

By-Laws
Of the
Virginia Association of Regional Jails

ARTICLE I

NAME

The name of this Association shall be the Virginia Association of Regional Jails and shall be referred to herein as the "Association".

ARTICLE II

PURPOSES

The purpose of this Association shall be to (a) encourage mutual cooperation and assistance among the membership and the criminal justice community; to (b) improve the level of professionalism among the membership; to (c) improve communication and understanding among the membership and the criminal justice community; to (d) increase and improve the educational and intellectual level of the membership; to (e) promote legislative, executive and judicial improvement; to (f) encourage the highest level of ethical conduct among the membership; to (g) promote and uphold the appointed offices of Regional Jail Employees pursuant to the Code of Virginia.

ARTICLE III

MEMBERSHIP

SECTION I: Type of Membership

Membership in the Association shall consist of four (04) Types: Professional Members, Associate Members, Honorary Members and Corporate Members.

Professional Members - shall consist of any Regional Jail Employees presently holding their appointed office.

Associate Members - shall consist of any non-regional jail employees.

Honorary Members – shall consist of former Regional Jail Superintendents, or any person(s) whom the Board of Directors deems to have significantly contributed to the betterment of the Association and its objectives.

Corporate Members - shall consist of any business entity.

SECTION II: APPLICATION FOR MEMBERSHIP

Application must be in writing upon the form accepted, prescribed and furnished by the Board of Directors (SEE ARTICLE XIII).

SECTION III: TERMINATION OF MEMBERSHIP

The Board of Directors shall have the power and the responsibility to terminate the membership of any Association member for behavior that conflicts with the Association's Code of Ethics and/or the Association's By-Laws. Non-payment of dues shall result in termination of membership.

ARTICLE IV

DEFINITIONS

For the purposes of these By-Laws, the term Regional Jail Superintendent, either in the plural or the singular, shall refer to the Regional Jail Superintendent as appointed by a Regional Jail Board, or Regional Jail Authority under the Code of Virginia. The term Board of Directors (SEE ARTICLE XIII), either in the plural or the singular, shall be deemed to be each Regional Jail Superintendent, or Assistant Regional Jail Superintendent.

ARTICLE V

DUES

The dues of the Association shall be in accordance with what is voted on annually by the Board of Directors. The dues of the Association may be changed by a majority vote of all Board members in attendance at any duly constituted meeting.

ARTICLE VI

VOTING

Only the Board of Directors shall have the right to vote, however, if a member of the Board of Directors is unable to attend a meeting, he/she may select a primary designee to attend in his/her stead, and who shall have full voting rights.

ARTICLE VII

REGULAR MEETINGS

SECTION I:

There shall be a regular meeting of the Board of Directors every other month during each fiscal year between July 1st and June 30th. All members of the Board of Directors shall be notified in writing by the President (SEE ARTICLE XIV) or his/her appointee of the date, time and place of the meeting at least 15 days prior to the meeting.

SECTION II:

There shall be an Annual Association Conference approved by the Board of Directors, and which shall be held no sooner than April 1 and no later than September 30 of any year, unless approved otherwise by the Board of Directors. The details of the conference shall be prepared and disseminated to the membership by a Committee, which shall be chaired by the First Vice-President, and to include the Second Vice-President.

ARTICLE VIII

SPECIAL AND EMERGENCY MEETINGS

A majority of the Board of Directors (SEE ARTICLE XIII) may call for a special meeting of the Association. All members of the Board of Directors shall be notified by the President or his/her designee in writing of the date, time, place and purpose of the meeting at least five (05) days prior to the meeting. However, Emergency Meetings may be call by the President, First Vice-President or a majority of the Board of Directors at whatever date is convenient for the purpose of conducting Association business provided that a quorum (SEE ARTICLE XI) of the Board of Directors is present either via assembly and/or telephonic solicitation in order to determine a Board of Director's vote.

ARTICLE IX

EXECUTIVE SESSION

Any member of the Board of Directors may call for an Executive Session during any regular meeting.

ARTICLE X

DULY CONSITUTED MEETING

A duly constituted meeting, or special meeting or emergency meeting of the Association is a meeting where the proper notice is given to the Board of Directors. The President shall certify at the beginning of any meeting of the Association that said meeting is a duly constituted meeting.

ARTICLE XI

QUORUM

A quorum shall consist of six (06) or more of the Board of Directors, which also shall include any primary designee as contained under Article VI.

ARTICLE XII

OFFICERS

The Officers of the Association shall be as follows:

President, First Vice-President, Second Vice-President and Secretary and Treasurer. The Officers of the Association shall be elected from the Board of Directors with the exception of the Secretary and Treasurer, which may be elected from the Professional Association membership. Elections will be held during the May/June meeting of the Association by a majority vote of the Board of Directors, and effective July 1 of that year for a term of two (2) years. It shall be permissible for any or all of the Officers to serve consecutive two (2) year terms of office with approval of a majority of the Board of Directors. The Board of Directors shall submit names for consideration and should strive to achieve a balance among the Board membership and Professional Association membership with respect to nominating officers of the Association. The officers of the Association shall represent to the fullest extent possible the diverse membership of the Association. One (01) Board member or one (1) Professional Association Member may hold joint officer positions (e.g., Secretary/Treasurer). All Members of the Board of Directors shall have the right to vote on all offices. In the event of the resignation, incapacity, or death of the President, the First Vice-President shall assume the duties of the President for the remainder of the term. The Second Vice-President then shall fill the vacant office of the First Vice-President, and the Second Vice- President vacancy shall be filled by someone from the Board of Directors by majority vote. The election of Officers at the next May/June meeting of the following year shall not be affected by this appointment.

In the event of the resignation, incapacity or death of any other Officer of the Association, the Board of Directors shall fill the vacancy with someone from the Board of Directors by majority vote.

ARTICLE XIII

BOARD OF DIRECTORS

SECTION I: COMPOSITION

Regional Jail Superintendents shall constitute the Board of Directors of the Association.

However, Assistant Regional Jail Superintendents may serve as officers of the association only with the approval of the Assistants, Superintendent and with the approval of the Board of Directors by majority of vote. During their term of office they shall be Members of the Board.

SECTION II: POWERS AND DUTIES

- A. **POWERS:** The Board of Directors shall exercise all powers of the Association as specified in these By-Laws.
- B. **DUTIES: THE BOARD OF DIRECTORS SHALL:**
 - (1) Supervise the affairs of the Association and shall transact any business of the Association during the interim between the annual meetings.
 - (2) Establish policy and determine professional concerns of the Association.
 - (3) Make recommendations to the Association regarding proposed amendments to the By-Laws.
 - (4) Consider all recommendations proposed by the members of the Board of Directors or by the Association.

- (5) Establish and/or dissolve committees and task forces, the composition of which may include any Association member, based on the program and the administrative needs of the Association.
- (6) Develop, recognize, and withdraw recognition from and determine the level of support of all activities of the Association within the guidelines so specified in these By-Laws.
- (7) Have responsibility for the financial policy of the Association and shall adopt an Association budget as needed each year and have prepared an annual financial report to be sent to the Board of Directors.
- (8) Supervise and support programs for the recruitment of new Members.
- (9) Be responsible for all other business of the Association that fulfills Association purposes.
- (10) Shall fix the time and place of each meeting of the Association and each meeting of the Board of Directors.
- (11) May employ a part-time or full-time executive director, whose wage shall be set at the July meeting of the Association.
- (12) After July 1 of each year or as soon as practical, the Board shall have the Treasurer schedule an accounting firm selected by the Board to conduct a financial audit of all Association funds. Upon receiving the final financial report from the auditors the Treasurer will forward each member of the Board of Directors a copy of the financial report 15 days prior to the next scheduled Association meeting.

ARTICLE XIV

PRESIDENT

The President shall preside at all meetings of the Association and at all meetings of the Board of Directors. He/she shall have general supervision of the administration of the affairs of the Association. He/she may appoint such committees as he/she may deem to be in the best interests of the Association and shall appoint such committee as may be directed by the Association in any meeting or as directed by a majority of the Board of Directors. The President shall speak and/or act on behalf of the Board of Directors between scheduled meetings within existing policy and/or professional concerns. The President may approve individual expenditures within budgetary constraints, but which do not exceed \$500.00 without prior approval of the Board of Directors. The President shall report to the Board of Directors all issues addressed and actions taken in keeping with the provisions of this paragraph.

ARTICLE XV

FIRST VICE-PRESIDENT

In the absence of the President any meeting of the Association, or meeting of the Board of Directors, the First Vice-President shall preside and perform the duties of the President at such meetings. The First Vice-President shall have such power and will perform such duties as may be assigned to him/her by the Board of Directors at any meeting thereof, and as may be assigned to him/her by the President. The First Vice-President will be the conference committee chairman and be responsible for the overall coordination of the annual Association conference.

ARTICLE XVI

SECOND VICE-PRESIDENT

In the absence of the President and First Vice-President at any meeting of the Association, or any meeting of the Board of Directors, the Second Vice-President shall have such power and will perform such duties as may be assigned to him/her by the Board of Directors at any meeting thereof, and as may be assigned to him/her by the President and/or First Vice-President. The Second Vice-President will assist the First Vice-President in the overall coordination of the annual Association conference.

ARTICLE XVII

SECRETARY

The Secretary or designee shall keep the minutes of all meetings of the Association and the Board of Directors; he/she shall attend to all correspondence that may be directed by the President, the Association, its Board of Directors, or committees; and he/she shall perform all other duties incident to his/her office or that may be directed by the President or the Board of Directors.

ARTICLE XVIII

TREASURER

The Treasurer shall have custody of all the funds of the Association which may come into his/her hands; he/she shall deposit to the credit of the Association all funds belonging to the Association in a bank designated by the Board of Directors, which funds shall be subject to withdrawal by checks drawn in the name of the Association, signed by the Treasurer; he/she shall keep regular books of account and render a statement to the Board of Directors at each meeting. He/she shall

mail out notices of all dues and collect the same, and he/she shall perform all other duties incident to his/her office or that may be directed by the President or the Board of Directors.

ARTICLE XIX

REMOVAL OF ASSOCIATION OFFICERS AND EMPLOYEES

To assure that the Association shall have able and active leadership, any Officer or employees of the Board of Directors of the Association may be removed from office for good cause shown.

Officers or employees of the Board of Directors may be removed by a majority vote of the Board of Directors eligible to vote, upon specific showing that such person failed to faithfully discharge the duties of his/her office or committed such acts leading to embarrassment of the Association.

No officer or employee of the Board of Directors shall be eligible to vote upon a motion for his/her own removal from office or employment.

ARTICLE XX

RULES

Robert's Rules of Order shall apply to all meetings of the Association or the Board of Directors.

Rulings of the President on matters involving parliamentary procedures shall be final.

ARTICLE XXI

AMENDMENTS

These By-Laws may be amended at any meeting by a quorum of the Board of Directors.

ARTICLE XXII

MISCELLANEOUS

No Association member other than the President or First Vice-President shall speak on behalf of the Association without the written approval of the Board of Directors.

ARTICLE XXIII

EXECUTIVE DIRECTOR

The executive director shall be responsible directly to the President. He/she shall perform such tasks as may be assigned to him/her by the President, First Vice-President, Second Vice-President and/or the Board of Directors. The executive director shall assist the First Vice-President and the Second Vice-President with the details of coordinating and facilitating the Association's Annual Conference. The executive director shall in conjunction with the legislative committee monitor potential legislation which may impact regional jails, and as approved by the Board of Directors, may communicate the Association's position on such legislation to members of the state legislature and/or the governor and/or other state officials. As approved by the Board of Directors, the executive director may communicate with other organizations which may also impact or influence the operations of regional jails (e.g., VACO, VML). The executive director, as necessary and as approved by the Board of Directors, shall maintain communication with such state and federal agencies interacting with and affecting the operation of regional jails. The compensation/wage of the executive director and the reimbursement of reasonable expenses (e.g. mileage, lodging, meals, etc.) incurred while conducting legitimate business on behalf of the Association by the executive director shall be negotiated by the Board of Directors at the July meeting, and shall be by contract for a period of one (01) year. Said contract may be renewed at the pleasure of the Board of Directors at the succeeding July meeting. The executive director is to keep the President or the First Vice-President informed on a regular basis of any Association business conducted by him/her. The executive director's annual membership dues to the Association shall be paid by the Association.