



# NATIONAL ASSOCIATION OF PRETRIAL SERVICES AGENCIES

## BYLAWS

Revised May 21, 2017

## **ARTICLE I: NAME, OFFICE AND REGISTERED AGENT**

### **Section 1: Name**

The name of this corporation is the National Association of Pretrial Services Agencies, which was incorporated in the District of Columbia, Nonprofit Act, Title 29 S.C. #1001, et seq., on August 8, 1974, and shall be referred to hereinafter as “the Association.”

### **Section 2: Office**

The post office address and location of the principal office of the Association shall be designated by the Board of Directors. The Board of Directors may from time to time establish other officers of the Association wherever it deems expedient. It shall continuously maintain in the District of Columbia, or nearby area, a registered office or registered agent, having an office identical with such registered office. The registered office of the registered agent, or both, may be changed by the President of the Association, who shall file the required statement of change of registered office or registered agent with the D.C. Treasurer, Department of Consumer Regulatory Affairs, Business Regulation Administration, Corporation Division, P.O. Box 92300, Washington D.C., 20090

For convenience in handling the financial aspects of the Association, the banking office of the Association shall be designated by the Treasurer as set forth in Article VI, Section 6.

## **ARTICLE II: RECORDS AND ACCOUNTING**

### **Section 1: Records**

The following Association records must be kept: correct books of all the business and transactions, a copy of the Articles of Incorporation, Bylaws, and a current membership list, including member emails and type of membership. This information shall be available for inspection to members upon written or e-mail request.

### **Section 2: Accounting**

The accounting year of the association shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup>. The general accounting method of the Association is accrual method of accounting.

## **ARTICLE III: MEMBERSHIP**

### **Section 1: Membership**

The Association shall consist of the following members:

Active Members: Individuals that contribute annually to the financial support of the Association according to the schedule of dues or service fees adopted by the Board of Directors.

Other member categories for organizations, corporations or entities may be authorized by the Board of Directors.

## **ARTICLE IV: MEETING OF MEMBERS**

### **Section 1: Annual Business Meeting**

An Annual Business Meeting of the membership shall take place at the annual NAPSA Conference. If an Annual Business Meeting has not been called and/or held for any reason, such meeting may be held as a special meeting called for that purpose, at any time during the calendar year.

### **Section 2: Special Meeting**

Special meetings of the membership may be called by the President, the Secretary, a majority of the Board of Directors, or by written request signed by at least one-tenth of the voting members of the Association. Notice of a Special Meeting will be sent to all members ten (10) days in advance.

## **ARTICLE V: BOARD OF DIRECTORS**

### **Section 1: General Powers**

The business and affairs of the Association shall be managed by a Board of Directors who shall be active members of the Association. All policy making powers of the Association shall be vested in the Board of Directors, including, but not limited to, adoption of resolutions, obligating the Association to perform any services or pay for any services including, but not limited to, contracting for support services for the Association.

The Executive Committee shall consist of the President, President Elect, Immediate Past President, Vice President, Secretary and Treasurer. This committee will set the leadership tone for the Board of Directors.

### **Section 2: Number, Tenure, Requirements and Qualifications**

The Board of Directors shall be fixed from time-to-time, but shall consist of no less than three (3) and no more than fifteen (15) members including the following: President, President Elect, Vice President, Immediate Past President, Secretary and Treasurer. These positions shall be referred to as Officers. The other positions shall be Regional or At-large Directors.

To be elected as an Officer or Director, a candidate must be a member in good standing; prior experience on the Board of Directors is required for the Secretary, Treasurer, Vice President and President Elect positions, unless otherwise determined by majority vote of the Board. The Board will set preferred qualifications and a detailed list of responsibilities for each position, and make this available on the Association website.

No Board member can serve more than 12 consecutive years on the Board; the Treasurer can serve no more than two consecutive terms in that position. The President, President Elect and Treasurer serve two year terms, other elected Officers or Directors serve for three years, with a staggered election cycle set by the Board of Directors.

### **Section 3: Absence of Directors**

Any Officer or Director absent from two (2) consecutive meetings of the Board of Directors without having been excused by the President or designee shall be deemed to have resigned. The President, after consultation with other members of the Board, may then elect to fill the vacancy as provided for in Article V, Section 5 of these Bylaws.

### **Section 4: Removal**

Any Officer/Director may be removed for cause, that is, failure to perform one's duties. Failure to perform one's duties shall be deemed to have occurred by the considered opinion of a majority of the Board of Directors of the Association voting in person, by phone or any form of electronic communication during the course of a duly-convened Board of Director's meeting. The finding of failure to perform one's duties shall be grounds to remove a member of the Board of Directors. Failure of a Board member to attend meetings without having provided prior notice of his/her inability to attend and reason(s) therefore could be considered by the Board as "failure to perform one's duties." Written notification of the Board's intention to consider expelling a Board member for supposed failure to perform his/her duties shall be provided to such Board member in advance of the Board meeting at which such action is contemplated. Such Board member shall be allowed the opportunity to attend and respond before any action is voted. Notwithstanding the above, the membership may, by two-thirds vote, recall a member of the Board of Directors for failure to perform his/her duties as defined.

### **Section 5: Vacancies**

A vacancy of an Officer (except President) shall be filled by an appointment made by the President and confirmed by a two-thirds vote of the remaining Board members. If the Office of the President becomes available, the President Elect shall move to the Presidency.

## **Section 6: Election of Officers and Directors**

Within fifteen (15) days of the Board's spring meeting, the president of the Association or their designate will notify all members of Board positions open for election. The notification will list each position's duties and qualifications and describe how members may announce their candidacy. Notification will appear by communications approved by the Board.

Except as otherwise provided in Section 2, all members in good standing are eligible to serve on the NAPSA board. Members wishing to run for open Board positions must inform the Association President or their delegate within forty-five (45) days of the notice of open positions. Candidates may contact the Association President or their delegate through 1) the Association's e-mail or 2) by letter to the Association's official business address.

The Association President or their designate will post an official list of candidates within fourteen (14) days of the closing date of the open positions notice. The Candidates List will include, at a minimum, each candidate's name, work position and title, contact information, and the position they are seeking. The listing will appear through the communications approved by the Board.

Once the official ballot is set, NAPSA will provide candidates space on its webpage for a 1,000 words or less announcement of their candidacy. Candidates may also receive time during the Annual Business Meeting to address Association members.

Ballots will be provided to all voting members fifteen (15) business days after the Annual Business Meeting. Regional Director Nominees will only appear on ballots sent to members in the respective region.

All member voting ballots will be due within thirty (30) business days of the Annual Business Meeting. Each active member may vote only once. The Association shall retain all received ballots for one year. Ballots received after the deadline or not meeting the criteria will be deemed ineligible and the member notified. Results will be published to members within ten (10) business days of the end of the voting period.

The Board of Directors shall announce instructions for the specific type of ballot issuance and return annually.

## **Section 7: Assumption of Office**

Newly elected members of the Board of Directors shall take their seats as of January 1<sup>st</sup>, following their election. The President of the Association shall invite the newly elected members of the Board to attend the next scheduled Board meeting.

## **Section 8: Meetings of the Board of Directors**

A majority of the Board of Directors shall be a quorum for the transaction of business, except the filling of vacancies, and the act of the majority of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or the Bylaws. All Officers and Directors shall be present at duly called meetings of the Board of Directors, or be excused by the President.

At a minimum, the Board of Directors will meet semiannually, at an agreed upon time and location. An official Board meeting requires each member have written notice at least two (2) weeks in advance.

## **ARTICLE VI: POWERS AND DUTIES OF OFFICERS AND DIRECTORS**

### **Section 1: President**

The President shall conduct all meetings of the Association, appoint all committees, represent the Association in all matters pertaining to the Association, exercise all powers and perform all duties usually incident to the office. He/she may, with the approval of the Board of Directors, cause applications to go out to government and private agencies for funds or grants to carry out programs consistent with the goals of the Association. The President is the only Officer authorized to enter into contracts on behalf of the Association. Contracts over a certain limit as set forth by Association policy require two (2) signatures. If the President has a conflict of interest in the contract, he or she may not sign the contract.

### **Section 2: President Elect**

The President Elect shall become President. In addition, duties include, but are not limited to, shadowing the President and acting in his/her absence.

### **Section 3: Vice President**

Duties of the Vice President include, but are not limited to, working with Regional Directors, overseeing exhibitor and sponsor relationships and assisting the President in carrying out responsibilities as needed.

### **Section 4: Immediate Past President**

The Immediate Past President is a non-voting member who serves on the Board of Directors for one (1) year; they offer guidance and support the President.

### **Section 5: Secretary**

Duties of the Secretary include, but are not limited to, ensuring Bylaws are up to date, providing oversight to Stakeholder Representatives and taking meeting notes when necessary.

### **Section 6: Treasurer**

Duties of the Treasurer include, but are not limited to, presenting the annual budget to the Board, reporting at the Annual Business meeting on the fiscal business of the Association and providing oversight of the fiscal responsibilities of the Board. The Treasurer's accounts and annual reports shall be subject to an annual audit. The designated bank and/or accounting services for the Association are subject to approval by the Board.

The Treasurer may serve as an authorized signatory on contracts with which the President or President Elect has a conflict of interest.

### **Section 7: Regional Director**

Regional Directors, including Federal Director, will have duties including, but not limited to, working directly with members in their region and providing regular updates to the Board regarding regional activity.

### **Section 8: At-large Director**

Duties of the At-large Director include, but are not limited to, providing support to Regional Directors and managing projects as requested by the Board.

## **ARTICLE VII DIRECTOR AND STAFF**

### **Section 1: Executive Director**

The Board of Directors, upon recommendation of the Executive Committee, shall appoint the Executive Director. The Executive Committee shall establish all other terms and conditions of employment and retention of the Executive Director. By the authority delegated by the NAPSA Board of Directors the Executive Director shall have the responsibility and full discretionary power to execute and affect the Association's bylaws, policies and directives of the Board. Under the direction of the Board of Directors and the Executive Committee, he or she shall establish, maintain, manage, and generally control the executive office or offices of the association. He or she will do or cause to be done on behalf of the Association all actions directed by the Board of Directors. He or she shall have authority generally to carry on the business of the Association and to execute necessary or appropriate policies, decisions, and instructions of the Board, including the approval of all contracts, vouchers, and other

documents involving in any manner the disbursement of Association funds. All contracts, vouchers, loans and other actions involving in any manner the disbursement or commitment of Association funds in excess of an amount to be determined by the Board of Directors, shall be approved by the President and/or the Treasurer. Appointment or dismissal of staff shall be the responsibility of the Executive Director, subject to the personnel policies adopted by the Board of Directors.

The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions presented by Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

## **ARTICLE VIII: COMMITTEES**

### **Section 1: Committees**

The Board may create committees as needed. The chairs of any committee will be appointed by and serve at the pleasure of the President; the chair will recommend to the Board appointment of all committee members. There must be at least one (1) Board member on each committee. The Executive Director should also be invited to participate in committee calls and meetings.

### **Section 2: Executive Committee**

The six (6) Officers serve as members of the Executive Committee, including President, President Elect, Immediate Past President, Vice President, Secretary and Treasurer.

### **Section 3: Finance Committee**

The Finance Committee shall be a standing committee. The Finance Committee will explore funding options, including grants and other revenue generating projects. The Treasurer shall be the chair of the Finance Committee.

## **ARTICLE IX: RESOLUTIONS**

### **Section 1: Resolutions**

All resolutions may be submitted in writing at any time, or orally, at the Annual Business Meeting for consideration by the Board of Directors at the next duly convened meeting of the Board.



## **ARTICLE X: AMENDMENTS TO BYLAWS**

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

The power to make, alter or repeal all or any part of this Code of Bylaws is vested in the Board of Directors. The affirmative vote of a majority of all members of the Board shall be necessary to effect any changes of this Code of Bylaws. Members of the Association in good standing may collectively amend these Bylaws with a two-thirds vote of the membership in favor of such change.

Approved May 21, 2017 by the NAPSA Board of Directors

Penny Stinson, President