

**BY-LAWS
OF THE
NEW YORK STATE PROBATION OFFICERS ASSOCIATION, INC.
A New York Nonprofit Corporation**

ARTICLE I NAME

The name of this corporation is New York State Probation Officers Association, Inc.

ARTICLE II OFFICE

The principal office of the association for transaction of its business is located at P.O. Box____, Albany, New York _____. The Executive Board shall designate and may change the principal office from one location to another within New York State. Any change of location of the principal office shall be noted by the Secretary on these by-laws in the place provided in this section or this section may be amended to state the new location. The Board may, at any time, establish branch or subordinate offices at any place or places where the association is qualified to conduct its activities.

ARTICLE III PURPOSES

Section 3.01 General Purposes: This Association is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Non-profit Corporation Laws of the State of New York for public and educational purposes.

Section 3.02 Specific Purposes: within the context of its general purposes this corporation is created:

- (a) To further insure professional standards and training of personnel and advance the processes in the correctional field.
- (b) To inspire the highest professional concepts of ethical and professional responsibility in probation personnel.
- (c) To promote public information and education and to develop public interest in the efficacy of preventative and rehabilitative services.

Section 3.03 Limitations: To operate exclusively in any other manner for such educational and public purposes as will qualify it as an exempt organization under Section 501 (C)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

ARTICLE IV MEMBERSHIP

This corporation shall have the following classes of membership:

Section 4.01 Active Membership: This category of membership is available to any individual currently employed in a professional non-administrative capacity in any probation department in New York State. This category shall include probation supervisors, senior probation officers, probation officers, probation officer trainees, probation officer assistants, and any other probation title accepted by the Executive Board of the association. Active Members shall enjoy all the privileges of membership in the association and shall be considered as a voting member of the region in which they are employed.

ARTICLE IV MEMBERS (continued)

Section 4.02 Administrative Membership: This category of membership shall be available to all persons employed as probation administrators including Commissioners, Directors, Deputies or any individual eligible for membership in the Council of Probation Administrators. Also eligible are individuals employed by the New York State Division of Probation and Correctional Alternatives. Administrative Members shall have all the privileges of Active Members in the association with the exception of voting and holding elective office in the association. Should an Executive Board member's status change during his/her term of office, that member will be permitted to complete his/her term of office, but may not seek re-election.

Section 4.03 Organizational Membership: This category of membership is available to colleges, other associations and/or any group having a mutual interest in probation or the criminal justice professions in general. Organizational Members would be entitled to regular receipt of the association newsletter and to submit material to the association for distribution to the membership with the approval of the Executive Board. Organizational Members shall be afforded the opportunity to solicit association members to attend seminars, purchase products and to enlist the support of individual association members in matters of mutual concern. Organizations may be denied membership through a majority vote of the Executive Board. Organizational Members shall have no voting rights within the association.

Section 4.04 Associate/Student Membership: This category of membership shall be available to students enrolled in Criminal Justice, Political Science, Public Administration, Social Work or similar college programs. In addition, any other individual interested in the goals of the association is eligible for Associate/Student Membership. Associate/Student Members shall be entitled to all membership privileges with the exclusion of voting rights and the holding of elective office in the association.

Section 4.05 Retiree Membership: This category of membership shall be offered to all former Active and Administrative Members at the time of retirement. Retiree Members shall be entitled to all membership privileges with the exclusion of voting rights and the holding of elective office in the association. Should an Executive Board member retire during his/her term of office, that individual will be permitted to complete the term of office, but may not seek re-election. Retiree Members may remain active as members of committees or as members of the Board of Consultants, but shall not have voting privileges or be permitted to exercise votes by proxy.

Section 4.06 Honorary Membership: This category of membership shall be bestowed by majority vote of the Executive Board upon any association member or any other individual as a special recognition for an outstanding contribution to the field of probation, or for special or long term meritorious service to the association. This category of membership shall be excluded from voting rights and the right to hold office in the association.

Section 4.07 Life Membership: This category of membership shall be bestowed by the Executive Board and the member granted Life Membership shall enjoy all the rights of the membership category to which, otherwise, this member is eligible to belong. Members in this category will be exempt from paying dues.

ARTICLE V EXECUTIVE OFFICERS

Section 5.01 General Corporate Powers: Subject to the provisions and limitations of the New York State Nonprofit Corporation Laws and any other applicable laws, and subject to any limitation of the articles of incorporation or by laws regarding actions of the Executive Board, the corporation's activities and affairs shall be managed and all corporate powers shall be exercised, by or under the direction of the Executive Board.

Section 5.02 Elective Officers: The elective officers of the association shall be President, Executive Vice President, Secretary, Treasurer, Regional Vice Presidents and co-Regional Vice Presidents. Only Active Members of the association engaged in professional aspects of probation service shall be eligible for elective office. The term of office for each of these positions shall be two years, said term to begin the first day of January following the election.

Section 5.03 President Qualifications and Duties: The President of the association shall conduct the business of the association in accordance with these by-laws on behalf of the membership. The President shall preside at scheduled Executive Board meetings, shall represent the association at meetings or on committees outside the association, shall sign all correspondence issued in the name of the association and shall perform any other activities deemed necessary to further the mission of the association. The President shall appoint, with advice and consent of the Executive Board, a representative of the presidency in the event he/she cannot perform in that capacity any official business requiring the presence of the President of the association. This office may not be held by an individual for more than two consecutive terms. An individual who has served two consecutive terms as President may seek the office of President after one term has been completed by another member. No individual may be nominated for the office of President who has not served as an Active Member of the Executive Board for at least two years prior to his/her installation.

Section 5.04 Executive Vice President Duties: The Executive Vice President shall, when directed by the President or in absence of the President, preside at meetings of the association or Executive Board. He/she shall, when requested by the President or when the presidency is vacated for any reason, perform the duties of the President. He/she shall supervise and coordinate the activities of the regions. He/she shall make himself/herself available as consultant to the regions and act as liaison between the regions and the Executive Board.

Section 5.05 Secretary Duties: The Secretary shall keep an accurate record of all meetings of the association. The Secretary shall also attend to all correspondence and be responsible for the maintenance of necessary files, shall secure meeting places for all meetings with the consent of the President, shall send written notices to all regional representatives at least two weeks in advance of such meetings, shall keep an accurate membership list as provided by the Membership Chairman and shall keep the minutes of each Executive Board meeting and furnish all members thereof with copies of said minutes not later than two weeks prior to the next meeting.

Section 5.06 Treasurer Duties: The Treasurer shall be the custodian of all property. He/she shall receive, hold and disburse funds of the association and receive monies and registration fees. He/she shall keep a record in accordance with the provisions of the By-laws of all income and disbursements and shall submit a report thereon to the association at regularly scheduled Executive Board meetings. The Treasurer will maintain accounts for the association's general fund, conference fund and legal defense fund and shall monitor the need to file claim with the Internal Revenue Service in accordance with statute. The Treasurer, if deemed necessary, will file all paperwork for tax purposes. The Treasurer will submit a budget report at the end of each

year outlining the revenues/expenses of the association for that year. The Quartermaster of the association shall work with the Treasurer in the maintenance of all association supplies and merchandise and shall supply a report/budget to the Treasurer of all sales and revenues of merchandise at each scheduled Executive Board meeting.

Section 5.07 Regional Vice President (and co-Regional Vice President) duties: The Regional Vice President shall be the administrative officer of the region. He/she shall conduct all meetings called by himself/herself on a regional basis and shall supervise the activities of the regional officers when so appointed. He/she shall encourage association membership in his/her region. He/she shall submit a written report summarizing activities relevant to the association that have occurred in his/her region at scheduled Executive Board meetings. There may be two elected representatives from each region and each representative shall have voting privileges as enabled by the By-laws and membership status.

Section 5.08 Executive Board Composition and Duties:

(a) Composition: The Executive Board shall consist of all the current elected officers as listed in Section 5.02 of this Article as well as the Chairman of the Legislative Committee, Chairman of the Standards and Practices Committee, Chairman of the Publications Committee, Chairman of the Professional Education/Public Relations Committee, Chairman of the Membership Committee, Chairman of the Nominations/Election Committee, Chairman of the Constitutional/By-Laws Review and Governance Committee, Quartermaster and the immediate past President of the association. Committee Chairs shall be appointed by the President with the advice and consent of the Executive Board. Associate Members of the Executive Board may be appointed by the President with the advice and consent of the Executive Board in order to accomplish special tasks or projects or to create a liaison with other organizations in the same or allied fields. An Associate Member of the Executive Board shall have no voting privileges and shall serve at the pleasure of the President and the Executive Board. A quorum of the Executive Board shall be a simple majority of the elected officers including those represented by proxy. Vacancies on the Executive Board shall be filled via appointment by the President with advice and consent of the Executive Board.

(b) Duties: The Executive Board shall be responsible for carrying out the purposes and objectives of the association. All the legislative, executive, administrative and judicial powers of the association shall be vested in the Executive Board. The Executive Board may take actions at a meeting at which a quorum of the members of the Executive Board is present or without a meeting upon a resolution approved in writing by a majority of the members of the Executive Board, which shall be filed with the Secretary. Each member of the Executive Board shall be furnished a copy of the proposed resolution before it is submitted for signature.

(c) Proxy: The member of the Executive Board may appoint, in writing, any member of the association as his/her proxy to vote at a meeting of the Executive Board or may request the presiding officer to appoint a proxy for him/her. No individual may cast more than one vote except as authorized by proxy. No member shall have more than one proxy vote.

Section 5.09 Executive Committee: The Executive Committee shall consist of the President, Executive Vice President, Secretary, Treasurer and the immediate past President of the Association. It shall be responsible for preparing agendas for all Association meetings and shall be empowered to act in the name of the association on an emergency basis if a meeting of the Executive Board cannot be convened on short notice. All actions of the Executive Committee shall be subject to review by the Executive Board at the next scheduled meeting of the Executive Board. The Executive Committee shall determine the recipients of the awards presented at the

association's conference in accordance with the qualifications and nomination process as outlined.

Section 5.10 Removal From Office: Consideration for removal of an officer might include the following: failure to exercise duties of office, conviction of a criminal offense, conduct unbecoming a probation professional, engaging in activities detrimental to the association and non-attendance at two consecutive Executive Board meetings during the course of his/her elected term without legitimate excuse for such absence. Removal of officers shall be accomplished by a two-thirds vote of all the elected officers of the association. Proxies will be excluded from a vote to remove an officer.

ARTICLE VI COMMITTEES

Section 6.01 Legislative Committee: It shall be the duty of this committee to review and study laws and proposed legislation which are consistent with the purposes and objectives of the association and to make recommendations and propose legislation to the Executive Board. The committee is to follow bills introduced into any legislative body and appear for appropriate committees and commissions in accordance with instructions of the Executive Board. Action on emergency legislative matters shall be approved by a quorum of the Executive Board. The Chairman of this committee shall appoint committee members. The committee should remain in close contact with regional chapters to ascertain their positions and to determine action being contemplated on major matters. The Chairman shall prepare timely reports summarizing bills of interest to the field and action being recommended by the Legislative Committee for consideration of the Executive Board. All legislative action contemplated at regional levels in the name of the association shall be directed through the Chairman for recommendation and then to the Executive Board for decision.

Section 6.02 Professional Education/Public Relations Committee: This committee shall be responsible for the planning and implementation of educational programs of the association, including the association's annual conference, and participation in or development of any other form of training for the field of probation and community corrections. The committee shall also solicit nominations for the association awards presented at the conference. Said nominations shall be submitted to the Executive Committee no later than June 15 for decision. The Chairman shall act as liaison to other professional organizations to further the enhancement of the association's conference. The Executive Board may approve funding for membership status in other organizations and may authorize reimbursement for representation of the association at any training institutes to further the development and enhancement of the association's annual conference. Within the policies of the association, the committee shall develop and provide cooperative relationships among the association, other organizations and the public. It shall use all available communications media to advance and promote the purposes of the association.

Section 6.03 Publications Committee: This committee shall coordinate with other committees to compile information for the composition and distribution of the association newsletter or any other bulletin as needed by the association. Correspondence shall be distributed periodically. The Webmaster for the association will be a member of this committee and will coordinate with this and all other committees in order to publish information on the association's website that is relevant to the goals of the association. No information will be published on the website without review by the President and/or the Executive Committee. The Webmaster shall maintain the

domain of the website known as www.nyspoa.com in accordance with statute and server policies. Funding for continuation of the website may be approved by the Executive Board as needed.

Section 6.04 Standards and Practices Committee: This committee shall study and develop uniformity and professionalism in the standards and practices of the probation and community corrections system in New York State.

Section 6.05 Membership Committee: This committee shall be responsible for the recruitment and retention of membership, all duties relating to membership as defined by the Executive Board and shall maintain an accurate membership list.

Section 6.06 Nominations and Elections Committee: This committee shall consist of three Active Members appointed by the President and Approved by the Executive Board. The members must have expressed a willingness to serve prior to their appointment. At least one member of this committee must not be a candidate for office. This committee shall be responsible for the compilation of a slate of candidates for elective office and conducting a subsequent election in accordance with the provisions of Article VII of these By-Laws.

Section 6.07 By-Laws Review and Governance Committee: This committee shall be composed of three members of the Executive Board appointed by the President with advice and consent of the Executive Board. Active Members who regularly attend Executive Board meetings may also be appointed to this committee. This committee shall periodically review the accuracy and timeliness of the By-Laws of the association and shall solicit and/or make recommendations for change in accordance with Article VIII of these By-Laws. The committee shall also monitor the association's compliance with the By-Laws and the Executive Board's governance of the association as directed by the By-Laws of the association.

Section 6.08 Board of Consultants: The President may appoint distinguished representatives from various disciplines, including Administrative and/or Retiree Members of the association, allied to the probation and community corrections field to serve as consultants to the association in the development of policy and practice.

Section 6.09 Ad Hoc Committees: The President, with the advice and consent of the Executive Board, may appoint Ad Hoc Committees as needed.

ARTICLE VII ELECTION OF OFFICERS

Section 7.01 Nominations: The Nominations and Elections Committee shall submit a list of nominees to the members of the Executive Board who shall, in turn, submit this list in writing through the Chairman of this committee to the membership in ballot form by October 1 of the election year utilizing the Active Membership list as of August 31 of the election year.

Section 7.02 Balloting: On each ballot, space shall be provided for write-in candidates for each elective office. Members in good standing shall be entitled to vote for the offices of President, Executive Vice President, Secretary and Treasurer. In addition, Active Members shall be entitled to vote for Regional Vice President in the region in which the voter is employed. All ballots postmarked before October 20 of the election year will be tallied by the Nominations and Elections Committee Chairman and the results will be published in the association newsletter and on the association website.

Section 7.03 Run-Off Elections: In the event of a tie vote for any elective office, a re-election for that office will be held, utilizing the same procedure outlined previously in this Article, with the ballots to be mailed by November 1 and postmarked prior to November 20 of the election year.

ARTICLE VIII AMENDMENTS TO BY-LAWS

Section 8.01 Adopt, Amend of Repeal By-Laws: Changes in the By-Laws of the association shall be made by the Executive Board, at a regularly scheduled meeting, as the need arises. Any changes or amendments will be published in the next edition of the association newsletter and posted on the association website.