NATIONAL PARTNERSHIP FOR JUVENILE SERVICES

CONSTITUTION & BY-LAWS

National Partnership for Juvenile Services
Executive Office
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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 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;
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 participating in partisan political activities. 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 system or in delinquency prevention services.

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.

Section 7: Elected Offices
Individuals in certain membership categories, as determined by the Board of Directors, may hold elected office.

ARTICLE V
OFFICERS

The NPJS Bylaws shall outline the seats on the Board of Directors and the Executive Committee officers and their respective responsibilities.

ARTICLE VI
GOVERNANCE

Section 1: General
The Partnership shall be governed by: the membership of the Partnership; the Board of Directors; the Executive Committee, 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 4: Chief Executive Officer
When the Board of Directors and Executive Committee are 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, and Executive Committee shall be held as provided in the By-Laws.

ARTICLE VIII
QUORUM
A Quorum for Board of Director or Executive Committee meetings shall be a majority of those persons elected or appointed to either governing body 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
The Board of Directors shall develop guidelines for interested organizations to adhere to if there is an interest in becoming a formal partner. A unanimous vote of the Partnership’s Board of Directors is required for a petitioning organization to be accepted.

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
Section 1: Board of Directors
The Board of Directors will have a minimum of five (5) voting members. The group should be comprised of one elected representative from each discipline (detention, corrections, education, training) that originally founded NPJS and elected representatives from other disciplines within juvenile services, such as Community-Based Services, Behavioral Health Services, and Court Services. The Board of Directors may also have appointed representatives from the Financial/Business Services profession, from Corporate Legal Services profession, and from professional organizations with whom NPJS has developed a collaborative or reciprocal relationship or from state affiliate members. In addition, the Board of Directors shall strive to identify a member of a family with a youth currently in or with a history of being in the justice system and/or a family engagement representative to serve in an appointed position. The CEO shall be a voting member of the Board.

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

The Board of Directors shall meet to approve and support NPJS’s efforts to establish a functional plan to achieve financial self-sufficiency by developing and approving an annual budget; growing and developing members in accordance with the vision, mission, and strategic plan; establishing brand value and activities that improve public perception.

a. Term of Office
Elected Board Members shall serve three (3) year terms. Appointed Board Members shall serve at the pleasure of the Board and/or their affiliated agency or organization. At the conclusion of a three (3) year term, an incumbent Board Member may choose to run for re-election without any limitation of term limits.
b. Expiration of Office
At the end of their terms of office, the Board Members shall deliver to their successors all books, records, and properties belonging to the Partnership that have been in their possession.

c. Meetings
The Board of Directors shall meet quarterly either in person or by telecommuting.

Section 2: Executive Committee
The Board of Directors will appoint an Executive Committee to include a Board Chair, Associate Board Chair, Secretary, and Treasurer. The position of President shall be held by the CEO. The Executive Committee will consist only of members already serving on the Board of Directors. To be eligible for an Executive Committee seat, an individual must have served at least one year on the Board of Directors. The Executive Committee’s primary responsibilities will be monitoring and operationalizing the approved annual budget to ensure the organization is able to operate effectively and efficiently and also to address critical day-to-day business issues, as needed.

a. President
The President seat shall be held by the CEO.

b. 1st Vice President / Board Chair
The 1st Vice President / Board Chair will preside over each meeting of the Board of Directors and of the Executive Committee. The Board Chair will have a visible presence at the National Symposium on Juvenile Services and other meetings / events to promote and support the Partnership.

c. 2nd Vice President / Associate Board Chair
The 2nd Vice President / Associate Board Chair will assist the Board Chair and serve in his/her absence as Board Chair and with other duties as needed.

d. Secretary
The Secretary shall maintain minutes and other official records of Board of Director meetings and Executive Committee meetings.

e. Treasurer
The Treasurer shall report on financial status of the organization and provide assistance or guidance to NPJS staff as needed.

f. Immediate Past-1st Vice-President / Board Chair
The Immediate Past-1st Vice-President/Board Chair shall serve a term to ensure continuity and to provide historical perspective. The position will be a non-voting role.

g. Term of Office
The Executive Committee slate will be approved by the Board of Directors annually.

h. Expiration of Office
At the end of their terms of office, the Executive Committee Members shall deliver to their successors all books, records, and properties belonging to the Partnership that have been in their possession.
i. Meetings
The Executive Committee shall meet monthly either in person or by telecommuting.

Section 3: 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.

The CEO shall serve as President on the Executive Committee.

Section 4: 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. Unless otherwise specifically noted in the Constitution, decisions will be made on a simple majority vote count of those voting members in attendance (in person or electronically), so long as a quorum is met. Ties will be deemed as denied and the issue may be presented for another vote at a later time or tabled. Members are only entitled to one vote.

Article IV COMMITTEES
To assist in carrying out the business and purposes of the Partnership there shall exist three (3) types of Groups/Committees: Discipline-Focused Work Groups, Standing Committees, and Ad Hoc Committees.

Discipline-Focused Work Group leaders will be the person elected to the NPJS Board of Directors for that specific discipline. All Standing Committee and Ad Hoc Committee chairpersons shall be appointed by the President and must be a member of the Partnership. Work Group Leaders and Committee Chairpersons shall recruit members and conduct Work Group / 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.

Section 1: Discipline-Focused Work Groups
The Discipline-Focused Work Groups represent the key discipline areas represented by NPJS. The leaders of each discipline group shall be elected by NPJS membership to serve on the NPJS Board of Directors.

a. Behavioral Health Services / Clinical
b. Community-Based Services
c. Court Services
d. Education of At-Risk & Delinquent Youth
e. Long-Term / Residential Services
f. Short-Term Detention / Shelter
g. Staff Training and Professional Development
Section 2: Standing Committees
The purpose and direction of each Standing Committee shall be approved by the Board of Directors and will be noted in the Partnership’s Policy and Procedure Manual. Standing Committees shall be:
a. Awards and Nominations
b. Critical Issues and Policy Direction Committee
c. Membership and Marketing

Section 3: Ad Hoc Committees
Ad Hoc Committees may be created by the President to assist in executing the business and purpose of the Partnership.

Section 4: Roles and Responsibilities of Standing and Ad Hoc Committees
The Board of Directors will define the roles and responsibilities of the Standing and Ad Hoc Committees.

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 will be solicited from NPJS members-in-good standing for vacant board seats. Elections will be held every three (3) years to fill Board vacancies.

Section 3: Balloting
Any individual listed on the election ballot for a Board of Directors’ seat must be a member of NPJS. The Chief Executive Officer will distribute ballots to the full membership no later than ninety (90) days prior to the next scheduled annual board meeting. The ballots will be counted and turned over to the Awards and Nominations Committee for certification no later than fifteen (15) days prior to the next scheduled Annual Board of Directors’ meeting.

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

Section 4: Vacancy of Board Seat
In the event of a vacancy of an elected board seat, the remaining Board Members shall take nominations from the membership and appoint an individual to fill the vacancy for the duration of the vacated term. At the conclusion of the vacated term, the appointed individual will be eligible to compete in the election for the same seat or any other vacant seat on the Board of Directors for which he/she is qualified.

Section 5: Vacancy of Executive Committee Seat
In the event of a vacancy of an Executive Committee seat, the remaining Board Members shall appoint an existing Board Member, who has been on the board for a minimum of one year, to fill the vacancy.

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.

**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. 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 President/Chief Executive Officer or the 1st Vice President/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 shall meet as often as the business of the Partnership demands, but at least monthly. The Executive Committee meetings may be held on a regular schedule, or may be initiated by a request sent by any member of the Executive Committee to either the President/Chief Executive Officer or the 1st Vice-President/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: Standing Committee and Ad Hoc Committee Meetings**
NPJS Standing or Ad Hoc 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 4: The Use of Telecommunications and Other Media for Meetings**
When possible, the Annual Membership Meeting of the Partnership should be held in conjunction with the National Symposium for Juvenile Services, when necessary, meetings may be held using conference calls, web-based services, or any other media that will facilitate active participation and discussion between attendees.

**Section 5: Record of Meetings**
Minutes shall be taken at every Board of Directors’ and Executive Committee meeting and retained by the Executive Office. The chairperson of Standing Committees and Ad Hoc 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.

**Section 3: Fiscal Records**
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 work with the Treasurer to present the Board of Directors and Executive Committee with regular financial updates. Any Partnership member, upon demand, may be furnished a copy of the fiscal records.

**Section 4: Expenditures**
The Executive Committee 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 or financial review of the Partnership’s fiscal records shall be conducted at a time and in a manner that is in accordance with non-profit legal requirements, external funding mandates, or organizational policy.

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.
CONSTITUTION & BY-LAWS

DRAFTED
JANUARY 23, 2001
NASHVILLE, TN

REVISED
JUNE 16, 2001
INDIANAPOLIS, IN

RATIFIED
OCTOBER 6, 2001
 PITTSBURGH, PA

REVISED
JUNE 12, 2004
INDIANAPOLIS, IN

REVISED
OCTOBER 14, 2007
SAN ANTONIO, TX

REVISED
OCTOBER 18, 2011
INDIANAPOLIS, IN

REVISED
NOVEMBER 15, 2015
ELECTRONIC VOTE

REVISED
DECEMBER 27, 2018
ELECTRONIC VOTE