



**AMENDED AND RESTATED  
BYLAWS  
OF  
NATIONAL ASSOCIATION OF PRETRIAL SERVICES  
AGENCIES**

**Effective as of March 31, 2026**

## **ARTICLE I NAME AND PURPOSES**

Section 1.1 Name. The name of the Corporation is: National Association of Pretrial Services Agencies. The Corporation may conduct business under any assumed name approved by the Board of Directors.

Section 1.2 Purposes. National Association of Pretrial Services Agencies (the "Corporation") is organized pursuant to the District of Columbia Nonprofit Corporation Act of 2010, D.C. Code §§ 29-401.01 *et seq.* (the "Nonprofit Corporation Act") and shall be operated within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for the purposes set forth in the Corporation's Articles of Incorporation.

## **ARTICLE II OFFICES**

Section 2.1 Principal Office. The principal office of the Corporation shall be designated by the Board of Directors.

Section 2.2 Registered Office. The registered office of the Corporation shall be C T Corporation System, 1015 15th Street, N.W., Suite 1000, Washington, D.C., 20005, but in any event must be located in the District of Columbia, and be the business office of the registered agent, as required by the Nonprofit Corporation Act.

Section 2.3 Other Business Offices. The Corporation may have business offices at such other places, either within or without the District of Columbia, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

## **ARTICLE III MEMBERS**

Section 3.1 Active Members. The Corporation shall consist of active Members who contribute annually to the financial support of the Corporation according to the schedule of dues or service fees adopted by the Board of Directors.

Section 3.2 Qualification for Membership. Any profit corporation, nonprofit corporation, governmental organization, community organization, educational institution, or other enterprise or individual supportive of the Corporation's goals, policies, and procedures is qualified to become a Member of the Corporation. The Corporation's Board of Directors shall determine whether support for the Corporation's goals, policies, and procedures exists, and shall otherwise determine all other aspects of membership in the Corporation.

Section 3.3 Annual Meeting of Members. An Annual Business Meeting of the membership shall take place at the annual NAPSA Conference. If an Annual Business Meeting has

not been called and/or held for any reason, such meeting may be held as a special meeting called for that purpose at any time during the calendar year.

Section 3.4 Special Meetings of Members. Special meetings of the membership may be called by a member of the Executive Committee, the Executive Director, or a majority of the Board of Directors, or by written request signed by at least one-tenth (1/10) of the voting Members of the Corporation. Notice of a Special Meeting will be sent to all Members ten (10) days in advance.

Section 3.5 Quorum of Members. Except otherwise provided in these Bylaws, a quorum for a vote of the Members conducted by ballot shall consist of the participation of Members entitled to vote as follows:

- (a) Organization-Wide Votes. For a vote submitted to all Members of the Corporation, a quorum shall consist of Members representing at least five percent (5%) of the total Members entitled to vote. For purposes of determining quorum, all votes cast across all Regions shall be aggregated.
- (b) Regional Votes. Where a vote is limited to a single Region, a quorum shall consist of the Members of that Region who submit valid ballots during the voting period.
- (c) Participation. Members returning ballots in accordance with the procedures established in these Bylaws and in the Corporation's Policies and Procedures Handbook shall be deemed present and voting.

## **ARTICLE IV BOARD OF DIRECTORS**

Section 4.1 General Powers. The business, property, and affairs of the Corporation shall be managed by a Board of Directors, who shall be active Members of the Corporation. All policy-making powers of the Corporation shall be vested in the Board of Directors, including, but not limited to, adoption of resolutions and obligating the Corporation to perform or pay for any services, including, but not limited to, contracting for support services for the Corporation.

Section 4.2 Number. The number of Directors of the Corporation shall be no less than three (3) and no more than fifteen (15) Members, including the following Officers: President, President Elect, Vice President, Immediate Past President, Secretary, and Treasurer. The number of Directors may be increased or decreased from time to time by an amendment to these Bylaws or as provided in this Article.

Section 4.3 Tenure. Each Director shall hold office for a term of no more than three (3) years, or until the Director's death, resignation, or removal, pursuant to a staggered election cycle set by the Board of Directors.

Section 4.4 Resignation. Any Director may resign at any time by providing written notice to the President, the President's Designee, or the Executive Director of the Corporation.

Notice of resignation will be effective upon receipt or at a subsequent time designated in the notice. Any Director absent from two (2) consecutive meetings of the Board of Directors without having been excused by the President or designee shall be deemed to have resigned. A successor may be appointed as provided in this Article.

Section 4.5 Removal. Notwithstanding any other provisions of this Section, any Director may be removed from office with or without cause at any annual or special meeting of the Board by affirmative vote of two-thirds (2/3) of the Directors then in office.

Section 4.6 Qualifications. Directors need not be residents of the District of Columbia. To be elected as a Director, a candidate must be a Member in good standing. The Board of Directors will set preferred qualifications and a detailed list of responsibilities for each position and will make this available on the Corporation's website.

Section 4.7 Board Vacancies and Enlargement. Any vacancy or allowed enlargement occurring in the Board of Directors may be filled by a person selected by a majority of the remaining Board of Directors, upon recommendation of the President. Should the number of Directors be increased by a duly adopted resolution, the Board of Directors shall appoint individuals to fill the new positions.

Section 4.8 Duties of Directors. It shall be the duty of Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;
- (c) Supervise the Executive Director of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Establish and disband other committees as appropriate to conduct the Corporation's work;
- (e) Recommend policies to the Board for adoption; and
- (f) Approve the Corporation's annual budget. If the annual budget is not approved at the start of each calendar year, the Corporation shall operate based on the prior yearly budget, to the extent practical, until an annual budget is approved.

Section 4.9 Regular Meetings. A regular meeting of the Board of Directors shall be held at least semiannually at a time and place to be designated by the Board of Directors. The Board of

Directors will provide written notice to each Director at least two (2) weeks in advance of such meeting.

Section 4.10 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the Executive Director, or any member of the Executive Committee. The person or persons authorized to call special meetings of the Board of Directors may fix the place within or without the District of Columbia for holding any special meeting of the Board of Directors called by them. If no other place is fixed, the place of meeting shall be the principal business office of the Corporation in the District of Columbia.

Section 4.11 Notice; Waiver of Special Meeting. Notice of any special meeting shall be given to each Director as soon as practicable under the circumstances, stating the time and place of the meeting. Notice may be delivered by mail, electronic mail or other electronic transmission to the address on record for the Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by electronic mail or facsimile, such notice shall be deemed to be delivered when the electronic mail or facsimile is acknowledged by the recipient. Any Director may waive notice of any meeting by written statement, electronic mail, facsimile, telegram, radiogram or cablegram sent by the Director, signed before or after the holding of the meeting. The attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.12 Quorum. A majority of the Directors of the Board constitutes a quorum for the transaction of business at any meeting of the Board of Directors, except the filling of vacancies, when a remaining Board of Directors would serve. If less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.13 Manner of Acting. Except as otherwise provided in these Bylaws for votes on particular actions, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.14 Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 4.15 Action by Unanimous Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting and without prior notice, if all Directors consent in writing to the action pursuant to § 29-406.21 of the Nonprofit Corporation Act. The written consent shall be filed with the minutes of the Board's proceedings. An action by written consent shall have the same force and effect as the unanimous vote of the Board.

Section 4.16 Compensation. Directors shall serve without compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each

meeting of the Board of Directors. Nothing in this Article precludes any Director from serving the Corporation in any other capacity and receiving compensation for such service so long as such compensation is approved by a majority of disinterested Directors.

Section 4.17 Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that Director's dissent is entered in the meeting's minutes or unless that Director files a written dissent to such action with the person acting as Secretary of the meeting before the meeting's adjournment or forwards such dissent in writing to the Corporation's Secretary immediately after the meeting's adjournment. This right to dissent shall not apply to a Director who voted in favor of such action.

Section 4.18 Election of Directors. The Members shall elect the Board of Directors by written or electronic ballot. Members returning ballots in accordance with the procedures established in these Bylaws and in the Corporation's Policies and Procedures Handbook shall be deemed present and voting for purposes of achieving the quorum required under Section 3.5 of these Bylaws. Directors shall hold office in accordance with Section 4.3 of these Bylaws.

Section 4.19 Assumption of Office. Newly elected members of the Board of Directors shall take their seats as of January 1 following their election. The President shall invite the newly elected members of the Board of Directors to attend the next scheduled Board meeting.

Section 4.20 Executive Director. The Board of Directors, upon recommendation of the Executive Committee, shall appoint the Executive Director. The Executive Director shall have the responsibility and full discretionary authority to implement these Bylaws and to carry out the policies and directives of the Board of Directors. Under the direction of the Board of Directors and the Executive Committee, the Executive Director shall establish, maintain, manage, and generally control the executive office or offices of the Corporation. The Executive Director shall perform or oversee the performance of all duties as from time to time the Board of Directors assigns. The Executive Director shall have the authority generally to carry on the business of the Corporation and to execute necessary or appropriate policies, decisions, and instructions of the Board, including the approval of all contracts, vouchers, and other documents involving in any manner the disbursement of Corporation funds. All contracts, vouchers, loans and other actions involving in any manner the disbursement or commitment of Corporation funds in excess of an amount to be determined by the Board of Directors, shall be approved by the President and/or the Treasurer. Appointment or dismissal of staff shall be the responsibility of the Executive Director, subject to the personnel policies adopted by the Board of Directors.

Section 4.21 Regional Director. The Regional Directors, including the Federal Director(s), shall work directly with Members in their region and provide regular updates to the Board of Directors regarding regional activity.

Section 4.22 At-Large Director. The At-Large Director shall provide support to Regional Directors and manage projects as requested by the Board of Directors.

## **ARTICLE V OFFICERS**

Section 5.1 Number. The Officers of the Corporation shall consist of a President, President Elect, Immediate Past President, Vice President, Secretary, and Treasurer, each of whom shall be selected by the Board of Directors. The Board of Directors may appoint such other officers and assistant officers as may be deemed necessary for the transaction of business of the Corporation.

Section 5.2 Election and Term of Office. The Members shall elect the Officers of the Corporation by written or electronic ballot. Members returning ballots in accordance with the procedures established in these Bylaws and in the Corporation's Policies and Procedures Handbook shall be deemed present and voting for purposes of achieving the quorum required under Section 3.5 of these Bylaws. To be elected as an Officer, a candidate must be a Member in good standing. Prior experience on the Board of Directors is required for all Officer positions, unless otherwise determined by majority vote of the Board of Directors. The President, President Elect, and Treasurer shall each serve for a term of two (2) years. All other elected Officers shall serve for a term of three (3) years, with a staggered election cycle set by the Board of Directors. The Treasurer shall serve no more than two (2) consecutive terms in their position as Treasurer.

Section 5.3 Removal and Resignation. Any Officer elected or appointed may be removed by a simple majority of the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served by such removal. An Officer may resign at any time by giving written notice to the President, the President's Designee, or the Executive Director of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Corporation.

Section 5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by appointment by the remaining Board of Directors, upon recommendation of the President for the unexpired portion of the term.

Section 5.5 Officer Duties. The Officers shall perform those duties that are usual to their positions and that are assigned and detailed in the Corporation's Policies and Procedures Handbook.

Section 5.11 Compensation. Officers may receive reasonable compensation for service to the Corporation, as authorized by a majority of disinterested Directors. Nothing herein contained shall be construed to preclude any Officer who is not also a Director from serving the Corporation in any other capacity as an agent, employee, or otherwise, and receiving compensation therefore as long as such compensation is approved by a majority of disinterested Directors.

## **ARTICLE VI COMMITTEES**

Section 6.1 Committees. The Board of Directors may establish from time to time, by resolution of the Board of Directors, one or more executive, standing, and special committees as it shall deem appropriate. The resolution shall define the powers and responsibilities of each committee (subject to the limitations described in Section 6.4), the terms and qualifications of committee members, and the ways in which committee members are selected and removed. The President shall appoint the chair of each committee, and each chair shall serve at the pleasure of the President. With the exception of the Executive Committee, the members of which shall be as otherwise provided in these Bylaws, the chair of each committee shall recommend appointment of committee members to the Executive Director, and the Executive Director shall have the authority to appoint the members of each committee. There shall be at least one (1) Board member on each committee, serving as the Board liaison. The Executive Director shall be invited to participate in committee calls and meetings.

Section 6.2 Executive Committee. The Executive Committee shall consist of the President, President Elect, Immediate Past President, Vice President, Secretary, and Treasurer. This Executive Committee shall set the leadership tone for the Board of Directors. The Executive Committee shall establish all terms and conditions of employment and retention of the Executive Director.

Section 6.3 Finance Committee. The Finance Committee shall be a standing committee. The Finance Committee shall explore funding options, including grants and other revenue-generating projects. The Treasurer shall be the chair of the Finance Committee.

Section 6.4 Limitations on Committees. No committee shall have the power or authority to: (a) amend the Articles of Incorporation; (b) agree to merge with another organization; (c) authorize the conversion of the Corporation into another type of entity; (d) recommend to the Members or authorize the sale, lease, exchange, or donation of all or substantially all of the Corporation's property and assets; (e) recommend to the Members or authorize a dissolution of the Corporation or a revocation of a dissolution; (f) amend the bylaws of the Corporation; (g) fill vacancies on the Board of Directors; (h) remove any person from the Board of Directors; (i) adopt, delete, change or make exceptions to policies; (j) establish or abolish any standing Board committee; (k) reverse actions previously taken by the Board of Directors; (l) approve the payment of compensation for any director serving on the Board of Directors or any committee; or (m) terminate memberships. Further, a committee that is not composed entirely of directors of the Corporation shall not exercise the power or authority of the Board of Directors in the management of the Corporation's business and affairs, but may perform, under the direction of the Board, such functions as determined from time to time by the Board.

## **ARTICLE VII CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS**

Section 7.1 Contracts. The Board of Directors may authorize the Executive Director to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument

required by law to be acknowledged in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances, but the appointment of any person other than an Officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the Board of Directors authorizes the execution of a contract or of any other instrument in the name of and on behalf of the Corporation, without specifying the executing officers, the President and the Secretary or Treasurer may execute the same and may affix the corporate seal thereto.

Section 7.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan or advance to or overdraft or withdrawal by an Officer, Director, or Member of the Corporation otherwise than in the ordinary and usual course of the business of the Corporation, and on the ordinary and usual course of the business or security, shall be made or permitted unless each such transaction shall be approved by a vote of two-thirds (2/3) of the members of the Board of Directors excluding any Director involved in such transactions and a full and detailed statement of all such transactions and any payments shall be submitted at the next annual meeting of Members and the aggregate amount of such transactions less any repayments shall be stated in the next annual report to Members.

Section 7.3 Checks, Drafts, etc. All checks, drafts, electronic transfers, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be authorized by such Officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7.5 Gifts. The Board of Directors may accept on behalf, and for the benefit, of the Corporation any contribution, gift, bequest, due, or other fee for the nonprofit purposes of this Corporation.

Section 7.6 Voting of Securities Owned by this Corporation. Subject always to the specific directions of the Board of Directors, any shares or other securities issued by any other corporation and owned or controlled by this Corporation may be voted at any meeting of security holders of such other corporation by the President of this Corporation or by proxy appointed by the President, or in the absence of the President and the President's proxy, by the Secretary of this Corporation or by proxy appointed by the Secretary. Such proxy or consent in respect to any shares or other securities issued by any other corporation and owned by this Corporation shall be executed in the name of this Corporation by the President or the Secretary of this Corporation without necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this Corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by this Corporation the same as such shares or other securities might be voted by this Corporation.

Section 7.7 Contracts Between Corporation and Related Persons. Any contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any firm of which one or more of this Corporation's Directors are members or employees, or in which one or more of this Corporation's Directors are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding the Director's or Directors' participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors, shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 7.8 Opening of Bank Account. Unless as otherwise set forth by the Board of Directors, the Executive Director or President, as authorized by the Board of Directors, is authorized to open or transfer such bank accounts and securities accounts in the name and on behalf of the Corporation as he or she deems necessary, and checks of the Corporation shall be honored and paid by such banks and charged to the account of the Corporation. Any form of corporate banking resolution required by any bank selected by the Corporation is ratified, approved and adopted as if set forth in full in this resolution. A copy of any such resolution shall be inserted in the minute book following this resolution. Any person named herein is authorized to execute and deliver to any such bank a certificate certifying any such resolution on behalf of the Corporation.

## **ARTICLE VIII CORPORATE RECORDS AND REPORTS**

Section 8.1 Record Inspection Rights of Directors. Every Member and Director shall have the right at any reasonable time to inspect and copy all corporate books, records and documents of every kind and to inspect the physical properties and shall have such other rights to inspect the corporate books, records and properties as the Articles, these Bylaws, and applicable law requires.

Section 8.2 Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person, upon written or email request, or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 8.3 Periodic Report. The Board of Directors shall prepare and approve an annual report, verified by the President and Secretary-Treasurer, showing in detail the following: (a) The Corporation's assets and liabilities; (b) The Corporation's revenue or receipts; and (c) The Corporation's expenses or disbursements. The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, to be so prepared and delivered within the time limits set by law.

## **ARTICLE IX INDEMNIFICATION**

Section 9.1 Indemnification. Each person who is, was, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding of any sort, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact such person is or was a director, officer, or member of a committee of the Corporation or that such person serves or has served at the request of the Corporation as a director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation to the fullest extent permitted by the laws of the District of Columbia as they may be in effect from time to time. The Corporation may, to the extent authorized from time to time by the Board, grant such rights to indemnification to any employee, non-director volunteer, or agent of the Corporation to the fullest extent provided under the laws of the District of Columbia as they may be in effect from time to time.

Section 9.2 Contract Right; Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the Corporation as well as in such person's capacity as a director or officer. The Corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board of Directors consistent with § 29-406.55 of the Nonprofit Corporation Act.

Section 9.3 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have power to indemnify him against such liability under this article or the laws of the District of Columbia.

Section 9.4 Changes in Law. In the event of any change of the District of Columbia statutory provisions applicable to the Corporation relating to the subject matter of this Article, then the indemnification to which any person shall be entitled hereunder shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide prior to any such change.

## **ARTICLE X RESOLUTIONS**

Section 10.1 Resolutions. All resolutions may be submitted in writing at any time or orally at the Annual Business Meeting for consideration by the Board of Directors at the next duly convened meeting of the Board of Directors.

**ARTICLE XI  
AMENDMENTS**

Section 11.1 Amendment of Bylaws by Board of Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Board of Directors at any regular or special meeting, if a notice setting forth the terms of the proposal has been given in accordance with the notice requirements for special meetings. Members of the Corporation in good standing may collectively amend these Bylaws with a two-thirds (2/3) vote of the membership in favor of such change.

Section 11.2 Implied Amendments. Any action taken or authorized by the Board of Directors which would be inconsistent with the Bylaws then in effect, but is taken or authorized by the affirmative vote of not less than the number of directors that would be required to amend these Bylaws so that the Bylaws would be consistent with such action shall be given the same effect as if these Bylaws had been temporarily amended or suspended to the extent necessary to permit the specific action taken or authorized.

**ARTICLE XII  
FISCAL YEAR**

The Corporation's fiscal year shall begin on the 1st day of January and end on the 31st day of December each year.

These Bylaws were adopted as the Amended and Rested Bylaws for the Corporation, a District of Columbia nonprofit corporation, by the Board of Directors on March 31, 2026.