

NATIONAL PARTNERSHIP FOR JUVENILE SERVICES CONSTITUTION AND BY-LAWS

HISTORY

In May 2004, the National Partnership for Juvenile Services (hereafter referred to as the Partnership or NPJS) was incorporated as a general Not-For-Profit Corporation under the laws of the Commonwealth of Kentucky and registered in Madison County. In 2010, NPJS also incorporated as a general Not-For-Profit Corporation under the laws of the States of Michigan and Illinois in order to more formally expand the scope and breadth of services provided to the profession.

The founding member organizations of the Partnership were the Council for Educators of At-Risk and Delinquent Youth (CEARDY), the Juvenile Justice Trainers Association (JJTA), the National Association of Juvenile Correctional Agencies (NAJCA), and the National Juvenile Detention Association (NJDA).

With their respective missions each focusing solely on the development and maintenance of a strong juvenile justice system, the founding member organizations brought a history of quality services into a united, seamless system to form the Partnership.

Founding Members

National Association of Juvenile Correctional Agencies (NAJCA)	•	Founded 1903
National Juvenile Detention Association (NJDA)	•	Founded 1968
Juvenile Justice Trainers Association (JJTA)	•	Founded 1978
Council for Educators of At-Risk and Delinquent Youth (CEARDY)	•	Founded 1999

Constitution

PREAMBLE

Believing in the creation of a better society by the reclamation of at-risk youth and families, juvenile offenders, victims, and community, the founding members value:

- *youth, families, and communities,*
- *collaboration built on trust, commitment, honesty, integrity, and excellence,*
- *the idea that change is possible.*

The founding members envision a partnership of juvenile justice entities that is recognized as the foremost authority in the field of Juvenile Justice and Delinquency Prevention with the ability to fulfill the mission of positively impacting youth, families, and communities by providing professional development, technical assistance, and promoting best practices and standards to the field.

ARTICLE I

NAME

The name of this organization shall be the National Partnership for Juvenile Services, Inc.

ARTICLE II

PURPOSE

The National Partnership for Juvenile Services is formed exclusively for charitable, scientific, and educational purposes, including but not without limiting the generality of the foregoing, the promotion of adequate services to children, and in connection therewith, to:

- *Interpret and promote the concepts of quality juvenile justice and delinquency prevention services at the national, state and local levels;*
- *Define and promote the mission of juvenile justice and delinquency prevention services;*
- *Stimulate the development and operation of training programs for the juvenile justice and delinquency prevention services profession;*
- *Encourage writing and publication in the field of juvenile justice and delinquency prevention services;*
- *Advocate for quality standards in juvenile justice and delinquency prevention services programs;*

- *Facilitate the collection and dissemination of data with respect juvenile to justice and delinquency prevention services;*
- *Stimulate research in the area of juvenile justice and delinquency prevention services;*
- *Serve as a national network for persons and organizations interested in juvenile justice and delinquency prevention services;*
- *Collaborate with other organizations and professional groups interested in the field of juvenile justice and delinquency prevention services.*

The Partnership may receive and disburse funds or other property incident to or necessary for the accomplishment of the aforesaid purposes and do any and all acts incidental to the transaction of the business of this corporation or expedient for the attainment of the purposes stated herein.

Within the framework of these purposes, the Partnership is organized and shall be operated exclusively; to engage in, advance, promote and administer charitable, educational, and scientific activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee, or representative to others; to aid, assist and contribute to the support of corporations, partnerships and institutions, which are organized and operated exclusively for such purposes and which are described in section 501 (c) (3) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended. For those purposes and not otherwise, the Partnership shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants and contributions of, and to convey, transfer, and dispose of any funds and property and the income there from for the furtherance of the purposes of the Partnership hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to the Partnership by the Commonwealth of Kentucky's General Not-For-Profit Corporation Act, and by any future laws amendatory thereof and supplementary thereto. Provided, however, that all such powers of the Partnership shall be exercised only so that its operations shall be exclusively within the contemplation of section 501 (c) (3) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended.

The National Partnership for Juvenile Services shall not afford pecuniary gain, incidentally, or otherwise, to its members, and no Partnership shall inure to the benefit of any member, private shareholder, or individual, and no substantial part of its activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The Partnership shall not participate in, or intervene in (including publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

**ARTICLE III
PARTNERING GUIDELINES**

Section 1: Partnering Approval Process

Organizations whose sole focus is the delivery of services to children, youth, and families may petition NPJS for partner status. The NPJS By-Laws shall set forth the guidelines of formalizing the acceptance of another organization into the Partnership. These guidelines shall be provided in written form to any organization petitioning for partner status.

Section 2: Termination of Partner Status

A partner organization may withdraw from the Partnership based on guidelines set forth in the By-Laws.

**ARTICLE IV
MEMBERSHIP AND DUES**

Section 1: Categories

Membership categories shall be determined by the Board of Directors. Membership shall be open to any individual, agency or organization interested in the juvenile justice and delinquency prevention services profession.

Section 2: Dues

The dues structure shall be determined by the Board of Directors. Dues are payable at time of application and may be renewed annually upon receipt of membership invoice.

Section 3: Benefits

The benefits of each membership category shall be determined by the Board of Directors.

Section 4: Affiliates

Affiliation shall be open to Associations/Organizations. The applying Association/Organization's purpose, goals and objectives, and Constitution and By-Laws must conform to the purpose, goals and objectives, and Constitution and By-Laws of the NPJS as determined by the Board of Directors.

Changes to an Affiliate's Constitution and By-Laws will be reviewed prior to membership renewal to ensure continued conformity to the NPJS' purpose, goals and objectives, and Constitution and By-Laws.

Section 5: Life Membership

Life membership may be gratuitously granted by the Board of Directors to individuals for meritorious service and contributions to the profession.

Section 6: Voting

Individuals in certain membership categories identified by the Board of Directors are entitled to

one (1) vote in the Partnership.

Individual life members are entitled to one (1) vote in the Partnership.

~~State Affiliates are entitled to one (1) vote in the Partnership, with the seating of the Affiliate organization's President, or designee, on the Board of Directors.~~ This sentence will be deleted.

Section 7: Elective Offices

Individuals in certain membership categories, as determined by the Board of Directors, may hold elective office.

Article V Officers

The officers of NPJS shall be the President (or their designee) of the National Juvenile Detention Association (which shall serve as the NPJS Council for Juvenile Detention Services), the President (or their designee) of the National Association for Juvenile Correctional Agencies (which shall serve as the NPJS Council for Juvenile Correctional Facilities), the President (or their designee) of the Juvenile Justice Trainers Association (which shall serve as the NPJS Council for Juvenile Justice Training), the President (or their designee) of the Council for Educators of At-Risk and Delinquent Youth (which shall serve as the NPJS Council for Educators of At-Risk and Delinquent Youth), and the President (or their designee) of any organization(s) approved by the NPJS Board of Directors per Article III.

ARTICLE VI GOVERNANCE

Section 1: General

The Partnership shall be governed by: the membership of the Partnership; the Board of Directors; ~~the Executive Committee {to be deleted}~~; and the Chief Executive Officer.

Section 2: Board of Directors

All the legislative, executive, administrative, and judicial powers of the Partnership shall be vested in the Board of Directors of the Partnership when in session, except as otherwise provided by this Constitution and By-Laws.

~~**Section 3: Executive Committee**~~

~~When the Board of Directors is not in session, all powers of the Partnership shall be passed to and vested in the Executive Committee, except as otherwise provided in this Constitution and By-Laws.~~

Section 3 will be deleted.

Section 4: Chief Executive Officer

When the Board of Directors ~~or the Executive Committee {to be deleted}~~ is not in session, all powers of the Partnership shall be passed to and vested in the Chief Executive Officer, except as otherwise provided in this Constitution and By-Laws.

**ARTICLE VII
MEETINGS**

Regular meetings of the Partnership membership, Board of Directors, ~~the Executive Committee~~ ~~{to be deleted}~~; shall be held as provided in the By-Laws.

**ARTICLE VIII
QUORUM**

~~A Quorum for Executive Committee meetings shall be a majority of those persons appointed to the Executive Committee as outlined by the NPJS By-Laws. {to be deleted}~~

A Quorum for Board of Director meetings shall be a majority of those persons appointed to the Board of Directors as outlined by the NPJS By-Laws.

In Partnership Membership meetings, which are held in accordance with this Constitution and By-Laws, questions shall be decided by a majority of the voting members present.

**ARTICLE IX
AMENDMENTS**

This Constitution may be amended by a two-thirds (2/3) vote of all returned ballots sent to the general membership and received within thirty (30) days of the actual mailing of the ballots. The information contained on the ballots must be approved by the Board of Directors prior to the mailing of the ballots by the CEO. The By-Laws may be amended in the same manner as this Constitution.

By-Laws

Article I

Name

The name, purpose, and administration of the Partnership are as set forth in the Constitution.

Article II

Partnering Guidelines

Section 1: Partnering Approval Process

A unanimous vote of the Partnership's Board of Directors is required for a petitioning organization to be accepted. The new partner organization would not enter the governance rotation, as described in Article III, Section 3, for one calendar year. At the time of entering into the rotation schedule, the new partner organization would be inserted into the sequence based on their organization's chronological age of incorporation.

Section 2: Termination of Partnership Status

A partner organization may withdraw from the Partnership by providing a minimum ninety (90) day written notice to the Board of Directors prior to the start of the ensuing fiscal year. The partner organization shall not receive, in whole or in part, any financial payment beyond that which has already been provided them by NPJS.

Article III

Governance of the Partnership

Board of Directors

~~The Board of Directors shall be comprised of the President and President-Elect (or Vice President) from each of the four (4) Organizational Councils; the President or a representative of each State Affiliate; and the Chief Executive Officer. The CEO shall be a voting member of the Board.~~

New language replaces prior paragraph. The Board of Directors will have a minimum of ten (10) voting members and a maximum of fifteen (15) voting members. The group of ten (10) would be comprised of two representatives from each discipline (detention, corrections, education, training) that originally founded NPJS and two (2) At-Large Representatives (ideally representing other disciplines within juvenile services). The Board may choose to appoint up to five (5) representatives from professional organizations with whom NPJS has developed a collaborative relationship. The CEO shall be a non-voting member of the Board.

Each member of the Board of Directors must serve on a committee as designated by the Chair.

The Board of Directors shall meet to: decide on matters relating to the fiscal management; policy

and procedure direction; organizational goals of the Partnership; perform functions as defined in the Constitution and By-Laws; and conduct other business pertinent to Partnership interests.

a. Expiration of Office

At the end of their terms of office, the ~~Partnership Officers~~ **Board Members** shall deliver to their successors all books, records, and properties belonging to the Partnership that have been in their possession.

b. ~~Vacancy of Chair~~

~~The Chair position belongs to the Organizational Council as determined by a rotation schedule. If the President of the Council currently occupying the Chair position departs, then the same Council maintains the rights to the Chair and their new President will assume the Chairperson's duties for the remainder of their term.~~

New language replaces prior section.

b. Chairman of the Board

The Chairman of the Board of Directors will be chosen from the elected Board Members. The Board of Directors shall determine how the Chair position is filled.

Section 2: ~~Executive Committee~~

~~The Executive Committee shall be comprised of the President of each functioning Council and the Chief Executive Officer. The CEO shall be a voting member of the Executive Committee. The Executive Committee shall have power to handle business issues and provide support to the CEO when the Board of Directors is not in session.~~

Section 2: Will be deleted.

Section 3: ~~Officers~~ **Board Members**

Each Council shall set forth **uniform** procedures to identify and confirm their individual leaders who in turn will serve on the NPJS Board of Directors.

~~Partnership Officers shall be seated for a one-year term. They shall assume the duties of their respective offices following their swearing in at the Annual Meeting. The sequence of the rotation will be based on the member organization's chronological incorporation age.~~

New language replaces prior paragraph.

Board Members will serve staggered terms to ensure continuity of leadership and historical perspective.

a. Chair

The Chair shall preside at all Partnership Membership Meetings, all Board of Director Meetings, ~~and all Executive Committee Meetings.~~ **{to be deleted}** He/she shall in every way endeavor to promote the interest and purposes of the Partnership. He/she shall approve all Standing and Special Committee Chairpersons. He/she shall be principal liaison officer with all other related professional organizations. He/she shall sign all necessary documents relating to the business of the Partnership.

b. Vice-Chair

The Vice-Chair will be an existing voting member of the Board of Directors and shall be the deputy to the Chair and shall act in his behalf on any occasion due to the absence or incapacitation of the Chair. The Vice-Chair shall automatically rise to the position of Chair upon the resignation or expiration of the term of the Chair. He/she shall be appointed an ex-officio member of any Committee deemed appropriate by the Chair and shall have liaison responsibility between these Committees and the Board of Directors.

c. Term of Office

~~The President and President-elect of each council shall serve one-year terms on the Board of Directors in each of those respective positions (two years total). They shall assume the duties of their respective offices following their swearing in at the Annual Meeting.~~

New language replaces prior paragraph.

Board Members will serve staggered terms to ensure continuity of leadership and historical perspective. Procedures will be developed by each Organizational Council to clarify the staggered term process.

d. Expiration of Office

At the end of their terms of office, the Partnership Officers shall deliver to their successors all books, records, and properties belonging to the Partnership that have been in their possession.

~~e. Vacancy of Chair~~

~~The Chair position belongs to the Organizational Council as determined by a rotation schedule. If the President of the Council currently occupying the Chair position departs, then the same Council maintains the rights to the Chair and their new President will assume the Chairperson's duties for the remainder of their term.~~

Section e: Will be deleted.

Section 4: Chief Executive Officer

The Chief Executive Officer shall be appointed and salary established by the Board of Directors. Furthermore, the Board shall develop and maintain a comprehensive job description for the CEO position. The CEO shall be evaluated annually by the Board of Directors in accordance with the tasks, duties, and responsibilities enumerated in the job description.

His/her employment shall be continuous until such time as he/she notifies the Board of Directors of his intent to resign or until replaced by the Board.

Section 5: Voting

Voting may be accomplished in one or more of the following manners: A) in person, B) electronically, C) by proxy with written authorization to be provided in advance of the vote. All partner organizations in good standing must participate in a vote. Unless otherwise specifically noted in the Constitution, decisions will be made on a simple majority vote count. Ties will be deemed as denied and the issue may be presented for another vote at a later time or tabled.

Article IV Committees

To assist in carrying out the business and purposes of the Partnership there shall exist two (2) types of Committees: Standing Committees and Special Committees.

All Standing Committee and Special Committee chairpersons shall be appointed by the Board of Directors' Chairperson and must be a member of the Partnership. Committee chairpersons shall recruit committee members to their committees and conduct committee meetings as deemed appropriate. They shall submit reports and/or recommendations to the Board of Directors prior to each Board Meeting for the purpose of being placed on the Board Meeting agenda.

Committees may be assigned additional duties by the Board of Directors' Chairperson, Board of Directors, or Organizational Council.

Section 1: Standing Committees

a. Critical Issues and Policy Direction Committee

This committee shall: 1) monitor critical issues confronting the profession and formulate position statements or resolutions that clearly articulate the Partnership's stance on a respective topic; 2) monitor the Constitution and By-Laws to ensure they remain current and that the Partnership operates in accordance with them; 3) monitor the Partnership Offices' operational policy and procedures manual; 4) act in an advisory or review capacity to any committee upon assignment by the NPJS Chair.

~~**b. Standards Committee**~~

~~This committee shall act as liaison with organizations that have developed or are developing standards for secure and non-secure juvenile confinement facilities; ensure established juvenile detention standards enhance juvenile detention services in the nation; and recommend changes to the Board of Directors to said standards.~~

The Standards Committee will no longer be a Standing Committee. Issues related to standards will be assigned to the Critical Issues and Policy Direction Committee or a Special Committee will be appointed.

c. Nominations and Awards Committee

This Committee, chaired by the Immediate Past Chair of the Board of Directors, shall: 1) work to build leaders within the Partnership to ensure ongoing sustainability; 2) promote opportunities for involvement within the Partnership; 3) monitor the criteria for nomination and election procedures; 4) monitor the voting procedures for Organizational Council offices as elicited from the membership; 6) certify as accurate the voting procedures and voting outcomes for the Council positions; 7) ~~develop and maintain criteria for all awards presented by the Partnership~~ {Awards will be handled within each Council and by the Board of Directors}.

d. Membership and Marketing Committee

This Committee shall: 1) monitor dues structures; 2) monitor all membership category

requirements; 3) develop and monitor all membership benefit packages; 4) assist with marketing plan development and implementation; 5) monitor the general format and design of regular NPJS member publications (i.e. newsletter, journal, etc.); 6) monitor the Partnership's website.

e. Capital Development

This Committee shall: 1) research, identify, and pursue public and private funding opportunities; 2) identify and develop new funding streams; 3) work in tandem with Membership/Marketing Committee to ensure integrity and viability of the website.

The Capital Development Committee will no longer be a Standing Committee. These responsibilities will be assumed by the Board of Directors.

Section 2: Special Committees

Special Committees may be created by the Chair to assist in executing the business and purpose of the Partnership.

Article V
Elections

Section 1: Term of Office

A person may only hold one (1) seat on the Board of Directors during any given term.

Section 2: Nominations

Nominations for President and President-Elect will be elicited in accordance with guidelines established and maintained by each Organizational Council. The elected officers of each Organizational Council will then serve on the ~~NPJS Executive Committee and~~ Board of Directors as outlined in these By-Laws.

Section 3: Balloting

The Chief Executive Officer will mail the ballots to the Council membership no later than ninety (90) days prior to the scheduled Annual Membership Meeting. The ballots will be counted and turned over to the Nominations ~~and Awards~~ Committee for certification no later than thirty (30) days prior to the scheduled Annual Membership Meeting.

The Nominations ~~and Awards~~ Committee will submit to the Board of Directors the certification of the ballots during the scheduled Annual Membership Meeting.

Section 4: Vacancy of Office

In the event of a vacancy in an elected office nominations to fill the vacancy will be elicited in accordance with guidelines established by the Organizational Council. A special election will be held within ninety (90) days of the date the vacancy occurs.

In the event the vacancy occurs six (6) months or less prior to the expiration of the term of office, the position will remain vacant until the next regular election, except in the case of the President-Elect.

Article VI *Meetings*

Section 1: Partnership Membership Meetings

The Annual General Membership Meeting of the Partnership shall be held on a date and at a location to be determined by the Board of Directors. The annual meeting should be conducted in conjunction with the National Symposium on Juvenile Services.

Section 2: Board of Directors

The Board of Directors shall meet immediately prior to or during the Annual Membership Meeting and as often as the business of the Partnership demands, but at least ~~quarterly on one (1) other occasion annually~~. Board of Directors meetings may be held on a regular schedule, or may be initiated by a request sent by any member of the Board of Directors to either the Chief Executive Officer or the Chair of the Board of Directors, who will then convene a meeting at the earliest possible date that allows a quorum to be present.

~~**Section 3: Executive Committee**~~

~~The Executive Committee will convene only on an as needed basis between official Board of Director meetings to address issues needing immediate resolution. Executive Committee meetings may be initiated by the Chief Executive Officer or the Chair of the Board of Directors.~~

Section 3 will be deleted.

Section 4: Standing Committee and Special Committee Meetings

NPJS Standing or Special Committees may convene meetings on a regular schedule or on an as-needed basis. The Chair of each Committee will determine meeting dates and times.

Section 5: The Use of Telecommunications and Other Media for Meetings

Although the General Membership Meeting of the Partnership should be held in conjunction with the National Symposium for Juvenile Services, other meetings may be held using conference calls, web-based services, or any other media that will facilitate discussion between attendees.

Section 6: Record of Meetings

~~Minutes shall be taken at every official meeting of the Partnership, including General Membership meetings, Board of Directors meetings, Executive Board meetings, Standing Committee meetings and Special Committee meetings. Minutes shall be forwarded to the Chief Executive Officer.~~

New language replaces prior paragraph.

Minutes shall be taken at every Board of Directors' meeting and retained by the Executive Office. The chairperson of Standing Committees and Special Committees shall take minutes as a record of work being done.

Article VII *Fiscal*

Section 1: Fiscal Year

The fiscal year of the Partnership shall be from July 1st to June 30th.

Section 2: Pursuing Grants and Contracts

The Partnership shall pursue grant funding to undertake initiatives that are in accordance with the Partnership's stated mission and vision. When awarded grant money, the Partnership will administer the grant in accordance with the goals and objectives of the award and the funding agency. Where applicable and appropriate, components of the grant's workplan and grant funding will be assigned to the Organizational Councils to coordinate/collaborate in a satisfactory and timely manner.

Partner organizations agree that at no time will they choose to, in any manner, compete with or undermine the collective efforts of the Partnership to pursue any grant.

Section 3: Fiscal Records

~~The Vice Chair of the Board of Directors shall maintain a copy of the fiscal records. He/she shall present to the Board of Directors during the Annual Membership Meeting the certified fiscal records. Any Partnership member, upon demand, may be furnished a copy of the fiscal records.~~

New language replaces prior paragraph.

The NPJS Executive Office shall manage the organization's financial system and maintain a copy of all required records and documentation. The NPJS CEO and/or the Managing Director shall present the Board of Directors with regular financial updates and shall convene an annual independent audit of the organization's financial records. Any Partnership member, upon demand, may be furnished a copy of the fiscal records.

Section 4: Expenditures

The Board of Directors shall approve guidelines for the expenditures for all Partnership funds. Under no circumstances shall more funds be expended than the Partnership has assets on hand.

Section 5: Certified Audit

An official audit of the Partnership's fiscal records may be conducted annually in accordance with external funding mandates.

Article VIII

Incorporation

The Partnership shall be incorporated as a nonprofit corporation.

Article IX

Amendments

Amendments to these By-Laws may be made in the manner prescribed by the Constitution.

Article X

Parliamentary Procedure

Robert's Rules of Order, revised, shall be the authority on parliamentary procedure in both the General Meetings and those of the Board of Directors.

Article XI

Dissolution

The Board of Directors may elicit from the Partnership membership a decision to dissolve the

National Partnership for Juvenile Services. Three-Fourths (3/4) of the Partnership members returning a mail or electronic vote in favor of dissolving the Partnership shall cause all portions of this Constitution and By-Laws to be nullified ninety (90) days after certification by the Chair of the NPJS Board of Directors of said vote. The assets of the Partnership shall be given to a charitable organization as determined by the Board of Directors. Partnership members may not receive assets of the Organization for personal gain upon dissolution of the Partnership.