

Amended and Restated Bylaws  
of the  
Bergen County Workforce Development Board

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*Amended and Restated July 8, 2014*

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# **ARTICLE I**

## **ORGANIZATION NAME**

### **Section 1:1**

The name of the organization is the Bergen County Workforce Development Board (the “Bergen WDB”) (formerly known as Bergen County Workforce Investment Board (the “Bergen WIB”))

# **ARTICLE II**

## **OFFICES**

### **Section 2:1**

The principal office of the Bergen WDB shall be located at 60 State Street, Room 200, Hackensack, NJ 07601, or at such other location as the Executive of the County of Bergen, State of New Jersey (the “County Executive”) shall determine from time to time (the County of Bergen, State of New Jersey is hereinafter referred to as the “County” and the State of New Jersey is hereinafter referred to as the “State”).

# **ARTICLE III**

## **FISCAL YEAR**

### **Section 3:1**

The fiscal year of the Bergen WDB shall begin on the 1st day of July and end on the 30th day of June of the following year.

# **ARTICLE IV**

## **AUTHORITY**

### **Section 4:1**

The Bergen WDB derives its authority and sets forth its responsibility from, among other sources: (1) the Workforce Innovation and Opportunity Act (“WIOA”), PL 113-128, July 22, 2014, 128 Stat 1425; (2) State Executive Order #36 - New Jersey’s Workforce Investment Boards...1995 (the “Executive Order”); (3) State and Employment Training Commission (“SETC”) procedures, policies, rules and regulations (the “SETC Guidelines”); (4) the County Administrative Code; (5) procedures, policies, rules and regulations of the fiscal agent and of the administrative agent, as such agents are appointed by the County Executive or his/her designee (collectively, the “Fiscal Agent and Administrative Agent Guidelines”) and (6) County

ordinances (the WIOA, the Executive Order, the SETC Guidelines, the County Administrative Code, the Fiscal Agent and Administrative Agent Guidelines, County ordinances and all other statutes, regulations, ordinances, policies and orders governing the Bergen WDB, as they may be in effect from time to time, are referred to herein collectively as the “Applicable Laws” and each as an “Applicable Law”).

## **ARTICLE V**

### **MEMBERS OF THE BERGEN WDB**

#### **Section 5:1 Classes of Members**

The membership of the Bergen WDB shall consist of two (2) classes of members, Appointed Members (each, a “Member” and collectively, the “Members”) and Advisory Members (each, an “Advisor” and collectively, the “Advisors”).

#### **Section 5:2 Appointed Membership (Voting)**

The business and affairs of the Bergen WDB shall be managed by or under the direction of the Members of the Bergen WDB as provided in these Bylaws and by the Applicable Laws.

The Bergen WDB may include such other individuals or representatives of entities as the County Executive may determine to be appropriate. The Members may exercise all such authority and powers of the Bergen WDB and do all such lawful acts and things as are not by any Applicable Law directed or required to be exercised or done by others.

**Appointments** of the Members to the Bergen WDB shall be made by the County Executive, according to the Workforce Innovation and Opportunity Act (“WIOA”) and the SETC policy. See 29 U.S.C.A. § 3122 (c)(1)(A), and N.J.S.A. 34:15C-15(c). In addition, but not subject to the preceding, during the respective terms of their offices the County Executive and the Chairperson of the Board of Chosen Freeholders shall be ex officio Members entitled to vote.

**The term** of each newly appointed Member shall be three (3) years or, if applicable and subject to subsection 3 of section 5.4 of these Bylaws, the unexpired term of the previous Member whose vacancy the newly appointed Member has been appointed to fill, whichever is less; provided, however, that at the time of appointment the term of a newly appointed Member may be shortened to assure that not more than one-third (1/3) of all appointed Members have terms expiring in the same fiscal year. The Executive Director shall cause a written notice of the expiration of any appointed Member’s term to be sent to such persons within such time frames required by the Applicable Laws. Upon the expiration of the term of Member, said Member shall be eligible for reappointment. Any Member who no longer continues to be eligible to serve as a Member pursuant to any eligibility criterion then in effect under any Applicable Law

shall be deemed to have resigned on the date of such discontinuance.

### **Section 5:3 Advisory Membership (Non-Voting)**

The Advisory Membership class shall be reserved for current or prospective Members who cannot commit to full involvement in the Bergen WDB's affairs because of other commitments of time and effort, are interested in furthering the purposes of the Bergen WDB, and who petition for Advisory Membership.

Advisors shall not be entitled to hold office or vote on any issue but shall be entitled to receive notice of all Members meetings. Advisors cannot make or second motions but may participate fully in debate and discussions.

Advisors shall be entitled to serve on Bergen WDB committees, excluding the Executive Committee but may not be the Chairperson, Co-Chairperson, or Vice Chairperson of any Standing Committee.

**Appointments** of the Advisors to the Bergen WDB shall be made by majority vote of the Executive Committee. A current Member must formally resign from the Bergen WDB prior to accepting a change in membership class.

**The term** of each newly appointed Advisor shall expire on December 31 of the year in which such Advisor is appointed, with eligibility for reappointment. An Advisor shall serve until resignation, removal, or the expiration of his/her term, subject to reappointment. Notwithstanding the preceding, in the event of expiration of an Advisor's term, such Advisor shall continue to serve until such time as reappointment may be denied.

### **Section 5:4 Vacancies**

A vacancy on the Bergen WDB shall be deemed to exist upon the occurrence of any of the following:

1. Except in the case of an ex officio Member identified in section 5:2 of these Bylaws, a Member submits his/her formal resignation in accordance with section 5:5 of these Bylaws or such Member is deemed to have resigned pursuant to section 5:3 of these Bylaws.
2. The removal of a current Member in accordance with section 5:6 of these Bylaws.
3. The expiration of the term of a current Member; provided that such current Member shall continue to be a Member until his/her replacement is appointed pursuant to section 5:2 of these Bylaws.

The Executive Director shall cause a written notice of any vacancy on the Bergen WDB to be sent to the County Executive and such other persons and within such time frames as required by the Applicable Laws.

### **Section 5:5 Member Resignations**

A Member may resign at any time by giving written notice to the County Executive with copies to the Bergen WDB's Chairperson and Executive Director.

Any Advisor may resign at any time by giving written notice to the Bergen WDB Chairperson with a copy to the Executive Director.

The resignation shall take effect immediately upon receipt thereof by such persons unless otherwise specified in the notice, and the acceptance of the resignation will not be required to make it effective.

## **Section 5:6 Removal of Members**

A Member may be removed by the County Executive, subject to the requirements of the Applicable Laws. Except in the case of an ex officio Member identified in section 5:2 of these Bylaws, the Bergen WDB may recommend to the County Executive that a Member be removed upon such Member's failure or inability to perform his/her duties as a Member, including but not limited to the failure of such Member to comply with the attendance policy set forth in section 5:8 of these Bylaws, as such attendance policy may be in effect from time to time; or upon the occurrence of any act (including any failure to act) by such Member in violation of any Applicable Law or of these Bylaws. Not less than fifteen (15) days prior to the date that the Bergen WDB transmits a recommendation to the County Executive that a Member be removed for failure to comply with the attendance policy set forth in section 5:8 of these Bylaws, the Secretary or the Chairperson shall send a written notice to such Member advising the Member of the pending removal recommendation. In the event that a Member is removed due to the failure of such Member to comply with the attendance policy set forth in section 5:8 of these Bylaws, as such attendance policy may be in effect from time to time, the Chairperson shall cause a written notice to be sent to such Member as required by the Applicable Laws, with copies to such other persons as required by the Applicable Laws, that such Member's term has lapsed due to the failure of such Member to comply with such attendance policy.

An Advisor may be removed by the Executive Committee upon such Advisor's failure or inability to perform his/her duties as an Advisor, as determined by the Executive Committee in its discretion. The Secretary or the Chairperson shall send a written notice to such Advisor advising the Advisor of the removal.

## **Section 5:7 Remuneration and Reimbursement**

Members and Advisors shall not receive any compensation or remuneration for their services as Members or Advisors. However, Members shall be reimbursed for expenses incurred by them to the extent permitted by the Applicable Laws.

## **Section 5:8 Attendance Policy; Right to Appeal**

Except in the case of an Advisory Member or ex officio Member identified in section 5:2 of these Bylaws, a Member shall be in violation of the Bergen WDB Meeting Attendance Policy if any of the following conditions apply, unless represented by an alternate or proxy; provided that no person may serve as a Member's alternate or proxy unless the staff, Secretary, or the Chairperson of the Bergen WDB has been provided with an Alternate Representative and Proxy Form verifying the appointment of such person as such Member's alternate or proxy:

1. The Member has two (2) un-notified absences in a row ("un-notified" means the Member did not notify the staff and Chairperson of the Bergen WDB before the meeting to indicate their anticipated absence);
2. The Member has three (3) notified absences in a row;
3. The Member misses one-half (1/2; 50%) of the total number of meetings in any calendar year.

Any Member receiving a notice of a pending removal recommendation pursuant to section 5:6 of these Bylaws may, not later than seven (7) following the date of such notice, notify the Chairperson and the Executive Director of the Bergen WDB in writing requesting reconsideration. The Chairperson shall as soon as practicable following the receipt of such notice convene a meeting, either in person or by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other, of the officers of the Bergen WDB. The officers shall decide, by majority vote of all officers, to transmit the removal recommendation to the County Executive, to cancel the removal recommendation or to set conditions for the cancellation of the removal recommendation; provided that the removal recommendation shall not be transmitted until the officers' decision has been rendered; and provided further that the officers' decision shall be made in writing with a copy to the Executive Director of the Bergen WDB. The Executive Director shall cause a copy of the decision to be sent to the affected Member and to each other Member and shall cause a copy of the decision to be placed in the records of the Bergen WDB.

## **ARTICLE VI OFFICERS**

### **Section 6:1 General**

The officers of the Bergen WDB shall be a Chairperson, first Vice Chairperson, a Secretary, and a Treasurer (or a Secretary-Treasurer). If the Members wish, they may elect other officers (including a second and third Vice Chairperson, one or more Assistant Treasurers, and one or more Assistant Secretaries) as may be necessary or desirable for the business of the Bergen WDB. Each officer must be Member during his/her entire term of office.

## **Section 6:2 Election & Term**

The officers shall be elected by the Members at the second regular meeting of each calendar year. The term of each officer shall commence on July 1 and end on June 30 of the second year of office or, if later, until a successor shall have been duly elected by the Members or appointed by the Chairperson pursuant to section 6:7 of these Bylaws, or until his/her death, or until he/she shall have resigned or have been removed, as hereinafter provided in these Bylaws. No officer may serve more than two (2) consecutive full terms in the same position. Any officer who no longer continues to be eligible to serve as an officer pursuant to any eligibility criterion then in effect under any Applicable Law shall be deemed to have resigned on the date of such failure or discontinuance.

## **Section 6:3 Chairperson**

The Chairperson shall preside at each meeting of the Members, in general supervise all business affairs of the Bergen WDB, and perform such other duties as may from time to time be assigned to him/her by the Members. The Chairperson shall be selected from among the Members who are representatives of the private sector.

## **Section 6:4 Vice Chairperson**

The ranking Vice Chairperson shall perform all the duties of the Chairperson in the event of the Chairperson's absence and all other duties as from time to time may be assigned to him/her by the Members or the Chairperson. The position of Vice Chairperson must be held by a private sector representative.

## **Section 6:5 Secretary**

The Secretary (or the Secretary-Treasurer in his/her capacity as Secretary) shall cause the written meeting minutes and records of votes, as well as other official records related to the Bergen WDB's business, to be accurately maintained and accessible.

## **Section 6:6 Treasurer**

The Treasurer (or the Secretary-Treasurer in his/her capacity as Treasurer) shall review the Bergen WDB's financial records, report his/her findings to the Bergen WDB and make such recommendations to the Bergen WDB as he/she deems appropriate.

## **Section 6:7 Officer Vacancies**

A vacancy shall be deemed to exist upon the occurrence of any of the following:

1. An officer submits his/her formal resignation in accordance with section 6:8 of these Bylaws or such officer is deemed to have resigned pursuant to section 6:2 of these Bylaws.
2. The removal of a current officer in accordance with section 6:9 of these Bylaws.

3. The expiration of the term of a current officer; provided that such current officer shall continue to hold such office until his/her replacement is elected by the Members or appointed by the Chairperson pursuant to this section 6:7.

In the event a vacancy occurs during the term of an officer, the Chairperson may (and, in the case of the Vice Chairperson, the Secretary or the Treasurer, shall) fill such vacancy by appointing a person who is eligible to serve as an officer pursuant to all eligibility criteria then in effect under the Applicable Laws and these Bylaws. Such person shall serve for the unexpired term of the previous officer whose vacancy the newly appointed officer has been appointed to fill or until his/her successor is elected by the Members or, if applicable, appointed by the Chairperson pursuant to this section 6:7.

### **Section 6:8 Officer Resignation**

An officer may resign at any time by giving written notice to the Bergen WDB Chairperson, any Vice Chairperson, the Secretary or the Treasurer of the Bergen WDB. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon receipt thereof by any such person, and the acceptance of the resignation will not be required to make it effective.

### **Section 6:9 Removal of Officers**

An officer may be removed, either with or without cause, at any time, by the Members at any meeting thereof.

### **Section 6:10 Remuneration and Reimbursement**

Officers shall not receive any compensation for their volunteer services as officers. This provision does not extend to any paid employee of the Bergen WDB. However, officers shall be reimbursed for expenses incurred by them to the extent permitted by the Applicable Laws.

## **ARTICLE VII MEETINGS OF MEMBERS**

### **Section 7:1 Regular Meetings**

All Members meetings will be posted on the Bergen WDB website. Regular meetings of the Members shall be held in compliance with the Open Public Meetings Act, N.J. Stat. Ann. 10:4, as such statute may be in effect from time to time (the "Open Public Meetings Act"). The meetings shall be publicly announced, advertised, (filed with the County Clerk), and to the extent appropriate, open and accessible to the general public. The Members shall meet quarterly and, except in the case of an ex officio Member identified in section 5:2 of these Bylaws, all Members are required to attend in person or be represented

by an alternate or by a proxy. Members shall meet a minimum of four (4) times per year (including the annual meeting), and more frequently as requested by the Chairperson. Regular meetings of the Members shall be held at such times and places as the Members may fix. Notice of regular meetings of the Members need not be given except as otherwise required by the Applicable Laws or these Bylaws.

### **Section 7:2 Notice of Meetings**

Written notices of all regular meetings of the Members shall be mailed, faxed, emailed, or hand delivered at least five (5) days in advance of the meeting to each Member. The notice shall specify the time, date, and location for the meeting. For all special meetings, a 48-hour advance written, faxed, emailed, or hand-delivered notice shall be required which shall specify the time, date, location, and purposes for the meeting. No other business but that specified in the notice may be transacted at such special meetings, unless a motion to consider such other business shall be approved by a majority vote. Notice of any meeting need not be given to any Member who shall, either before or after the meeting, submit a signed waiver of notice or who shall attend such meeting.

### **Section 7:3 Annual Meeting**

The Members shall meet for the purposes of reviewing the prior year's performance and the transaction of other business as soon as practicable following the close of each fiscal year.

### **Section 7:4 Special Meetings**

Special meetings of the Members may be called by the Chairperson or by petition to the Chairperson of not less than one-fourth (1/4) of the Members, who must indicate the reason for calling a special meeting.

### **Section 7:5 Quorum; Organization**

A majority of all the Members, whether such majority are present in person or represented by alternates or by proxies, shall constitute a quorum and, except as otherwise expressly required by the Applicable Laws or these Bylaws, the act of a majority of the Members who are present in person or represented by alternates or by proxies at any meeting at which a quorum is present shall be the act of the Bergen WDB. In the absence of a quorum at any meeting of the Members, a majority of the Members who are present in person or represented by alternates or by proxies thereat may adjourn such meeting to another time and place. Notice of the time and place of any such adjourned meeting shall be given to all the Members unless such time and place were announced at the meeting at which the adjournment was taken, in which case such notice shall only be given to the public and to the Members who were not present in person or represented by alternates or by proxies thereat. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

At each meeting of the Members, the Chairperson, if one shall have been elected, or, in the absence of the Chairperson or if one shall not have been elected, the ranking Vice Chairperson (or, in his/her

absence, another Member chosen by a majority of the Members who are present in person or represented by alternates or by proxies) shall act as chairperson of the meeting and preside thereat.

### **Section 7:6 Minutes**

The Secretary or, if one shall be elected by the Members, any Assistant Secretary, shall cause minutes to be kept of all Members meetings, which minutes shall be reviewed and presented for approval at the next meeting of the Members. In the absence of the Secretary and any Assistant Secretary, any person appointed by the Chairperson of the meeting shall act as secretary of the meeting and keep the minutes thereof.

Approved minutes shall be available at the administrative office of the Bergen WDB for anyone who requests to see them and shall be posted on the Bergen WDB website.

### **Section 7:7 Electronic Meeting**

Unless restricted by the Applicable Laws, any one or more Members of the of the Bergen WDB may participate in a meeting of the of the Bergen WDB by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other and members of the public can observe the discussion. Participation by such means shall constitute presence in person at a meeting.

## **ARTICLE VIII COMMITTEES & COUNCILS**

### **Section 8:1 Standing Committees and Councils**

The Bergen WDB shall designate the following standing committees and councils (collectively, the “Standing Committees”):

1. **Executive Committee.** The Executive Committee shall serve as an advisory committee to the Chairperson; shall act for the Bergen WDB during the interim between Bergen WDB meetings and during such time shall have and exercise all authority of the Bergen WDB except with respect to the election of officers, changes in the any policy established by the Bergen WDB, changes in the Bylaws; and shall perform such other tasks as are assigned to it by the Bergen WDB. The Executive Committee shall meet in conformance with the Open Public Meetings Act when acting on behalf of the full Board.
2. **Youth Council.** The Youth Council is responsible for developing a comprehensive, integrated and coordinated system of youth services that effectively prepares young people for higher education and future employment.

3. **One-Stop Committee.** The One-Stop Committee assists the Bergen WDB in its broad oversight of the One-Stop System through continuous evaluations and develops policy recommendations that aim to improve the quality and effectiveness of services delivered through the One-Stop System including the One-Stop Career Center; monitors performance and program enrollments; and ensures that Bergen WDB Plans are being carried out as they relate to One-Stop System services.
4. **Disabilities Committee.** The Disabilities Committee is charged with ensuring that all services, including those at the comprehensive One-Stop Career Center and external training sites, are accessible to persons with disabilities and that outreach efforts effectively reach that population. The Disabilities Committee also promotes collaboration with the public and private sectors to increase awareness and influence policy related to employment for people with disabilities.
5. **Business Development Committee.** The Business Development Committee is responsible for working directly with economic development, business and industry to identify and recommend actions to address their workforce needs, evaluating how effectively business is being served as a customer of the One-Stop System, and developing and overseeing a communications and outreach strategy to businesses and key stakeholders.
6. **Governance Committee.** The Governance Committee assesses the Board's compliance with Applicable Laws, oversees the implementation and effectiveness of board policies and processes, reviews potential Member conflicts, and serves as an advisor on board development and evaluation. The Governance Committee is also charged with coordinating and supervising the annual nomination and election of officers.

## **Section 8:2 Designation of Additional Committees and Councils**

The Bergen WDB may (and, to the extent required by the Applicable Laws, shall) designate one or more additional committees or councils.

Except in the cases of the Executive Committee and except to the extent otherwise restricted by the Applicable Laws, each such committee or council, and each appointee thereof, shall serve at the pleasure of the Bergen WDB, and each such committee or council shall have such powers and authority and such name as may be determined from time to time by resolution adopted by the Bergen WDB.

## **Section 8:3 Appointment to Committees and Councils**

The Executive Committee shall consist of the Bergen WDB officers and the Chairs of the Standing Committees.

Each other committee or council shall consist of one or more persons, whether Members or not, as appointed by the officers, by majority vote of all disinterested officers, and, if required by the Applicable Laws, ratified by the County Executive or some other person or governmental authority.

The officers, by majority vote of all disinterested officers, may designate any person or persons appointed to a committee or council as the chairperson or chairpersons, as applicable, or the vice chairperson or vice chairpersons, as applicable, of such committee or council, whether any such person is a private sector or public sector representative. Standing committees or councils shall be chaired by a Member of the Board.

In the case of any committee or council, the officers, by majority vote of all disinterested officers, may appoint one or more persons as alternates to any appointees to any committee or council. Only one such alternate may vote in the place of any absent or disqualified appointee at any meeting of such committee or council; provided that any person must be a Member to be an alternate to an appointee to the Executive Committee.

The term of each appointed committee member shall expire on December 31 of the year in which such committee member is appointed, with eligibility of reappointment. Committee members shall serve until resignation, removal, or the expiration of his/her term, subject to reappointment. Notwithstanding the preceding, in the event of expiration of a committee member's term, such committee member shall continue to serve until such time as reappointment may be denied.

## **Section 8:4 Meetings of Committees and Councils**

Each committee or council shall keep regular minutes of its meetings and report the same to the Bergen WDB.

The requirements, restrictions, limitations and other provisions in sections 7:1, 7:2, 7:4, 7:5, 7:6, and 7:7 of these Bylaws applicable to meetings of Members shall apply to meetings of committees and councils with the following exceptions:

All powers and authority of the Chairperson or the Vice Chairperson under such sections to preside at meetings, to call special meetings, and, in the absence of the Secretary and any Assistant Secretary, to appoint any person to act as secretary of a meeting and keep the minutes thereof, shall be exercised, in respect of a committee or council, by the chairperson or vice chairperson of such committee or council.

1. Except to the extent required by the Open Public Meetings Act and the Applicable Laws, notices of meetings of a committee or a council need be given only to the appointees to such committee or council and not to all Members of the Bergen WDB.
2. Minutes of a meeting of a committee or a council shall be reviewed and approved at the next meeting of such committee or council and thereafter submitted to the Bergen WDB.

## **Section 8:5 Attendance Policy; Right to Appeal**

The requirements, restrictions, limitations and other provisions in sections 5:5, 5:6, 5:7, and 5:8 of these Bylaws applicable to Members of the Bergen WDB shall also apply to Members of the Bergen WDB Committees and Councils with the following exceptions:

1. A Committee or Council Member may be removed by majority vote of all Officers, subject to the requirements of the Applicable Laws.
2. Recommendations for removal of Committee or Council Members shall be transmitted to the Officers.

## **ARTICLE IX**

### **INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

#### **Section 9:1 Indemnification**

To the extent set forth in the Applicable Laws, the County shall indemnify any person in connection with such person's performance as a Member, officer, employee, or volunteer of the Bergen WDB or any of its committees, councils, task forces or informal working groups. In addition, to the extent provided in the County's Self-Insurance Claim Fund in effect at the time of any claim, each such person shall be entitled to the benefits of such insurance coverage.

## **ARTICLE X**

### **GENERAL PROVISIONS**

#### **Section 10:1 Amendments to Bylaws**

These Bylaws may be altered, amended, restated or repealed by the Members at any regular or special meeting of the Members, after notice that such action is a purpose of the meeting.

#### **Section 10:2 Parliamentary Authority**

Except where inconsistent with these Bylaws (or resolutions of the Board of Chosen Freeholders), or the laws of the State, Robert's Rules of Order (latest edition) shall govern the conduct of the meetings of the Members and of the committees and councils of the Bergen WDB.

#### **Section 10:3 Conflict of Interest**

The Bergen WDB shall maintain and enforce a Conflict of Interest Policy which at a minimum shall comply with the Applicable Laws and which shall contain such other provisions as the Bergen WDB shall deem

appropriate from time to time. Each Member (other than an ex officio Member identified in section 5:2 of these Bylaws), officer, employee and agent must sign, agree to and abide by the Bergen WDB Conflict of Interest Policy then in effect.

### **Section 10:4 Code of Conduct**

The Bergen WDB shall maintain and enforce a Code of Conduct which at a minimum shall comply with the Applicable Laws and which shall contain such other provisions as the Bergen WDB shall deem appropriate from time to time. Each Member (other than an ex officio Member identified in section 5:2 of these Bylaws), officer, employee and agent must sign, agree to and abide by the Bergen WDB Code of Conduct then in effect.

### **Section 10:5 Definition of Terms**

Capitalized terms used and not otherwise defined in these Bylaws have the meanings ascribed to them in the Applicable Laws.