

BY-LAWS

ARTICLE I – NAME AND PURPOSE

Section 1 – Name

The name of this organization shall be the Ohio Bailiffs and Court Officers Association and shall be known as the Association in these By Laws. The Association was previously known as the Ohio Bailiffs and Court Officers Association – Affiliate of the International Association of Court Officers and Services from 1998 – 2005 and the International Association of Court Officers and Services, Inc. – Ohio Chapter from 1995 – 1998. The Association evolved from two other associations: the Ohio Municipal Bailiffs Association which was founded in 1976 and which subsequently became the Ohio Bailiffs Association in 1979 when its membership was opened to include all Bailiffs, Court Constable/Bailiffs and Deputy Bailiffs from all courts of record in Ohio. The Association is a non-profit organization.

Section 2 – Purpose

The purpose of the Association shall be to promote the general welfare of its Members by providing training and education in court/judicial/law enforcement activities through courtroom supervision, services, transportation and other training programs and conferences. Any and all major activities to be undertaken by the association and any changes to be made to these By-Laws shall be subject to approval by Members of the Association and by the Executive Committee and Board of Directors of the Association.

Article II – MEMBERSHIP

Section 1 – Eligibility

Membership in the Association shall consist of active, associate, affiliate, honorary, organizational, and life members as described further in these By-Laws or any other conditions established by the Board of Directors of the Association.

Section 2 – Active Member

A full or part-time employee, entity or individual in the following career fields or occupations: Court Officers, deputies, Bailiffs, constables, Court Aides, Temporary Staff, Civil or Criminal Process servers, Facility Personnel, Transportation Officers/Deputies, Police Officers, Victim/Witness Coordinators and Court Security Deputies/Officers, Chief Executives, Police Chiefs and Sheriffs, Criminal Justice Professionals, Auxiliary, or Reserve Members.

Also Professors and Technical Staffs of Colleges, Universities, Resource Centers, libraries, or state Training Academies who are engaged in teaching or research in all phases of criminal Justice.

Section 3 – Associate Member

Retirees or former employees as listed in Article II, Section 2.

Section 4 – Affiliate Members

Judges, Attorneys, Public Defenders, Prosecutors, State Attorneys, County Attorneys, District Attorneys, their deputies and staff members.

Section 5 – Honorary Members

Honorary Members of the Association as approved by the Board of Directors of the Association may attend all meetings, conferences, and training of the Association, with no voting rights.

Section 6 – Life Member

Life Member of the association shall include past presidents of the Association and others as approved by the Board of Directors of the Association; with voting rights, may attend all meetings, conferences and training of the Association.

Section 7 – Voting Rights

All eligible active, associate, or affiliate Members in good standing of the Association shall have the exclusive rights in the Association and shall have the right to vote on all matters that are related to, and that come before the membership of the Association.

An organizational member shall have the right to designate a maximum of three [3] of its members to cast votes on issues that come before the general membership. Designated members of an organization are eligible to hold office within the Association.

Section 8 – Denial of Membership

No individuals or organizations will be denied membership or active participation in the Association or its activities on the basis of sex, race, age, creed, color or national origin or on the basis of any other criterion unrelated to the principal tax-exempt purposes of the Association. No individual shall be eligible for any type of membership in the Association who is **currently under indictment for** or **has been** convicted of any felony of any state, local or federal criminal law or crime of moral turpitude.

ARTICLE III – MEETINGS

Section 1 – Time and Place of Annual Meeting

There shall be an Annual Membership Meeting of the Association held for its general membership. Any such Annual Meeting or Conference/Exhibition shall provide various educational seminars, courses of study and exhibits for the Members of the Association.

Section 2 – Special Meetings

Special Meetings of the Association may be called at the request of the President of the Association or upon written request of the majority of the members of the Association.

Section 3 – Notice

Notice of all meetings of the Association shall be in writing and shall state the purpose, place, date, and hour of the meeting and that any such meeting is being held at the direction of the President of the Association. Any notice of the Annual Meeting of the Association shall be provided in the official publication of the Association. All notices of any Special or Regular Meetings of the Membership, Executive Committee, Board of Directors, or Standing Committee(s) of the Association shall state the specific purpose or purposes for any such meeting being called. The notice of any such meetings may be given personally, by electronic means or by mailing to each member entitled to vote at such a Meeting or through any official publication of the Association. If any such notice is given in writing or electronic means or by publication, it shall be given not less than ten (10) nor more than ninety (90) days before the date of any meeting of the Association. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at his/her address as it appears on the record of membership. If mailed, any such notice shall be filed by the Secretary of the Association.

Section 4 – Quorum

A majority of the Association's Membership, Board of Directors, or Executive Committee present at any Annual Meeting, Regular Meeting or Special Meeting **will** constitute a quorum and any such meeting shall be conducted based upon Robert's Rules of Order.

Section 5 – Minutes

The Minutes of the Annual Meeting or of any Regular Meeting or Special Meeting of the Association shall be read and approved at the succeeding appropriate Regular, Special or Annual Meeting of the Association or at a meeting of the Board of Directors, the Executive Committee or Standing Committee of the Association. Copies of any and all Executive Committee/Board of Directors or Committee Minutes shall be sent to the principle office of the Association within thirty (30) days after such meeting; and to each and every committee member within thirty (30) days after such meeting.

ARTICLE IV – EXECUTIVE COMMITTEE

Section 1 – Membership and Term

The Executive Committee of the Association shall consist of the Officers of the Association as provided in Article VI to include the immediate Past President and the current President of the Association and the three Vice Presidents, the Secretary and **the** Treasurer.

Section 2 – Authority

The Executive Committee shall conduct the current and ongoing business of the Association and make all emergency decisions as are deemed necessary. All major actions of the Executive Committee may be subject to the review of the Board of Directors of the Association.

ARTICLE V – BOARD OF DIRECTORS

Section 1 – Administration

The administration of the affairs of the Association shall be vested in the Executive Committee and the Board of Directors of the Association as provided in Article VII of these Articles.

Section 2 – Membership and Term

Membership of the Board of Directors shall include: Members of the Executive Committee as provided in Article IV during their term in office and **Seven (7)** Directors who shall serve at-large and are elected by the membership in attendance at the annual meeting.

The directors shall be elected by the members at the first organizational meeting of the Association. Two members shall be elected by the membership to serve as directors for a three year term, two members shall be elected by the membership to serve a two year term, and two members shall be elected by the membership to serve a one year term. Beginning at the annual meeting in 1997, and each subsequent year thereafter, two members shall be elected to serve as directors for three year terms.

The director of the region created on September 20, 2003, will be appointed for a one year term by the president and subsequently elected by the membership every three years beginning with the annual meeting in 2004 and subsequently every three years thereafter.

Section 3-Appointment of Staff

The Board may appoint sufficient staff to manage the Association and shall establish the duties and responsibilities of these positions in a position description. The Board shall establish and set any compensation and or benefits for such positions.

Individuals filling these positions may be appointed by the Board to serve as ad hoc members of the Board of Directors. Ad hoc members shall not have voting rights.

Section 3 – Duties

The Executive Committee and the Board of Directors shall manage the overall tax-exempt business of the Association. The Board of Directors of the Association shall develop an employee handbook and adopt uniform employment policies, including any travel and entertainment policy applicable to any officer, member of the Board of Directors, Member, employee or independent contractor of the Association.

Section 4 – Meetings

Regular meetings of the Executive Committee and the Board of Directors may be held **as determined by the Executive Committee or the Board of Directors.** Notice of such **meeting will be determined by** the Executive Committee or the Board of Directors. The Executive Committee and the Board of Directors may hold joint meetings.

Notice of the time and place of any Special Meetings shall be given to each Member at least ten (10) days prior to such Special Meeting by mail or electronic means addressed to such board member at the address as it appears on the records of the Association. If given by mail or electronic means, the notice shall be deemed given when deposited in the United State mail or communicated by electronic means. Special Meetings of the Executive Committee or the Board of Directors due to extraordinary or emergency conditions may be called by the President of the Association or shall be called at the written request of the majority of the Executive Committee or Board of Directors.

Section 5 – Quorum

A majority of the Board of Directors shall be present to constitute a quorum at any meeting of the Board of Directors and all Meetings shall be conducted under Robert's Rules of Order.

ARTICLE VI – OFFICER

Section 1 –Eligibility

The Officers of the Association shall be the President, President-Elect (known as the 1st Vice President), immediate Past President, 2nd Vice President, 3rd Vice President, Secretary and Treasurer.

Eligibility requires that the member be in good standing and employed as defined in Article II, Membership, Section 2 or Section 4 or a member as defined in Section 4. Any Officer who retires while in office may elect to remain in office until the expiration of his/her term, or may resign their office.

Section 2 – Term

The officers of the Association, with the exception of the Immediate Past President **and President** shall be elected by the members at the first organizational meeting of the Association and subsequently by the members in attendance at the Annual meeting in the even number of years to serve two year terms. The Immediate Past President automatically assumes this position for one two year term immediately after being succeeded in the office of President. The Immediate Past President may fill this position for longer than two years if he/she continues to be the immediate past president. **The first vice president automatically becomes the president when that position becomes vacant for whatever reason.**

Section 3 – Duties of President

The President shall:

1. Preside at all meeting of the Association and of the Board of Directors;
2. Serve as Chairperson of the Executive Committee;
3. Be an ex-officio member of all Standing Committees and make all appointments of Chairperson of all Committees of the Association;
4. Prepare an annual report on the activities and present it to the membership of the Association at the Annual Meeting and provide a written copy of the annual report to the Board of Directors of the Association; (and a copy to the Board of Directors of the National Association)
5. **Shall appoint a Member to fulfill the unexpired term of any officer who for whatever reason is unable to fulfill the responsibilities of his/her term in office (Article XI-Vacancies); and**
6. **May appoint a Member to serve in an “acting” capacity should any member of the Board of Directors be temporarily unable to fulfill his/her duties. The Member serving in the capacity as an acting member of the Board, shall have the same rights, duties and responsibilities of the position while serving in such capacity.**

Section 4 – Duties of Other Officers

The President-Elect (First Vice President):

1. Automatically succeed the President at the proper time;
2. Perform all duties of the President in his/her absence **or when the President is able to perform them;**
3. Perform such other duties as the President may designate;
4. Responsible to see that all Meeting are conducted in accordance with the Bylaws of the Association and in accordance with accepted parliamentary procedures and Robert's Rules of Order; and
5. If the President is unable to serve, the President elect will serve as acting President for the remaining term of the President or serve as the acting President until such time as the President is able to resume the duties of President.
6. **Serve as the parliamentarian;**
7. **Serve as chairperson of the By-laws committee; and**
8. **Perform any other duties specified in his/her position description or as directed by the president.**

The Second Vice President shall:

1. **Perform the duties of the First Vice President when he/she is unable to perform them;**
2. **Serve as chairperson of the Conference Committee; and**
3. **Perform any other duties specified in his/her position description or as directed by the president.**

The Third Vice President shall:

1. **Perform the duties of the Second Vice President when he/she is unable to perform them;**
2. **Serve as chairperson of the Hospitality Committee; and**
3. **Perform any other duties specified in his/her position description or as directed by the president.**

The Secretary shall:

1. Keep a record the proceedings of all general meetings of the Association, Board of Directors and Executive Committee meetings and provide suitable copies to the principal office of the Association;
2. Assist the President in preparation of the agenda for any meeting of the Association;
3. Maintain a permanent record of the proceedings on the meetings of the Association;
4. Prepare the correspondence of the Association; **and**
5. **Perform any other duties specified in his/her position description or as directed by the president.**

The Treasurer shall:

1. Collect all monies of the Association;

2. Deposit said monies in any Federally-Insured bank or financial institution as approved by the Executive Committee and to purchase certificates of deposits or other time instruments or certificates not to exceed \$100,000.00 in any such bank or financial institution;
3. Keep an account and budget of all funds and shall cause the disbursement on order of the Executive Committee or the President of the Association at the principal business office of the Association; Submit financial reports at each meeting to include an annual financial report at the annual meeting;
4. Submit financial and accounting records for audit upon leaving office and when requested by the Board of Directors;
5. File any and all Federal, State and Local tax returns or annual personal property or other required returns or reports as required on behalf of this non-profit organization;
6. Serve as the chairperson of the Budget Committee; **and**
7. **Perform any other duties specified in his/her position description or as directed by the president.**

All officers of the Association shall be available to advise and assist all Committees of the Association. All reasonable and necessary expenses (including travel, based on the Department of Treasury per diem rates) incurred by the Officers of the Association shall be reimbursed as determined as a standard policy by the Board of Directors of the Association.

ARTICLE VII - COMMITTEES

Section 1 – Committee Roster

There shall be as many Standing Committees as the President of the Association and the Executive Board of the Association decide from time to time.

Section 2 – Appointments of Chairpersons

1. Chairperson and Vice Chairperson of all Standing Committees shall be designated by the President of the Association.
2. Any Chairperson of any Standing Committee and members of all Standing Committees may be **appointed to** and serve for more than one full term. All Chairpersons and committee members may be reappointed after their tenure of one year is completed.

Section 3 – Chairpersons Duties

The Chairperson of each Standing Committee may be requested to submit a plan for their Committee's activities to the President and Board of Directors for prior approval. The Board of Directors or President shall define any other duties to be performed by these Standing Committees and all goals and objectives and mission statements shall be developed and filed at the principle office of the Association. The Secretary of all

Committees shall prepare minutes of any meeting and shall send all such Minutes to all committee members for their approval or comment within thirty (30) days. The minutes shall also be sent to the principle office of the Association as required by Article III, Section 5.

The Secretary of each committee shall file a copy of the minutes of each meeting with the Secretary of the Association within thirty (30) days of the meeting.

Section 4 – Subcommittees

Any Committee Chairperson as provided for in this Article shall have the power to appoint subcommittees **within his/her committee** whenever the need arises.

ARTICLE VII – FUNDS OF THE ASSOCIATION

Section 1 – Financing

The funds of the Association shall consist of:

1. Any operating funds as provided and to be held by the Executive Committee or Board of Directors;
2. Such other funds or trust funds as the Executive Committee or Board of Directors may from time to time determine; and
3. Any investment as authorized by the Board of Directors which is consistent with the state and federal banking, insurance and securities laws.

ARTICLE IX – NOMINATING AND ELECTIONS

Section 1 – Nominating Committee

The President shall appoint a chairperson and four other Members of the Association to serve on the Nominating Committee. The Nominating Committee shall nominate at least one candidate for each of the vacancies among the Officers and the Directors to be elected by the Members of the Association.

Section 2 – Voting

A Member must be present to vote at the time and place of the Annual Meeting of the Association based upon the election procedures as adopted by the Board of Directors for casting any vote for an Officer or member of the Board of Directors.

The nominating Committee shall count the votes. The majority of all votes cast shall constitute sufficient votes for a member **to** be elected to any position within the Association.

Section 3 – Election Results

The Chairperson of the Nominating Committee shall announce the results of the election at the Annual Meeting of the Association; and all Officers and Directors shall be installed during the annual banquet. Notices announcing the result of any election may be sent to the Board of Directors. After the election, the results shall be announced in the next issue of the Association's official publication.

ARTICLE X – RESIGNATIONS

Section 1 – Written Resignations

Resignations of Directors, Officers, and any Committee members of the Association shall be in writing, and shall take effect upon receipt by the President of the Association. If the President submits a letter of resignation, it will be submitted in writing to the President Elect and shall take effect upon receipt.

Section 2 – Involuntary Resignation

1. **Unexcused Absence** – The unexcused absence of a member of the Executive Committee or the Board of Directors from two (2) or more regularly scheduled meetings of the Executive Committee or the Board of Directors shall be equivalent to an official resignation.
2. **Failure to Perform** – **Any officer who in the opinion of two-thirds of the Board of Directors has failed to perform his/her duties as specified in these By-laws or other directives of the Association shall be considered as having involuntarily resigned their position.**

ARTICLE XI – VACANCIES

Section 1 – Board of Director Vacancies

In case a vacancy shall occur on the Board of Directors, the President shall appoint a Member to the vacancy. The person chosen to fill the vacancy shall hold the office until the term expires.

ARTICLE XII – REPORTS

Section 1 – State Law Requirements

The Board of Directors shall present at the Annual Meeting a report, in accordance with the Not-for-Profit Corporation Law, verified by the President, Secretary and by a majority of the Board of Directors, or certified by an independent (public) **accountant** or certified public accountant as selected by the Board of Directors, containing the following information:

1. The assets and liabilities of the Association as of the end of the current 12-month fiscal year. **A fiscal year shall run from January 1 through December 31 of a calendar year.**
2. The principal changes in assets and liabilities during the year immediately preceding the date of the report;
3. The revenue or receipts of the Association for the Fiscal Year immediately preceding the date of the report;
4. The expenses or disbursements of the Association during the Fiscal Year immediately preceding the report; and
5. The number of Members of the Association as of the date of the report, together with a statement of increase or decrease in such numbers during the years immediately preceding the date of the report, and a statement of the place where the names and **employment** of the current Members may be found.

The report shall be filed with the Association and a copy thereof shall be entered into the minutes of the Annual Meeting of the Association.

Section 2 – Committee Report

Every Standing committee of the Association shall present annual reports to the President of the Association prior to the Annual Meeting.

A summation of these reports may be included in the Association Annual Report.

Section 3 – Submission to the Board of Directors

No report shall be presented to the Association at its annual business meeting which has not been previously submitted to the Board of Directors for review. The Board may advise changes or require additional information to be formulated in the report before it is presented to the Association.

Section 4 – Other Financial Reports

The Chairperson of the Budget and Audit Committee shall present at **the Annual Meeting, or any meeting specified by the President**, a report concerning assets held by the Association in trust for, **and any** direction to apply the same to any specific purpose, and the **proposed** use of such asset/s and of the income thereof on behalf of the Association.

ARTICLE XIII – PROCEDURE

Section 1 – Robert’s Rules of Order

Robert’s Rules of Order as revised shall govern the proceeding of all Association meetings.

ARTICLE XIV – AMENDMENTS TO BYLAWS AND DAMAGES

Section 1 – Procedure

These Bylaws may be amended by vote of the majority of the Members of the Association present at an Annual Meeting, or at any Meeting duly called for that purpose provided that notices of such proposed amendments shall be mailed at least ninety (90) days prior to the day for which the Annual Meeting or Special Meeting is called as required in Article III, Section 3 of these Bylaws. **The ninety (90) days notice may be waived by a majority vote of the members present at a regularly scheduled meeting for all members of the Association.**

Section 2 – Compliance

Any amendments to these Bylaws affecting a change in the number of Members of the Board of Directors or Executive Committee, or duties of any Officer, shall conform to the provisions of the tax-exempt status as approved under the Internal Revenue Code of 1986.