson, Vice-Chairperson, Secretary-Treasurer and Assistant Secretary-Treasurer, and may establish such other officer positions as it deems necessary.

Section 2. Terms of Office.

Members of the Board of Trustees ("Members") shall hold their offices for five (5) years as set forth in N.J.S.A. 44:1-12. Vacancies of such Members shall be filled for the unexpired term only. If any member of the Board is appointed for a term that expires, he/she shall continue to serve as a member of the Board until his/her successor is duly appointed and qualified as a member of the Board, except as follows:

(a) In the event a Freeholder member vacates his/her office as a Freeholder through resignation, removal, non-election or otherwise, his/her seat on the Board shall be deemed to be vacated.

(b) In situations wherein the Board of Chosen Freeholders shall affirmatively deny by Board vote or resolution the re-appointment of either a civilian member or a Freeholder member of the Board, then the term of the person who is serving on a holdover basis shall automatically cease as of the date and time of that resolution or vote.

Section 4. Election of Officers.

Officers shall be elected by open vote from and by the Members of the Board. They shall serve until the next annual meeting or until their successors are elected and qualified. In the event of a vacancy, the Board may at the next regular meeting or at a meeting specially called for such purpose have an election to fill the vacant office. The annual meeting of the Board shall be held in April.

Section 5. Duties of Individual Members.

Each Member is responsible for making board meetings effective by:

(a) Maintaining regular and prompt attendance at all scheduled meetings;

(b) Remaining in attendance throughout the entire meeting;

(c) Making a thoughtful and impartial review and discussion of all material brought to the Board's attention;

(d) Analyzing and interpreting the relevant factual material as a basis for making decisions;

(e) Serving on the various standing or ad hoc committees of the Board; and

(f) Being prepared to interpret current policy to other segments of the community.

Section 6. Responsibilities of the Board of Trustees.

The Board of Trustees is responsible to:

(a) Know the purpose and objectives of the agency and be familiar with its programs and services;

(b) Establish and maintain an effective working relationship with the agency director;

(c) Implement Board policy and exercise governance authority through its relationship with the agency director;

(d) Ensure that assistance programs are administered effectively, efficiently and uniformly;

(e) Provide those social services that enhance the quality of life for eligible members of the community and respond to the various groups and interests which make up the community;

(f) Ensure that the legal rights of clients are fully protected

(g) Exercise discretionary power to set priorities of social service programs within budgetary limitations and evaluate such programs;

(h) Oversee expenditure of all agency funds and be knowledgeable of the budget and its preparation;

(i) Take a position regarding legislation or proposed revisions to regulations and become a vocal body expressing the need for legislative reform;

(j) Establish and maintain a working relationship with other governmental units on the municipal, county and state levels;

(k) Join other counties in a lobbying force reaching out to both state and federal agencies;

(l) Participate with community organizations and agencies to become a more effective partner in planning for the county's human service needs;

(m) Appoint the director, deputy director and counsel;

(n) Ratify personnel actions of the director or his/her designee in hiring and dismissing agency staff;

(o) Serve as the appeal level for formal staff grievances against specific agency personnel actions;

(p) Evaluate the director's performance on a regular basis, make policy and issue rules for the director and staff and develop and communicate criteria for the evaluation of both the agency and the director;

(q) Establish orientation and training for new board members; and

(r) Ratify the provisions of new labor contracts prior to their effective dates.

Each Board member has a responsibility to inform the director of problem areas coming to his/her attention. However, the Board should not participate in the daily functioning of the agency. If a Board member becomes aware of a problem in the daily functioning of the agency, he/she should advise the director of the problem and not attempt to deal directly with staff or clients.

Section 7. Compensation.

Board members shall serve without compensation, but their necessary expenses shall be allowed and paid in the same manner as other expenses are paid by the Board. Such expenses often include: transportation; conference and seminar expenses; necessary meals; and other expenses incurred during the performance of Board duties, some of which may be tax deductible.

ARTICLE III. MEETINGS

Section 1. Regular Meetings. The Board shall meet regularly, at least once each month. The time, date and place of the meeting shall be established by resolution of the Board at its annual meeting. The Board may also hold additional meetings by resolution with the date, time and place thereof fixed therein, as provided by rule or as may be necessary.

Section 2. Special Meetings. The Chairperson may call a special meeting of the Board concerning matters which he/she deems of an urgent nature. The meeting shall have on its Agenda only such items as may be designated in the call of the Chairperson. The Chairperson shall. upon the written or telephonic request of at least four members of the Board, call a special meeting of the Board to consider only those matters mentioned in the request for such meeting.

Section 3. Quorum. At any regular or special meeting of the Board of Trustees, the presence of four board members, at least two (2) of whom shall be citizen or non-freeholder members shall constitute a quorum for the official transaction of business at that meeting. When a quorum is not attained, business many not be legally transacted and must be specifically approved at a subsequent board meeting.

Section 4. Conduct of Meetings.

Minutes of all meetings of the Board shall be prepared. Copies of those minutes shall be distributed to all Board Members.

(a) The public and the press shall be admitted to all meetings of the Board. No disclosure of the names of recipients of public assistance shall be made in the presence of the public or the press. Subject to compliance with the provisions of the Open Public Meetings Law, the Board may go into executive session, at which time only Board Members and persons invited to attend shall be present.

(b) All Members, including the Chairperson, present at meetings shall have the right to vote on all resolutions and motions. The Chairperson may present resolutions and make motions in the same manner as any other member.

(c) In the absence of the Chairperson or the Vice-Chairperson, the Secretary-Treasurer shall preside at the meetings.

(d) Any motion or resolution, except to alter, amend, revoke, change or terminate these by-laws, shall require for its approval at a legally constituted meeting, the affirmative votes of a majority of those Board Members participating in the voting. However, no such motion or resolution shall be approved unless at least a majority of the quorum required for the official transaction of business at that meeting shall have cast affirmative votes in favor thereof.

(e) Any motion or resolution to ratify such items as are within the purview of the Board of Trustees such as personnel actions, labor contracts and Board budgets shall require for its approval at a legally constituted meeting, the affirmative votes of a majority of those Board Members participating in the voting. However, no such motion or resolution shall be approved unless at least a majority of the quorum required for the official transaction of business at that meeting shall have cast affirmative votes in favor thereof.

Section 6. Electronic Participation in Meetings.

A Board member may participate in a Board meeting from a remote location through the use of an electronic device in order to allow each Board member to participate to the fullest extent possible according to the following guidelines:

(a) There is a stated reason why the Board member cannot attend the meeting in person.

(b) A request for remote participation is made in advance to, and approved by, the Board Chairperson.

(c) An electronic connection is available and is sufficient to be heard by the public.

(d) Board members approved to participate in a Board meeting from a remote location through an electronic device may be counted in the quorum. The electronic connection must be audible to the public and in the same location as the meeting.

(e) Electronic attendance will be publicly noted by the Chairperson when roll is taken. In the event of closed session meetings, electronic attendance of Board members must be noted, and the participating Board members must be electronically-present publicly, before the Board convenes in closed session.

(f) During a meeting in which there are Board members attending via electronic means, the public must be able to clearly hear all members' participation in discussion, and their "Yes" or "No" on all votes. Meeting minutes shall indicate which Board members attended the meeting via electronic means.

ARTICLE IV. BOARD POSITIONS

Section 1. Chairperson. He/she shall preside at all meetings of the Board. The Chairperson shall have authority to sign documents of the Board whenever his/her signature is required to effectuate those documents, as approved by the Board and act as the official spokesperson for the Board. The Chairperson shall call special meetings when necessary and act as the official spokesperson for the Board. The Chairperson shall have authority and power to perform all functions given to him/her by State and Federal law and by State and Federal regulation. He/she shall report to his/her fellow Board Members on all matters worthy of attention by the Board. He/she shall authorize the Agenda for Board Meetings in accordance with applicable regulations.

The Chairperson shall submit to the Board for appointment or submit to the Board for removal for just cause such as misconduct, neglect or incompetency, the Chairpersons of all committees of the Board, and he/she shall be a member of all committees ex-officio with the right to vote and participate. All committee appointments shall terminate on the date of the annual meeting. The Chairperson shall be notified of the date, time, and place of every committee meeting, reasonably in advance thereof and in an appropriate manner, by the Chairperson of each committee.

Section2. Vice-Chairperson. He/she shall preside at all Board Meetings in the absence of the Chairperson or specifically when the Chairperson requests that he/she so act. He/she shall also act for the Board when the Chairperson is unable to carry out his/her duties by reason of disability or illness. He/she shall also be Acting Chairperson of the Board in any circumstance when the Chairperson ceases to be a member of the Board. In such case he/she shall continue to function as Acting Chairperson until the next annual meeting of the Board or until a new Chairperson is elected, whichever first occurs.

Section 3. Secretary-Treasurer. He/she shall have such duties as are provided by law, rule and regulation. He/she shall sign checks, drafts, and other documents when necessary in accordance with Ruling 12, Chapter III of the State Accounting Manual, and shall attest to the corporate seal of the Board whenever it is required to be affixed to a document. The Secretary-Treasurer shall ensure posting of a surety bond providing for faithful performance, the amount of which is fixed by the Board, subject to the approval of the State Division of Family Development.

Section 4. Assistant Secretary-Treasurer. He/she shall serve and perform all of the duties of the Secretary-Treasurer if absent or shall have become incapacitated or otherwise unavailable to perform his/her duties, including the posting of a surety bond.

Section 5. Director. He/she shall be the Chief Administrator of and for the Board and shall perform the duties of a Clerk to the Board at all meetings of the Board. The Director shall draft the agenda for each Board meeting with the consent of the Chairperson and inform the board of: (1) immediate, drastic policy changes or other critical incidents; (2) proposed and adopted regulations; (3) legislation impacting agency programs; (4) all personnel actions; (5) development of the agency budget; (6) general staff reports; and (7) any other information requested by the Board.

He/she shall send notices of all meetings of the Board to its members, and shall prepare and maintain the minutes of those meetings, or direct and supervise their preparation and maintenance. The Director shall sign the minutes of each meeting so as to attest to their correctness and official character. He/she shall also arrange for the minutes of the Board meetings to be typed and distributed to all members of the Board.

The Director shall also review all proposed expenditures prior to a meeting of the Board, and at the meeting certify to correctness. He/she shall be authorized to sign checks, drafts, and documents on behalf of the Board when necessary, and may attest to the corporate seal of the Board whenever it is required to be affixed to a document.

In cases wherein the Board is reimbursed in full for its lien, claim, mortgage or judgment, the Director shall be authorized to execute in connection therewith, all release, discharges, cancellations, and Warrants of Satisfaction of Judgment, and shall report such action at the next regular Board Meeting for ratification by the Board. In addition, the Director shall have all of the powers and responsibilities accorded to him/her by statute, rule and regulation.

ARTICLE V. COMMITTEES

Section 1. Establishment of Committees.

The Board may establish such standing committees as set forth herein and may, upon the request of the Chairperson, have and establish such additional committees, whether special, select, ad hoc or otherwise, as the need arises for the proper conduct of its affairs. Such committees may include Personnel, Budget, Educational Leave and Training, Negotiation, Legislation, and other Special Project Committees.

Section 2. Functioning of Committees.

Each committee shall have the power to provide input and make recommendations to the Board about all matters coming before the committee for its review, consideration and attention.

ARTICLE VI. PARLIMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all matters to which they are applicable, but only to the extent that Robert's Rules are not inconsistent with these bylaws and do not contravene State or Federal law or regulations to which the Board is subject.

ARTICLE VII. AMENDMENT OF BYLAWS

These Bylaws may be changed, altered, modified, amended or revoked at any regular meeting of the Board by the affirmative votes of two-thirds of those Board Members participating in the voting and present at that meeting, provided written notice of each Bylaw to be amended or revoked and of the proposed change shall have been given to every member of the Board at least three days in advance of that meeting and provided further that the proposed change has been submitted to the Board in writing for consideration at the regular monthly meeting immediately preceding that meeting.

None of these Bylaws shall be changed, altered, modified, amended or revoked at any regular meeting of the Board unless at least the quorum required for the official transaction or business at that meeting shall have affirmatively voted in favor of the matter proposed.

ARTICLE VIII. SUPREMACY CLAUSE.

Should any of these Bylaws be in contravention of or inconsistent with any law, rule or regulation governing the conduct of the Board or its composition and affairs, the applicable law, rule or regulation shall control.

IT IS HEREBY CERTIFIED that this is a true copy of the Bylaws adopted by the Somerset County Board of Social Services upon a roll call vote of all members of the Board of Directors eligible to vote at a regular meeting held on September 18, 2019.

ATTEST

Mary Elizabeth Wolf

MARY ELIZABETH WOLF
Secretary/Treasurer

SO APPROVED:

KIRAN (PERRY) KOTHARI
Chairperson

DATE OFADOPTION: September 18, 2019