

**NEW JERSEY LOCAL BOARD OF HEALTH ASSOCIATION
A NEW JERSEY NON PROFIT CORPORATION**

BY-LAWS

ARTICLE I – NAME

The name of this corporation shall be the New Jersey Local Boards of Health Association, a New Jersey Nonprofit Corporation and shall be abbreviated NJLBHA. Throughout these By-Laws, the use of the term “Association” shall mean the New Jersey Local Boards of Health Association, a New Jersey Nonprofit Corporation.

ARTICLE II – MISSION, OBJECTIVE & PURPOSE

SECTION A

MISSION: The mission of this Association is to protect and preserve the public health by helping the State’s local Boards of Health in meeting their responsibilities.

SECTION B

OBJECTIVE: To seek a rational public health consensus to guide the formulation of public policy and advocate a body of law designed to facilitate the protection and preservation of the public health; to increase the level of public health awareness among local, county and state officials and among the general public; and to promote regional cooperation on public health concerns.

SECTION C

PURPOSE:

1. To establish and maintain communication between Boards of Health, elected and appointed officials and other public health organizations.
2. To promote, develop and provide educational opportunities for Board of Health members designed to improve Board service and public health programs.
3. To promote high standards for local public health service by:
 - a. Supporting sound public health practice,
 - b. Supporting sound fiscal policies,
 - c. Supporting public awareness of public health issues,
 - d. Providing a forum for discussion and input from Boards of Health on national and state health policies and programs.

NOTE: See page 11 for Explanation of Footnotes

ARTICLE III – ORGANIZATION & POLICY

SECTION A

NON-PROFIT STATUS: The Association shall be a non-profit organization within the definition of Section 501(c) of the Internal Revenue Code, and none of its income exception salaries, fees and other payments authorized or fixed by the Board of Trustees or by vote of the Association, shall be diverted to the personal benefit of any member, officer or other individual.

SECTION B

POLICY: The Association may work, to influence legislative or administrative actions that would assist or strengthen local Boards of Health and/or that relate to issues of broad environmental significance. The Association may provide information on public health issues to legislators, administrators and the general public. In no event shall the Association engage in any activity which is not permitted to a non-profit organization with the definition of Section 501(c) of the Internal Revenue Code or within any provision of law. The Association will not support or oppose any candidate for public office.

ARTICLE IV – MEMBERSHIP STRUCTURE

SECTION A

ELIGIBILITY [5]

1. **Full Board, Regular Membership** – Board membership is open to municipal, county and regional Boards of Health either autonomous or advisory. All board members are covered for the calendar year. Each board is entitled to one vote.
2. **Individual, Regular Membership** – Individual membership is open to current members of municipal, county or regional Boards of Health whose full board is not a member. However, only one vote is permitted for each board.
3. **Individual, Associate Membership** – Associate membership is open to past Board of Health members, students or other individuals interested in public health. This is a non-voting membership.
4. **Institutional Membership** – Institutional membership is open to organizations including environmental groups, planning boards or other municipal or county agencies, committees, commissions or councils to include health departments. This is a non-voting membership.
5. **Sponsor Membership** – Any private or public, for profit or not for profit organization or corporation committed to the Association's mission and objectives shall be eligible for Sponsor Membership as a non-voting member.

SECTION B

DUES – Dues are payable on the first business day of January of each calendar year, and the Association shall notify those members whose dues are in arrears. No person or organization shall enter upon the privileges of membership until the appropriate dues shall have been paid into the Association treasury. No person whose dues are in arrears shall vote on any matters to come before any meeting of the Association or its several committees. Dues are set by the Executive Committee (EXCOM).

SECTION C

RESPONSIBILITIES – Qualified voting members in good standing shall bi-annually elect the Officers of the Association.

ARTICLE V – OFFICERS

SECTION A

OFFICERS OF THE ASSOCIATION – There shall be a President, Executive Vice President, Vice President for Communications, Vice President for Membership, Secretary and Treasurer. [2]

SECTION B

ELIGIBILITY – Any Regular Member as described in Article IV(A) is eligible for election as a Vice President, Secretary, Treasurer, or to the EXCOM. Any Regular Member as described in Article IV(A) is eligible for election as President with the additional qualifications of at least two (2) years of regular membership and is a current member of the EXCOM. [2]

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SECTION C

NOMINATION AND ELECTION OF OFFICERS – Candidates for Association Office and EXCOM, eligible in accordance with Article V, Section B shall be nominated by the Nominating Committee or nominated from the floor at the Annual Meeting in an election year.

1. Any qualified voting member may propose a candidate for nomination. The name of the candidate, together with essential background information shall be submitted to the Nominating Committee no later than ninety (90) days prior to the annual meeting.
2. The Committee shall present a slate of candidates for Officers and EXCOM at least sixty (60) days prior to the annual meeting. The Committee shall also report out all other qualified names for nomination.
3. A letter ballot to include the slate of candidates for Officers and EXCOM selected by the Nominating Committee along with all other qualified candidates, together with a notice of the time and place of the Annual Meeting shall be transmitted to the membership at least thirty (30) days prior to the date of the meeting.
4. The ballot shall indicate all candidates for each office to be voted on with a “check box” for each. The ballot shall state the return address for the completed ballot and clearly indicate a return postmark date to be no later than sixty (60) days after the Annual Meeting. Ballots will be tabulated in the presence of two (2) non-candidate Executive Board members with the results to be available no later than 120 days after the Annual Meeting.
5. The Officers and EXCOM shall be elected by the qualified regular voting members through a letter ballot. There shall be no limitations on the number of candidates who may stand for any Association office, and the person having a plurality of votes shall be elected. If there is a tie, those involved shall take part in a run-off election.
5. The Nominating Committee shall recommend nominees for interim EXCOM or Officer appointments when vacancies arise, for approval by the EXCOM. [5]

SECTION D

TERMS – Officers other than the President, and all EXCOM members, shall serve for a term of two (2) years and may be re-elected indefinitely. The President shall serve a term of two (2) years but no more than two (2) consecutive terms and may be re-elected after a break in service. [2]

SECTION E

DUTIES OF OFFICERS

1. **PRESIDENT** – The President shall preside at all meetings of the Association, and the Executive Committee; shall execute the decisions of the EXCOM; shall represent the Association in relations with other organizations and persons public and private; shall appoint committees with the advice and consent of the EXCOM; shall report to the members annually on the state and activities of the Association; and shall perform such other duties as the EXCOM may direct.
2. **EXECUTIVE VICE PRESIDENT** – The Executive Vice President shall perform the duties and exercise the powers of the President in his absence and shall perform such duties as from time to time shall be assigned by the President. In the event the Office of the President is vacant, the Executive Vice President shall fill the unexpired term. The Executive Vice President shall chair the Finance Committee. [2]
3. **VICE PRESIDENT FOR COMMUNICATIONS** – The Vice President for Communications shall chair the Communications Committee and have direct responsibility for the Newsletter and all other forms of communication with membership. The Vice President for Communications/ shall also perform such other duties as the President assigns. [2]
4. **VICE PRESIDENT FOR MEMBERSHIP** – The Vice President for Membership shall chair the Membership Committee and have direct responsibility for member recruitment and retention. The Vice President for Membership shall also perform such other duties as the President assigns. [2]
5. **SECRETARY** – The Secretary shall record the proceedings and prepare minutes of all meetings. The Secretary shall maintain all files, send notices to membership of meetings and shall perform such other duties as directed by the President. The Secretary shall notify the members of the EXCOM of the time, place and agenda of each meeting at least ten (10) days prior to the meeting date. The Secretary shall give all notices in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the EXCOM. [2]
Should the EXCOM engage a non-member clerk to perform administrative duties the Secretary, with oversight from the President, shall supervise the work of the Clerk. [5]
6. **TREASURER** – The Treasurer shall report to the members and the EXCOM, at least quarterly, on the state of the Association's finances. The Treasurer shall annually report to the membership in accordance with Article XII, Section E and within sixty (60) days of the end of the Association fiscal year. At that time, the Treasurer shall provide all financial records to the Audit Committee. The Treasurer shall also perform such other duties as the President or EXCOM may direct. The Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the EXCOM shall determine. This bond shall also indemnify the other Officers who also have fiduciary and fiscal instrument responsibilities. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts of moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, or other depositories as shall be selected by the EXCOM; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the EXCOM. The Treasurer shall serve on the Finance Committee. [3]

ARTICLE VI – EXECUTIVE COMMITTEE

SECTION A

COMPOSITION –

1. The voting members of the EXCOM shall be the Officers of the Association, all past Presidents and six (6) voting members to be elected at large.
2. No non-member Board of Health may have more than one individual regular member serving on the EXCOM. This shall not apply to Past Presidents. [5]
3. The following organizations may have a non-voting member represent them on the EXCOM of the Association.
 - New Jersey Public Health Association
 - New Jersey Association of County and City Health Officials
 - New Jersey Environmental Health Association
 - New Jersey Association of Public Health Nurse Administrators
 - New Jersey Society for Public Health Education
 - New Jersey Public Health Council – (Ex-Officio)
 - New Jersey State Department of Health - (Ex-Officio)
4. Each Chapter of this Association created pursuant to Article VIII of these By-Laws may be represented on the Executive Committee by the Chapter President or his designee. Chapter representatives shall be in a non-voting status. [1]

SECTION B

AUTHORITY – The Executive Committee (EXCOM) shall serve as the Board of Trustees of the Corporation. The EXCOM shall conduct the business of the Association between meetings of the general membership and shall perform such other duties as the general membership may direct. The EXCOM shall meet at least quarterly. EXCOM members shall be notified of the time, place and agenda of meetings at least ten (10) days prior to the meeting date. The President may convene a special meeting of the EXCOM with 48-hours' notice. The purpose of any special meeting shall be clearly stated in the call notice. This meeting may be conducted telephonically. [5]

SECTION C

CONDUCT OF MEETINGS –

1. The President shall chair meetings of the EXCOM.
2. Meetings may be conducted electronically [5]

SECTION D

QUORUM – In accordance with New Jersey Non-Profit Corporation Law, a quorum shall consist of four (4) voting EXCOM Members [6]

SECTION E

ATTENDANCE – All voting EXCOM members, with the exception of Past Presidents, are required to attend all EXCOM meetings. [1]

SECTION F

MOTIONS – May be adopted by a majority of qualified voting members present.

ARTICLE VII – REMOVAL & VACANCY FROM THE EXECUTIVE COMMITTEE

SECTION A

REMOVAL - In the event of allegations submitted in writing against any member of the EXCOM, and if the President is unable to resolve the problem, the procedure enumerated below shall be followed:

1. Charges will be presented at a duly called EXCOM meeting and shall be referred to a Special Committee for review, report and recommendation(s) in writing. This committee shall be appointed by the President and shall consist of at least three (3) voting members. This shall not include current EXCOM members.
2. The Special Committee shall report to the EXCOM at a future meeting date set by the President upon appointment of the Special Committee with a definite proposal for resolution.
3. In the event the EXCOM does not come to a resolution, the matter and all pertinent information shall be referred to the Association's attorney for review and recommendation to the EXCOM.
4. Mandatory removal is required of any EXCOM member, excluding Past Presidents, who has three (3) consecutive unexcused absences from EXCOM meetings. [1]

SECTION B

VACANCY - In the event of the death, inability to serve, removal for cause, or resignation of any Officer or voting EXCOM member, other than a Past President, the vacancy shall be filled by the remaining voting members of the EXCOM. Any person appointed by the EXCOM to fill a vacancy shall serve until the next Annual Meeting at which time an election shall be initiated, as part of the letter ballot process for the unexpired term, if any.

ARTICLE VIII– CHAPTERS

SECTION A

JURISDICTION AND RELATIONSHIP – Chapters may be formed representing one or more county level jurisdictions. Chapters are subunits of the Association and as such their creation must be approved by the EXCOM of the Association.

SECTION B

ORGANIZATION AND AUTHORITY – Each Chapter shall elect, from among its members, a President, Vice President, Secretary/Treasurer who shall serve no more than two (2) consecutive 2-year terms. The President or his designee may represent the Chapter as a non-voting member of the Executive Committee of the Association. Chapters may bring local concerns and issues to the attention of the Association through the EXCOM. The Association may empower a Chapter to act in specific circumstances.

SECTION C

REQUIRED REPORTS - Each Chapter shall hold an election of Chapter Officers annually and shall submit a report of election results to the Association Secretary. The Chapter shall also forward a Chapter Treasurer's report to the Association Treasurer at the same time.

ARTICLE IX – STAFF

STAFF – The staff shall fulfill the purposes and the objectives of the Association, subject to the guidance and direction of the EXCOM.

ARTICLE X – MEMBERSHIP MEETINGS

SECTION A

ANNUAL MEETING – There shall be an annual meeting during the first quarter of the calendar year at such time and place as the EXCOM shall select. The membership shall be informed of the time and place of the meeting by mail at least thirty (30) days in advance. The agenda for the annual meeting shall include the slate of candidates for Officers and the EXCOM as appropriate, the annual report of the state of the Association and its operations by the President and the report of the Association's finances by the Treasurer.
[3]

SECTION B

REGULAR MEETINGS – Shall be called by the EXCOM with thirty (30) days advance notice given.

SECTION C

SPECIAL MEETINGS – Shall be called by the President upon written request of one-third of the voting membership of the EXCOM or upon the written petition of ten percent (10%) of the qualified voting members. The purpose of any special meeting shall be clearly stated in the call notice.

SECTION D

QUORUM – Ten (10) regular members shall constitute a quorum for any membership meeting. At least two (2) shall be voting members of the EXCOM.

ARTICLE XI – COMMITTEES

SECTION A

STANDING COMMITTEES – The President with the concurrence of the EXCOM shall be an ex-officio member of all standing committees. With the exception of the Finance Committee, the President shall name committee chairs. All standing committees shall report as requested to the EXCOM. No standing committee shall be empowered to act for the Association without specific resolution, in each and every case, of the EXCOM.

1. **THE NOMINATING COMMITTEE** – The Nominating Committee shall consist of five (5) voting members: two (2) shall be members of the EXCOM with not more than one (1) being an Officer. The Committee shall present a slate of candidates for Officers and EXCOM at least sixty (60) days prior to the annual meeting. [5]
2. **THE BY-LAWS COMMITTEE** – The By-Laws Committee shall consist of five (5) voting members: with no more than two (2) serving as voting members of the EXCOM. The Committee shall periodically review the By-Laws for legality, currency and appropriateness. Any voting member may submit proposed changes in writing to the Committee for review. The Committee shall make a recommendation in regard to each proposed change to the EXCOM. Each proposal, accompanied by the recommendation of the By-Laws Committee shall be voted on pursuant to Article XIII, Section B of these By-Laws. [5]
3. **THE FINANCE COMMITTEE** – The Finance Committee shall consist of five (5) voting members: including the Executive Vice President, who shall chair the Committee, and Treasurer. The committee shall present the annual budget to the EXCOM and shall develop projects and strategies to raise funds to support the Association's activities.
4. **THE MEMBERSHIP COMMITTEE** – The Membership Committee shall consist of at least five (5) voting members, each representing a different region of the State. The Membership Committee shall contact Boards of Health within their region to encourage and promote membership in the Association. The Vice President for Membership shall chair this Committee. [5]
5. **THE LEGISLATIVE COMMITTEE** – The Legislative Committee shall consist of at least five (5) voting members. The Committee shall monitor proposed and pending legislation at county, state and national levels, as well as, legal decisions which may affect public health in New Jersey.
6. **THE COMMUNICATIONS COMMITTEE** – The Communication Committee shall consist of at least five (5) voting members. The chair of this Committee shall edit the newsletter. The Committee shall oversee distribution of all Association published communications as directed by the President. The Committee may also prepare news releases for approval by the President. The Vice President for Communications shall chair this Committee. [5]
7. **THE AUDIT COMMITTEE** – The Audit Committee shall consist of three (3) non-check signing voting members. Within sixty (60) days after the end of the fiscal year, the Treasurer shall make available to the Audit Committee all financial records of the Association for the past year. The Committee shall conduct an audit of the records and present a written report at the next EXCOM meeting. The report will address the financial condition of the Association and cite any management or fiscal controls requiring action.

SECTION B

SPECIAL COMMITTEES – From time to time, the President may establish, in addition to the standing committees, other special committees with the advice and consent of the EXCOM.

ARTICLE XII – FINANCE

SECTION A

BUDGET - Each year, the Finance Committee shall prepare a balanced budget for the new fiscal year. The budget shall provide a breakdown of proposed income and expenses, by accounting category, to include sources and uses of funds. The proposed budget shall be presented by the Finance Committee at the Annual Meeting. The budget shall be approved by a simple majority vote at the Annual Meeting. The President is responsible to ensure that during the term of office, expenditures do not exceed budgeted income.

SECTION B

SPENDING POLICY - All financial instruments, documents of fiscal obligation, withdrawals of funds, notes and drafts pertaining to the operating funds and investments of the Association shall be signed by two (2) of the following three (3) Officers: President, Executive Vice President, Treasurer. All expenditures of funds, in accordance with the budget, shall be approved by the EXCOM.

SECTION C

INVESTMENTS AND LOANS - All short- and long-term investments, bank accounts, cash assets, loans and any other financial obligations shall be managed by the EXCOM through the Treasurer. Recommendations by the Finance Committee in regard to investing, transferring, withdrawing or borrowing of funds, other than budgeted operating funds, shall be made to the EXCOM for possible action.

SECTION D

DISPOSAL OF PROPERTY - All property of the Association shall be held in the name of the New Jersey Local Boards of Health Association. Property shall be disposed of as determined by the EXCOM in accordance with the budgetary process unless otherwise prescribed by an instrument of trust. Disposal of items, with a current market value greater than five percent (5%) of the Association's equity, shall require approval of the voting membership.

SECTION E

FINANCIAL REPORTS - The Treasurer shall present periodic reports of income and expenditures with a budget comparison. The Treasurer shall, within sixty (60) days of the end of the fiscal year, prepare a balance sheet showing all assets and liabilities and the net worth of the Association at the end of the fiscal year and a statement of income and expenses with a budget comparison for the fiscal year. These reports shall reflect the status of all Association funds including short- and long-term investments, as well as, reports of purchases and sales; interest, dividends, or fees, realized or paid; and any profits or losses. The Treasurer shall also report on the status and effect of any gifts, grants, bequests or loans.

SECTION F

AUDIT - An audit of all Association financial records and accounts shall be conducted in accordance with Article XI, Section A (7).

SECTION G

GOVERNMENT FILINGS: The Treasurer shall be responsible for completing and filing all required tax forms and State corporation reports in compliance with their filing requirements and due dates. [5]

ARTICLE XIII IMPLEMENTATION AND AMENDMENT

SECTION A

RATIFICATION – These By-Laws shall come into effect after having been ratified by concurrence of the majority of members at the first annual meeting.

SECTION B

AMENDMENT – Any proposed amendment to these By-Laws shall follow the below enumerated procedure:

1. Proposed amendments may be submitted by any voting member.
2. Such proposals shall then be submitted to the By-Laws Committee for review. The By-Laws Committee may accept or revise the proposal within 45 days. [4]
3. The document shall then be presented to the EXCOM for passage by a three-fifths majority of the quorum. [4]
4. Upon passage, the proposal shall be submitted to the general membership for a comment period not to exceed thirty (30) days from transmission.
5. After the close of the comment period the EXCOM will hold a final vote on the proposal.
6. Should the proposal again receive an affirmative three fifths majority vote; the amendment shall be incorporated into the By-Laws. [3]

SECTION C

AVAILABILITY – A copy of these By-Laws shall be available on demand during business hours at the Association offices for the inspection of any member.

ARTICLE XIV – GENERAL PROVISIONS

GOVERNING RULES – The Association shall be governed by the current Corporate Charter filed with the State of New Jersey, all applicable Federal & New Jersey State laws and these By-Laws. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all other cases to which they are applicable, and which are not inconsistent with any laws, these By-Laws and any special rules of order which the Association may adopt.

ARTICLE XV – INDEMNIFICATION

The Association shall indemnify, to the extent allowed by New Jersey law, any Officer, EXCOM member, employee or agent for expenses and costs, including legal fees, actually and necessarily incurred by them, by action in court or otherwise, by reason of them being or having been such Officer, EXCOM member, employee or agent.

ARTICLE XVI – DISSOLUTION

DISPOSITION OF ASSETS – Should the Association be dissolved, all its assets remaining after payment of its just debts and obligations shall, under the direction of the EXCOM, be distributed among non-profit organizations which espouse objectives consonant with those of the Association, provided such organizations shall be in compliance with Section 501(c) of the Internal Revenue Code as amended. No member, Officer or EXCOM member of the Association shall disqualify an otherwise eligible conservation or environmental organization from sharing in such distribution.

Explanation of Footnotes:

[1] Approved by EXCOM – September 25, 2010

[2] Approved by EXCOM – January 2014

[3] Approved by EXCOM – October 12, 2015

[4] Approved by EXCOM – November 21, 2015

[5] Approved by EXCOM – April 10, 2021

[6] Approved by EXCOM – March 12, 2022