



## **BY-LAWS OF THE FLORIDA JUVENILE JUSTICE ASSOCIATION**

### ARTICLE ONE: NAME AND PRINCIPAL OFFICE

Section 1: The name of this Association shall be the:

FLORIDA JUVENILE JUSTICE ASSOCIATION (FJJA)

Section 2: The principal office location of this Association is hereby designated as:

3333 West Pensacola Street  
Suite 240  
Tallahassee, Florida 32304

### ARTICLE TWO: AIMS AND PURPOSES

Section 1: The general aims and purposes of the Association shall be:

- a. To promote the availability and accessibility of comprehensive, high quality services to at-risk and/or delinquent/pre-delinquent young people and their families.
- b. To assist communities in addressing the issue of at-risk and/or delinquent/pre-delinquent young people and their families through advocacy, prevention, intervention and treatment programs and service delivery systems that are responsive to the social, cultural and economic needs of their citizens.
- c. To develop and maintain the highest ethical and professional standards among its members.
- d. To promote training, assistance and consultation to Association members and related parties.
- e. To provide public awareness and education regarding juvenile justice issues.
- f. To contribute to the development of public policy regarding juvenile justice issues, through inclusive legislative advocacy and collaborative partnerships with public, private and governmental stakeholders.
- g. To support evaluation and research regarding juvenile justice issues.
- h. To represent the interests of its membership in any proceeding, whether judicial or quasi-judicial.
- i. To represent the interests of its membership before the legislature and executive branch agencies in connection with legislation, rules, and policies relating to the delivery of delinquency services to juveniles and their families and to the juvenile justice system.

### ARTICLE THREE: MEMBERSHIP

## Section 1: Classes of Membership.

Classes of membership are defined as follows:

### Full Member

Any organization, agency, managing entity or community based-care company in good standing with FJJA and/or licensed, contracted or credentialed in the State of Florida as a hospital or provider of services for at-risk/delinquent youth and/or their families in Florida.

### Statewide Association or Organization

Any organization that is aligned with the mission, vision, values and goals of FJJA and that has an interest in advancing the goals and objectives of FJJA; serves in a capacity other than direct care service delivery on a statewide basis; and, seeks to improve the field and/or the lives of youth and their families through education, training, certification, etc.

### Associate Member

Any organization, that has been vetted by FJJA that has an interest in advancing the mission, goals and objectives of FJJA; however, does not provide direct care services for at-risk/delinquent youth and/or their families in the State of Florida.

### Community Stakeholders/Partnerships

Any community based organization and/or partner, in good standing with FJJA, including but not limited to faith-based organizations, school districts, judges, state attorneys, public defenders, law enforcement, local youth serving agencies, and local youth serving coalitions concerned with services for at-risk/delinquent youth and their families, is eligible for membership.

### Associate Vendor

Any organization, vetted by FJJA, not licensed to provide direct care services to at-risk/delinquent youth and their families. These are companies that provide services/products to individuals and agencies working with at-risk/delinquent youth and their families (e.g., insurance companies, software companies, institutional furniture sales companies).

### Individual Member

An individual member is anyone, in good standing with FJJA, with a vested interest in advancing the mission, goal and objectives of FJJA to improve the lives of at-risk/delinquent youth and their families.

## Section 2: Admission to membership.

Criteria for Membership. Applications must be reviewed and approved by a majority vote of the Executive Committee of the Board of Directors of FJJA. Agencies and organizations, which submit applications for membership and pay

the appropriate dues. Criteria for new membership includes, but not limited to, signing of the Code of Ethics for Association members. (Attachment A)

No agency and/or organization shall be allowed more than one membership and one vote, regardless of the existence of more than one program addressing at-risk youth juvenile delinquency, or affiliated with another agency and/or organization as in closely held corporations, or the like. In areas of dispute concerning dual memberships, majority vote of the Board of Directors shall prevail.

Dues Structure. The dues for membership are established by the Board of Directors. Dues may be changed based on recommendations from the Finance Committee to the Executive Committee. The Executive committee will bring the recommendation of the full board for a vote.

Payment of Dues. Annual dues for full and associate members begin on July 1 of each fiscal year, unless special exception is made by the Executive Committee. Dues paid by new applicant members will be prorated for number of months remaining in the current year.

Termination.

- a. Membership in the Association shall be terminated for dues in arrears unless extended by the Executive Committee. Upon the recommendation of the finance committee, the Board reserves the right to waive payment or restructure payment of dues for an agency after careful review by the Executive Director.
- b. The Board of Directors may choose to terminate any membership for conduct deemed harmful to the aims and purposes of the Association as stated in the Code of Ethics for Association Members. The Executive Committee will review and make recommendations to the full Board who may vote to determine what action will be taken.

Good standing. A member in good standing is one whose dues are current or have been waived by the Board of Directors and who adheres to the FJJA Code of Ethics. If at any time one of these is not being adhered to, membership can be suspended or terminated as noted above in Article Three, Section 2a: Termination.

Section 3: Conflict of Interest.

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

- a. The interest of such officer or director is fully disclosed to the board of directors.
- b. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
- c. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
- d. Should there be a case in which an officer will financially benefit, the details shall be disclosed to the Executive Committee. Further, payments

- to the interested officer or director shall be reasonable and shall not exceed fair market value.
- e. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

#### ARTICLE FOUR: MEETINGS OF FULL MEMBERSHIP

- Section 1: Meetings. Regular meetings of the full membership shall be held at least semi-annually unless the Board of Directors votes to increase the frequency of such meetings. Members shall be notified in writing at least thirty (30) days in advance of all meetings via email notices and postings on the FJJA website, [www.fjja.org](http://www.fjja.org).
- Section 2: Quorum: The number of agency members in good standing present at any full membership meeting shall constitute a quorum for the transaction of business.
- Section 3: Participation: Members may participate by means of conference telephone or similar communications equipment if available by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

#### ARTICLE FIVE: SPECIAL MEETINGS OF EXECUTIVE COMMITTEE & BOARD OF DIRECTORS

- Section 1: Meetings. Special meetings of the Executive Committee or Board of Directors shall be called by the President or on written application of five (5) Executive Committee or Board members to the Executive Director. Members shall be notified in writing at least twenty-four (24) hours in advance of all meetings via email notices and postings on the FJJA website, [www.fjja.org](http://www.fjja.org). No other business than the stated purpose may be transacted at special meetings. Board Members can designate representative to participate if he/she is not available for a special meeting
- Section 2: Quorum: A quorum for a special meeting of the Executive Committee or Board of Directors will be considered fifty percent (50%) plus one of the current Executive Committee and/or Board members present for the transaction of business.
- Section 3: Participation: Members may participate by means of conference telephone or similar communications equipment if available by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.
- Section 4: Membership Review of Board Action. Any action of the Executive Committee may be subject to review by the membership on request of any member at a regular meeting or at a special meeting called for that purpose. Any action of the Executive Committee that has not already been executed may be altered or rescinded by a majority vote of the Board of Directors present at the regular meeting or special meeting.

#### ARTICLE SIX: BOARD OF DIRECTORS

- Section 1: Purpose. The Board of Directors shall have general charge and control of the affairs, funds and property of the Association. The Board of Directors shall be the policy-making body of the Association.

Section 2: Powers. The Board of Directors shall be responsible for the conduct of the business of the Association. The Board is empowered to employ such professional personnel as required to administer the affairs of the Association and to prescribe the duties and terms of their employment.

Section 3: Quorum. A quorum for Board of Directors meetings will be considered to be fifty percent (50%) plus one.

Section 4: Composition of the Board  
a. Any member, who is in good standing, is a member of the Board of Directors.  
b. Compensation. No member of the Board of Directors may receive monies by way of salary from the Association for the performance of Board duties of the Association.

Section 5: Voting. Full Members of the Association have one vote on the Board of Directors. The associate/community stakeholder member of the Executive Committee is authorized to vote as a full member. The role of Non-Voting Members is no less important than the role of voting members. To that end, before a vote, the President will ask specifically if any Non-Voting Members have any items for discussion.

#### ARTICLE SEVEN: OFFICERS

Section 1: Election of Executive Officers. The Executive Officers of the Association shall be elected at fiscal yearend meeting with 60 days notice by a majority of the agency membership eligible to vote and shall serve for a period of two years. Officers so elected shall be President, President Elect, Secretary and Treasurer. All officers must be members in good standing with the Association for a minimum of one year. This requirement can be waived by Board Approval.

Section 2: Power to Elect Officers. The membership shall elect by appropriate ballot the officers of the Association. Methods of voting shall include email, telephone and proxy.

Section 3: Special Election Officers. A vacancy that occurs prior to a scheduled election of officers shall be filled by the President upon contacting the organization creating the vacancy to determine if they have a replacement for the vacancy. In the event the organization does not have a replacement, the President may appoint an interim acting officer within 14 days of vacancy with unanimous vote of Executive Committee. Final approval shall be by a simple majority vote of the Board at the next scheduled Board Meeting. Upon approval, appointment shall be designated to complete the current term. See Article Eight, Section 2

Section 4: Qualification. Persons so elected to executive office must be the designated representative of the agency member.

Section 5: Term of Office. All executive officers shall serve for two years. With the exception of the President and the President Elect, officers may serve for more than one consecutive term. The President and President Elect may be elected to non-consecutive terms.

Section 6: Duties of Officers. The officers duly elected at the fiscal year end meeting of the Association shall perform the duties generally carried out by the said office. The Board of Directors may specifically delegate certain functions to the Association staff. The duties of the officers shall include:

- a. President. The President shall:
  - 1. Preside at all meetings of the Board of Directors and all meetings of the Association.
  - 2. Oversees annual evaluation of Executive Director and will be administered and reviewed by the Executive Committee.
  - 3. Make all committee appointments except to the Nominating Committee.
  - 4. Be an ex-officio member of all committees except the nominating committee.
  - 5. Present an annual President's report to the membership at the fiscal year end meeting.
  - 6. Ensure a review of bylaws upon assumption of duties as President. Make recommendations to update and/or edit as necessary.
- b. President Elect. The President Elect shall:
  - 1. Preside at all meetings in the absence of the President.
  - 2. Be a member of the Executive Committee and such other committees as designated by the President.
- c. Immediate Past President. The Immediate Past President shall:
  - 1. Serve as advisor to the President regarding the continuation of current issues, which have been a priority to the Board.
  - 2. Serves as a resource to the President for special projects.
  - 3. Serve as Chair of the Nominating Committee.
  - 4. Be a member of the Executive Committee and such other committees as designated by the President.
- d. Treasurer. The Treasurer shall:
  - 1. Be custodian of all funds of the Association and is responsible for making financial reports at meetings of the FJJA Board of Directors.
  - 2. Be a member of the Executive Committee; serve as chair of the financial committee and such other committees as designated by the President.
- e. Secretary. The Secretary shall:
  - 1. Record the minutes of all FJJA Executive Committee and FJJA Board of Directors meetings.
  - 2. Sign all certified copies of acts of the Association.
  - 3. Be a member of the Executive Committee and other such committees as designated by the President.
- f. Executive Director. The Executive Director shall:
  - 1. Serves as chief executive officer responsible to the Board of Directors for all aspects related to the functioning of the Association.
  - 2. Recommends and participates in Board of Directors formulation of the Association's mission, goals, strategic priorities, and policies within that framework.
  - 3. Plans, organizes, coordinates, manages and directs the staff, programs, and activities of the organization.
  - 4. Be a non-voting member of the Executive Committee and other such committees as designated by the President.
  - 5. The Executive Director's annual evaluation will be administered and reviewed by Executive Committee.

Section 7: **Removal of Executive Committee Members:** Executive Committee Members may be removed for cause by majority vote of Executive Committee upon 3 or more consecutive unexcused absences and or lack of participation in Executive Committee Meetings and/or failure to adhere to FJJA Code of Ethics. Recommendation for removal will be made to the President with supporting rationale. President will present recommendation to Executive Committee for vote. Final recommendation will be forwarded to the Board for final approval at the next available Board Meeting.

Section 8: **Nominating Committee.** There shall be established a Nominating Committee of five (5) members, all who shall be in good standing. The immediate Past-President shall serve as chair of the Committee; four additional members shall be selected by a majority vote of the Executive Committee, with such members being selected from the agency membership. The Nominating Committee shall be appointed in the election year not less than sixty (60) days prior to the fiscal year end meeting at which the election of officers shall take place. It shall be the duty of this Committee to nominate candidates for the executive offices and the agency members. All officers shall be voted upon at the fiscal year-end meeting. The Nominating Committee shall submit by electronic means a slate of officers to the members of the Association not less than one month before the fiscal year end meeting. At the fiscal year end meeting, additional nominations from the floor for all offices will be accepted.

Section 9: **Voting.** The officers shall be elected by a simple majority of the members in good standing. In the event that there are three or more nominees, the two persons receiving the highest number of votes shall be in a run-off election with the person receiving the highest number of votes duly elected, unless one candidate receives a clear majority of votes on the first ballot.

#### ARTICLE EIGHT: EXECUTIVE COMMITTEE

Section 1: **Composition.** The Executive Committee shall consist of five officers and up to 12 members at large duly elected by the membership with at least one (1) full member who represents a managing entity/community based care organization. Additionally, in the event that 50% or more of the total membership of the Association is comprised of Associate and Community Stakeholders, the following option can be instituted for membership on the Executive Committee.

- The Executive Committee may include one (1) member at large from associate or coalition/community stakeholder membership.
- In the event that the 1 position from associate or community stakeholder membership is not filled, the position will be filled from full membership to ensure a total of 12 at large members.

Executive Committee members are expected to attend all Board of Director meetings, Executive Committee meetings, and participation in a minimum of 1 active workgroup. Executive Committee members are expected to represent the best interest of the Association's strategic priorities. In the event that an Executive Committee member is unable to attend an Executive Committee meeting they may designate an alternate for participation without voting privileges.

- Section 2: Meetings.
- a. The Executive Committee shall meet as necessary. Business may be conducted by telephone or other electronic means.
  - b. The minutes of the Executive Committee meetings shall be posted on the FJJA website under the Members Only section within 30 days of each meeting.
  - c. A quorum shall consist of fifty percent (50%) plus one of the Executive Committee.
  - d. Members may participate by means of conference telephone or similar communications equipment if available by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.
  - e. Vacancies to the Executive Committee that occur prior to a scheduled election of officers shall be filled by appointment by the President and approved by a simple majority vote of the Board and shall be designated to complete the current term. See Article Seven, Section 3. Voting may be held telephonically, electronically, in person and via proxy. See Article Seven: Section 3: Special Election of Officers

Section 3: Powers of the Executive Committee. The Executive Committee is empowered to act on Association business on behalf of the Board of Directors. All actions taken by the Executive Committee must be submitted to the Board at its next meeting.

#### ARTICLE NINE: COMMITTEES

Section 1: Standing Committees. The President may make appointments with the concurring vote of the Executive Committee for all standing committees. At a minimum, there shall be three (3) committees: Finance, Legislative and Nominating.

Section 2: Other Committees. The President shall be empowered to form ad hoc committees to meet the lawful and expedient needs of the Association as appropriate.

#### ARTICLE TEN: EXECUTIVE DIRECTOR

Section 1: Reporting. The Executive Director reports to the President who serves as the liaison for the Executive Committee and Board of Directors for supervision. The Executive Director's annual review will be administered and reviewed by the Executive Committee. The President will oversee the review. The review will be based on current Executive Director job description. The Executive Director will provide the committee with a self-assessment highlighting accomplishments 30 days prior to such review. (Attachment B – Executive Director's Job Description)

Section 1: Vacancy. In the event that there is a vacancy in the Executive Director position, the President shall within 14 days of the vacancy

- a. Recommend an Interim Executive Director to the Executive Committee or approval via an emergency meeting.
- b. Initiate and coordinate search process to fill vacant position.

#### ARTICLE ELEVEN: AUDIT

Section 1: Fiscal Year. The fiscal year shall be from July 1 to June 30 or such other fiscal year as established by the Board of Directors.

Section 2: Audit. After the closing of the fiscal year, there shall be financial review by a CPA of the Association's records within 90 days and such review shall be made available to all members of the Association. Books of account and membership records shall be



available for inspection by any member of the Association at all reasonable times and with due notice.

#### ARTICLE TWELVE: PARLIAMENTARY AUTHORITY

Section 1:        Rules of Order. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Association and shall be deemed parliamentary authority for all matters of procedure not specifically covered by these by-laws.

Section 2:        Parliamentarian. The President may appoint a Parliamentarian as deemed necessary and appropriate

#### ARTICLE THIRTEEN: AMENDMENTS TO THE BY-LAWS

Section 1:        Amendments. The By-Laws of the Association shall be made, altered or rescinded by the Board of Directors of this Association. This requires a majority of the members present at any duly constituted Board of Directors meeting at which a quorum is present. Proposed changes must be provided in writing to the full membership not less than thirty (30) days prior to the meetings. This time period may be waived if agreed to by a majority of the voting members.

Section 2:        Biennial Review of By-Laws. If a Board member has any recommended changes to the by-laws, they must submit to the President not later than 60 days prior to the annual meeting. The President will summarize recommendations prior to the annual meeting and provide to the Board any recommendations for changes to the by-laws at the annual meeting.

#### ARTICLE FOURTEEN: MISCELLANEOUS:

Section 1:        Intellectual property. The Association has intellectual property rights over all materials, publications, curriculum, etc. developed for the express purpose of Association members. This information should not be distributed without express approval of the Executive Director of Executive Committee.

Section 2:        Revenue generation. The Association will establish a separate entity for the purposes of revenue generation in keeping with all requirements of incorporation as a 501c4. A MOU will be created to clarify oversight by the Association of this non-profit entity.

## ATTACHMENT A – CODE OF ETHICS STANDARD OF CARE

- We will provide a safe and secure environment for the protection of the public, staff and youth.
- We believe in the uniqueness, dignity and inherent worth of every individual. Further, we are committed to assisting each youth in our care in achieving their individual dignity.
- We will enhance the opportunity for youth to use their potential to succeed in an environment conducive to promoting socially acceptable behavior.
- We are committed to truthfulness and integrity in all our actions.
- We will promote and enforce ethical conduct.
- We shall conduct ourselves in a manner that prevents all forms or appearances of impropriety, placement of self-interest above public interest, prejudice, partiality, threats, favoritism, or undue influence.
- We will hold the confidentiality and privacy of the youth and families we serve.
- We are committed to a culture of learning, personal and professional development and continuous improvement of services to the youth and public.
- We will promote partnership and cooperation in order to achieve our common goals.

## ATTACHMENT B – EXECUTIVE DIRECTOR'S JOB DESCRIPTION

### GENERAL RESPONSIBILITIES:

Serves as Chief Executive Officer responsible to the President and the Board of Directors for the effective conduct of the affairs of the Association. Recommends and participates in board formulation of the Association's mission, goals, objectives and related policies. Plans, organizes, directs and coordinates the staff, programs, and activities of the Association to ensure that objectives are attained, plans fulfilled, and member needs met.

### SPECIFIC RESPONSIBILITIES:

Responsible for all elements of the Association's operation as authorized by the by-laws and policy manual. Ensures that the President and Board of Directors are kept fully informed of the operations of the Association and on all important factors influencing the work of the Association.

Maintains effective operations of the Association's headquarters office and staff to meet objectives and provide service to FJJA members. Administers an effective personnel program. The Executive director supervises all staff and is also responsible for any consultants.

Coordinates the activities and projects of all Association standing committees, ad-hoc committees and task forces and provides necessary liaison and staff support to committee chairs to enable them to properly perform their functions. Assures that committee decisions and recommendations are promptly submitted to the Board for approval.

### GOVERNMENT RELATIONS:

In cooperation with the Board of Directors, establishes legislative priorities; develops Association positions; educates members on the positions adopted; mobilizes Association members and advocates to influence legislators, legislative and committee staff and regulatory authorities on behalf of juvenile justice providers.

Speaks for the Association in dealings with legislators, policy-makers, the press and public; develops and presents testimony on behalf of FJJA to legislative committees.

### MEMBERSHIP ACTIVITIES:

Seeks to develop a strong linkage and clear communication with membership; visits individual member facilities and participates in local functions; participates in other activities as time and schedule permit.

Maintains effective relationships with other organizations and advocates to build alliances and sees that the position of the Association is enhanced.

**PUBLIC RELATIONS:**

Promotes interest and active participation in the Association's activities, committees, programs and educational seminars by the membership.

**BUDGET COMMITTEE:**

Works with the Treasurer and Finance Committee to develop the annual FJJA budget. Maintains the Association accounts, oversees proper expenditures of the Association's funds and regularly reports on financial status to the Board of Directors.

**CONFERENCE:**

Responsible for the design, planning and implementation of the Annual Conference in coordination with the Adolescent Conference Committee.

**MEMBERSHIP RECRUITMENT:**

Participates in the planning and development of member recruiting objectives. Plans effective methods of membership retention with primary emphasis on serving the members' needs and meeting the expectations of membership.

**MEETING PREPARATIONS:**

Works with various committees and staff in preparation of agendas, reports, distribution of materials, minutes, meeting room and catering needs. Sees that committee notices are distributed in a timely fashion and that meetings are arranged as conveniently as possible for members.