

THE PROFESSIONAL BAIL AGENTS OF THE UNITED STATES

BYLAWS

ARTICLE I

NAME AND LOCATION

Section 1. Name.

The name of the Association is Professional Bail Agents of the United States, hereafter referred to as the "Association" and commonly referred to as "PBUS".

Section 2. Location.

The principal office and location of the Association shall be at the office of the Executive Director or, in the absence of an Executive Director, at the address established by the Association's Board of Directors.

ARTICLE II

OBJECT AND PURPOSE

The object and purpose of this Association is to promote free enterprise bail and protect the interest and honor of the bail profession and to promote, upgrade, and perpetuate the bail bond profession through the following objectives:

1. Promoting legislation and rules which will advance the profession.
2. Combating legislation and rules which may harm the profession.
3. Promoting and maintaining professional and ethical standards for the profession.
4. Improving relations between the industry and the legal community - attorneys, judges, clerks and sheriffs - and the general public, both locally and nationally.

In the furtherance of its goals, the Association will convene seminars and meetings to provide its members with current training and educational material, methods and techniques, to provide a clearinghouse for testing and reviewing techniques and products related to the bail profession, and to bring together ideas and information through peer association.

ARTICLE III

MEMBERS

Section 1. Membership Types.

The Association recognizes the following types of membership, none of which are transferable and all of which are collectively identified hereafter as "Members":

- A. Voting Members: individuals who qualify under Section 2 of this Article and have paid their annual dues.

- B. Voting Life Members: individuals who qualify under Section 2 of this Article and pay the one-time dues of fifteen (15) times the annual dues in effect at the time the lifetime membership is obtained.
- C. Non-Voting Members: individuals who cannot vote, hold office, or serve on committees, but are entitled to all membership benefits and may attend meetings of the members. Dues are forty (40) percent of the annual Voting Member rate.
- D. Agency Membership: two individuals, each having one (1) vote, who are an employee or bail agent of the same bail agency, and up to four individuals (none of whom have a vote) who are an employee or bail agent of said bail agency. Dues are 2.25 times the annual Voting Member rate in effect at the time the agency membership is obtained.
- E. Insurance Company Member: one individual, identified by the company in writing as its representative, shall have one (1) vote. Said representative may not serve as an Officer or Director of the Association. Dues shall be at the rate determined by the Board of Directors, but not less than the Voting Member rate.
- F. National Certified Agency Member: two individuals, each having one (1) vote, who are an employee of bail agent of the same bail agency, and up to four individuals (none of whom have a vote) who are an employee or bail agent of said bail agency. Dues are 1.50 times the Voting Member rate in effect at the time the national certified agency membership is obtained. The agency must have a current Certification License Agreement in place at all times to maintain this class of membership.

Unless otherwise set forth herein, a Member's term of membership will be for one (1) year, beginning on the date that annual dues are accepted by the Association. Membership shall not be denied on the basis of gender, race, color, creed, or national origin. All Members shall adhere to these Bylaws and the Association's Code of Ethics.

Section 2. Eligibility to Vote.

No Member may vote, even if otherwise holding a membership that is above-described to bestow a right to vote, unless that Member is, at the time of the vote: within the United States and holds a license or the approval of the authorized Governmental agency within their respective jurisdictions to execute bail bonds for the public sector; and in "good standing" as defined below. Voting Membership shall be deemed automatically revoked if the Member has their license, permit or right to execute bail bonds revoked by any issuing authority.

Section 3. Good Standing.

To be a Member in good standing, annual membership dues must be current. Any Member in good standing may publicize such membership, including the use of the Association's logo, so long as said logo is not utilized in a manner that will reflect adversely upon the Association.

Section 4. Annual Dues.

Annual dues, as determined by the Board of Directors and ratified by the membership, shall be payable in advance each membership term. Members shall be billed at least sixty (60) days prior to the expiration of their membership term. Dues are past due if not paid in full on or before their membership expiration date. Members whose dues are past due shall be notified by the Association that their membership has expired.

For a period of sixty (60) days from the date when a membership has expired, a Member may pay their dues in full and be reinstated. However, they shall not be entitled to vote at the Annual Meeting unless their dues are paid in full and received by the Association's national office by the day proceeding the first day of that Annual Meeting. Until reinstated, the Member shall not be entitled to any benefit of membership.

Section 5. Revocation.

Membership in the Association may be revoked, without notice to the Member, by a two-thirds majority vote of the Board of Directors upon its receipt of document(s) that support its finding that reasonable cause exists or a breach of Association confidentiality has occurred.

ARTICLE IV GOVERNANCE

Section 1. Officers.

The Officers of the Association, and the principal duties of each Officer, shall be as follows:

- A. President. The President shall: be the Chief Executive Officer of the Association; preside at all Association business meetings and meetings of the Board of Directors; subject to the control of the Board of Directors, have general charge and supervision of the administration of the affairs and business of the Association; supervise the Executive Director; see that all orders and resolutions of the Board of Directors are carried into effect; execute all legal documents in the name of the Association when authorized to do so by the Board of Directors; and perform such additional duties as are assigned by the Board of Directors.
- B. Executive Vice-President. The Executive Vice-President shall: perform the duties of the President in the event of the President's absence or temporary disability; monitor national and state legislative activities that may affect the bail bond profession; and such additional duties as may be prescribed by the Board of Directors.
- C. Senior Vice-President. The Senior Vice-President shall promote the Association and assist the President.
- D. Vice-President. The Vice-President shall promote the Association and assist the President.
- E. Secretary. The Secretary shall: have charge of the records and correspondence of the Association, under the direction of the President; give notice of and attend all meetings of the Board of Directors and the Members; and perform such other duties as assigned by the President or the Board of Directors.
- F. Treasurer. The Treasurer shall perform all the duties that are incident to the Office of Treasurer, to include but not be limited to: keep an accounting of all monies, credits, and property of the Association that come into the Association; keep an accurate account of all monies discharged; work with the Executive Director, to ensure that said director is also keeping accurate accounts and other books, showing at all times the amount of the funds and other property belonging to the Association; make all accounts, books and records open at all times to the inspection by any member of the Board of Directors; make such transfers and alterations in the securities of the Association as ordered by the Board of Directors; submit a detailed written line-item financial report of the accounts and financial condition of the Association at least twice a year and at such other times as directed by the Board of Directors; obtain an outside accountant's review of all accounts payable and accounts receivable and therewith provide a detailed report of all Association bank accounts, for approval by the Board of Directors; and perform such additional duties as prescribed from time to time by the Board of Directors. The Treasurer and/or Executive Director shall, under the direction of the Board of Directors, disburse all monies and sign or countersign all checks and other instruments drawn on or payable out of the funds of the Association. Checks may be countersigned by the President, Executive Vice-President, Senior Vice-President, or such other member of the Board of Directors as it shall designate in writing.

No Member shall hold more than one Office at a time.

Section 2. Vacancies in Office.

Vacancies, other than the office of President, may be filled by appointment of the President and ratified by the Board of Directors, until the next election. A vacancy in the office of President shall be filled by a majority vote of the Board of Directors, until the next election.

Section 3. Executive Committee.

The Officers shall serve as the Executive Committee of the Association, which shall: purchase and maintain Dishonesty Bonds covering all individuals who are signatories on all accounts, for the benefit of the Association; and meet and make recommendations to the Board of Directors.

Section 4. Association Regions.

The Association is divided into geographical regions. The size and number of regions are a state, portion of a state, or contiguous state as determined by the Board of Directors. Each region may elect a Regional Director, who must be a resident that region and a Voting Member in good standing.

Section 5. Board of Directors.

The Board of Directors ("Board") shall be comprised of: the Officers of the Association; the immediate Past President and their immediate predecessor; the Chairman of the Council of Presidents; the Regional Directors; and three Directors at Large. Members of the Board, each of which is hereafter referred to as "Director," shall serve without compensation but may be reimbursed for approved Association related expenses.

Section 6. Qualification of Directors.

Directors must be over the age of 18, have accepted their nomination to serve on the Board, be a Voting Member in good standing when nominated at the time of their election. No Member shall be eligible to be an Officer or Director until they have been a Voting Member for two years. Salaried employees of the Association may not serve on the Board.

Section 7. Director Emeritus.

At any Board meeting, it may elect, by two-thirds majority vote of the Directors present, one or more persons to hold the position of Director Emeritus, who shall serve a one year term commencing on the date of election and may serve successive terms. A Director Emeritus must be a Member of the Association and a former member of the Board. A Director Emeritus may: speak to any matter addressed at a meeting of the Board, subject to the will of the majority of the Directors in attendance; and be appointed to serve on Board committees. A Director Emeritus is not entitled to vote at Board meetings.

Section 8. Powers and Duties.

The direction, management, and general supervision of the affairs of the Association and control and disposition of its properties and funds are vested in the Board. The Board shall perform the duties prescribed by these Bylaws and by the Parliamentary Authority adopted by the Association, below.

The Board shall fix the place of the meetings of the Members. None of the Board's acts shall conflict with action taken by the Association pursuant to a vote of its Members.

Unless otherwise determined by a vote of the Board, regular meetings of the Board are called by the President. Special meetings of the Board may be called by the President or upon written request of three Directors. A quorum, as set forth in these Bylaws, must be present to conduct a special meeting.

Section 9. Election.

All Voting Members in attendance and in good standing shall elect the Officers and Directors at the Annual Meeting. The election of Directors shall follow the election of Officers. Officers and Directors shall be elected by majority vote, determined by written ballots provided and counted by the Nominating Committee, unless there is one (1) candidate for an office and in that event the election may occur by voice vote. No proxies shall be allowed.

No Member shall be eligible to be an Officer or Director unless they have been a Voting Member at least two years out of the past four years.

Section 10. Nominating Committee.

The Nominating Committee shall be comprised of a Chair appointed by the President, the immediate Past President, and all other Past Presidents of the Association who chose to serve. The Nominating Committee shall: solicit Members to seek election, when needed; prepare ballots; receive nominations from the floor; and determine the eligibility of any prospective candidate.

Section 11. Term of Office.

Officers and Directors shall hold office for a period of two years, beginning at the close of the Annual Meeting at which they are elected and ending at the close of the Annual Meeting where their successor is elected, unless removed from office pursuant to these Bylaws on an earlier date.

Section 12. Training.

Each elected or appointed Officer and Director shall attend a mandatory orientation meeting on the subject of serving as an officer or director, when first made available after their election or appointment. The time, place, manner of instruction and content of such meeting shall be established by the Education Committee.

Credit for ratified attendance shall qualify the member for Continuing Education credit for CBA or MCBA.

Section 13. Leave of Absence.

Leave of absence for sufficient reason may be requested by a Director and approved by the President.

Section 14. Resignation.

Resignation by a Director shall be in writing and acted upon at the next meeting of the Board or by acceptance of the President.

Section 15. Removal.

Unexcused absences from two Board meetings, per term of office, including special and emergency meetings, shall constitute a resignation from the Board and if the Director is also an Officer, a resignation from their office. The Secretary shall notify the absent Director of the removal.

Section 16. Vacancy.

A vacancy will occur upon the death, resignation, or removal of any Director, or upon a disability that renders the Director permanently incapable of participating in the management and affairs of the Association as determined by a

vote of the Board. The President may appoint a temporary Director to fill the vacancy until the next regular meeting of the Board, at which the Board may ratify the appointment or elect another individual to serve as Director until the next annual meeting of the Association.

Section 17. Conduct.

No Officer or Director shall use their office to promote their personal business interests. The Board, Directors and Officers shall not act in conflict with the Object and Purpose of the Association, as set forth above.

ARTICLE V

MEETINGS

Section 1. Meetings of the Members.

A. The Annual Meeting of the Association shall be held in the first calendar quarter of each year. The purpose of the Annual Meeting is to transact Association business and elect Officers and Directors as required by these Bylaws. It shall be the duty of the Secretary to give at least thirty (30) days notice of such meeting to each Member, in writing, by United States mail and by publication in the Association's newsletter, website or magazine.

B. At the discretion of the Board, the Association may hold a semi-annual meeting of the Members, to transact such business of the Association as is set forth in any agenda approved by the Board and issued by the Secretary prior to the semi-annual meeting.

Section 2. Board Meetings.

A. The Board shall meet: on the first day, or the day prior to the first day, of the Annual and any semi-annual Meetings of the Members; and when called by the President or called by a majority of the Directors. Except as set forth below, no Board meeting shall be held without thirty (30) days written notice to all Directors. The Secretary, or Secretary's designee, shall prepare the meeting agenda and distributed the agenda to each Director by first-class mail, confirmed fax, or confirmed email at least one week prior to the meeting.

B. Emergency meetings of the Board shall be held when called by the President or by a majority vote of the Directors. Written notice thereof shall be given at least seventy-two (72) hours in advance by confirmed fax or confirmed email to each Director.

C. Meetings, except those held in conjunction with the Annual and any semi-annual Meetings, may be held via telephone conferencing, and in that event votes shall be confirmed by electronic facsimile signed by the Directors and received by the Secretary within four hours of the telephone conference.

Section 3. Quorum.

A. A majority of the voting members of the Board shall constitute a quorum for the transaction of business at its meetings. 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, unless a greater percentage is established by these Bylaws.

B. There shall be no quorum requirements for meetings of the Members. The act of the majority of the Members present at a meeting shall be the act of the Members, unless a greater percentage is established by these Bylaws.

Section 4. Meeting Procedures.

The President shall call all meetings to order and act as the chair. In the absence of the Secretary, the President may appoint any Director to act as secretary of that meeting. Copies of the minutes shall be sent to all Directors within thirty (30) days following any meeting.

Section 5. Agenda.

"New business" may be placed on the written agenda for any meeting by any Director or Voting Member in good standing by notifying the Secretary, in writing, no later than thirty (30) days preceding the meeting.

Section 6. Order of Business.

A. The order of business at each Annual Meeting shall follow as closely as possible the following format:

- (1) Call to order, immediately followed by items 2 through 14,
- (2) Invocation and Pledge of Allegiance,
- (3) Reading of the notice of the meeting,
- (4) Reading of the minutes of the preceding meeting and action thereon,
- (5) Report of the President,
- (6) Reports of other Officers,
- (7) Committee reports,
- (8) Election of the Officers (when applicable),
- (9) Election of all other Directors (when applicable),
- (10) Miscellaneous business placed on the agenda by any Director or the Executive Director,
- (11) Unfinished business,
- (12) New business,
- (13) Announcements, and
- (14) Adjournment.

All other presentations shall follow item twelve (12) of the meeting agenda.

B. Emergency Agenda Matters.

The Board may declare any item of business required to be set forth in writing on the agenda of an Annual or semi-annual Meeting, or any item coming before the Board at its meetings an Emergency Matter, and thereby waive the requirement that such matter be included on the agenda or in the notice of any meeting, by two-thirds vote of the Directors present as long as a quorum of Directors is present.

Section 7. Attendance.

Members shall be admitted to all meetings and conferences with paid registration except executive sessions. Non-members may be admitted to meetings and conferences with paid registration unless disapproved by a majority of

the Members present. Only meetings involving the personal affairs of any individual or involving issues deemed confidential by a majority vote of the Directors present may be held in executive session.

ARTICLE VI

WAIVER OF NOTICE

Whenever any notice is required to be given to any Director, they may waive, which waiver shall be effective only when provided in writing signed by the Director, whether before or after the time stated in the notice.

ARTICLE VII

CODE OF ETHICS

The Board shall adopt a Code of Ethics, which shall be binding on all Members. Notice of the intent to change the Code of Ethics shall be mailed to all Members, or published in the Association's magazine, website or newsletter, at least thirty (30) days prior to a regular meeting of the Board at which the change may be adopted by the Board.

ARTICLE VIII

EXECUTIVE DIRECTOR

Section 1. Employment.

The Executive Director is employed upon recommendation by the President, subject to approval of the Board .

Section 2. Supervision.

The Executive Director shall report to the President and to the Board.

Section 3. Removal.

The Executive Director's employment shall not be terminated, their funds impounded, or their office abolished or moved except as provided in their employment contract and upon two-thirds vote of the Board.

Section 4. Duties and Authority.

The duties and authority of the Executive Director, in addition to the direction provided by the Board and those set forth in any written employment contract, shall include:

- (a) the exercise general supervision, direction, and control of the day-to-day business activities and affairs of the Association, including collection of fees, dues, and other debts due to the Association;
- (b) service as an *ex-officio* member of all Standing Committees;
- (c) to draw and have countersigned checks, if required by the Board, for all monies paid by the Association;

(d) to handle official correspondence, and preserve all books, records, documents, and communications;

(e) to represent the Association, by personal contact and correspondence, as authorized specifically or generally by the Board.

Section 5. Selection, Compensation, and Termination of Executive Director.

The Board shall recruit, select, hire, determine the tenure and compensation, and have the authority to terminate the employment of the Executive Director.

ARTICLE IX

COMMITTEES

Section 1. Standing Committees.

The following shall comprise the Standing Committees of the Board

- A. Education, Programs and Conventions
- B. Legislation
- C. Finance
- D. Magazine/Newsletter
- E. Legal, Parliamentary, and Bylaws. This Standing Committee shall review these Bylaws semi-annually.
- F. Ethics and Grievance

Each Standing Committee shall have a minimum of three (3) members, one (1) of which must be a Director. The President will appoint the members of each Standing Committee, subject to ratification by the Board, and appoint the Chair of each committee. Each Standing Committee shall report their activities to the Board when requested by the Board. Standing Committee members shall serve a one (1) year term, commencing on the date of their appointment, or until the committee is dissolved by the Board. The President shall be an *ex officio* member of all Standing Committees.

Section 3. Special Committees.

The President shall appoint special committees, and their respective members and chair, as are deemed necessary by the President to address a specific task or topic. Special committee appointments shall continue until the duty assigned to it is accomplished and reported to the President, unless discharged sooner by the Board.

ARTICLE X

GRIEVANCE PROCEDURES

Membership, or any privilege attendant thereto, may be suspended or terminated for violations of these Bylaws and/or the Association's Code of Ethics, if a suspension or termination is determined in good faith and pursuant to the following procedure:

A. A grievance is made in writing, specifying the alleged violation(s), is submitted by a member of the Association to any Officer or Director, who shall then give the grievance to the Chair of the Ethics and Grievance Committee.

B. The Chair shall notify the grieved member, in writing: of the three persons who are then serving as the members of the Ethics and Grievance Committee; and of the opportunity to choose three additional persons from a list of current Officers, Regional Directors, and the Chairman of the Council of Presidents, and to communicate these selections to the Chair within fourteen (14) days. The grieved member's selections, the three persons who are then serving as the members of the Ethics and Grievance Committee, and a seventh person appointed as hereafter provided, shall be the Grievance Panel. The seventh person shall be the President, or, if the President is serving as a result of the grieved member's choice, then the such other Officer proceeding down the rank established by Article IV, Section 1, as necessary to avoid duplication of the existing Panel. The seventh person will vote only if it is necessary to break a tie.

C. The Chair of the Ethics and Grievance Committee shall act as Chair of the Grievance Panel and shall set the hearing date forthwith and notify all persons required to attend in writing.

D. Both the member submitting the grievance and the member grieved must be present for the hearing and the decision. If either party is not able to attend, the hearing may be rescheduled at the discretion of the Chair. If the member submitting the grievance fails or refuses to attend, the grievance shall be deemed withdrawn.

E. If the grievance is submitted by or against an Officer or Director who would otherwise serve on the Grievance Panel, they shall recuse themselves from the Panel and their replacement shall be determined by a vote of those Officers who are not yet on the Panel and not recused.

F. In cases where immediate action is needed regarding conduct alleged to be unlawful, unethical, damaging, or dangerous to the Association, the Board, may, in an Emergency Meeting, take action which shall be deemed and interim determination of the Grievance Panel, subject to continuation or revocation by the Panel at hearing.

G. The Grievance Panel shall notify the grieved member of the determination of the Panel within fourteen (14) days of the conclusion of the hearing. A determination to suspend or terminate membership may be appealed to the Board, in writing within thirty days (30), which appeal shall be determined by the Board, and communicated to the appellant, in writing, within sixty (60) days.

H. Any determination to suspend or terminate membership shall be communicated by the Chair to the Executive Director, Association employees or volunteers, where the determination will prevent the grieved member from voting, attending Association events, or exercising any other privilege of membership.

ARTICLE XI

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern all meetings of the Association, its Board, and its Executive Committee, to the extent that such Rules are not inconsistent with these Bylaws and any special rules of order duly adopted by the Association.

ARTICLE XII

AMENDMENT TO BYLAWS

These Bylaws may be amended by the Board, at any meeting of the Board, by the affirmative vote of two-thirds majority, provided that the amendment shall not take effect until ratified by a simple majority vote of the Voting Members present at any Annual or semi-annual Meeting. A vote to ratify an amendment may be taken only if notice of the language of the proposed amendment is given to each Voting Member at least thirty (30) days prior to the meeting by: first class mail; or by summary included in the meeting notice, which provides direction to the Association magazine, website or newsletter where the language of the proposed amendment has been published.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Association begins on the first day of January in each calendar year and ends on the 31st day of December of the same calendar year.

ARTICLE XIV

BOARD AND OFFICER LIABILITY

The Board, each of its Directors, and the Officers of the Association shall not be liable to either the Association or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) an Officer's or Director's duty of loyalty to the Association or its members; (2) acts or omissions not in good faith or which involves intentional misconduct(s) or a knowing violation of the law; (3) a transaction from the Officer or Director derived an improper personal benefit.

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