

**BYLAWS OF THE VIRGINIA
JUVENILE JUSTICE ASSOCIATION,
INCORPORATED**

(Amended March 1986, April 1993, June 1994, March 2007, December 2013)

**I. BOARD OF DIRECTORS: DUTIES
AND POLICY**

- a. It shall be the duty of the Board of Directors to enforce, preserve, and interpret the Bylaws, which may from time to time be amended as set forth in Section VIII of these bylaws, to transact all business, to establish all policies of the Corporation, to establish all programs for the Corporation in the interim between annual meetings, and to do any and all things necessary to implement the purposes, programs, and policies of the Corporation. The activities, programs, and policies of the districts shall be subject to review by the Board of Directors, and no district shall implement any program or activity which conflicts with that established at the annual meeting or by the Board of Directors for the Corporation as a whole.
- b. Those matters voted upon and passed by a majority of the Board of Directors present and voting shall be known as the Policy of the Board of Directors. Policy of the Board of Directors shall be binding upon all members of the Corporation in so far as the members speak or act for the Corporation, as its agent, or in the conduct of its business.
- c. A record of all policy decisions of the Board of Directors shall be kept by the Secretary and shall be made available to any member of the Corporation upon demand. Policy of the Board of Directors may be changed by a majority vote of the Board of Directors present and voting at any Board of Directors meeting subsequent to the one at which the policy is made.
- d. The President of the Corporation shall keep each Board member informed of the transactions of the Corporation through the distribution of minutes of each meeting of the Board of Directors and copies of administrative correspondence regarding the corporation.

- e. Board of Directors meetings of the Corporation shall be open to any member of the Corporation.
- f. A preliminary agenda of the Board of Directors meetings shall be presented to all members of the Board of Directors at least fourteen (14) days prior to the meeting and any member of the Board of Directors shall have the right to add to the agenda.
- g. A majority of the Board of Directors shall constitute a quorum to conduct business at meetings of the Board of Directors.
- h. Class II officers unable to attend meetings of the Board of Directors shall assign and send their proxy with another elected district officer or member of that district's advisory board.

II. VACANCIES IN CLASS I OFFICES

- a. When a vacancy occurs in the Class I offices of Vice President, Secretary, or Treasurer, the President shall appoint a member of the Corporation to fill the unexpired term of said vacancy with the advice and majority consent of the Board of Directors. If the Presidency is vacated, the Vice President shall forthwith assume the duties of the President for the unexpired term.

III. DISTRICTS

- a. The Commonwealth of Virginia shall be divided into geographical districts for the purpose of facilitating the work of the Corporation. District boundaries shall be fixed by majority vote of the Board of Directors. The Board of Directors may consider boundary changes, to include creation of new districts, provided such changes shall have been recommended by the district Chairpersons affected by said proposed changes and concurred in by majority vote of the members voting within the districts affected by said proposed changes. New districts created shall become fully functional upon the election of officers as provided herein.
- b. Each District shall hold meetings at least quarterly throughout the year. Minutes of all district meetings shall be kept and submitted to the President. Each district shall elect a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. Each member shall be

entitled to vote by an electronic balloting method approved by the Board of Directors, which shall be made available to each member no later than the first day of December. Ballots shall be transmitted to an Election Officer appointed by the District Chairperson with the majority consent of the district officers by December 15th. In no case shall a ballot be recorded by the Election Officer if received after December 15th. Officers elected shall assume their offices on the first day of January following the election. District officers shall serve for a term of two (2) years. In the event of the creation of new districts, elections shall be held within sixty (60) days of final action by the Board of Directors establishing the district, with the President empowered as above if elections are not so held. Thereafter, district elections shall be held as provided herein.

- c. Each Chairperson shall appoint a District Advisory Board which will be representative of the membership of the district. This District Advisory Board shall meet at least quarterly throughout the year. It shall be the responsibility of each member of this Board to make known to the District Advisory Board any professional concerns of the members in their agencies and, in turn, to inform them of all matters involved in district business.
- d. It shall be the function of the districts to foster fellowship among the members whose employment lies within the boundaries of the district, and to sponsor such professional and educational programs to meet the purposes of the Corporation.
- e. In all district affairs, the Articles of Incorporation and the Bylaws, together with the established programs and policies of the Corporation, shall be paramount.

**IV. MEMBERSHIP YEAR: FISCAL
YEAR/ MEMBERSHIP DUES**

- a. The membership year of the Corporation shall be July 1 – June 30.
- b. The Fiscal Year of the Corporation shall be January 1 – December 31.
- c. Membership dues shall be recommended by the Board of

Directors, and submitted to the membership for their ratification by a majority vote of those voting. Twenty-five percent (25%) of the dues from each district shall be remitted to said districts for the purpose of conducting local programs.

V. ELECTION: CLASS I DIRECTORS

- a. Class I Directors shall be elected by an affirmative vote of the members of the corporation. Each member shall be entitled to vote by an electronic balloting method approved by the Board of Directors, which shall be made available to each member within thirty (30) days after the close of the annual meeting by the Board's designee. The ballots shall be transmitted as designated within fourteen (14) days of the date provided. The Board of Directors shall certify all elections and notify all members of the results thereof in its next scheduled publication. Officers elected shall assume their offices on the first days of January following the election.

VI. ANNUAL MEETING

- a. An annual meeting of the Corporation shall be held at a time and place designated by the Board of Directors. This meeting shall be for the purpose of nominating officers and transacting all other business which shall come before the meeting. Special meetings, institutes, and conferences may be held from time to time as directed by the Board of Directors upon thirty (30) days advance notice to the membership of the Corporation.

VII. COMMITTEES

- a. The president shall appoint the chairperson and members of the standing committees. Standing committees of the Corporation shall be: Membership; Public Relations; Legislative; Standards; Benefits; Awards; Scholarships; Bylaws; Publications; Web Site; Training; Resource Development; and Conference Planning. A Nominating Committee shall be appointed not less than six (6) months prior to the date of each annual meeting

preceding an election. Biennial and Ad Hoc Committees may be appointed by the President if desired.

- b. The President shall annually appoint an Auditing Committee at the end of each fiscal year. It shall be the duty of that committee to audit the books of the Treasurer and submit a written report of that audit to the Board of Directors within thirty (30) days of the completion of the audit and to the membership at the next annual meeting.

VIII. BYLAWS

- a. Any proposals to alter, amend, or repeal existing Bylaws or approval of new Bylaws may be at the discretion of the Board of Directors. Proposals from the membership must be received by the Secretary at least thirty (30) days prior to the next regularly scheduled Board of Directors meeting. The proposal must be approved by a two-thirds majority of the Board of Directors. Upon such approval, the proposed change(s) are submitted to the membership, by an electronic balloting method approved by the Board of Directors, for a vote. A majority vote of ballots received shall be necessary to pass proposed change(s). Voting for amendment, alteration, or repeal of these Bylaws or the adoption of new Bylaws shall be made by electronic ballot transmitted within fourteen (14) days of the date provided.
- b. Any member may place a proposal to amend, alter, or repeal a Bylaw, or adopt new Bylaws, on the agenda of the annual or special business meeting. Any proposed amendment, alteration, or repeal of these Bylaws shall be submitted to the Secretary not less than thirty (30) days prior to the annual or special meeting for which notice has been given. A majority vote by members voting is necessary at the annual meeting or special meeting on said proposals and shall be obtained prior to submitting the proposals to the membership by electronic ballot. If a majority vote is not obtained, the proposal shall not be submitted to the entire membership for a vote. Automatic grammatical, punctuation, and correlation corrections in the Bylaws, or amendments thereto, which

in no way alter the intent of the respective Bylaw shall be effected by the Bylaws Committee subject to the approval of the Board of Directors.

IX. CORPORATE SEAL

- a. The Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation.

X. CONTRACTS AND FINANCE

- a. CONTRACTS. The directors may authorize any officer or officers, agent or agents, to enter into any contract to execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- b. LOANS. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Directors. Such authority may be general or confined to specific instances.
- c. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Directors.
- d. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Directors may select.

XI. AMENDMENT OF ARTICLES OF INCORPORATION

- a. The Articles of Incorporation may be amended only as prescribed in Sections 13.1-884 to 13.1-893 of the Code of Virginia, as amended.

XII. REMOVAL OF DIRECTORS

- a. Directors may be removed from office only as prescribed in Sections 13.1-860 and 13.1-874 of the Code of Virginia, as amended.