

THE WEST VIRGINIA ASSOCIATION OF PROBATION OFFICERS BY-LAWS

(Adopted ?)

ARTICLE I. SEAL

Section 1. Description. The corporate seal of the West Virginia Association of Probation Officers, hereinafter referred to as "Probation Officers Association", may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced in any manner and for such purposes as the Probation Officers Association may find for its use. It shall be in the shape of the badge issued by West Virginia Supreme Court of Appeals to probation officers with the words "West Virginia Association of Probation Officers" inscribed thereon and the Scales of Justice in the center.

ARTICLE II. PRINCIPLE OFFICE

Section 1. Location. The principal office of the Probation Officers Association shall be in the circuit office of the president of the Probation Officers Association. The Probation Officers Association may, however, maintain an office or offices and the business of the Probation Officers Association may be transacted at such other place or places in the State of West Virginia, as the Board of Directors shall determine.

ARTICLE III. PURPOSES

Section 1. Objective. The Probation Officers Association shall have the following as objectives:

To develop and improve the quality of probation services throughout the State of West Virginia through the exchange of knowledge and cooperation with related agencies and disciplines. To encourage, promote, and assist in the development of sound, professional standards and practices. To provide for its members an effective voice in the implementation of these services. To promote education and citizen support for the prevention of crime and delinquency. To cooperate with other regional and national probation associations.

The Probation Officers Association shall formulate a program to attain objectives, including but not limited to:

- A. Improving the nature, content, and extent of professional education through activities such as, but not limited to, professional training institutes and workshops.
- B. Establishing a publication of the type commonly referred to as a newsletter to be distributed by paper copy or publication or electronically to members for the dissemination of information pertinent to the activities and interests of the Probation Officer Associations and its members.
- C. Advocating for the optimum working conditions.
- D. Establishing standards and criteria for sound practice.
- E. Promoting membership in professional organizations.
- F. Conducting appropriate study and research in the field of community corrections / probation.

ARTICLE IV. MEMBERS

Section 1. Members.

- A. Active Member – The membership of the Probation Officer Association shall be open to individuals employed professionally as probation officers by the West Virginia Supreme Court of Appeals.
- B. Associate Members – Associate membership shall be open to any other individual or organization subscribing to the purpose and the objectives of the Probation Officers Association as prescribed in these by-laws. All associate members shall be entitled to share fully in all activities and privileges of the Probation Officers Association and shall have the privileges of the floor at all business meetings but shall have no voting rights.
- C. Membership, active and associate, shall only be recognized once dues are paid-in-full for the current biennial membership (See Article 10 Section 2) or membership periods adjusted by the Board of Directors (Article V, Section 2E and Article XII, Section 3)
- D. West Virginia Supreme Court of Appeals Administrative Office staff are not permitted to become active members or associate members of the Probation Officers Association due to potential / probable conflicts of interests.

Section 2. General Provisions, Powers, and Duties. Powers, duties and obligations for all members and classifications of members shall be guided by and consistent with the provisions of these by-laws. Individuals eligible for membership in the Probation Officers Association shall become members upon payment of such dues as shall be established in the by-laws. No member may assign or transfer their membership. Members shall remain in good standing for the period covered by the dues, except that membership, privileges and rights may be forfeited in accordance with the provisions of Section 13 herein.

Section 3. Biennial Meeting of Members. The biennial meeting of the members of the Probation Officers Association for the transaction of such business as may properly come before the meeting shall be held at such time, date, and place as the Board of Directors, subject to the approval of membership, may designate and specify in the notice of the meeting. Biennial meetings shall be for the purpose of electing the Board of Directors and executive officers for two (2) year terms, as well as transaction of other business of the Probation Officers Association. Time shall be set aside prior to the closing of the meeting for the new officers and / or Board of Directors as a body to make brief announcements as deemed appropriate. Notice of the time, date and place of the biennial meeting shall be mailed or electronically transmitted to all members at least thirty (30) days prior to the meeting.

Section 4. Special Meetings. Special meetings of the membership may be called by the Board of Directors or the President when necessary to conduct Probation Officers Association business. A notice of special meeting shall be provided to the membership no less than ten (10) days in advance of said meeting. The notice shall include the date, time, and location or virtual electronic platform of the meeting and state the business to be transacted. No business other than that included in the notice or incidental thereto shall be transacted unless approved by the majority vote of members present.

Section 5. Notice of Meetings. Notice of meetings shall be given in one or more of the following manners; by mailing to each member a written notice stating the time, date, and place of the meeting as herein before prescribed in this Article IV, Section 3 and 4 and such notice, if sent, shall be mailed to the last address of each member as the same appears upon the books of the Probation Officers Association. Such mailing shall be conclusively deemed sufficient, and no further notice shall be necessary except as may otherwise be provided by law or these by-laws if such notice was placed in the United States mail in an envelope legibly addressed; or by posting notice electronically on the internet at the established WVAPO website accessible to the membership AND electronic notification. The notice of the biennial

meetings needs not state the business to be transacted as any and all business may be transacted at such meetings except when one of the purposes of such meetings is to amend the Certificate of Incorporation or these by-laws, the procedure as set forth in Article XI, Section 1 and 2 of these by-laws shall be followed.

Section 6. Quorum. No business shall be conducted without a quorum, which is a minimum of twenty percent (20%) of the voting members present in person at all meetings of the Probation Officers Association.

Section 7. Adjournments and Recesses. Any meeting of the members **without** a quorum present may vote to adjourn to a later date or recess until its business is completed. The President, or in succession or absence, the Vice President, may call a further meeting, with notification, for the same purpose until a quorum is present.

Section 8. Order of Business. The order of business at all Business Meetings of the members of the Probation Officers Association shall be as follows unless otherwise determined by the Chairperson of the meeting:

- A. Reading of minutes of the previous meeting
- B. Committee reports
- C. Unfinished business
- D. New business
- E. Program

The business shall be conducted following "Robert's Rules of Order" except as otherwise provided by law, by the Certificate of Incorporation, or by these by-laws.

Section 9. Organization. The President, or in his/her absence, the Vice President shall act as the chairperson at every meeting. The Board of Directors shall designate the chairperson and/or secretary, in the absence of the President and Vice President.

Section 10. Procedure. Any member in attendance may present any matter which he/she believes should be considered by the Probation Officers Association under the heading "New Business".

Section 11. Voting.

- A. Proxy – All proxies must be submitted in writing to the Secretary, or designee, by the absentee member specifically identifying his/her appointee. The proxy must be signed and dated **or submitted electronically** by the absentee member and designate the meeting at which the proxy shall be used. The Secretary, or designee, shall announce to the membership all proxies submitted prior to any voting.
- B. Voting at meetings – An active member shall have one vote, in-person or by proxy, on any motion or matter brought to the floor at a Probation Officers Association meeting.
- C. Voting by mail or email – The President or the Board of Directors may call for a vote by **mail, email, or any other recognized reliable format**. No proxies shall be permitted. A minimum of twenty-five (25%) of the active membership is required to validate the vote. The vote shall be decided by a simple majority of votes cast.

Section 12. Dues. The following biennial dues shall be established:

- A. Active member \$50.00

- B. Associate member \$25.00

Dues may be increased or decreased by vote of the active membership and payable in full at the time of registration for the biennial meeting. A notice of payment shall be sent by email to all active members and potential new members. The Board of Directors may vote to temporarily alter or suspend the collection of dues for such a time as deemed appropriate in the event of a disruption, cancellation, or suspension of the normal biennial education conference. Dues are not prorated if paid in the middle of a membership cycle.

Section 13. Unethical Conduct.

- A. Unethical conduct shall be defined as follows:
- a. The conviction of any felony; or
 - b. The commission of any act(s) involving moral turpitude; or
 - c. Conflicts of interest in the performance of member's official duties; or
 - d. Any violation of the West Virginia Code of Ethics and/or Judicial Canons.
- B. Complaints against any active or associate member involving unethical conduct shall be referred to the WVAPO Board of Directors for study, investigation or actions to be determined by the Board or Directors. A member expelled by the Board of Directors may request a hearing before the Board of Directors at the next scheduled meeting of the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers and Responsibility. The Probation Officers Association shall be governed by the Board of Directors elected by the general membership.

The Board of Directors may administer the Probation Officers Association at it may deem proper, as long as, it remains in compliance with the Probation Officers Association Certificate of Incorporation, by-laws, and the laws of the State of West Virginia and the United States of America.

Section 2. Number, Terms of Office, and Qualifications.

- A. The Board of Directors shall consist of fifteen (15) members elected by and from the active membership of the Probation Officers Association for a term of two (2) years. All vacancies created by the conclusion of a term shall be filled at the biennial meeting.
- B. The Probation Officers Association President, Vice President, Secretary, and Treasurer shall be elected by the general membership from the sitting Board of Directors. These offices shall be held for a term of two (2) years or until the subsequent election.
- C. No more than two (2) seats on the Board of Directors shall be held concurrently by the members from the same judicial circuit.
- D. A probation officer employed in a multi-circuit region shall be considered an employee of the circuit wherein he/she is officially employed and headquartered for the purpose of Board of Director membership.
- E. The Board of Directors may authorize a special election or suspend an election with all Board of Directors remaining in office, until such time as the meetings return to the regular biennial election cycle in the event of any disruption to the normal two-year voting cycle.

Section 3. Election of Board of Directors, General Provisions.

- A. The Membership Committee shall prepare an election ballot listing all nominations for the Board of Directors at the biennial meeting. The ballots shall contain additional space for

write-in candidates nominated for the floor at the time of the biennial meeting. Elections shall be determined by plurality of votes cast by eligible members present in-person or by proxy.

- B. The membership shall elect from the seated Board of Directors a President, Vice President, Secretary, and Treasurer following the seating of the Board of Directors. Elections shall be plurality of votes cast by eligible members present in-person or by proxy.
- C. The aforesaid Membership Committee Chair shall select five people from the eligible voting membership, excluding candidates for office, to tabulate the votes and determine the results of all elections.

Section 4. Vacancies and Removal. In the event of any vacancy on the Board of Directors, the President shall appoint the member who achieved the next highest plurality vote at the last biennial meeting. The remaining Directors may fill the vacancy by an affirmative vote of the majority at the next Board of Directors meeting should no such member exist or said member declines the appointment. The Director, filling the vacancy, shall hold the position until the next biennial meeting when the membership will elect a replacement for either a full or partial term as appropriate. Any appointment shall comply with Article V Section 2 Subsection C.

The Board of Directors may remove, by two-thirds (2/3) majority vote, any Director who fails to attend two (2) consecutive meetings of the Board of Directors. He/she shall be replaced by the aforementioned method should a Director be removed. Any Director may be removed from the Executive office or the Board of Directors, for cause with a majority vote of the remaining Directors.

Section 5. Presiding Officer and Recording Officer. The President of the Probation Officers Association, or in his/her absence, the Vice President, or in the absence of both, a chairperson chosen by the majority of Directors shall preside at each meeting of the Board of Directors. The Secretary of the Probation Officers Association shall act as secretary at each meeting of the Board of Directors or in his/her absence the chairperson of the meeting may appoint any person to act as a Secretary for the meeting to keep a record of the proceedings. The records shall be certified by the signature or electronic signature of the person acting as Secretary and by the signature or electronic signature of the person acting as chairperson of the meeting.

Section 6. Location of Board Meetings. The Board of Directors may locate meetings in accordance with the various residences of the immediate Board of Directors or any other criteria. The Board of Directors also may elect to meet virtually by TEAMS, ZOOM, or other similar electronic meeting platform.

Section 7. Board Meetings. The Board of Directors shall meet within thirty (30) days of their election and at least two (2) additional times annually.

Section 8. Notice of Board Meetings. Notice of meetings shall be provided to all Directors by U.S. Mail or email with delivery confirmation not less than thirty (30) days prior to said meeting, excluding any meeting(s) which may be called during the biennial education conference.

Section 9. Notice of Special Board Meetings. The President or Vice President with any two (2) Directors, may call special meetings. All Directors shall be given notice containing date, time, location and purpose(s) of said meeting by U.S. Mail or email with delivery confirmation not less than ten (10) days in advance of said meeting.

Section 10. Waiver of Notice. No advance notice of a meeting is necessary if all Directors are present in person or by email and vote, on record, to forego said requirement.

Section 11. Written Agreement in Lieu of Meetings. The President, or Vice President in the absence of the President, may notify ALL Directors via telephone, U.S. Mail, or email with delivery confirmation in the event Probation Officers Association business arises and the Directors are unable to meet. The President or Vice President may request the **Directors vote via email for a specific action** in lieu of a customary vote. Approval of the majority of all Directors shall have the same effect and validity as a majority vote called at a meeting.

Section 12. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. Any number of said Directors may adjourn said meeting until a quorum is present in the event a quorum is not present.

ARTICLE VI. EXECUTIVE OFFICERS AND DUTIES

Section 1. Executive Officers. The officers of the Probation Officers Association shall consist of the President, Vice President, Secretary, and Treasurer. **Executive Officers must be eligible active members of the Probation Officers Association.** No officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these by-laws to be executed, acknowledged and verified or countersigned by two or more officers.

Section 2. Election and Terms of Office. The executive offices shall be elected under the terms and conditions as hereinbefore set forth in Article V of these by-laws. Each officer shall perform such functions or duties as prescribed herein or as the Board of Directors or general membership may determine. In the event an executive officer, excluding President, is unable to fulfill the term of his/her office for any reason, the President shall appoint a replacement from the Board of Directors to fulfill the duties of that office until the next election.

Section 3. Powers and Duties of the President. The President shall be the chief executive officer of the Probation Officers Association and shall have general charge and supervision over affairs of the Probation Officers Association. He/she shall, if present, preside over all meetings. In general, he/she shall perform all duties incidental to the office of the President and such other duties as may be assigned to him/her by the Board of Directors or prescribed by these by-laws.

Section 4. Vice President. The Vice President shall perform all the duties of the President with all the powers of and subject to all restrictions upon the President at the request of the President, in the absence of the President, or in case of the vacancy of the President's office. In general, the Vice President shall perform such other duties as may be assigned to him/her by the President and/or the Board of Directors.

Section 5. Secretary. The Secretary shall act as record keeper for all meetings and the Probation Officers Association. The Secretary shall keep the minutes thereof in accordance with Article IX herein.

The Secretary shall perform all duties incidental to the office of Secretary and other duties as may be assigned by the Board of Directors or President. The Secretary shall be the custodian of all records and files of the Probation Officers Association and shall, whenever requested, make full detailed reports regarding the same to the President, the Vice President, the Board of Directors and to the members when in a lawfully assembled meeting.

Section 6. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds of the Probation Officers Association. The Treasurer shall maintain accurate and complete records of all financial transactions and provide a full and accurate report of all financial accounts. The treasurer shall **disclose** said account and balance said books of account at least once each year. The Treasurer shall

render an account of the financial condition of the Probation Officers Association and of all transaction performed as Treasurer to the Board of Directors, or to the members of the Probation Officers Association whenever the President or the members by majority vote or the Board of Directors shall require.

In general, the Treasurer shall perform all the duties as may be assigned by the President or the Board of Directors. An annual financial review shall be conducted by the Treasurer and a second signatory. The Treasurer and a second signatory to any WVAPPO financial instrument shall be adequately bonded in an amount determined by the Board of Directors, with the fees for such bonding to be paid out of Probation Officers Association funds.

ARTICLE VII. COMMITTEE OF THE PROBATION OFFICERS ASSOCIATION

Section 1. Standing Committees. The following committees shall be established as standing committees of the Probation Officers Association:

- A. Publications, Public Relations, and Social Media Committee
- B. Legislative Action Committee
- C. Education, Programs, and Workshops Committee
- D. Safety Committee
- E. Membership, Nominations, Elections Committee
- F. Chiefs Committee

The President shall appoint the chairperson of each standing committee and may elect to appoint all the members of the committee or may authorize the chairperson of the committee to appoint members. All appointments made by the President shall be subject to the approval of the Board of Directors. All standing committees shall consist of three (3) or more active members including the committee chairperson. The President shall be an ex-officio member of each standing committee. The appointments will be made at the biennial conference. There will be no limit on number of re-appointments, providing the member is willing to serve. The President may consider special competence, geographic distribution, continuity of experience and recommendations from the members of the Probation Officers Association when making appointments on committees.

The President, with the approval of the Board of Directors, may terminate or change the appointment of any committee member, including the chairperson, as may be deemed necessary or advisable in the best interest of the Probation Officers Association.

The main duties and functions of the committees are:

- A. Publications, Public Relations, and Social Media Committee is responsible for planning, developing, and executing a publications program or social media sites comprised of information of interest to the Probation Officers Association and its members. Additionally, this committee is responsible for directing a program of public education designed to foster better understanding of the services, programs and needs of the broad field of probation.
- B. Legislative Action Committee is responsible for promoting legislation favorable to probation officers and the field of community corrections in general.
- C. Education, Programs, and Workshops Committee is responsible for planning and organizing any training activities (co) sponsored by the Probation Officers Association. Furthermore, this committee shall assist in the planning of the West Virginia Supreme Court of Appeals biennial probation officer education conference. This committee, in cooperation with the

Board of Directors, shall be responsible for planning the social program content of any meeting of the members of the Probation Officers Association.

- D. Safety Committee is responsible for researching issues of interest to the health, safety, and security of the membership, as well as advocate for the implementation of such programs that will further the aforementioned.
- E. Membership, Nominations, Elections Committee is responsible for recruiting new members, preparing ballot(s) for the biennial elections, including soliciting and receiving nominations for candidates to the Board of Directors, and tabulating the election results.
 - a. Membership: The committee shall determine eligibility classification as to active or associate membership of individuals seeking membership in the Probation Officers Association.
 - b. Nominations and Elections: The committee will solicit and receive any nominations from the active membership for prospective Board of Director members prior to the biennial business meeting and prepare a ballot for the election of new members to the Board of Directors. During the business meeting, but prior to the vote, the committee shall receive additional nominations, if any, from the floor. Nominees for the Board of Directors must be present at the time of election. The committee shall tabulate the votes and determine the official election results in the presence of at least three non-committee members selected by the committee chair. Upon determination, the committee chair shall report the results to the President who shall announce the same to the membership.
- F. Chiefs Committee is responsible for advocating for the interests of chief and deputy chief probation officers and assisting in the implementation of changes and programs that will assist and enhance chief and deputy chief probation officers in the supervision of probation officers in their circuits. The committee will work to improve the work environments for all probation officers.

Section 2. Other Committees. The President may, as needed, appoint other committees to serve at his/her pleasure, including but not limited to Ethics Committee and Personal Standards, Salary Committee, Scholarship Committee, PO of the Year Committee, Technology Committee, Drug Testing Committee, Judicial Liaison Committee and any other committee deemed appropriate.

ARTICLE VIII. FUNDS AND ACCOUNTS

Section 1. Receipts. Only the Treasurer shall be authorized to receive and give receipt for all money received on behalf of the Probation Officers Association from any source. Additionally, the Treasurer and a second signatory designated by the President or Board of Directors are the only people authorized to endorse for deposit any checks, drafts, or money orders received in the name of the Probation Officers Association or on its behalf.

Section 2. Deposits. All funds of the corporation shall be deposited in such banks or trust companies as have been designated for such purposes by the Board of Directors.

ARTICLE IX. ASSOCIATION RECORDS

Records are to be kept open for inspection. The Directors and Executive Officers of the Probation Officers Association shall keep accurate records of the Probation Officers Association meetings and financial transactions. The books and financial records of the Probation Officers Association shall at all times be subject to examination by any Director or Executive Officer, by any committee appointed for this purpose, or upon the written request of any active member of the Probation Officers Association.

These records and the minutes of any Board of Directors meetings shall be produced by the Secretary whenever required by the active members at any meeting.

The President of the Probation Officers Association shall require the chairperson for each standing or appointed committee to submit a summary report which will detail their committee's activities during the preceding two (2) years at the biennial business meeting. These reports shall be made available to the active members attending the business meeting, and the original of each report shall be given to the Secretary for inclusion with the minutes of the prior Probation Officers Association business meeting.

ARTICLE X. FISCAL AND AMINISTRATIVE YEARS

Section 1. Fiscal Year. The fiscal year of the Probation Officers Association for accounting and related purposes shall commence on July 1 of each calendar year and end on June 30 of the following year.

Section 2. Administrative Term. The administrative term of the Probation Officers Association, for the purpose of conducting Probation Officer Association business and fixing terms of office for the Executive Officers, the Board of Directors, and the committee chairmen shall commence on the date of the biennial business meeting and end on the date of the next biennial business meeting held at the Probation Officers Conference.

ARTICLE XI. AMENDMENTS TO BY-LAWS AND CERTIFICATE OF INCORPORATION

Section 1. Amendment of the By-Laws. The membership may amend the by-laws by a two-thirds (2/3) vote of active members present at the biennial business meeting. The membership shall receive notice of said vote and a copy of the proposed amendment thirty (30) days in advance. The notice shall include the date, time (if available), and location of the meeting in which said amendment will be presented. The notice may be provided by mail or electronically.

Section 2. Amendment of Certification of Incorporation. Any amendment to the Certificate of Incorporation shall be made in the same manner as an amendment to the by-laws and consistent with State and Federal law.

ARTICLE XII. EXTRAORDINARY CIRCUMSTANCE

Section 1. Voting. Should an in-person meeting of the membership be prohibited, or be otherwise imprudent, due to pandemic or other extraordinary circumstance, the Board of Directors may authorize the President to conduct business by either electronic means or U.S. Mail.

Any vote not held in-person via video/telephonically (i.e. video/teleconference) but conducted electronically shall be open for response not less than three (3) days nor more than five (5) days before closing and tallying the vote. Any vote by U.S. Mail shall be open for response not less than five (5) days nor more than ten (10) days before closing and tallying the vote. All votes shall be tallied by the Secretary or in the Secretary's absence a committee of three (3) active members of the Probation Officers Association appointed by the President. The result of the vote shall be communicated to the membership upon completion of the final tally. The number of voters must reach a quorum as established herein for the vote to be valid.

Section 2. Continuation of Office. In the event the membership is prohibited from conducting a regular election for the positions of Board of Directors and/or Executive Officers, the sitting Board of

Directors and Executive Officers shall remain seated until such time an election can be held unless otherwise vacated in compliance therein.

Section 3. Special Elections and Suspension of Elections. In the event of any other disruption to the normal two-year voting cycle, the Board of Directors may authorize a special election or suspend an election, with all Board of Directors and Executive Officers remaining in office, until such time as the members return to the regular election cycle.