

# PRETRIAL JUSTICE INSTITUTE

## **By-Laws**

Adopted 9/24/77  
Amended 12/4/78  
Amended 4/28/79  
Amended 9/14/88  
Amended 10/16/94  
Amended 10/14/95  
Amended 3/31/96  
Amended 4/8/00  
Amended 9/30/00  
Amended 2/2/02  
Amended 9/16/07  
Amended 12/6/2008  
Amended 12/3/2010

### **I. Offices**

1. The name of the Corporation shall be the **Pretrial Justice Institute**. The principal office shall be located in the City of Washington, District of Columbia.
2. The Corporation may have offices at such other places as the Board of Trustees may, from time to time, determine or as the business of the Corporation may require.

### **II. Trustees**

3. (a) The number of Trustees which shall constitute the whole Board shall be no less than eleven (11) including the Chair. A minimum of three members of the Board of Trustees shall be members of the National Association of Pretrial Services Agencies or its successor (NAPSA). One such membership shall be appointed by the president of NAPSA for a three-year term and may be re-appointed no more than once. All other Trustees shall be appointed and hold office as set forth in the following paragraphs.

(b) Each Trustee shall hold office for a term of three years. Board members' terms shall be staggered so that one-third of the membership of the Board (or as close to one third as is possible, given the size of the Board) shall be scheduled for appointment or re-appointment each year. Board members shall serve no more than two consecutive three-year terms. Trustees previously appointed to the Board and serving actively as of September 16, 2007 shall be deemed to be serving their first term and will be eligible for re-appointment to one additional three-year term at the expiration of their current term.

(c) The Board Chair shall serve a two-year term. Should there be but one year left on his

or her second term when installed, the term shall be extended to allow for completion of his or her term as Board Chair. Upon completion of the term, s/he shall be an ex officio member of the Executive Committee for two years.

(d) The Board shall elect from its membership a Vice-Chair who shall serve a two-year term. Should there be but one year left on his or her second term when installed, the term shall be extended to allow for completion of his or her term as Board Chair. The Vice Chair shall be a member of the Executive Committee of the Board.

(e) The terms of office for the Chair and Vice-Chair shall be concurrent. The terms of all Board members shall begin January 1 of the year following their appointment, provided, however, that a Board member appointed to fill the unexpired term of a former Board member may be appointed to complete the unexpired term at any time after the vacancy occurs and may thereafter be eligible to serve two consecutive three-year terms.

(f) The Board Chair, in consultation with the Executive Director of the Corporation and the Executive Committee of the Board, shall determine and appoint Board members.

4. The Board of Trustees may hold its meetings and keep its books, outside the State of incorporation, at such places as it may, from time to time, determine or at the office of the Corporation.

5. The property and business of the Corporation shall be managed by its Board of Trustees which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute, Articles of Incorporation, or by these By-Laws.

6. A Trustee will be removed from office if (s)he is not in attendance at two (2) consecutive Board meetings. An affirmative vote of retention for that Trustee by the Board will be required to override this removal. In addition, a Trustee may be removed from office with or without cause at a regular meeting providing there has been notice not less than ten (10) days before the day for which the meeting is called. Such notice must be by registered or certified mail of the United States Postal Service addressed to the last known place of business of the trustee postage prepaid. In the event that removal of a Trustee is proposed, removal shall be accomplished by resolution of the Board adopted by no fewer than a simple majority of the Board of Trustees.

### III. Committees

7. The Board of Trustees may, by resolution or resolutions passed by a majority of the whole Board, designate committees. One such committee (the Executive Committee) shall consist of not less than two (2) nor more than eight (8) members of the Board, two of whom shall be the Chair and Vice-Chair, and shall have and may exercise, to the extent provided in the resolution, the powers of the Board of Trustees in the management of the business and affairs of the Corporation. In the event that a vote of the Executive Committee results in a tie, the matter in question is to be referred to the Board of Trustees for resolution. Provided: that no committee

may be empowered to amend, alter, repeal, or adopt By-Laws; or amend the Articles of Incorporation, effect a merger or consolidation, dissolve the Corporation, or sell or dispose of all or substantially all of the assets of the Corporation. Such committee or committees shall have the name or names determined by resolutions adopted by the Board.

8. The committees shall keep minutes of their proceedings and report the same to the Board when required.

#### **IV. Compensation of Trustees**

9. Trustees shall not be compensated for their services as Trustees provided that expenses of attendance at any meeting may be allowed.

10. Members of committees may be allowed compensation for expenses incurred in attending meetings.

#### **V. Meetings of the Board**

11. The Full Board shall meet at least once a year at times, places and manor to be determined by the Chair in consultation with the Executive Director. Notice of the meetings may be informal except as provided otherwise in the Articles of Incorporation, these By-Laws, or in the laws of the District of Columbia. Meetings of the Board may be conducted by conference telephone call or other electronic means of communication.

11b. The Executive Committee of the Board shall meet at times, places and in a manner to be determined by the Chair in consultation with the Executive Director. Notice of the meetings may be informal except as provided otherwise in the Articles of Incorporation, these By-Laws, or in the laws of the District of Columbia. Meetings of the Executive Committee of the Board may be conducted by conference telephone call or other electronic means of communication.

12. Special meetings of the Board may be called by the Chair on five (5) days' notice to each Trustee, either personally or by mail, e-mail, or facsimile; special meetings shall be called by the Chair in like manner and on like notice on the written request of two (2) Trustees.

13. At all meetings of the Full Board, a majority of the entire Board of Trustees shall constitute a quorum for the transaction of business and the action of a majority of the Trustees present at any meeting at which a quorum is present shall be the action of the Board of Trustees unless the concurrence of a greater proportion is required for such action by the statute, the charter or by these By-Laws. If a quorum is not present at any meeting of Trustees, the Trustee present thereat may, by a majority vote, adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

13b. At all committee meetings, a majority of the entire committee shall constitute a quorum for the transaction of business and the action of a majority of the Trustees present at any meeting at which a quorum is present shall be the action of the committee unless the concurrence

of a greater proportion is required for such action by the statute, the charter or by these By-Laws. If a quorum is not present at any meeting of Trustees, the Trustee present thereat may, by a majority vote, adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

#### VI. Notices

14. Whenever under the provisions of the statutes or of the Articles of Incorporation or of these By-Laws, notice is required to be given to any Trustee, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a post-paid sealed wrapper, addressed to such Trustee at such address as appears on the books of the Corporation; or by facsimile or e-mail, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

15. Whenever any notice is required to be given under the provisions of the statutes or of the Articles of Incorporation, or of these By-Laws, a waiver thereof, in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

#### VII. Employees

16. The Executive Director of the Corporation shall be chosen by and serve at the pleasure of the Board of Trustees of the Corporation.

17. The Executive Director may appoint and remove such other employees and agents as s/he shall deem necessary.

18. The salary of the Executive Director shall be fixed by the Board of Trustees.

#### VIII. Executive Director

19. The Executive Director shall be the chief executive officer of the Corporation and shall be responsible for the following duties within section VIII. (S)he shall attend all meetings of the Board of Trustees, shall be an ex officio member of all standing committees, shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect.

20. (S)he shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required by signing and execution thereof shall be expressly delegated by the Board of Trustees to some other officer or agent of the Corporation.

21. (S)he shall attend all sessions of the Board and record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. (S)he shall provide notice of all meetings of the Board of Trustees at the direction of the Chair.

22. (S)he shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Trustees.

23. (S)he shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chair and Trustees, at the regular meetings of the Board, or whenever they may require it, an account of the financial condition of the Corporation.

24. If required by the Board of Trustees, (s)he shall give the Corporation a bond which shall be renewed every year in some sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of office and for the resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in her/his possession or under her/his control which belong to the Corporation.

#### **IX. Checks**

25. All checks or demands for money and notes of the Corporation shall be signed by the Executive Director, or his/her designee. In his/her absence and with the approval of the Board Chair, the Executive Director may authorize his/her designee to sign such checks as may be required for the orderly continuation of the Corporation's work.

The Executive Director will provide the Chair with financial statements on at least a quarterly basis.

#### **X. Membership**

26. There shall be no members.

#### **XI. Dissolution of Corporation**

27. The dissolution of the corporation shall be authorized at a meeting of the board of trustees upon adoption of a resolution to dissolve by the vote of a majority of the Trustees in office.

#### **XII. Plan of Distribution On Dissolution**

28. In the event of a voluntary dissolution of the Corporation, a plan for distribution of the assets of the Corporation remaining after the distributions required by the District of Columbia Nonprofit Corporation Act (Title 29, Chapter 10), the Articles of Incorporation, and other provisions of these By-Laws shall be adopted at a meeting of the Board of Trustees upon receiving the vote of the majority of the Trustees in office.

### **XIII. Amendments**

29. These By-Laws may be altered or repealed by the affirmative vote of a majority of the Board of Trustees at any regular or special meeting provided that notice of the proposed change is mailed or e-mailed at least ten (10) days in advance of the meeting.

### **XIV. Indemnification Of Officers And Directors**

30. The Corporation shall indemnify from all liabilities, civil or criminal, incurred in relation to its duties, including the reasonable cost of defense, its Trustees or employees or former Trustees or employees or any person who may have served at its request, such indemnification to be to the full extent permitted by the laws of the District of Columbia.