

BYLAWS OF ILLINOIS CORRECTIONAL ASSOCIATION  
A NOT FOR PROFIT CORPORATION

ARTICLE ONE

GOVERNING LAWS

Introductory Definition of Bylaws

1.01. These Bylaws constitute the code of rules adopted by Illinois Correctional Association for the regulation and management of its affairs.

Purposes and Powers

1.02. This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by the General Not for Profit Corporation Act of the State of Illinois, or any successor legislation, including the following:

- A. To provide organizational and program representation of the chapters and agencies, public and private, in the correctional field, and individuals engaged in correctional work and closely related fields, either as employed personnel or on a volunteer basis, including ex-offenders.
- B. To encourage and implement the enrollment, as affiliates of the Chapter, of correctional organizations composed of individuals and groups with special skills, knowledge, and interests that are consistent with the principles and objectives of the Chapter.
- C. To extend the scope of the interests and activities of the Chapter to include, in proper proportion, efforts directed to correctional institutions and facilities for juveniles, youths, and adults, and such non-institutional services as prevention, pre-adjudicatory programs, probation, parole, and other community-based approaches for all age groups.
- D. To promote the coordination of correctional organizations, agencies, programs, and services to reduce fragmentation and duplication of effort and increase the efficiency of correctional services on a national basis.
- E. To maintain and develop a close working relationship in Illinois with national, regional, state, and local chapters and agencies in the correctional, criminal justice, civic, and related fields, for mutual assistance and the exchange of ideas and information, and to extend and strengthen cooperative working relationships with similar associations and agencies on the international level.

- F. To define and evaluate the causal and contributory factors in delinquency and crime, and to re-evaluate them from time to time in the light of social, economic, and cultural changes in society.
- G. To stimulate and assist programs and activities, public and private, directed to the prevention of juvenile delinquency and youth and adult crime on the community, state, regional, and national levels.
- H. To promote the improvement of laws governing the criminal justice and correctional process for adult offenders, and laws relating to juvenile and youthful offenders.
- I. To support legislative provisions and administrative procedures to safeguard the constitutional and other rights of personnel and offenders in the criminal and juvenile justice and correctional process.
- J. To foster a code of correctional ethics applicable to individuals and public and private departments, agencies, institutions, programs, and services throughout the correctional field.
- K. To devise, implement, and promote a program of accreditation of correctional departments, institutions, programs, and services.
- L. To develop and promote effective standards for the care, custody, training, and treatment of offenders in all age groups and all areas of the correctional field: detention facilities and services; institutions and other facilities for juvenile and adult offenders; probation, parole, and other community based programs and services.
- M. To publicize and interpret correctional standards to the public in order to obtain the understanding, support, and participation of citizens.
- N. To interpret to legislative and executive branches of government and the public the paramount importance of fully qualified personnel in every area of the correctional field in order to achieve high standards of recruitment and appointment of personnel and employee development, effective recruitment, and other essentials for the maintenance of high personnel standards.
- O. To stimulate the establishment by universities and other educational institutions of on campus and extension courses preparing individuals for work in the correctional field, and for employed personnel.
- P. To create, in cooperation with appropriate public and private agencies, a professional registry to assist in correctional personnel recruitment and placement.
- Q. To maintain, encourage, and stimulate programs of research in the areas of delinquency and criminal justice, corrections and related fields, and to make findings available to the membership of the association and its affiliates, to the press and other communication media, educational institutions students, governmental agencies, and the general

public.

- R. To conduct studies, surveys, and program evaluations in the correctional field, and provide technical assistance to correctional organizations, departments, institutions, and services.
- S. To conduct or sponsor correctional conferences, congresses, institutes, forums, seminars, and other meetings on the national, regional, state, and local levels in cooperation with other organizations.
- T. To publish and distribute journals and other professional materials dealing with all types of correctional services.
- U. To utilize every method to strengthen and increase recognition of corrections as a profession and contribute to the professionalization of correctional personnel.
- V. To sponsor, develop and conduct such other programs, services and activities as in the passage of time are deemed to be within the scope of the Corporation's responsibilities and capabilities.

## ARTICLE TWO

### OFFICES AND AGENCY

#### Principal and Branch Offices

2.01. The principal office of this Corporation in Illinois will be located at such place as the Board of Directors from time to time may designate by resolution. In addition, the Corporation may maintain other offices either within or without the State of Illinois as its business requires.

#### Location of Registered Office

2.02. The registered office of this Corporation may, but need not be the same as its principal office. The address of the registered office will be identical with the office of the Registered Agent of this Corporation. Such office will be continuously maintained within the State of Illinois for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and submission of the appropriate statement to the Secretary of State's office.

### Selection of Registered Agent

2.03 The Registered Agent of this Corporation may be either an individual, resident in the State of Illinois, or a domestic or foreign corporation, authorized to act as such agent. Such an agent will be continuously maintained by this Corporation in the State of Illinois. A new Registered Agent may be appointed if the office of such agent becomes vacant for any reason, or such agent becomes disqualified or incapacitated to act, or if the Corporation through the Board of Directors revokes the appointment of such agent by duly adopted resolution. The new appointment will be made by duly adopted resolution of the Board of Directors and submission of the appropriate statement to the Secretary of State's office. Such registered Agent will be recognized as an agent of this Corporation on whom any process, notice, or demand required or permitted by law to be served on a corporation may be served.

### Resignation of Registered Agent

2.04. The Corporation will not recognize the resignation of any Registered Agent appointed by it unless it receives a copy of such agent's resignation as sent to the Secretary of State, such copy to be sent to the Corporation by registered or certified mail, addressed to the principal office of the Corporation as it is known to such agent, and directed to the attention of the Secretary, such copy to be sent within five (5) days after the date of filing of the statement with the Secretary of State; and such statement of resignation will be acceptable only if it discloses the effective date of resignation to be not less than sixty (60) days nor more than ninety (90) days after the date of such filing.

## ARTICLE THREE

### MEMBERSHIP

#### Definition of Membership

3.01. The Members of this Corporation are those persons having membership rights in accordance with the provisions of the Articles of Incorporation and these Bylaws.

#### Types of Members

3.02. This Corporation will have four types of Members as follows:

- A. Professional Members: Professional members shall be those persons, including clerical and support staff, who are currently employed in, or retired from, the criminal justice field and juvenile justice field on a federal, state, or local level. Professional members shall also include those educators, students, and citizens who are actively interested in criminal justice and the correctional system in Illinois.

- B. Associate Members: Associate members are those persons who are interested in and supportive of the objectives of the Association
- C. Organizational Members: Organizational Members shall be public and private agencies, departments, institutions, universities, religious bodies, and professional correctional associations.
- D. Supporting/Patron Members: Supporting/Patron members are those persons in commercial and business enterprises (individual and corporate) with interest in the correctional field.

Each Member shall be assigned a type by the Secretary of this Corporation.

#### Qualifications of Members

3.03. The qualifications of the Members of this Corporation are as follows:

- (1) An adult Illinois resident or person attending post-secondary school in Illinois who is at least sixteen (16) years of age who meets the criteria of one or more of the types of Members specified in 3.02.
- (2) Is a member in good standing in The American Correctional Association.

#### Members' Dues

3.04. The Membership Dues for each of the four types of Members are:

A. PROFESSIONAL MEMBER

Joint dues for professional Members shall be as determined by the American Correctional Association and the Illinois Correctional Association Board of Directors.

B. ASSOCIATE MEMBER

Joint dues for Associate Members shall be as determined by the American Correctional Association and the Illinois Correctional Association Board of Directors.

C. ORGANIZATIONAL MEMBER

Dues shall be as determined by this Corporation's Board of Directors. This fee shall not provide dual membership or privileges in the American Correctional Association.

D. SUPPORTING/PATRON MEMBER

Dues shall be as determined by this Corporation's Board of Directors. This fee shall not provide dual membership or privileges in the American Correctional Association.

E. A member is in good standing when dues are paid.

Place of Members' Meetings

3.05. Meetings of Members will be held in the State of Illinois as determined by the Board of Directors from time to time.

Annual Members' Meetings

3.06. The annual meeting of the Members will be held at the annual conference, or each year or as otherwise determined by the Board of Directors.

Special Members' Meetings

3.07. Special meetings of the Members may be called by any of the following:

- (1) The Board of Directors.
- (2) The President.

A number or proportion of Members having fifteen percent of the votes entitled to be cast at such meeting.

Notice of Members' Meetings

3.08. Written, printed, email or facsimile notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes of which the meeting is called, must be delivered not less than five (5) nor more than forty (40) days before the date of the members' meeting, either personally or by certified mail or by email, by or at the direction of the Board of Directors, President, or Members calling the meeting, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Corporation, with postage prepaid. If emailed, the notice will be deemed to be delivered when sent to the Member at the email address as it appears on the records of the Corporation. If faxed, the notice shall be deemed to be delivered when sent to the Member at the fax number as it appears on the records of the Corporation.

### Voting Rights of Members

3.09. Each Member, regardless of type of membership, will be entitled to one vote on each matter submitted to a vote of Members and in all elections for directors every Member entitled to vote shall have the right to cumulate his or her vote and to give one candidate nominated by the Nominating committee a number of votes equal to his or her vote multiplied by the number of directors to be elected, or to distribute such votes on the same principle among as many candidates nominated by the Nominating Committee as he or she shall think fit.

### Fixing of Record Date

3.10. For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the board of directors of the Corporation may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than 30 days and, for a meeting of members, not less than 5 days, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than 20 days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When the determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

### Members' Proxy Voting

3.11. A Member may vote either in person or by proxy executed in writing by the Member or by his duly authorized attorney in fact. No proxy will be recognized as valid after eleven (11) months from the date of its execution unless expressly provided otherwise in the proxy.

### Elections by Mail and Electronic Device

3.12. In the election of Directors or other matters of this Corporation, voting may be conducted by mail and electronic device, including fax machine and email, according to any procedure instituted and adopted by resolution of the Board of Directors.

### Quorum of Members

3.13. The number or percentage of members entitled to vote or votes represented in person or by proxy which constitutes a quorum at a meeting of Members or a mailed or emailed election will be five percent (5%). The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting or responding by mail, email or facsimile at which a quorum is present or responds is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by the Illinois General Not for Profit

Corporation Act, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

#### Transferability of Membership

3.14. Membership in this Corporation is nontransferable and non-assignable.

#### Termination of Membership

3.15. Membership will terminate in this Corporation on any of the following events:

- (1) Receipt by the Board of Directors of the written resignation of a Member, executed by such Member or his duly authorized attorney in fact.
- (2) On the death of an individual Member.
- (3) The dissolution of a Member that is an entity.
- (4) On the failure of a Member to pay his annual dues to either the American Correctional Association or this Corporation on or before their due date.
- (5) Upon the determination of the Board of Directors of this Corporation that a Member's behavior conflicts with these Bylaws, any rule imposed by the Board of Directors of this Corporation or the American Correctional Association's Code of Ethics.
- (6) For cause, after appropriate hearing held by the Board of Directors.

### ARTICLE FOUR

#### DIRECTORS

##### Definition of Board of Directors

4.01. The Board of Directors is that group of persons vested with the management of the affairs of this Corporation.

##### Structure of Board

4.02. The qualifications for becoming and remaining a Director of this Corporation are as follows:



- (1) Directors must be residents of the State of Illinois.
- (2) Directors must be Professional Members in good standing of this Corporation.
- (3) Directors must be Members in good standing of the American Correctional Association.
- (4) The Directors must be practitioners of at least one of the following disciplines of the criminal justice field:
  1. Prevention and Community-Based Services
  2. Adult Local Detention
  3. Juvenile Local Detention
  4. Juvenile Probation
  5. Juvenile Aftercare
  6. Adult Probation
  7. Adult Parole
  8. Juvenile Institutions
  9. Adult Institutions
  10. Administrative and Support
  11. Internal Education/Teaching within the criminal justice system
  12. External Education/Higher Education in the criminal justice system
  13. Ex-offender
  14. ("At-Large") Persons not engaged in the criminal corrections industry.

#### Number of Directors

4.03. The number of Directors of this Corporation will not be fewer than three (3) and not more than eight (8) at any time.

#### Terms of Directors

4.04. The Directors constituting the first Board of Directors as named in the Articles of Incorporation will hold office until the first election of Directors to be held no later than the calendar year 2014. Thereafter, Directors will be elected for a term of two years. Each Director will hold office for the term for which elected and until a successor has been elected and qualified.

#### Vacancies on the Board

4.05. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointed by the Board of Directors or election by the Members at a special meeting to be called by the Board of Directors or the President. The new Director appointed or elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

#### Place of Directors' Meetings

4.06. Meetings of the Board of Directors, regular or special, will be held at a place to be designated by the Board of Directors with unanimous consent.

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#### Regular Directors' Meetings

4.07. The Board of Directors shall hold quarterly meetings, one of which shall be held at the state-wide Annual Conference of this Corporation (the "Annual Conference"). Other than the quarterly meeting held at the Annual Conference, the quarterly meetings may be held at the time and location agreed upon by unanimous consent of the Directors. Additional meetings may be held as determined by unanimous consent of Board members.

#### Notice of Special Directors' Meetings

4.08. Written or printed or emailed notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than two (2) days nor more than fifteen (15) days before the date of the meeting, either personally or by mail or by email, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail by certified mail addressed to the Director at his address as it appears on the records of this Corporation, with postage prepaid. If emailed, the notice will be deemed to be delivered when sent to the Director at the email address as it appears on the records of the Corporation. Such notice shall state the business to be transacted at, or the purpose of, such meeting.

#### Call of Special Board Meetings

4.09. A special meeting of the Board of Directors may be called by any of:

- (1) The President.
- (2) The Secretary.

(3) Such number of Directors as constitutes a quorum of the Board of Directors.

Waiver of Notice

4.10. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such 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.

Quorum of Directors

4.11. A majority of the whole Board of Directors will constitute a quorum; provided, that in no event will a quorum consist of less than three Directors. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the General Not for Profit Corporation Act, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

Use of Conference Telephone and Similar Equipment

4.12. Any Director may participate in a meeting by means of telephonic conference call, digital, or similar communications equipment provided that all directors participating in the meeting can communicate with each other synchronously. Participation in a meeting pursuant to this Section shall constitute presence at the meeting.

Roberts Rule of Order

4.13. The Board of Directors shall conduct its meetings in accordance with Roberts Rules of Order most recently revised.

ARTICLE FIVE

OFFICERS

Roster of Officers

5.01. The Officers of this Corporation will consist of the following personnel:

- (1) A President.
- (2) A Vice President.

- (3) A Secretary
- (4) A Treasurer.

#### Selection of Officers

5.02. Each of the Officers of this Corporation will be elected and appointed bi-annually by the Board of Directors. Each Officer will remain in office until a successor to such office has been selected and qualified. Such election will take place at the regular quarterly meeting of the Board of Directors taking place at the Annual Conference.

#### Multiple Officeholders

5.03. In any election of Officers, the Board of Directors may elect and appoint a single person to any two or more offices simultaneously, except that the offices of President and Secretary must be held by separate individuals.

#### Board Membership Ex Officio

5.04. The following officeholders will be ex officio members of the Board of Directors:

- (1) The Immediate Past-President.
- (2) The President Elect.

#### President

5.05. The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or Directorial Committees supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at the Annual Conference and at all meetings of the Board of Directors, shall appoint the Chairperson of each Standing committee and have final appointment of all committee members, shall be ex-officio member of all committees except the Nominating Committee, shall serve as the Chairperson of the Board of Directors, shall represent the Board of Directors between its meetings, shall appoint an Awards Committee to select honorees at the Annual Conference, and shall report to the Board of Directors all important interim actions.

### Vice President

5.06. The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors. The Vice-President shall be or may appoint the chairperson of the Program Committee, coordinate the statewide Annual Conference, and be available to consult with and be of assistance to other committee Chairpersons.

### Secretary

5.08 The Secretary shall be responsible for answering all correspondence on behalf of the President and the Board of Directors; shall maintain a current mailing list of all Members; shall maintain a current mailing list of all task force, standing, and ad hoc committee chairpersons and their respective committee members; and shall preserve, in a permanent file, all records and letters of value to the Corporation and its officers. The Secretary shall also keep minutes of all meetings of Members and of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these Bylaws, and, generally, will perform all duties incident to the office of Recording Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

### Treasurer

5.09. The Treasurer shall be the Financial Officer of the Corporation, shall be responsible for the custody and the disbursement of the Corporation funds and other assets, shall be custodian of the financial records of the Corporation, and shall have charge of the investment of the Corporation's funds subject to the approval of the Board of Directors. If required by a resolution of the Board of Directors, the Treasurer shall give such bond for the faithful discharge of his/her duties as the Board of Directors may require, at the expense of the Corporation, and shall perform such duties as may from time-to-time be assigned to him/her by the Board of Directors. He/she shall keep an itemized record, in a permanent file, of all receipts and expenditures, prepare and present a financial report quarterly to the Board of Directors, and shall turn over to his/her successor, within thirty days of vacating office, all books, records and papers. The Treasurer's term of office shall begin on January 1st following the year in which he/she is elected.

## Removal of Officers

5.10. Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers whenever in their judgment the best interests of the Corporation will be served. However, such removal will be without prejudice to any contract rights, if any, of the Officer so removed.

## ARTICLE SIX

### INFORMAL ACTION

#### Waiver of Notice

6.01. Whenever any notice whatever is required to be given under the provisions of the Illinois General Not for Profit Corporation Act, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.

6.02. Any action required by law or under the Articles of Incorporation of this Corporation or these Bylaws, or any action which otherwise may be taken at a meeting the Board of Directors may be taken by the Directors without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent. Such consent will have the same force and effect as a unanimous vote.

6.03. Any action required by law or under the Articles of Incorporation of this Corporation or these Bylaws, or any action which otherwise may be taken at a meeting the Members may be taken by the Members without a meeting if a consent is signed by a majority of those responding affirmatively to a proposed Action. Such consent will have the same force and effect as a majority vote.

## ARTICLE SEVEN

### COMMITTEES

7.01. The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Committees and delegate to such Committees specific and prescribed functions. However, the creation of any Committee will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on the Board of Directors or any individual Director by law.

### Formation of Standing Committee

7.02. The President of the Corporation shall appoint the Chairperson of each Standing committee and shall have final approval of all committee members. In making appointments to the Standing committees, the President shall give consideration to:

- A. Representation of a variety of criminal justice work
- B. Geographical distribution
- C. Special competence
- D. A Member in good standing

### Other Committees and Task Forces

7.03. The President shall appoint from time-to-time such other committees or task forces as may be desirable in forwarding the purposes of the Corporation. Such committees or task forces shall exercise such powers and perform such duties as may be prescribed by the President. Members of such committees or task forces need not be members of the Board of Directors, but shall be members of the Illinois Correctional Association. The Board of Directors shall review annually the composition and duties of such committees or task forces. All committees and task forces shall keep accurate records of their work and turn them over to the successor chair person or to the President if the committee/task force is abolished.

### Terms of Office

7.04. The term of office for each committee or task force member shall be one year. Members may be reappointed.

### Committee Reports

7.05. All committees and task forces shall file written reports to the Board of Directors at least annually and shall present oral reports when requested.

### Standing Functionary Committees

7.06. The Corporation will have the following Standing Functionary Committees, each of which will be chaired by a Director or Officer designated by the Board of Directors, and may consist of any other Members or personnel of the Corporation appointed by the President:

- A. Legislative Committee: It shall be the duty of the Legislative Committee to stimulate interest and activity in state and national legislation pertaining to local and state juvenile and criminal justice concerns; to maintain close ties with the American Correctional Association relating to legislative concerns; to review state and national legislation related to the fields of juvenile and criminal justice; and, to take whatever action is appropriate in support of the Association's purposes and the American Correctional Association's Principles and Policies, subject to the approval of the President.

- B. Publications/Public Relations Committee: It shall be the duty of the Publication Committee to develop and publish an Association newsletter or equivalent for the membership; to develop and publish public education materials for the members for use in speaking engagements; to gather and maintain criminal justice information on exemplary programs in and outside of Illinois; and, to disseminate such information upon request.
- C. Standards and Accreditation Committee: It shall be the duty of the Standards and Accreditation Committee to promote American Correctional Association Standards and Accreditation and to assist in local and state efforts at standards development and accreditation.
- D. Program Committee: It shall be the duty of the Program Committee to plan a well coordinated program in harmony with the objectives of the Corporation and to accept bids from any interested city in choosing the site for the Corporation's Annual Conference. The Vice-President shall be Chairperson of this Committee. There shall be at least three planning meetings per year to prepare for the Annual Conference.
- E. Nominating Committee: It shall be the duty of the Nominating committee to coordinate the screening, selection, and election of nominees for all elected offices. There shall be a minimum of two nominees for each office. The immediate Past President shall be the Chairperson of this Committee.
- F. Membership Committee: It shall be the duty of the Membership committee to promote participation in the Corporation and membership recruitment and retention. The committee shall update the mailing list of all Corporate Members.
- G. Bylaws Committee: It shall be the duty of the Bylaws Committee to review the Corporation's Bylaws and to propose whatever revisions appear necessary.
- H. Committee on Inquiry: It shall be the duty of the committee on Inquiry to examine the books of the Treasurer annually and to submit a written report to the President and Board of Directors by the first Board meeting of the calendar year. The Committee report will also be presented to the membership at the next Annual Conference.

#### Use of Conference Telephone and Similar Equipment

7.07. Any Committee Member may participate in a meeting by means of telephonic conference call or similar communications equipment provided that all Committee Members participating in the meeting can communicate with each other synchronously. Participation in a meeting pursuant to this Section shall constitute presence at the meeting.

#### Roberts Rule of Order

7.08. The Committee shall conduct its meetings in accordance with Robert Rule of Order most recently revised.



## ARTICLE EIGHT

### MEETINGS

#### Annual Conferences

8.01. There will be an Annual Conference each year no earlier than the second week of September and no later than the second week in October at a site approved by the Board of Directors. The details of such meetings shall be prepared and disseminated to the membership by the Vice-President.

#### Annual Meetings

8.02 The annual meeting shall be held during the Annual Conference.

#### Delegates To The Annual Congress of Corrections

8.03. The Corporation shall send its President as Delegate and President-Elect as representative, or alternate designated by the President if either is unable to attend the Annual and Mid-Winter Congress of Corrections of the American Correctional Association each year. The President's and President-Elect's expenses, or their alternates, will be defrayed by the Corporation, if funds are available.

## ARTICLE NINE

### OPERATIONS

#### Fiscal Year

9.01. The fiscal year of this Corporation will be the calendar year.

#### Execution of Documents

9.02. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer and countersigned by the President. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the President, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

### Books and Records

9.03. This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board of Directors, and all Committees. The Corporation will keep at its registered office a record of the names, mailing addresses and email addresses of its Members entitled to vote.

### Inspection of Books and Records

9.04. All books and records of this Corporation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time.

### Not for Profit Operations

9.05. This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers. However, the Corporation may pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered.

### Loans to Management

9.06. This Corporation will make no loans to any of its Directors or Officers or Members or to any of its key management or personnel.

### Deposits

9.07. All funds of the Corporation 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.

### Gifts

9.08. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## ARTICLE TEN

### Seal

The Corporation shall not have a corporate seal.

## ARTICLE ELEVEN

### CONFLICT OF INTEREST

#### Purpose

11.01 The purpose of the conflict of interest bylaw is to protect this corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This bylaw is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### Definitions

11.02 A. Interested Person: Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 11.03. B., a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Procedures

### 11.03 A. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### B. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### C. Procedures for Addressing the Conflict of Interest

i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### D. Violations of the Conflicts of Interest Bylaw

i. If the governing board or committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the

interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Records of Proceedings

11.04 The minutes of the governing board and all committees with board delegated powers shall contain:

A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Compensation

11.05 A. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### Annual Statements

11.06 Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

A. Has received a copy of the conflicts of interest bylaw,

B. Has read and understands the bylaw,

C. Has agreed to comply with the bylaw, and

D. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### Periodic Reviews

11.07 To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### Use of Outside Experts

11.08 When conducting the periodic reviews as provided for section 11.07, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### ARTICLE TWELVE

#### Indemnification

12.01. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she 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 expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to

be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

12.02. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person 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 expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

12.03. To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in sections 10.01 and 10.02 above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

12.04. Any indemnification under sections 10.01 and 10.02 above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in sections 10.01 and 10.02 above. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the members entitled to vote, if any.

12.05. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on

behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

12.06. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

12.07. 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 who 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 such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

12.08. If the Corporation has paid indemnity or has advanced expenses under this Article to a director, officer, employee or agent, the Corporation shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

12.09. For purposes of this Article, references to "the Corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

12.10. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by such director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article.



ARTICLE THIRTEEN

AMENDMENT

Modification of Bylaws

13.01 The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, is vested in the Board of Directors.

Adoption of Bylaws

Adopted by the Board of Directors by resolution and vote of 5 for to 0 on July 12, 2012. \_\_\_\_\_