

THE WEST VIRGINIA ASSOCIATION OF PROBATION OFFICERS BY-LAWS

(Adopted October 17, 2022)

ARTICLE I. SEAL:

Section 1. Description. The corporate seal of the West Virginia Association of Probation Officers 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 Association may find for its use. It shall be in the shape of the badge issued to West Virginia Supreme Court 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 West Virginia Association of Probation Officers. The Association may, however, maintain an office or offices and the business of the Association may from time to time 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 WEST VIRGINIA ASSOCIATION OF PROBATION OFFICERS, hereinafter referred to as the Probation Officers Association, or the Association, shall have as objectives the following:

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 its 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 Officers Association 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 Officers 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 purposes 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 Association and shall have the privileges of the floor at all business meetings but shall have no voting rights.
(Note: On September 16, 2024, the membership at large voted, but not an amendment to by-laws, to prohibit WV Supreme Court of Appeals Administrative Office staff from being members of the WVAPO citing possible/probable conflicts of interests.)
- C. Membership, active and associate, shall only be recognized once dues are paid-in-full for the current fiscal year. (See Article 10 Section 1)

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 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 a two (2) year term, as well as, transaction of other business of the Association. Time shall be set aside prior to the close of the meeting for the new officers and /or the 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 at such time and date and place as may be specified in the notice of the meeting. Special meetings may also be called by the President, or in his/her absence, the Vice President, or the Secretary on the written request of at least twenty percent (20%) of the active membership. Notice shall be transmitted as above to members at least thirty (30) days prior to the date of the meeting. The place shall be the same as for the regular meetings if such

is established and if not, then a reasonably centralized location shall be chosen. The notice shall state the business to be transacted and no business other than that included in the notice or incidental thereto shall be transacted unless by majority vote of members present.

Section 5. Notice of Meetings. Notice of meetings shall be given in one or more of the following manner(s); 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, Sections 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 Association. If such notice be placed in the United States mail in an envelope legibly addressed, with sufficient postage and according to the time periods heretofore prescribed, such mailing shall be conclusively deemed sufficient and no further notice or publication of notice shall be necessary except as may otherwise be provided by law or these by-laws; or by posting notice electronically on the internet at the established WVAPPO website accessible to the membership AND electronic notification. The notice of the biennial meetings need 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, Sections 1 and 2 of these by-laws shall be followed. The notice of any special meeting shall state the purpose for which the meeting is called and any action taken shall be limited to the purpose so stated.

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

Section 7. Adjournments and Recesses. Any meeting of the members with a quorum present may vote to adjourn to a later date or recess from time to time 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. Reports of committees.
- C. Unfinished business.
- D. New Business.
- E. Program.

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

Section 9. Organization. At every meeting of the members of the Association, the President, or in his/her absence, the Vice-President, shall act as chairperson of such meeting. In the absence

of these officers at a regularly noticed meeting, the Board of Directors shall designate the chairperson and/or secretary, as the case may be.

Section 10. Procedure. Under the heading of “new business,” any member in attendance may present any matter which he/she believes should be considered by the Association.

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 by the absentee member and designate the meeting at which the proxy shall be used. Prior to any voting the Secretary, or designee, shall announce to the membership all proxies submitted.
- 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 Board of Directors may call for a vote by mail or email. No proxies shall be permitted. A minimum of twenty-five percent (25%) of the active membership is required to validate the vote. The vote shall then be decided by a simple majority of votes cast.

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

- A. Active member - \$35.00
- B. Associate member - \$20.00

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.

Section 13. Unethical Conduct.

- A. Unethical conduct shall be defined as follows:
 - 1. The conviction of any felony; or
 - 2. The commission of any act(s) involving moral turpitude; or
 - 3. Conflicts of interest in the performance of a member’s official duties; or
 - 4. 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.

Should the board decide to expel a member of the Association, said member may request a hearing before the Board at the next scheduled meeting of the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS:

Section 1. General Powers and Responsibility.

The West Virginia Association of Probation Officers, hereinafter referred to "Association," shall be governed by the Board of Directors, hereinafter referred to as the "Board," elected by the general membership.

The board may administer the Association as it may deem proper, as long as, it remains in compliance with the Association's Certificate of Incorporation, by-laws, and the laws of the State of West Virginia and United States of America.

Section 2. Number, Term of Office and Qualifications.

- A. The board shall consist of fifteen (15) members elected by and from the active membership of the Association for a term of two (2) years. At every biennial meeting all vacancies created by the conclusion of a term shall be filled.
- B. The Association Officers, namely: President, Vice President, Secretary, and Treasurer shall be elected by the general membership from the sitting Board. 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 shall be held concurrently by members from the same judicial circuit. It is hereby acknowledged that the Sex Offender Intensive Supervision Officers Unit shall be equal to one judicial circuit.
- D. Any other probation officer(s) employed in a multi-circuit region shall be considered an employee of the circuit wherein he/she is officially employed and headquartered for the purposes of board membership.

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

- A. At all biennial meetings, the Committee of Membership, Nominations, and Elections shall prepare an election ballot listing all candidates pre-registered for the vacancies occurring on the Board of Directors. The ballots shall contain additional space for write-in candidates nominated from the floor at the time of the meeting. Elections shall be determined by plurality of votes cast by eligible members present in-person or by proxy.
- B. Following the seating of the new Board of Directors, the membership shall elect from the seated Board of Directors a President, Vice-President, Treasurer and Secretary. Elections shall be plurality of votes cast by eligible members present in-person or by proxy.
- C. The aforesaid Committee Chair shall select five persons from the voting eligible membership, excluding candidates for office, to tabulate the votes and determine the results of all the aforementioned 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. Should no such member exist, or said member declines the appoint, the remaining Directors may fill the vacancy by an affirmative vote of the majority at the next Board of Directors meeting. 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 be in compliance 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 said Board. In the event a Director is removed, he/she shall be replaced by the aforementioned method. Any Director may be removed from Executive Office, or the Board, for cause with a majority vote of the remaining Directors.

Section 5. Presiding Officer and Recording Officer.

At each meeting of the Board of Directors, the President of the Association, or in his/her absence the Vice-President, or in the absence of both of them, a chairperson chosen by the majority of Directors shall preside. 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 Secretary for the meeting to keep a record of the proceedings. The records shall be certified by the signature of the person acting as Secretary and by the signature of the person acting as chairperson of the meeting.

Section 6. Location of Board Meetings.

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

All meetings of the Board of Directors shall be open to the active membership.

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 US Mail, facsimile, 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 educational 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 purposes(s) of said meeting by US Mail, facsimile, or email (with delivery confirmation) not less than ten (10) days.

Section 10. Waiver of Notice.

No advance notice of a meeting is necessary if all Directors are present in person and vote, on the record, to forego said requirement.

Section 11. Written Agreement in Lieu of Meetings.

In the event Association business shall arise and the Directors are unable to meet, the President or Vice-President, in his or her absence, shall notify ALL the Directors via telephone, US Mail, email (with delivery confirmation), or fax regarding such business. In lieu of the customary vote, the President or Vice-President may request the Directors provide written approval with signature for a requested action. 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. In the event a quorum is not present, any number of said Directors may adjourn said meeting until a quorum is present.

ARTICLE VI. EXECUTIVE OFFICERS AND DUTIES:

Section 1. Executive Officers.

The officers of the West Virginia Probation Officers Association (WVAPO) shall consist of the President, Vice President, Secretary and Treasurer. 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, from time to time, 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 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 from time to time as may be assigned him/her by the Board of Directors or prescribed by these by-laws.

Section 4. Vice President.

At the request of the President, in his/her absence, or in case of the vacancy of his/her office the Vice President shall perform all of the duties of the President with all the powers of and subject to all restrictions upon the President. In general, the Vice President shall perform such other duties as from time to time 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 Association. The Secretary shall keep the minutes thereof in accordance with Article IX herein.

The Secretary shall perform all the duties incidental to the office of Secretary and other duties as from time to time 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, from time to time, 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 meeting lawfully assembled.

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 close said account and balance said books of account at least once in each year. The Treasurer shall render to the Board of Directors, or to the members of the Association whenever the President or the members by majority vote or the Board of Directors shall require the Treasurer to do so, an account of the financial condition of the Probation Officers Association and of all transactions performed as Treasurer.

In general, the Treasurer shall perform all the duties as from time to time may be assigned by the President of the Board of Directors. An annual financial review shall be conducted by the Treasurer and two active non-board members, both to be appointed by the President. The Treasurer, as well as, any other signatory to any WVAPO financial instrument shall be adequately bonded in an amount to be determined by the Board of Directors, with the fees for such bonding to be paid from the Association funds.

ARTICLE VII. COMMITTEES OF THE PROBATION OFFICERS ASSOCIATION:

Section 1. Standing Committees.

The following committees shall be established as standing committees of the Probation Officers Association:

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

The President shall appoint the chairperson of each standing committee and may elect to appoint all the members of a committee, or may authorize the chairperson of the committee to appoint the 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 shall be made at the biennial conference and there shall be no limit on number of re-appointments, providing the member is willing to serve. In making appointments, the President may give consideration to special competence, geographic distribution, continuity of experience and recommendations from members of the Probation Officers Association.

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. Committee on Publications and Public Relations.

It shall be the responsibility of this committee to plan, develop and execute a publications program comprised of information of interest to the WVAPO and its members. Additionally, this committee shall be 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. Committee on Programs, Workshops and Education.

It shall be the responsibility of this committee to plan and organize any training activities (co) sponsored by the Probation Officer 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 also have the responsibility of planning the social program content of any meeting of the members of the Probation Officers Association.

C. Committee on Legislative Action.

It shall be the responsibility of this committee to promote legislation favorable to probation officers and the field of community corrections in general. Recognizing the need for continuity and familiarity with the members and process of the West Virginia Legislature, the Committee on Legislative Action shall be comprised of six (6) members appointed for three (3) year terms without limitation. Initially, two members shall be appointed for three (3) years, two (2) members shall be appointed for two (2) years, and two (2) members shall be appointed for one year. Thereafter, the presiding President shall appoint members to fill any vacancy.

D. Committee on Safety.

It shall be the responsibility of this committee to research issues of interest to the health, safety, and security of the membership, as well as, advocate the implementation of such programs that will further the aforementioned.

E. Committee on Membership, Nominations and Elections.

It shall be the responsibility of this committee to recruit new members, prepare ballot(s) for the biennial elections, including soliciting and receiving nominations for candidates to the Board of Directors, and tabulate the election results.

1. Membership: The committee shall determine eligibility classification as to active or associate membership of individuals seeking membership in the Probation Officers Association.
2. Nominations and Elections: The committee will solicit and receive any nominations from the active membership for prospective Board 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 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.

Section 2. Other Committees.

The President may, as needed, appoint other Committees to serve at his/her pleasure, including, but not limited to: Committee on Ethics and Personnel Standards, Salary, Scholarship, PO of the Year, Technology, Drug Testing, 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 is the only person 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 Association's 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 Association. These records and the minutes of any Board meetings shall be produced by the Secretary whenever required by the active members at any meeting.

Before each biennial business 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. Copies of 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 association business meeting.

ARTICLE X. FISCAL AND ADMINISTRATIVE 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 Association, for the purpose of conducting association business and fixing terms of office for the Executive Board, 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 Probations 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 thirty (30) days advance notice of said vote and a copy of the proposed amendment. 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 Certificate 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 a 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/tele conference), 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) WVAPO members 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 and Executive Officers shall remain seated until such time an election can be held unless otherwise vacated in compliance herein.