

OAPSA Code of RegulationsApproved May 15, 2003

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OAPSA CODE OF REGULATIONS

ARTICLE I**NAME, OFFICES AND REGISTERED AGENT****Section 1. Name.**

The name of this organization is the Ohio Association of Pretrial Services Agencies, incorporated pursuant to the Not-For-Profit-Corporation Law under Section 1702.01, et seq., Ohio Revised Code on the first day of July, 1992 [hereinafter referred to as "The Association".]

Section 2. Offices.

The post office address and location of the principal office of the Association is 1000 Sycamore, Room 116, Cincinnati, Ohio, 45202. The Board of Directors may from time to time establish other offices of the Association whenever it deems to be expedient. The registered office or the registered agent, or both, may be changed by a vote of the Board of Directors.

Section 3. Registered Agent.

The name of the registered agent of the Association is Mary Kay Stirling, and the post office address of such registered agent is 41 North Perry Street, Room B-1, Dayton, Ohio, 45422.

ARTICLE II**SEAL, RECORDS, ACCOUNTING YEAR AND METHOD****Section 1. Seal.**

The Seal of the Association shall be an outline of the State of Ohio with OAPSA lettered diagonally across it left to right. A copy of said seal shall be kept with the permanent Association records.

Section 2. Records.

The following records will generally be kept at the principal office of the Association: correct books of all the business and transactions of the Association, a copy of the Articles of Incorporation and this Code of Regulations, and the list of all the members of the Association, alphabetically arranged, showing each member's mailing address, which shall be open for inspection to members during business hours.

Section 3. Accounting Year and Method.

The accounting year of the Association shall begin on January 1 and end on December 31. The general accounting method of the Association is the cash method of accounting. Checks, drafts and withdrawals upon the bank accounts of the Association shall be signed in such a manner as may from time to time be determined by the Board. All other documents and agreements may be executed on behalf of the Association by the President, the Secretary or the Treasurer, provided, however, that no note or other evidence of indebtedness of the Association may be executed by any officer except pursuant to a Board resolution authorizing the same. The books, accounts and records of the Association shall be open to the members of the Association at all times. The Board shall submit to the members an annual treasurer's report.

**ARTICLE III
PURPOSE****Section 1. Purpose.**

The purpose of this Association is to join together those persons in Ohio who work in and/or support the concept of pretrial services in order to achieve the following:

1. To develop and promote pretrial alternatives to incarceration and prosecution and provide appropriate services for eligible defendants within the community.
2. To increase the awareness of pretrial philosophy and practices by providing education and resources to fellow criminal justice professionals and the public.
3. To promote the exchange of information and ideas, and to increase professional competence and responsibility among pretrial professionals.
4. To support the establishment, expansion, enhancement and cooperation of pretrial services agencies within the State of Ohio.
5. To act as a statewide forum which addresses pretrial issues and collectively defines pretrial goals and standards for the State of Ohio.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV
MEMBERSHIP****Section 1. Membership.**

The members of the Association shall be those individuals, programs, organizations, or agencies who have formally applied for membership and paid the membership dues for the current year. Members shall belong to one of the following categories:

1. Individual - anyone who works in a non-profit pretrial setting, supports the concept of pretrial services, and ascribes to the purpose and goals of OAPSA.
2. Organization - a non-profit pretrial organization or agency that supports the concept of pretrial services, and ascribes to the purpose and goals of OAPSA.
3. Associate - an individual, group, or organization that supports pretrial services and ascribes to the purpose and goals of OAPSA.
4. Honorary - a membership given by the Association to an individual, group, or organization recognizing their contribution to Ohio pretrial services. Such memberships shall be awarded from time to time by the Board of Directors. Such memberships shall be for a period of two years unless re-awarded by the Board for additional periods of two years each.

Section 2. Dues.

Membership dues will be recommended by the Executive Committee and adopted by majority vote at the annual business meeting. Initial membership dues will be established at a rate of \$25 per year for individual and organization memberships and \$15 per year for associate memberships. There are no dues for honorary membership. The fiscal year for which dues will be paid will be January 1 through December 31.

Section 3. Member in Good Standing.

Any member of the Association (otherwise eligible to vote at a business meeting) must be a member in good standing of the Association as of the call to order of any meeting at which the member shall seek to vote. Membership dues must be received by the Treasurer seven days prior to said meeting. The Treasurer shall submit to the Secretary a list of all members in good standing as of the opening of said meeting.

Section 4. Voting Privileges.

Only individual and organization members are eligible to vote, and only individual and organization members in good standing at the opening of any meeting may vote. Each membership carries a single vote. Organization memberships must have identified in writing the designated member to cast the eligible vote prior to the opening of any meeting at which the member shall seek to vote. Organization memberships require the name of a person designated to be responsible for providing written notice of the member designated to cast the organization's vote.

Section 5. Member Benefits.

Each member of the Association shall be entitled to a membership certificate, signed by the President or Vice President, stating that he or she is a member, and such other information as may be required. The form of such certificates shall be prescribed by the Board of Directors. The membership certificate shall clearly indicate the class of membership to which it applies. Such memberships shall not be transferable. New membership certificates shall be issued every calendar year to every member.

ARTICLE V
MEETINGS OF THE MEMBERSHIP

Section 1. Place and Notice of Meetings.

Meetings of the members of the Association shall be at such time and place, either within or without the State of Ohio, as may be provided by a resolution of the Board of Directors or in the notice of the meeting. Written notice stating the place, day and hour of any meeting of the members and, in the case of special meetings or when otherwise required by law, the purpose for which said meeting is called, shall be delivered electronically or mailed by the Secretary or by the officers or persons calling the meeting, to each member of record in good standing at his/her mailing address at least ten (10) days before the date of such meeting.

Section 2. Annual Meeting.

Each annual meeting of the members for the nomination of officers and directors and for the transaction of such other business as may properly come before the meeting shall be held each year before December 1. If an annual meeting has not been called and held for any reason, such meeting may be held at any time thereafter at a special meeting called for that purpose. There shall be a minimum of one general membership meeting held annually.

Section 3. Special Meetings.

Special meetings of the membership may be called by the President, the Secretary, a majority of the Board of Directors or by a written request signed by at least one-tenth of the members of the Association.

Section 4. Action Without a Meeting.

Whenever members or directors or officers are required or permitted to take any action by vote, such action may be taken without a meeting, by electronic or written consent, setting forth the action so taken, signed by all members, directors and/or officers entitled to vote thereon.

Section 5. Quorum.

Upon notification, a majority of those members in good standing who are present at any general membership meeting shall constitute a

quorum.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. Duties and Qualifications of Board of Directors.

The business and affairs of the Association shall be managed by a Board of Directors who shall be individual or organizational members in good standing of the Association. All policy-making powers of the Association shall be vested in the Board of Directors, including the adoption of resolutions, subject to recall by the membership.

Section 2. Number and Term of Board of Directors.

The Board of Directors shall consist of the four officers (President, Vice President, Secretary, and Treasurer), the immediate Past President and six At-Large Directors. The officers and directors shall be elected by plurality vote of all voting members and will serve a two-year term. The President and Secretary shall be elected in alternate years from the Vice President and Treasurer. At-Large Directors will each be elected to serve a two-year term and will run on alternate years, four on odd years, two on even years. If possible, each At-Large Director will represent a different region of this State.

Section 3. Duties of At-Large Directors.

At-Large Directors will serve the organization in any capacity deemed needed by the President of the organization.

Section 4. Vacancies.

Any vacancy, through resignation or removal from office, in the Board of Directors may be filled by the affirmation vote of a majority of the remaining members of the Board of Directors. A vacancy through resignation becomes effective upon receipt of a written notice of resignation submitted to the Board by the resigning Director.

Section 5. Removal of Directors.

A vacancy may be created by a failure to perform one's duties. A failure to perform one's duties shall be deemed to have occurred by the considered opinion of not less than two-thirds of the Board of Directors of the Association voting in person or by telephone (to be confirmed in writing) during the course of a duly-convened Board of Directors meeting. The finding of a failure to perform one's duties shall be grounds to remove a member of the Board of Directors. Failure of a Board member to attend two Board meeting(s) without having provided prior notice of his/her inability to attend and reason(s) therefore could be considered by the Board as "failure to perform one's duties." Written notification of the Board's intention to consider expelling a Board member for supposed failure to perform his/her duties shall be provided to the offending Board member reasonably in advance of the Board meeting at which such action is contemplated. Notwithstanding the above, the membership may, by a two-thirds vote, recall a member of the Board of Directors for failure to perform his/her duties as defined, or for behavior deemed to be inappropriate or unethical by a majority of the whole Board of Directors of the Association.

Section 6. Meeting of the Board of Directors.

A majority of the whole Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or the Code of Regulations. A Director shall be deemed to be present at a meeting for the purpose of constituting a quorum and transacting business if, at the time of such meeting, he shall participate by telephone in the transaction of business therein and if such Director shall subsequently approve and sign the minutes of such meetings. All members in good standing of the Association may attend meetings of the Board of Directors as non-voting participants. Regular meetings of the Board shall be held at least four times each year, at such times and places as the Board shall, by resolution, establish. In absence of other actions by the Board, such meetings shall be called by the President. Special meetings of the Board may be called by the President, or shall be called by any officer upon the written request of three Directors.

Section 7. Payments to Directors.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. Directors shall not receive any salaries for their services. By resolution of the Board, expenses incurred from meetings or conferences sponsored by OAPSA may be paid.

ARTICLE VII
OFFICERS**Section 1. Officers.**

Officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer and the immediate Past President.

Section 2. Term of Office.

Officers shall serve for two-year terms and be eligible to run for additional terms.

Section 3. Vacancies.

Officer vacancies due to termination or resignation shall be filled by appointment of the President with concurrence of the Board, with the exception of a vacancy in the office of the President. A vacancy in the office of President shall be filled by the Vice President, who shall fulfill the unexpired portion of the current term. All other officers appointed to fill vacancies shall serve in their offices only the remainder of the term of the terminated or resigned officer, but shall then be eligible to run for a full term in said office.

Section 4. Duties of the Officers and the Directors.

The duties of the officers shall be as follows:

1. The President shall prepare the agenda and preside at all general membership meetings. He/She may sign and execute, in the name of the Association, all contracts, deeds, or other instruments except in cases in which the signing and execution thereof have been expressly delegated to some other officer or agent of the Association.

He/She shall appoint chairpersons of all committees, and shall serve as an ex-officio member of all committees. He/She, with the approval of the Board of Directors, may also appoint other positions as deemed necessary.

He/She may, with approval of the Board of Directors, cause application to go out to Government and private agencies for funds or grants to carry out programs consistent with the goals of the Association.

He/she shall also, with the approval of the Treasurer, spend up to \$100.00 of the Association's funds for the purpose of conducting the business of the Association. He/She shall perform all duties incidental to the office of president of an association and other duties as may be assigned to him/her by the Board of Directors.

2. The Vice President shall perform such duties as the President and/or the Board of Directors may designate. In the absence of the President, he/she shall perform the duties of the President.
3. The Secretary shall be responsible for maintaining the minutes of all meetings, maintaining a directory with the current address and phone number for each member of the Association and ascertaining the presence of a quorum at any meeting.

He/She shall distribute to each member of the Association, within a reasonable time after their occurrence, summaries of the minutes of such meetings to the extent practical and conduct correspondence in the name of the Association.

He/She shall tabulate all ballots cast on candidates for office and issues presented to the membership and report the results to the presiding officer and the Board of Directors.

He/She shall see that all notices are duly given in accordance with the provisions of the Code of Regulations or as required by law. He/She shall be the custodian of the records of the Association during his/her term of office.

He/She shall witness all documents on behalf of the Association, the extension of which is duly authorized. He/She shall perform all duties incidental to the office of secretary of an association, and such other duties as may be assigned by the President of the Board of Directors.

4. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Association, and shall deposit, or cause to be deposited in the name of the Association, all monies or other valuable effects in such banks, or trust companies, or other depositories as shall be selected by the Board of Directors.

He/She shall render an account of the financial condition of the Association at each general membership meeting and each meeting of the Board of Directors. He/She shall perform all duties incidental to the office of treasurer of an association and other duties as may be assigned by the President or the Board of Directors. Any disbursement of Association funds must be co-signed by the President, or his designee, and by the Treasurer.

5. The Immediate Past President shall assist in the planning and preparation for the annual business meeting. He/She shall perform such other duties as may be assigned by the President or the Board of Directors.
6. The At-Large directors shall assist in the planning and implementing of the annual conference, serve as committee chairs, and assist the Association in any capacity as requested by the President.

ARTICLE VIII ELECTIONS

Section 1. Election of Officers.

1. The election of all officers and directors will be accomplished by mail following the annual business meeting. Nominations shall be accepted from the voting membership present at the annual business meeting. Ballots will be mailed to all voting members ten (10) days after the business meeting. Candidates will be listed on the ballot in a random order determined by a draw conducted at the annual business meeting. All ballots will be printed with the names of the candidates for each respective office. Space will also be provided for write-in candidates for each officer or director position subject to election. Each voting member will be able to cast the same number of votes as there are vacancies. (Ballots containing more than that number or containing votes for the same candidate will be invalid for that office only.) The top vote getters will be elected. Ballots must be returned postmarked within forty-five (45) days of the business meeting. The ballot packet will include a ballot envelope in which the completed ballot should be placed. The envelope should be sealed. An additional unstamped envelope addressed to the Association will be furnished. The return address on this envelope will be an Association label of the voting member. As ballots are received, the name of the voter will be checked off a master list. On the day after the deadline, all these unopened envelopes will be opened and the ballots unsealed and counted. All return envelopes and ballots will be kept for one (1) year at the Association's office. Ballots received postmarked after the deadline or not meeting criteria will be returned unopened to the sender. Results will be disseminated to the entire membership after the ballots are counted. All those receiving votes will be listed.
2. One person is designated from each member organization to vote. In no event shall an organization cast more than one vote in an election. Elections of all Officers and Directors shall be maintained as outlined in Article VIII Section 1 of this Code of Regulation.

Section 2. Assumption of Office.

New officers shall take office at a transitional meeting of the Board of Directors to be held with 90 days of the date the election is final.

ARTICLE IX COMMITTEES

Section 1. Committees.

The Board of Directors may create committees upon recognition of the need for such committees. The President shall appoint the Chairpersons of the committees. Committee Chairpersons shall then appoint members of the Association to their committees.

Section 2. Committee Chairman's Term of Office.

Committee Chairmanships expire upon completion of task, or with the adjournment of the committee.

Section 3. Committee Reports.

All committees shall file written reports to the Board of Directors. All committees shall present oral or written reports when requested or needed.

**ARTICLE X
RESOLUTIONS**

Section 1. Resolutions.

All resolutions shall be submitted in writing to the Board of Directors for a vote at the next duly-convened meeting of the Board. Whenever possible, resolutions should be submitted sufficiently in advance to permit their dissemination.

**ARTICLE XI
AMENDMENTS TO CODE OF REGULATIONS**

Section 1. Amending Code of Regulations.

This Code of Regulations may be amended by the general membership at any special meeting, providing the members have received written notice of the proposed changes at least thirty (30) days in advance of the meeting.

Section 2. Approved Amendments.

Amendments to this Code of Regulations shall take effect when they have been approved by no fewer than two-thirds of the members present at any general or special membership meeting.

**ARTICLE XII
PARLIAMENTARY AUTHORITY**

Section 1. Parliamentary Authority.

This Association shall utilize Roberts Rules of Order as its parliamentary authority at all regular and special meetings of the Board of Directors and the general membership.

**ARTICLE XIII
DISSOLUTION CLAUSE**

Section 1. Dissolution.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

KNOW ALL MEN BY THESE PRESENT that the Membership of the Ohio Association of Pretrial Services Agencies adopted the foregoing Code of Regulations of said corporation at an annual meeting of the Membership held for that purpose on May 15, 2003.

IN WITNESS WHEREOF, we have hereunto subscribed our names this fifteenth day of May, 2003.

Suzanne Ellis, Secretary

Anne Gatti, President