

By-Laws of the  
Virginia Association of Regional Jails (VARJ)

**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 purposes of this Association shall be to (a) encourage cooperation and mutual assistance among members and with other criminal justice agencies; (b) promote greater legislative, executive and judicial understanding and support of Regional Jail operations and resource requirements; (c) promote the highest standards of education, training, and professionalism among Regional Jail officers and support staff; (d) promote and uphold the appointed offices of Regional Jail employees pursuant to the Code of Virginia; and (e) encourage the highest level of ethical conduct among Regional Jail employees.

**ARTICLE III MEMBERSHIP**

**SECTION 1: Type of Membership**

Membership in the Association shall consist of five (5) types: Executive, Professional, Associate, Corporate and Honorary.

**Executive Membership:** Shall consist of Regional Jail Superintendents currently, actively, and continually employed by a Regional Jail in the State of Virginia with the specific responsibility for the administration and/or operation(s) of a jail(s). Executive members have the right to vote on all regular association matters and are eligible to hold elected office within the Association. Executive members shall have a single vote that represents one cast ballot in all matters requiring a vote. Executive members may grant a proxy to one individual to act in their absence. Non-payment of dues shall result in termination of membership.

**Professional Membership:** All current Regional Jail employees shall be eligible for membership. Professional members do not have the right to vote on any matter.

**Associate Membership:** Any criminal justice agency employee shall be eligible for membership other than Employees of Regional Jails.

**Corporate Membership:** Business, corporate entities or other organizations that support the Virginia Association of Regional Jails and who promote professionalism in the field of detention services shall be eligible for membership.

**Honorary Membership:** 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 shall be eligible for membership.

## **SECTION II: Request for Membership**

Requests for Associate and Corporate membership must be in writing. All requests and/or considerations for Associate, and Corporate memberships will be submitted for review and recommendation by the Association's Membership Committee. A simple majority vote by the Board of Directors is required to approve such memberships. The Board of Directors shall have the power and 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 also 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 singular, shall refer to any Regional Jail Superintendent duly appointed by a Regional Jail Board or Regional Jail Authority under the Code of Virginia. The term **Board of Directors**, either in the plural or singular, shall refer to the governing body for the Association consisting of each Regional Jail Superintendent.

## **ARTICLE V DUES**

Membership in the Association requires the payment of annual dues. Association dues are payable annually not later than August 1. Membership dues will be collected as a single sum from each member Regional Jail when professional membership is paid by the Regional Jail. When professional membership is not paid by the Regional Jail individual regional jail employees may remit payment by August 1. The Association's Finance Committee will review and recommend dues amounts on an annual basis. A simple majority of the Board of Directors will establish the dues amount.

## **ARTICLE VI VOTING**

Each member of the Association's Board of Directors shall be entitled to one vote in the conduct of Association business. Board members may appoint an alternate to vote on all Association business in his/her absence by providing written notice to the Association Secretary. The notice must be updated on an annual basis. If neither the Board member and designated alternate is available, the Board member may appoint a representative by written proxy. Prior to the conduct of Association business, the Association's President will request that all appointed representatives identify themselves as the appointed alternate or present their written proxy. The identity of appointed representatives will be entered into the minutes.

## **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 1<sup>st</sup> and June 30<sup>th</sup>. All members of the Board of Directors shall be notified in writing by the President or his/her appointee of the time, date, 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 June 30 of any year, unless otherwise approved by the Board of Directors. The details of the conference shall be prepared and disseminated to the membership by a Conference Committee, which shall be chaired by an individual appointed by the Association President.

### **ARTICLE VIII SPECIAL AND EMERGENCY MEETINGS**

A majority of the Board of Directors may call for a special meeting of the Association. All members of the Board of Directors shall be notified by the President or his/designee in writing of the time, date and place of the meeting at least five (5) days prior to the meeting. However, emergency meetings may be called by the President, Vice-President or a majority of the Board of Directors to convene on any date for the purpose of conducting Association business provided that a quorum (ARTICLE XI) of the Board of Directors is present either in person or through video or telephonic means.

### **ARTICLE IX EXECUTIVE SESSION**

Any member of the Board of Directors may call for an Executive Session during any regular meeting for the purpose of addressing matters relating to personnel, contract negotiations, or litigation. At the time of the call for an Executive Session the specific justification for the request i.e. personnel, will be cited and entered into the record. A simple majority vote of the Board is required to enter into Executive Session. Discussion during the Executive Session will be limited to the subject cited in the record. Upon coming out of Executive Session each Board member present will attest to the fact that only those matters related to the justification for the Executive Session were discussed.

### **ARTICLE X DULY CONSTITUTED MEETING**

A duly constituted meeting, a special meeting, or an emergency meeting of the Association is a meeting where 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 (6) or more members Board of Directors members, which shall also include any primary designee as contained under Article VI.

### **ARTICLE XII OFFICERS**

The Officers of the Association shall be President, Vice-President, Secretary, and Treasurer. The Officers of the Association shall be elected from members of the Board of Directors (Assistant Regional Jail Superintendents may serve as Officers of the Association) with the exception of the Secretary and Treasurer, who may be elected from the Professional Association membership.

Professional Members may seek and/or obtain the office of Secretary and Treasurer Office in the Association on the recommendation of an active Board Member and approval from the Board of Directors. Elections will be held during the Annual Spring Training Conference meeting of the Association Election shall be determined by a majority vote of the Board of Directors. The period of office for each shall commence immediately following the close of the Annual Spring Training Conference of that year and extend for a term of one (1) year. It shall be permissible for any or all of the Officers to serve consecutive one (1) year terms in office with approval of the majority of the Board of Directors. One (1) Board Member or one (1) Professional Member may hold joint officer positions (e.g. Secretary/Treasurer). In the event of the resignation, incapacitation, or death of the President, the Vice-President shall assume the duties of the President for the remainder of the term. The Vice-President vacancy shall be filled by an eligible candidate by a majority vote of the Board of Directors at the next scheduled meeting. The election of Officers at the next Annual Spring Training Conference meeting of the following year shall not be affected by this appointment.

### **ARTICLE XIII BOARD OF DIRECTORS**

#### **SECTION I: COMPOSITION**

Regional Jail Superintendents shall constitute the Board of Director of the Association. Assistant Regional Jail Superintendents may serve as Officers of the Association with the approval of the Board of Directors by majority vote. If so approved, Assistant Regional Jail Superintendents shall be members of the Board of Directors during their terms and have the vote of the Regional Jail Superintendent for the facility they represent.

#### **SECTION II: POWERS AND DUTIES**

The Board of Directors shall exercise all powers of the Association as specified in these By-Laws and shall:

- A. Oversee and direct the activities of the Association's Officers and standing committees;
- B. Review and approve the Association's annual budget and all financial expenditures and encumbrances in excess of \$500.00;
- C. Direct and approve an annual external audit of the Association's financial transactions and status;
- D. Establish and approve the Association's policies and positions regarding all professional and legislative matters;
- E. Review and approve all proposed changes to the Association's By-Laws;
- F. Review and approve all requests and proposals for Association membership; and
- G. If so employed, appoint and determine the salary of an Executive Director designated to conduct

Association business when such a position is approved by a simple majority vote of the Board.

- H. 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. The President shall exercise general supervision of the administration of Association affairs. He/She may appoint such committees as deemed necessary to conduct Association business or as otherwise directed by the Board of Directors. The President shall represent the Board of Directors and present established Association policy at all official forums between meetings. The President may approve individual expenditures within budgetary constraints, not to 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 VICE-PRESIDENT**

The Vice-President will preside at all meetings of the Association in the absence of the President and shall have those powers and perform those duties assigned to him/her by the President.

#### **ARTICLE XVI SECRETARY**

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

#### **ARTICLE XVII TREASURER**

The Treasurer shall maintain custody of all Association funds. All such funds will be deposited and maintained in the Association's name in a bank designated by the Board of Directors. Association funds shall be subject to withdrawal by check drawn in the name of Association and authenticated by the Treasurer. The Treasurer shall keep regular books of account and render a statement to the Board of Directors at each meeting. The Treasurer shall mail out notices of all dues and collect the same. The Treasurer shall perform all other duties incident to his/her office or as otherwise may be directed by the President or the Board of Directors.

#### **ARTICLE XVIII REMOVAL OF ASSOCIATION OFFICERS AND EMPLOYEES**

The Association shall have able and active leadership. Any Officer or employee of the Board of Directors 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 upon specific showing that such person failed to faithfully discharge the duties of his/her office and/or committed 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 XIX STANDING COMMITTEES**

Notwithstanding the Association President's authority to appoint committees as authorized in these By-Laws, the Association will maintain the following standing committees. Standing Committees will consist of no less than three Association members and will be chaired by at least one member of the Board of Directors with the exception of the Awards Committee as noted. The composition of all Standing Committees will be approved by majority vote of the Board of Directors.

### **SECTION I: Finance Committee.**

The Finance Committee will review and recommend adoption of the Association's annual budget and all unbudgeted expenses or encumbrances in excess of \$500.

### **SECTION II: Legislative Committee.**

The Legislative Committee will review and recommend Association policy regarding existing and/or proposed legislation of interest to Regional Jails or their employees.

### **SECTION III: Membership Committee.**

The Membership Committee will review and recommend to the Board action on all requests and recommendations for Association membership.

### **SECTION IV: Appointments Committee.**

The Appointments Committee will review and recommend to the Board of Directors those Association members under consideration for selection and designation as official liaisons to organizations of Association interest.

### **Section V: Awards Committee**

A. The Awards Committee will review annual award nominations and select the awardees to be recognized at the Spring Annual Training Conference Presidents Luncheon. The Committee will be Chaired by the Conference Planning Committee Chair V Aw

B. The Superintendent of the Year Committee will be comprised of former recipients of the award when possible. Otherwise the committee will be comprised as other standing committees.

**Section VI: Nominating Committee**

The Nominating Committee will recommend to the Board of Directors a slate of candidates for President and Vice President, Secretary and Treasurer as outlined in these bylaws.

**Section VII: Conference Planning Committee**

The Conference Planning Committee will be responsible for the overall planning and coordination for the annual training conference.

**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 majority of the Board of Directors.

**ARTICLE XXII MISCELLANEOUS**

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

**ARTICLE XXIII EXECUTIVE DIRECTOR**

If so employed, the Executive Director shall be responsible directly to the President and shall perform such tasks as may be assigned to him/her by the President and/or the Board of Directors. The Executive Director shall assist the Conference Planning Committee 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 (1) 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.