Arizona Probation Officers Association

Constitution and Bylaws

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DEFINITIONS

affiliate: v. officially attach or connect (a subsidiary group or person) to an organization. n. A person or organization attached to a larger body. For purposes of this document, AZPOA’s affiliate organizations include CLEAA (the Combined Law Enforcement Associations of Arizona) and APA (the Arizona Police Association).

due diligence: n. reasonable steps taken by a person in order to satisfy a legal requirement. For purposes of this document, due diligence shall be determined by the Executive Board.

exigent: adj. urgent, pressing, instant, demanding. For purposes of this document, exigency shall be determined by the Executive Board.

ARTICLE I

NAME AND DURATION OF ASSOCIATION

This Association shall be known as the Arizona Probation Officers Association, which is a non-profit Association. This Association shall be a voluntary organization composed of current and retired Arizona Probation personnel of Adult and Juvenile Probation Departments in the State of Arizona who do not have a competing Association.

ARTICLE II

OBJECTIVES OF ASSOCIATION

The general objectives of the Association consist of promoting labor and participation in activities of a benevolent, educational, charitable, civic, patriotic, and fraternal nature. The specific objectives of the Association shall be to improve working conditions, wages, economic and personal security, to ensure the safety of its members in the workplace, to promote the economic, legislative, educational, and political interest of its members, and to foster a sense of camaraderie among its members. It shall also defend and extend democratic institutions, procedures, and the civil rights of its members and maintain true allegiance and faith in the laws of the State of Arizona and the Constitution of the United States of America.

ARTICLE III

STRUCTURE OF THE ASSOCIATION

The Association shall be comprised of a Board of Directors, which includes the elected Executive Board and an Appointed Board. Only a person in good standing with the Association, as defined in Article 7. Section 5 of these bylaws, shall qualify as an officer of the Executive Board and be eligible to hold an office of the Board of Directors. No spouse, partner, or other family member of an already-seated Board member may be appointed or elected to the Board of Directors. This Association does not support nepotism.

ARTICLE IV

THE EXECUTIVE BOARD

SECTION 1: The Association’s Executive Board shall consist of a President, Executive Vice President, Vice President, Secretary, and Treasurer. The Executive Board members shall be voted into office by election, voted on by a majority of the voting general membership. The Executive Board shall have the power to administer and oversee the affairs of the Association. In addition to the powers enumerated by this Constitution, the Executive Board shall have the power to authorize:

1. The expenditure of funds not to exceed fifteen percent (15%) of the Association’s total liquid assets (amounts in excess shall require a vote of the membership), and/or the use of Association property for any approved objectives of the Association,
2. The borrowing of money and/or the pledging of Association property not to exceed fifteen percent (15%) of the Association’s total liquid assets (amounts in excess shall require a vote of the membership),
3. The making of guarantees,
4. The making, negotiation, and execution of contracts,
5. The movement or transfer of allegiance to/from affiliate organizations,
6. The buying, selling, exchanging, renting, leasing or otherwise acquiring or disposing of Association real or personal tangible property.

SECTION 2: Election of Executive Board officers shall be held every three years in the month of October. Election results shall be announced to the General membership in November, at the annual picnic, or via public announcement through electronic communication. An officer of the Executive Board shall hold office until a successor is elected and assumes office based on a presumption of incumbency, that officer steps down, that officer falls out of good standing, as defined in Article 7, Section 5, or that officer is removed from position by a majority vote of the Board of Directors OR by a 2/3 majority vote of no confidence by the voting general membership in good standing. The new Executive Board shall be seated in January of the year immediately following an election to accommodate for transition and training.

SECTION 3: The President shall be the principal Executive Officer of the Association. The President’s position may only be held by a current employee of the Maricopa County Adult or Juvenile Probation Department. The President shall have the following duties and/or responsibilities:

1. Preside at meetings of the Board of Directors,
2. Convene meetings of the Board of Directors as deemed appropriate or upon request of a majority of the Executive Board,
3. Be an ex-officio member of all committees,
4. Enforce employment and/or termination decisions of the Board of Directors, determined by majority vote, of any Association employees,
5. Have signatory authority on all bank accounts held by the Association,
6. Give bond, whose premium shall be paid by the Association in such an amount and executed by a surety company as may be determined by the Board of Directors. Proof of bond and its payment shall be held with the Treasurer’s financial records,
7. Promote/further the goals and initiative of the Association as determined by the Board of Directors,
8. Have such further powers in addition to those herein enumerated, as are usual to the office. The President may delegate any of these enumerated powers and duties under these bylaws to an approved designee, subject to approval of the Board of Directors, signified by a majority vote of the Board.

SECTION 4: The Executive Vice President’s primary function shall be to assist the President in the execution of that officer’s duties and shall act in the President’s stead in that officer’s physical absence. The Executive Vice President shall also:

1. Have signatory authority on all bank accounts held by the Association,
2. Promote/further the goals and initiatives of the Association as determined by the Board of Directors,
3. Give bond, whose premium shall be paid by the Association in such an amount and executed by a surety company as may be determined by the Board of Directors. Proof of bond and its payment shall be held with the Treasurer’s financial records.

SECTION 5: The Vice President shall share the duties of the Executive Vice President, including the execution of Presidential duties in the absence of the President and Executive Vice President, with the exception that this position shall not have signatory authority of any of the Association’s financial holdings. The Vice President shall also:

1. Act as the President’s designee for the accomplishment of Association goals,
2. Promote/further the goals and initiatives of the Association as determined by the Board of Directors,
3. Act as the primary Fundraising Coordinator for the AZPOA Foundation,
4. Act as an ambassador of good will when interacting with the General Membership, carrying concerns of the general body to the Board of Directors as necessary,
5. Exercise such further powers, in addition to those enumerated, as are usual and customary to the office, subject to approval by the Board of Directors.

SECTION 6: The Secretary shall have the following duties:

1. Keep records/take minutes of all meetings,
2. Maintain and preserve the integrity of all pertinent and appropriate Association paper documents, with the exception of financial records, as determined by the Board of Directors,
3. File annual reports for the Association and the AZPOA Foundation with the Arizona Corporation Commission,
4. File all reports for the Association’s Political Action Committee (PAC) with the Arizona Secretary of State and the Maricopa County Department of Elections,
5. Promote/further the goals and initiatives of the Association as determined by the Board of Directors
6. Exercise such further powers, in addition to those enumerated, as are usual and customary to the office, subject to approval by the Board of Directors.

SECTION 7: The Treasurer shall have the following duties:

1. Keep accurate accounts of all financial transactions of the Association, receive all funds due and deposit in its name, as authorized by the Board of Directors,
2. Maintain the financial records, make available financial documents to Board of Directors for purposes of an annual audit as requested, and prepare an annual report to present at the yearly membership meeting,
3. Provide all necessary records and documentation to a Certified Public Accountant who specializes in non-profit organizations in order for an annual 990 tax filing to be prepared and submitted to the appropriate governmental authorities by the May 15th deadline each year,
4. Submit a financial report to the Board of Directors at official Board of Director’s meetings, general membership meetings, and additionally as directed by the Board of Directors.
5. Establish and enforce appropriate regulations related to the reimbursement of expenses or other obligations incurred by officers or representatives of the Association in the performance of their duties, subject to the approval of the Board of Directors,
6. Keep and maintain custody of the Association membership records,
7. Promote/further the goals and initiatives of the Association as determined by the Board of Directors,
8. Exercise such further powers, in addition to those enumerated, as are usual and customary to the office, subject to approval by the Board of Directors,
9. Give bond, whose premium shall be paid by the Association in such an amount and executed by a surety company as may be determined by the Board of Directors. Proof of bond and its payment shall be held with the Treasurer’s financial records.

SECTION 8: All checks, drafts, and notes of the Association shall be signed by the Treasurer or President. In the event of an inability due to absence, illness, or injury of the Treasurer or President, the Executive Vice President may sign in their stead.

SECTION 9: The Board of Directors, by majority vote, shall set the salaries, expenses, and/or compensation of the Executive Board. Board salaries shall be disclosed to the General Membership at a general membership meeting, as part of the Treasurer’s annual report. Any change in salaries shall be noted in the coinciding Treasurer’s report at the subsequent Board of Director’s meeting.

SECTION 10: Any vacancy occurring in the office of the President, Executive Vice President, Vice President, Secretary, or Treasurer shall be filled within forty-five (45) days of vacancy by appointment of the President or his successor, with the Board of Directors’ approval, by a member in good standing, to serve the duration of the existing term. In the event that two or more Executive Board offices are vacant at the same time, and one of the vacancies is the President’s position, the remaining seated Board of Directors shall appoint an interim President until such time as the vacant offices are filled in a manner consistent with these bylaws.

ARTICLE V

APPOINTED BOARD MEMBERS

Regional Representatives shall represent each of their respective regions, which shall be designated by the Executive Board. Regions shall be named to clearly define the area of representation (e.g. WRC, SEF-Detention, Retired, etc.). Additional regions may be created with a majority vote of the Board of Directors. In the event that a member in good standing is nominated for the position of Regional Representative, AND that nomination is contested, the Executive Board shall vote on the nominations for that position. Uncontested nominations may be appointed/removed to/from his/her position as approved by the Executive Board. Whether by election or appointment, Appointed Board Members shall have equal voting rights and standing as the elected Executive Board Officers. Newly Appointed Board positions may, as necessary and appropriate, be established as outlined in ARTICLE IV of these bylaws, and as approved by the Executive Board. At all times, there shall be an odd number of voting Board members, not to exceed eleven (11), so as to preserve the integrity of the voting structure.

ARTICLE VI

RECALL OF OFFICERS

On petition of a majority of the Board of Directors, or a written petition by a majority of the General Membership, members of the Executive Board may be subject to a recall vote. Any member of the Executive Board subject to a recall vote shall be removed from office by a majority vote of two-thirds (2/3) of the Executive Board of Directors by secret ballot or by two-thirds (2/3) majority of the voting General Membership in its entirety. The recall vote shall take place within fourteen (14) days from the date of the receipt of the petition by the Executive Board. Any members of the Executive Board subject to a recall vote shall be temporarily removed from the duties of office until the recall vote is held.

ARTICLE VII

MEMBERSHIP POLICIES

SECTION 1: Any probation personnel up to and including middle management shall be deemed eligible for full membership in the Association.

SECTION 2: Retired personnel in the aforementioned classes shall also be eligible for membership and shall be eligible to hold office, with the exception of the President’s position.

SECTION 3: All members in good standing have equal rights and privileges to participate in the election of officers, attend membership meetings, and participate in the voting process at General Membership meetings. The voting right shall extend to special measure elections including but not limited to: votes of no confidence, recall elections, dues increases, and bylaw revisions.

SECTION 4: All privileges of membership shall be extended to any new member upon acceptance of the member’s application.

SECTION 5: A member in good standing shall be defined as a member whose dues are current and/or paid in full annually **and does not have an outstanding financial obligation to AZPOA, or its affiliates, exceeding sixty (60) days past due.** Upon the treasurer’s notification that a member’s dues deductions have been suspended, the Treasurer shall inform said member within two (2) weeks, presuming the Association has valid contact information for said member. Any member whose dues are thirty (30) days in arrears (in essence, two pay cycles) shall be summarily suspended from all rights and privileges of membership, unless the member is being represented in a termination case by the Association. A member who has been suspended for non-payment of dues shall be reinstated upon payment of all dues arrearages for a first-time suspension. Reinstatement following subsequent suspensions shall be subject to the approval of the Board of Directors. A member is considered to have requested reinstatement when said member requests the amount of arrearages from the Treasurer and brings said arrearages current.

SECTION 6:

1. Every member, as defined in this Article, shall be deemed to have authorized the Association to act as his or her sole negotiating agent for the purpose of executing agreements with reference to wages, hours, and other conditions of employment. The member shall be bound by the terms of such agreements.
2. The member shall be deemed to have authorized the Association exclusively to act as his or her agent to represent, bind, and speak in the presentation, adjustment, and settlement of all grievances, complaints, or disputes arising out of the employer-employee relationship. Every member shall have the right to appeal any action or failure to act in the presentation, adjustment, and/or settlement of any such grievance, complaint, or dispute affecting such member.

SECTION 7: No member shall engage in, commit, attempt to commit, or direct activities that are in violation of the laws of the State of Arizona. Any member who violates this section is subject to expulsion from membership as determined by the Board of Directors.

ARTICLE VIII

MEETINGS

SECTION 1: Board of Directors’ Meetings:

1. Except in exigent circumstances, the date, location, and time of all Board of Directors’ meetings shall be posted to the AZPOA website at least two (2) weeks prior to said scheduled meeting. The agenda shall be set and posted on the website on the first day of the week in which the meeting is to be held.
2. All Board of Directors’ meetings are open to the General Membership. Any member wishing to speak regarding matters not listed in the current agenda at a Board meeting shall submit a written request to do so seven (7) days prior to the meeting at which he/she wishes to speak. Members of the General Membership do not have voting rights at Board of Directors’ meetings but MAY request the Board schedule a General Membership meeting to address any concerns upon which a vote needs to be held.
3. In the event that an even number of Board members is present during a meeting in which a vote needs to be conducted, the Secretary shall abstain from voting to preserve voting integrity. Officers may tender their votes in absentia, either at a Board meeting by phone or prior to the meeting by phone or email.
4. In the event of exigent circumstances, and there is a need for an emergency Board meeting, standard notification procedures as outlined herein, shall be suspended. Notification shall be made via email and web posting, using due diligence.

SECTION 2: General Membership Meetings:

1. The date, time, and location of General Membership meetings shall, except in exigent circumstances, be announced via email and posted to the website at least fourteen (14) days prior to said scheduled meeting. The agenda shall be set and posted on the website seven (7) days prior to the meeting.
2. The primary purpose of General Membership meetings is to disseminate information to the General Membership and answer questions of the General Membership. Any member who wishes to present information/concerns who has NOT previously brought the issue to the Board of Directors shall, ten (10) days prior to the General Membership meeting, submit in writing a request to speak that includes that nature of the request and the time requested to present the issue so that the matter may be added to the agenda and proper time can be allocated to the concern.
3. General Membership meetings shall be held at least annually, but may also be held:
   1. Upon a written request from any member of the General Membership,
   2. Upon the need for a vote on any issue requiring the entire membership, as determined by the Board of Directors,
   3. On an emergency basis.
4. In the event of exigent circumstances, and there is a need for an emergency meeting, standard notification procedures as outlined herein, shall be suspended. Notification shall be made via email and web post, using due diligence.

ARTICLE IX

DUES AND ASSESSMENTS

SECTION 1: The Board of Directors shall set dues and initiation fees for membership, provided that such dues and initiation fees re approved by a majority of the voting membership voting by secret ballot in an election held for that purpose.

SECTION 2: The payment of dues by the members of this Association shall be evidenced by the Treasurer.

SECTION 3: Members shall have access to all existing Treasury reports and tax filings prepared/presented to the Board of Directors. Any request for documentation shall be in writing and shall be made available within thirty (30) days of said request and shall also be included in the following Treasurer’s annual report.

SECTION 4: Any member of the Board of Directors can request an audit conducted by independent auditors as determined to be necessary and appropriate. The findings of any audit shall be made available to the General Membership at the time of the Treasurer’s annual report.

ARTICLE X

BYLAW AMENDMENTS

These bylaws may be amended by a favorable vote of a majority of the voting General Membership. Such vote shall be by written ballot after such amendments have been submitted in writing and entered upon the minutes of a Board of Directors’ meeting. Notice by publication of the proposed change or changes shall be made at a General Membership meeting and the deadline for ballot returns shall be announced and shall be at least thirty (30) days prior to the ballot return deadline.

ARTICLE XI

SEPARABILITY

FULL FORCE AND EFFECT

SECTION 1: These bylaws shall be in full force and effect immediately upon adoption.

SECTION 2: Any amendment of these bylaws shall be in full force and effect immediately upon adoption.

SECTION 3: If any part of these bylaws is declared unenforceable or invalid, the remainder will continue to be valid and enforceable.