

BY LAWS

Middle Peninsula Juvenile Detention Commission

Adopted October 25, 2002

Article I - Commission

Section 1. Commission

This Middle Peninsula Juvenile Detention Commission has been created pursuant to applicable sections of Title 16.1 of the Code of Virginia, and by action of the respective governing bodies of its Member Jurisdictions, to plan, construct, finance, own maintain and operate a juvenile detention facility to serve the needs of the Member Jurisdictions for secure detention of juvenile offenders.

Article II - Definitions

Section 1. Definitions

Terms used in these Bylaws shall be defined as follows:

- (a) "Agreement" shall mean the Service Agreement entered into by the Member Jurisdictions and amended by them from time to time.
- (b) "Commission" shall mean the Middle Peninsula Juvenile Detention Commission.
- (c) "Fiscal Year" shall mean, unless otherwise noted, a one-year period beginning July 1, and ending the following June 30, and the fiscal year of the Commission shall be such year.
- (d) "Detention Center" means the Merrimac Center, as constructed and equipped by the Commission, located in the County of James City, together with any additions or improvements thereto.
- (e) "Member Jurisdictions" means the Counties of Charles City, Caroline, Essex, Gloucester, Hanover, James City, King and Queen, King William, Lancaster, Mathews, Middlesex, New Kent, Northumberland, Richmond, Westmoreland, and York, and the Cities of Poquoson and Williamsburg each a political subdivision of the Commonwealth of Virginia.
- (f) "Members" shall mean the individual representatives appointed to the Commission by each of the Member Jurisdictions. A Member Jurisdiction may appoint both a principal member and one named alternate member. The alternate may attend any meeting and, in the absence of the principal member, may vote.

Article III - Officers of the Commission

Section 1. Officers

The officers of the Commission shall consist of a Chair, a Vice Chair, and five additional members, who together with the Chair and Vice Chair shall comprise the Executive Committee, and a Secretary (who need not be a member of the Commission).

Section 2. Terms of Officers

All officers and members of the Executive Committee shall be elected at or before the organizational meeting of the Commission in July of each odd-numbered year to serve for a term of two (2) years, unless sooner removed by the Commission or their respective jurisdiction, or until their successors are elected. NO member of the

Commission shall hold the same office more than two (2) full terms consecutively. If a vacancy occurs in the office of Chair, the Vice Chair shall succeed for the unexpired term. Any vacancy occurring in any other office shall be filled for the unexpired term by the Commission at the next regular quarterly meeting following the occurrence of such vacancy, or at a special meeting called for that purpose. Any member who serves a partial term shall not be considered as servicing a full term. If the vacancy occurs in the office of the Secretary, an acting Secretary shall be appointed by the Chair pending such election.

Section 3. Election

The Commission shall, prior to the July meeting in each odd-numbered year, appoint a nominating committee to propose persons to be nominated as officers and as the members of the Executive Committee. Further nominations may be made by any member at the meeting at which the election is held. Election of officers shall be by a roll call vote.

Section 4. Chair

The Chair shall preside at all meetings of the Commission at which he or she is present, and shall vote as any other member. The Chair shall have all of the powers and duties customarily pertaining to the office of the Chair of the Commission; and shall perform such duties as may be assigned by the Commission.

Section 5. Vice Chair

The Vice Chair shall preside in the absence of the Chair, and in the event of the Chair's inability to perform any of the duties of his or her office, perform such duties and possess such powers as are conferred upon the Chair. If the Chair dies, resigns or is replaced by his or her Member Jurisdiction, the Vice Chair shall succeed to the Chair's unexpired term.

Section 6. Chair Pro Tempore

In the event both the chair and the vice chair are absent from any meeting, the remaining members of the Executive Committee or the Commission, as the case may be, shall elect a chair pro tempore to preside over the meeting.

Section 7. Secretary

The Secretary shall give to the members notice of all regular and special meetings of the Commission and Executive Committee and should attend all such meetings and keep minutes thereof, which shall be a public record, and copies of which shall be mailed with the notice of the next succeeding regular meeting of the Commission. In general, the Secretary shall perform all of the duties incident to the office of the Secretary and such other duties as may from time to time be assigned to the Secretary by the Chair, the Executive Committee or the Commission.

Article IV - Committees

Section 1. Executive Committee

The Executive Committee shall be comprised of the Chair, the Vice Chair, and five other members elected by the Commission. In the interim between quarterly meetings, the Executive Committee shall be authorized to act for and on behalf of the full Commission in all matters, with the following exceptions:

- A. Appointment or dismissal of the Director.
- B. Amendment of the Service Agreement.
- C. Creation of debt obligations or approval of new capital projects.
- D. Approval of an unbudgeted expenditure exceeding 3% of the Commission's annual budget.
- E. Setting the per diem charge for detainees to be paid by the Member Jurisdictions.

- F. Selection of the Fiscal Agent or General Counsel.
- G. Approval of any change order increasing an existing fixed-price contract by more than 25% or \$50,000, whichever is greater.
- H. Initiation of litigation.

The Executive Committee may, however, make recommendations to the Commission concerning any of the foregoing matters.

The Commission expressly delegates to the Executive Committee its powers and duties to hear appeals of employee grievances, including those involving suspensions or dismissals. In its sole discretion, however, the Executive Committee, in lieu of deciding such an appeal, may elect to refer it to the full Commission for final action.

Section 2. Other Committees

The Commission or the Executive Committee may establish such other committees, advisory, technical or otherwise, as it shall deem desirable for the transaction of its affairs. Unless the Commission directs otherwise, the Chair shall appoint members of such other committees.

Article V - Meetings

Section 1. Regular Meetings

Regular meetings of the full Commission shall be held quarterly in July, October, January and April. Regular meetings of the Executive Committee shall be held monthly, except that the Executive Committee may elect not to meet in a month when the full Commission is meeting, or if the Chair determines that no meeting is necessary.

Section 2. Special Meetings

Special meetings of the Commission may be called by the Chair or by any four members of the Commission upon forty-eight (48) hours' notice to all members, setting forth the time, place, and purpose of the special meeting. Special meetings of the Executive Committee may be called by the chair or any two members thereof, upon similar notice to all its members.

Section 3. Quorum

At least one-half of the membership of the Commission or the Executive Committee shall constitute a quorum.

Section 4. Voting

Each member of the Commission shall be entitled to one (1) vote on matters before the Commission. Unless otherwise provided by the Agreement, all actions of the Commission may be taken by a majority of all the members present and voting. No vote by any member of the Commission nor any action of the Commission shall be construed as an official or unofficial commitment of any Member Jurisdiction, except as provided in the Agreement.

Section 5. Public Nature of Meetings

Meetings of the Commission and the Executive Committee shall be conducted in compliance with the Virginia Freedom of Information Act.

Section 6. Voting by Proxy

Voting by proxy shall not be permitted.

Section 7. Parliamentary Procedure

In all matters of parliamentary procedure not specifically governed by these Bylaws, Robert's Rules of Order (simplified form for small parliamentary bodies) shall prevail.

Article VI - Administration

Section 1. Staff

The Commission shall employ a Director and a staff of qualified professional and other persons, pay to them such compensation as it shall deem necessary and advisable to carry out its duties and implement its projects, programs, and other functions.

Section 2. Director

The chief executive and administrative officer shall be the Director who shall have direct supervision of all the other employees of the Commission, and direct control, subject to the policies of the Commission and the Executive Committee, of the management of the Detention Center. The Director is authorized to hire, discipline and dismiss all other employees of the Commission subject to the appeal provisions of the Commonwealth's adopted grievance procedure. The Director shall be employed under a written contract establishing terms and conditions of employment. The Commission shall review the Director's performance at least annually.

Section 3. Duties of the Director

The Director shall have such powers and duties as state law may confer on the administrators of juvenile detention facilities as well as those established by the Commission.

Section 4. Execution of Instruments

The Director, upon authorization by the Commission or the Executive Committee, shall have power to sign any contract, agreement or other instrument to be executed by the Commission. Unless otherwise provided, the Director shall sign or countersign checks and vouchers in payment of obligations of the Commission.

Article VII - Finances

Section 1. Duties of the Fiscal Agent

The Commission shall contract with one the Member Jurisdictions for its chief financial officer to act as Fiscal Agent. The Fiscal Agent shall maintain the financial accounts of the Commission, shall receive and collect all funds due the Commission, and shall be responsible for the payment of all bills, warrants or requisitions, after payment thereof is authorized by the Director, the Executive Committee or the Commission, as the case may require. The Fiscal Agent shall be responsible for keeping a record of all monies paid out and received, and/or receipts or vouchers to cover each expenditure, and shall furnish reports thereof to the Executive Committee and the full Commission for review at their regular meetings. By agreement between the Member Jurisdiction and the Commission, the Fiscal Agent may perform payroll, purchasing and other functions for the Commission.

Section 2. Banking and Accounting

The funds of the Commission shall be deposited in such bank as the Fiscal Agent shall designate, and all payments (with the exception of those from petty cash) shall, so far as practicable, be made by checks. Separate accounts shall be maintained for detainees' funds held by the Center, and for Canteen funds, if required by State law.

Section 3. Expenditure Approval

The Director may sign warrants or vouchers for payment by the Fiscal Agent for budgeted items for which

funds remain available. The Executive Committee may authorize payment of unbudgeted expenses not to exceed 3% of the Commission's annual budget, provided unbudgeted surplus funds are available. Any expenditure in excess of 3% of budget, or which will require an increase in per diem charges, shall be approved by the Commission before payment.

Section 4. Audits

The Commission, at least once each year, shall arrange for an audit to be made by an independent certified public accountant of the accounts and funds of the Commission and any special project funds. As long as one of the Member Jurisdictions acts as the Commission's Fiscal Agent, the audit for the Commission may be performed as part of that Jurisdiction's annual audit.

Section 5. Bonds and Insurance

The Commission shall cause fidelity bonds to be issued covering each of its employees who receive or disburse its funds in amounts deemed by it to be adequate, and shall secure such casualty and liability insurance coverage as the Commission deems necessary.

Article VIII - General Counsel

Section 1. Duties of General Counsel

The Commission shall select and appoint an attorney or firm in private practice to serve as general counsel and legal advisor to the Commission, the Executive Committee, the Fiscal Agent, and the Director in all matters affecting the Detention Center. With concurrence of the Commission or the Executive Committee, the general counsel may represent the Commission in any civil proceedings as may be necessary and proper to protect the interests of the Commission. In those suits for which an insurer will provide a defense, counsel so provided may represent the Commission or its members or employees.

Article IX - Amendments

Section 1. Amendments

Any proposed amendment, repeal, alteration, in whole or in part, of these Bylaws shall be presented in writing at a regular meeting of the Commission. Such proposal may be considered and amended at such meeting, but shall not be acted upon by the Commission until a subsequent regular meeting or special meeting called for that purpose. At the subsequent meeting such proposal shall be subject to further consideration and amendment germane to the section or sections affected by such proposal, and shall thereafter be acted upon.

Section 2. Repeal of Prior Bylaws

Any and all bylaws previously adopted by the Commission are hereby repealed.

Certification

The foregoing bylaws were duly adopted at a meeting of the Middle Peninsula Juvenile Detention Commission on October 25, 2002.

Daniela Fujimoto
Commission Secretary