

BYLAWS
OF
LUZERNE COUNTY
COUNTY CARES COMMISSION

PREAMBLE

PREAMBLE. Luzerne County Cares Commission, a Commission created by Ordinance of Luzerne County Council, was created to assist Luzerne County’s Human Services Departments and local non-profit organizations in the promotion of the importance of drug and substance abuse and advocacy and the corresponding reduction in homelessness. The goals of the County Cares Commission shall be to work with the Luzerne County Council legislative committee to identify grant opportunities and secure such grants, work with the Human Services Departments to host public education forums, and work with local non-profit organizations to collaborate in reducing the stigma of substance abuse, highlight rehabilitation success stories and provide community outreach programs to Luzerne County citizens in need.

ARTICLE I

Members

Section 1. *Membership.* The County Cares Commission (hereinafter “Commission”) shall be comprised of nine members as follows:

- a. County Council shall appoint by Resolution of at least a majority of its current members, **two** members of County Council to serve **one**-year terms, **and one member of County Council to serve a three-year term.**
- b. County Council shall appoint by Resolution of at least a majority of its current members, six Luzerne County citizens. In order to stagger terms, initially **two** members shall serve for one year, **two** for two years, **two** for three years commencing with the first Monday in January next succeeding the establishment of the Commission. Thereafter, whenever a vacancy has occurred by reason of the expiration of the term of any member, the governing body shall appoint a member of the Commission for a term of four years from the date of expiration of the prior term to succeed the member whose term has expired.

ARTICLE II

Meetings

Section 1. *Regular Monthly Meeting.* Regular meetings of the Commission shall be held at such date, time and place as shall be designated by Resolution of the Commission. Business to be transacted at any regular meeting of the Commission shall not be limited to those matters set forth in the notice of the meeting. All meetings shall comply with the Pennsylvania Sunshine Act.

Section 2. *Special Meetings.* Special meetings of the Commission as needed may be called by or at the request of the Commission Chair. The Chair of the Commission shall fix the time and place for any special meeting of the Commission. Business to be transacted in a special meeting of the Commission shall be identified in the notice of meeting and shall be limited to those items of business set forth in the notice of meeting. All meetings shall comply with the Pennsylvania Sunshine Act.

ARTICLE III

Commission Vacancies

Section 1. Any vacancy created on the Commission due to expiration of term, resignation, removal or death of a member shall be filled by Luzerne County Council pursuant to the provisions of the Luzerne County Home Rule Charter, Administrative Code, Council By-Laws or other applicable codes of Luzerne County. A member appointed to fill a vacancy shall serve for the unexpired portion of the term in question.

Section 2. *Resignation.* Any member may resign at any time by giving written notice to the Secretary of the Commission. Such resignation shall take effect at the time of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. *Notice.* Any vacancy created due to the death or resignation of a member shall be reported to Luzerne County Council as soon as practicable so that a replacement can be appointed to fill the unexpired term.

Section 4. *Removal.* A member may only be removed from office pursuant to the provisions of the Luzerne County Home Rule Charter, Administrative Code, Council By-laws, or other applicable codes of Luzerne County.

Section 5. Notice of Meetings. Notice of any special meeting of the Commission shall be mailed, sent to members by telecopier, electronic mail (e-mail), delivered personally to each member at least three days before a meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notwithstanding the foregoing, all meeting notice requirements shall be in compliance with the Pennsylvania Sunshine Act.

Section 6. Quorum. A majority of the Members in office shall constitute a quorum for the transaction of business at any meeting of the Commission, but if fewer than a majority of the Members in office are present at any time at said meeting, a majority of Members present may adjourn the meeting from time to time without further notice than announcement at the meeting at which such adjournment is taken.

Section 7. Manner of Acting. A majority of the Members present in person or by conference telephone shall constitute a quorum for the transaction of business by the Commission or a committee thereof. The act of a majority of the Members present and voting at a meeting at which a quorum is present shall be the act of the Commission or of any committee thereof, unless the act of a greater number is required by law or by these Bylaws.

After a quorum has been established at a meeting of the Commission or a committee thereof, the subsequent withdrawal of Members from the meeting so as to reduce the number of Members present to fewer than the number required for action, shall not affect the validity of any action taken by the Commission or committee at such meeting or any adjournment thereof, except to the extent otherwise required by law or by these Bylaws. A majority of the Members present, whether or not a quorum exists may adjourn any meeting of the Commission or of a committee to another time and place. Notice of such adjourned meeting shall be given to the Members who are not present at the time of adjournment.

Section 8. Voting of Members. Each Member shall have one vote on any matter presented to the Commission or a committee of the Commission for its action or approval. Proxy voting shall not be permitted.

Section 9. Participation in Meetings. One or more Members may participate in a meeting of the Commission or a committee of the Commission by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another. Participation in a meeting in this manner shall constitute presence in person at such meeting.

Section 10. Attendance at Meetings. Members shall be expected to attend all meetings of the Commission and of committees of which they are members, unless unavoidably prevented from doing so. A Member will be considered excused from any meeting upon prior notification of absence to the Chair. The Commission of Members by a majority vote, may, but shall not be

required to, remove any Member from office who has failed to attend three consecutive meetings of the Commission.

Section 11. Compensation of Members and Committee Members. Members and members of all committees shall receive no compensation for any services rendered in those capacities. However, nothing contained herein shall be constructed to preclude any Member or committee member from receiving reimbursement from the Commission for reasonable expenses actually incurred for serving the Commission as a Member or in any other capacity.

ARTICLE IV

Committees

Section 1. Committees. The Commission may create such other committees as it deems appropriate. Each committee shall have such powers and perform such duties as may be delegated to it by a majority of the Commission. All such committees shall serve at the pleasure of the Commission, shall act only in the intervals between meetings of the Commission and shall be subject to the control and direction of the Commission. Any act or authorization of an act by any committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Commission.

Any committee created by the Commission of Members may act by a majority of its members at a meeting or by a writing or writings signed by all of its members.

ARTICLE V

Officers of the Commission and Commission

Section 1. Officers. The officers of the Commission shall be a Chairperson, a Vice Chairperson and a Secretary and such other officers with such duties as may be authorized and determined by the Commission. Each officer shall be selected from among the elected Members.

Section 2. Election and Term of Office. The officers shall be elected annually by the Commission at its annual reorganization meeting or as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Commission. Each officer shall hold office until his or her successor shall have been elected and qualified. No person shall hold any specific office for more than three consecutive annual terms.

Section 3. Removal. Any officer may be removed, either with or without cause, by vote of a majority of the Members then in office whenever in this judgment the best interests of the Commission would be served thereby.

Section 4. Resignation of Officer. Any officer may resign at any time by giving written notice to the Secretary. Such resignation shall take effect at the time of the receipt of such notice or to any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Commission and such a successor shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected and qualified.

Section 6. Chairperson. The Chairperson shall preside at meetings of the Commission and shall appoint and be an ex officio member of all committees. In addition, he or she shall have all the powers and duties incident to and customarily associated with the office of Chairperson of the Commission and such other powers and duties as may be prescribed by the Commission from time to time.

Section 7. Vice Chairperson. The Vice Chairperson shall act as Chairperson in the absence or inability of the Chairperson of the Commission to act, or in the event of a vacancy in the office of the Chairperson, and when so acting, the Vice Chairperson shall have all of the powers and authority of the Chairperson. In addition, the Vice Chairperson shall have the powers and duties incident to and customarily associated with the office of Vice Chairperson and such other powers and duties as may be prescribed by the Commission from time to time.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Commission in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law, be custodian of records, attest and/or execute all Commission documents and instruments when necessary, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Commission. The clerk to County Council will act as Secretary for this Commission.

ARTICLE VI

Standard of Care

A member of the Commission shall stand in a fiduciary relation to the Commission and Luzerne County and shall perform his or her duties as a member, including his or her duties as a member of any committee of the Commission upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Commission and Luzerne County, and in compliance with the Luzerne County Home Rule Charter, Ethics Code and all other Codes of Luzerne County, local, state and federal laws.

ARTICLE VII

Amendment

These Bylaws may be amended only by a majority vote of the members of the Commission.

ARTICLE VII

Miscellaneous

Section 1. *Annual Report.* On 12/31 (month/date) of each year the Commission shall provide to Luzerne County Council a report of activities for such year regarding actions taken in furtherance of fulfilling the Commission's mission.

Section 2. No member of the Commission shall possess any right or title to or interest in the property of the Commission in an individual or private capacity, and no funds of the Commission shall inure to the benefit of any member, officer or any individual, except that the Commission shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Section 3. No substantial part of the activities of the Commission shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Commission participate or intervene in any political campaign on behalf of any candidate for public office.