

## **ASSOCIATION**

### **ARTICLES OF INCORPORATION**

(Amended March 1986)  
(Amended November 1993)

#### **ARTICLE I**

The name of the Corporation is the Virginia Juvenile Justice Association, Inc.

#### **ARTICLE II**

The purposes for which the Corporation is organized are as follows:

To promote and encourage juvenile delinquency prevention, juvenile probation, detention, and rehabilitation services throughout the Commonwealth of Virginia; to encourage, promote, develop, and foster high professional standards in providing juvenile delinquency prevention, juvenile probation, detention, and rehabilitation services throughout the Commonwealth of Virginia; to represent the position of the Corporation as established by the Board of Directors to or before any group or individual, public or private, elected or not elected; to keep its members informed as to the existence of or potential problems in the delivery of juvenile delinquency prevention, probation, detention, and rehabilitation services, and of the progress of the Corporation in the resolution, mitigation, or the prevention of problems in the delivery of juvenile delinquency prevention, juvenile probation, detention, and other rehabilitative services; to provide any governmental body, agency, or other group or individual with advice or information, or to seek and obtain information or advice from any governmental body, agency or other group or individual, to enter formal or informal relationships with any governmental body, agency, or other group or individual in carrying out the purposes for which the Corporation is organized; to disseminate, distribute, or otherwise make available to the members professional literature,

materials; to publish professional journals, magazines, newsletters, and to use other means and modes of communication, to disseminate literature to the members with information relating to the Corporation's purposes and objectives; to transact business and do all things necessary to lawfully accomplish these purposes and objectives.

#### **ARTICLE III**

(1) This Corporation shall be organized and operated only for the above-stated purposes.

(2) Officers and directors of the Corporation shall serve without pay except any officer or director of the Corporation may receive reasonable reimbursement for expenses in the transaction of business of the Corporation which affects one or more of its purposes.

(3) Notwithstanding any other provisions of these Articles or of any inherent powers resulting from incorporation under the laws of the Commonwealth of Virginia, the Corporation shall not conduct or carry out any activities not permitted to be conducted or carried out by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and the regulations thereunder as they now exist or they may hereafter be amended, and the Corporation shall not conduct or carry out any activities not permitted to be conducted or carried on by an organization under Section 701 (c) (2) of the Internal Revenue Code and the regulations thereunder as they now exist or as they may hereafter be amended.

(4) Upon the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed only to religious, scientific, literary, educational, or other charitable organizations exempt from taxation under the provisions of Section 501 (c) (3) of the Internal Revenue Code and the regulations thereunder as they now exist or they may hereafter be amended.

(5) Except to the extent herein restricted expressly or by necessary interference, every right, privilege,

hereafter conferred on non-stock corporations and the directors thereof by Title 13.1, Chapter 2, of the 1950 Code of Virginia, as amended, and by every subsequent enlargement thereof by amendment shall be enjoyed by the Corporation and its Directors as fully as if incorporated herein verbatim, and all rights of officers, directors, creditors, and others dealing with the Corporation or its directors shall be expressly subject thereto.

#### **ARTICLE IV**

(a) Membership in the Corporation shall be open to court directors, supervisors, counselors, and clerical staff employed by the juvenile court service units; to juvenile court judges; to professionals working in the administration or direct supervision or counseling of juveniles in detention homes, learning centers, and group homes, and to clerical staff employed in these facilities; to professionals and clerical staff whose employment responsibilities primarily deal with administration, planning, developing, or coordinating programs for juveniles within the Department of Youth and Family Services; and to volunteers serving in and professionals employed by public and private agencies who work primarily with court-involved and/or at-risk youths and their families.

(b) Members shall have and enjoy all of the benefits and privileges of the Corporation; shall be entitled to share fully in all activities and publications of the Corporation; shall have the full privilege of the floor at all business meetings; shall have the right to hold office; and shall have full and complete voting privileges.

#### **ARTICLE V**

A Board of Directors shall govern the Corporation. The Board of Directors shall be divided into two (2) classes. Changes in composition of the Board of Directors shall be made only by an amendment to the Articles of Incorporation.

Class I Directors shall be the officers of the Corporation and the

immediate past president. Class I members of the Board shall serve for a term of two (2) years.

Class II members of the Board of Directors shall be the chairpersons of the several geographical districts of the Corporation in the Commonwealth of Virginia, such districts to be defined by the Board of Directors. Each Class II member shall represent the interests of their respective districts at board meetings and beginning January 1, 1994, shall serve for a term of two (2) years.

Excepting the immediate past president, Class I Directors shall be elected by a majority affirmative vote of the members of the Corporation as set forth in the Bylaws. Each Class II Director shall be elected by a majority affirmative vote of the members voting within their districts, according to the provisions of the Bylaws.

#### **ARTICLE VI**

Officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, who shall be elected by a majority vote of the members of the Corporation in the manner set forth in the Bylaws. Each officer shall be elected to serve a term of two years.

#### **ARTICLE VII**

Except as prohibited by law, any persons, and their heirs, beneficiaries, and personal representatives, shall be entitled to indemnification including all expenses in the amount of any judgment or settlement as to any actions, suit, proceeding, or claim against them arising by reason of their doing or having been a director or officer of the Corporation, if the Corporation shall receive the opinion of competent counsel that such person should not be liable for the alleged negligence or misconduct in the performance of duty with respect to such matter.

The forgoing indemnification shall not be exclusive of any other right or benefit to which such person may be entitled. The Corporation shall have the right to intervene in and defend all such actions, suits, proceedings, or claims.