

Constitution
(Effective October 2016)

- I. The name of the Association is the American Correctional Association.**
- II. The Association is a Type B corporation as defined in Chapter 792, subparagraph (a) (5) of Sections 102 (Definitions) and 201(b) (Purposes) of the Not for Profit Corporation Law (N-PCL) of the state of New York.**
- III. The purposes and objectives of the Association are as follows:**
1. To provide a professional association of persons, agencies, and organizations, both public and private, who hold in common the goal of improving the profession of corrections and enhancing their contribution to that profession.
 2. To encourage enrollment, as affiliates of the Association, of other organizations whose areas of interest, expertise, and concern have commonality with the field of corrections and whose goals and principles are consistent with those of the Association.
 3. To establish, promulgate and promote national and international corrections policies consistent with the Association's Declaration of Principles.
 4. To develop standards for all areas of corrections and implement a system for accreditation for correctional programs, facilities and agencies based on these standards. Where feasible, standards shall be based on performance outcome.
 5. To support laws and administrative procedures to safeguard the rights of corrections workers, victims, and offenders in the adult and juvenile correctional process.
 6. To publish and distribute journals and other informative materials relating to criminology, crime prevention, and corrections and to encourage and stimulate research of these matters.
 7. To conduct or sponsor corrections conferences, congresses, institutes, forums, seminars and meetings.
 8. To broaden and strengthen support for the Association's goals by advocating Association policies, resolutions, positions, and standards to policymakers and the public and by forming coalitions with other professional organizations sharing these goals.
 9. To provide information for legislators, government leaders, and the public in order to promote rational legislation governing the criminal justice process for adult and juvenile offenders.
 10. To promote recognition of corrections as a profession, and those who work in corrections as professionals, and to ensure validity of that recognition by encouraging the recruitment and development of highly qualified corrections professionals, and by developing and implementing a certification program for corrections professionals.

11. To promote the representation of minorities, women, and other protected classes in the ranks of corrections professionals and to inform policymakers and the public of the importance of such representation.

12. To promulgate and promote a code of correctional ethics applicable to members of the Association.

13. To encourage the membership and involvement of students in the Association to assist them in transitioning from education to employment in the corrections field.

14. To stimulate the establishment by universities and other educational institutions of on campus and extension courses preparing interested persons for work in the correctional field and assisting employed personnel in the enhancement and advancement of their careers.

IV. The business affairs and the programs of the Association shall be conducted on a nondiscriminatory basis.

1. Membership shall not be denied to anyone on the basis of age, race, religion, color, national origin, marital status, disability, gender or sexual orientation.

2. The Association shall require its affiliates and chapters to conduct their activities and programs in a nondiscriminatory manner.

V. Individuals and organizations shall be admitted to membership in the Association as provided in the bylaws.

VI. The Association is not organized for profit and no part of its net earnings shall inure to the benefit of any governor, officer, employee or individual, and no governor, officer, employee or individual of the Association shall receive or be entitled to receive any income of any kind therefrom, except for reasonable compensation for services rendered to or for the Association in affecting one or more of its purposes. No governor, officer or employee of the Association or private individual shall be entitled to share in the distribution of the Association's property or assets in the event of liquidation or dissolution of the Association, whether voluntary or involuntary, and in such event all of the remaining property and assets of the Association shall, after deducting all necessary expenses of liquidation or dissolution, as the case may be, be distributed pursuant to a plan of distribution consistent with the Association's obligations under the U.S. Internal Revenue Code of 1986 or the corresponding provision of any future U.S. internal revenue law (the code) and the New York N-PCL to such organizations as shall qualify for exemption under Section 501 (c)(3) of the code, subject to an order of a justice of the Supreme Court of the State of New York, if such is required by law.

VII. This constitution may only be amended by the action of the general membership. Proposed amendments shall be submitted to the general membership upon the agreement of the Delegate Assembly and the Board of Governors following receipt of the recommendations of the Committee on Constitution and Bylaws and the Executive Committee, or upon the receipt of petition proposing an amendment signed by 10 percent or more of the members. Proposed amendments shall be presented to the general membership, in the manner determined by the Board of Governors, either at a meeting, by mail ballot or by any other method of voting permitted by law, and upon a majority vote of those voting the amendment shall be approved, provided that the

number of members voting is at least 100. The proposed effective date of the amendment shall be contained within the amendment ballot.

VIII. The principal office of the Association shall be in such location as determined by the Board of Governors. The Association shall designate a registered office in the state of New York in accordance with the N-PCL and shall maintain it continuously. The Association may have offices at such other places as the Board of Governors may determine.

IX. At the discretion of the Board of Governors, any vote of the membership may be conducted either at a meeting, by mail ballot or by any other method of voting permitted by law, provided that the number of members present at the meeting or voting by such other method is at least 100.

Bylaws
(Effective October 2016)

ARTICLE I
(*Membership*)

Section 1. Composition

Individuals and entities who or which are involved in the corrections profession or a related field, support the goals of improving the profession of corrections, and meet the membership requirements prescribed by the Board of Governors shall be eligible to apply to become members of the American Correctional Association (“the Association”). The Board of Governors is authorized to adopt, modify and revoke such rules and regulations as it may deem necessary and appropriate with reference to the admission, classification and voting rights of the members, provided that such rules and regulations shall not be effective until they have been ratified at the next meeting of the Delegate Assembly. Members who have paid their dues and any other financial obligations to the Association shall be considered in good standing.

Section 2. Meetings

The Association shall hold an Annual Congress of Correction and Winter Conference at such time and place as shall be selected by the Board of Governors. The Congress of Correction shall be considered the annual meeting of the members of the Association. Special meetings of the members may be called by the president or the Board of Governors and shall be called by the president upon the written request of no less than 10 percent of the Association’s members in good standing. Notice of any special meeting of the members shall be given at least 10 and no more than 50 days in advance of the meeting and shall specify the purpose or purposes for which the meeting is called. A quorum for conducting business at any meeting of the Association’s members shall be 100 members. Members shall not be entitled to vote by proxy.

Section 3. Resignation and Expulsion

Any member may resign from membership in the Association by providing written notice of resignation to the executive director. Any member who or which fails to pay dues or any other financial obligation due to the Association within 90 days of the due date shall be deemed to have resigned from membership in the Association. Any membership may be suspended or terminated by a two-thirds vote of the Board of Governors for cause, including without limitation for violation of these bylaws or any rule or practice adopted by the Association or conduct prejudicial to the interests of the Association, provided that suspension or termination shall not be effective until the affected member has had an opportunity to present to the Board of Governors a defense to the charges. Resignation from or termination of membership shall not relieve the member from any obligations to the Association existing at the time of resignation or termination.

ARTICLE II
(*Elections*)

Section 1. Election of Board of Governors and At-Large Members of the Delegate Assembly

Elections shall be by ballot communicated in any manner permitted by law to each member of the Association eligible to vote, and such ballots shall contain a double slate of candidates for each office or

seat on the Board of Governors and Delegate Assembly drawn up by the Nominating Committee pursuant to Article VI, Section 3, hereof, as well as a provision for write-in votes. A plurality of the votes cast shall elect a candidate. In the event of a tie vote, a winner will be determined by a coin toss conducted by the president, in the presence of a majority of the Executive Committee. In considering persons for nomination, the Nominating Committee shall take into account the qualifications, discipline, race, ethnicity, gender and geographical location of the prospective candidates. Procedures for counting ballots will be established by the Board of Governors, in accordance with the procedures outlined in the parliamentary authority of the Association, as defined in Article X hereof. Ballots will be sent to the membership eligible to vote at least 30 days prior to the closing date, which shall be no later than 45 days prior to the annual meeting.

Section 2. Election of Members of the Commission on Accreditation for Corrections

The Nominating Committee shall nominate a double slate of candidates for each seat vacated or to be vacated on the Commission on Accreditation for Corrections. A plurality of votes cast shall elect a candidate. Elections shall be by a ballot communicated in any manner permitted by law to each member of the Association eligible to vote. The election procedures set forth in Section 1 hereof shall also apply to the election of commissioners.

ARTICLE III
(The Board of Governors)

Section 1. Composition

The Board of Governors shall consist of the following:

- A. The president, immediate past president, president-elect, vice president, treasurer and executive director. The executive director, who shall serve as secretary of the Association, is a nonvoting member of the Board of Governors.

- B. Nineteen governors elected by the voting members of the Association.
 - 1. The 19 elected governors shall generally reflect the Association's composition, including adult and juvenile components; the geographical distribution of its membership; and representation of ethnic and racial minorities, women, and management and nonmanagement staff. The following areas of practice shall be represented by at least one board member:
 - a. Correctional Administration
 - b. Institutions
 - c. Juvenile
 - d. Probation
 - e. Parole, Aftercare or Post-Release Supervision
 - f. Community Programs
 - g. Detention
 - h. Education
 - i. Health Care

Section 2. Eligibility

Only individual, voting members of the Association in good standing shall be eligible to serve as officers or as members of the Board of Governors, Delegate Assembly or committees or councils of the Association.

Section 3. Powers

The financial and internal affairs of the Association shall be governed by the Board of Governors, the powers of which shall include

- A. To establish priorities and promulgate policies concerning the operations of the Association and to set priorities;
- B. To approve the Association's budget and maintain prudent fiscal controls;
- C. To provide oversight of the president and the executive director;
- D. To appoint and, if necessary, discharge for cause the executive director;
- E. To approve the establishment of ad hoc committees;
- F. To establish and enforce the Association's Code of Ethics;
- G. To fill interim vacancies on the Board of Governors, at-large delegates and officers of the Association, with the exception of the president-elect and president;
- H. To establish membership dues;
- I. To set membership rights, qualifications and requirements, subject to approval of the Delegate Assembly;
- J. To approve public policies and resolutions of the Association;
- K. To establish criteria and procedures for the affiliation and disaffiliation of other organizations, and to approve such affiliation and disaffiliation;
- L. To establish correctional awards with the approval of the Delegate Assembly and the Executive Committee;
- M. To oversee the implementation of the Association's public policies, and to establish Association goals, plans and priorities; and
- N. To exercise such other powers as provided in the Association's Constitution and Bylaws or the Not-for-Profit Corporation Law of the State of New York (N-PCL).

Section 4. Term of Office

At each biennial election, nine or 10 governors shall be elected to serve staggered terms of four years; no governor shall serve more than two consecutive full terms, plus any partial term to which a governor

may have been appointed. Governors shall take office at the conclusion of the Winter Conference following their election.

Section 5. Meetings

- A. **Place of Meeting.** The meetings of the Board of Governors shall be held at the principal office of the Association or at such other place designated in the notice of meeting.
- B. **Schedule of Meetings.** The Board of Governors shall meet at least semiannually, once during the annual Congress of Correction and once at the Winter Conference, as the governors may designate. There may be such other regular meetings of the Board of Governors as may be scheduled by the board. Special meetings of the Board of Governors may be called at any time by the president, executive director, or by not less than one-third of the governors.
- C. **Notice of Meetings.** Notice of each meeting of the Board of Governors stating the place, date and hour of the meeting shall be given to each governor, in any manner permitted by law, not less than two days prior to the date thereof. Notice and any waiver of notice of any special meeting of the Board of Governors shall specify the purpose of the meeting. Notice of any meeting of the Board of Governors need not be given to any governor who submits a signed waiver of notice, or who attends the meeting without protesting.
- D. **Organization of Meetings.** At each meeting of the Board of Governors, the president shall act as chair. When the president is absent, the vice president shall act as chair. The executive director or, in his/her absence, a person appointed by the chair of the meeting shall act as secretary.
- E. **Quorum.** A majority of the governors then qualified and serving shall constitute a quorum for the transaction of business.
- F. **Meetings, Other.** With approval of the president, meetings may be conducted, and governors may participate in meetings, by conference telephone or other remote communications technology by means of which all participating in the meeting may hear each other simultaneously.

Section 6. Resignation/Removal

- A. Any governor may resign at any time by giving written notice to the president. Such resignation shall take effect at the time specified therein. Any governor who is absent from three consecutive meetings of the board shall be deemed to have resigned unless such absences are excused by the affirmative act of the Board of Governors.
- B. Any governor may be removed from office for cause either by a vote of the members or by a vote of the Board of Governors, provided that, in the case of removal at a meeting, the meeting notice at which removal is to be considered specifies that taking such action is a purpose of the meeting.
- C. Governors who no longer actively represent the categories to which they were elected have 180 days to return to that elected category or they shall be deemed to have resigned. Questions involving categories will be decided the Executive Committee.

Section 7. Vacancies

Any vacancy on the Board of Governors shall be filled by the Board of Governors by a majority vote. The person filling the vacancy shall serve until the next regularly scheduled election.

ARTICLE IV
(Delegate Assembly)

Section 1. Composition

A. Definitions.

1. *Affiliate With Representation:* A national or international organization or association representing a major professional discipline engaged in corrections or a related field. These affiliates comply with qualifications outlined in their contract.
2. *Dual Membership Chapter:* An organization which enters into an agreement with the Association and which provides that each member will hold membership both in the organization and the Association.

B. Types of Representation. The Delegate Assembly comprises the following five types of representation:

1. Those delegates designated by (a) affiliates with representation and (b) dual membership chapters.
2. The past presidents of the Association.
3. The members of the Board of Governors.
4. One representative of each of the military services of the United States (Army, Navy, Air Force, Marines) designated by the Committee on Military Corrections.
5. The at-large members representing the continuum of corrections, adult and juvenile, elected by the Association membership biennially.

C. At-Large Representation. There shall be 35 elected at-large delegates, at least two from each of the following categories, who together shall generally reflect the Association's composition, including adult and juvenile components; the geographical distribution of its membership; and representation of ethnic and racial minorities, women, and management and nonmanagement staff:

1. Correctional Administration (Adult)
2. Correctional Administration (Juvenile)
3. Probation or Post-Release Supervision (Adult)
4. Probation or Post-Release Supervision (Juvenile)
5. Crime Victim Organizations
6. Correctional Education Services
7. Detention (Adult)
8. Detention (Juvenile)
9. Institutions (Adult)
10. Institutions (Juvenile)
11. Institutions of Higher Learning
12. Community-Based Correctional Organizations

- 13. Correctional Health
- 14. Mental Health

D. Affiliate and Chapter Representation

1. Each affiliate with representation is entitled to one delegate. Each dual membership chapter is entitled to a minimum of one delegate and a maximum of five delegates. Each such chapter will be entitled to one additional delegate for each group of 200 Association members over the first 200 Association members, up to a maximum of five delegates.
2. All delegates must be members in good standing of the Association.
3. *Affiliate and Chapter Organizations.* Within the structure of the Association, there are those affiliates with representation and chapters which represent certain groups considered important to the total correctional continuum. They may become affiliates or chapters of the Association when the following conditions are met:
 - a. *Affiliates with representation* are national or international groups that
 - i. Are recognized as important elements of correctional service.
 - ii. Have a membership that includes residents of multiple states or other countries, and a membership of at least 50 persons. This requirement may be waived by a two-thirds vote of the Board of Governors and the Delegate Assembly.
 - iii. Have organizing documents that conform to the principles of the Association.
 - b. *Dual Membership Chapters* shall meet the definition specified in Article IV, Section 1 subsection A (2). The Association shall provide a formal program of chapter support and leadership development to each dual membership chapter, and may provide other support programs to affiliates with representation.

Section 2. Powers

The responsibilities of the Delegate Assembly are to

- A. Consider proposed public policies or resolutions and provide final ratification according to the definitions and procedures contained in Article VI, Section 5 (A and B);
- B. Make recommendations to the Board of Governors regarding the management and operation of the Association;
- C. Approve jointly with the Board of Governors the affiliation or disaffiliation of organizations or associations;
- D. Approve creation of correctional awards recommended by the Board of Governors and the Executive Committee;
- E. Elect the members of the Nominating Committee from a slate provided by the Board of Governors and approve procedures for the Nominating Committee;
- F. Determine legislative priorities and position statements for the Association;
- G. Elect two members of the Board of Governors to the Executive Committee;
- H. Remove a delegate according to procedures contained in Article IV, Section 5, B;

- I. Receive and consider reports from the Board of Governors summarizing its activities since the last Delegate Assembly meeting; and
- J. Exercise such other powers as defined or as required in the Constitution and Bylaws.

Section 3. Term of Office

Delegates designated by affiliates with representation and dual membership chapters must be designated by the affiliate with representation or dual membership chapter they represent. The term of office of elected Delegate Assembly members shall be two years (or until the end of the respective term of the predecessor if the person shall have been appointed to succeed a person who shall not have completed the term). There shall be no limit upon the number of consecutive terms a person may serve on the Delegate Assembly.

Section 4. Meetings

- A. The Delegate Assembly shall meet at least twice annually, at the Congress of Correction and the Winter Conference of the Association. Additional meetings of the Delegate Assembly may be called by the president or by a majority vote of the members of the Board of Governors.
- B. Written notice of each meeting of the Delegate Assembly stating the place, date and hour of the meeting shall be given to each delegate in any manner permitted by law not less than 14 days prior to the date of the meeting. Notice of any special meeting of the Delegate Assembly shall state the purpose or purposes for which the meeting is being called. Each notice of a meeting of the Delegate Assembly shall be directed to each delegate at the address as it appears in the records of the Association. If a meeting is adjourned to a time and place certain, no subsequent notice is required.
- C. The Delegate Assembly may take action by a majority vote at a meeting at which a quorum is present.
- D. At each meeting of the Delegate Assembly, the president shall act as chair. In his/her absence the vice president shall act as chair. The executive director or, in his/her absence, a person appointed by the chair of the meeting shall act as secretary.
- E. Forty-five delegates certified by the Credentials Committee shall constitute a quorum for the transaction of business at any meeting. In the absence of a quorum, a meeting may be adjourned until such time as a quorum is obtained.

Section 5. Resignation/Removal

- A. Any delegate may resign at any time by giving written notice to the secretary. Such resignation shall take effect at the time specified therein.
- B. Any delegate may be removed from office for cause by a two-thirds vote of the Delegate Assembly.

Section 6. Vacancies

Any vacancy resulting from resignation or any other cause shall be filled in the following manner: In the instance of a delegate who represents an affiliate with representation or dual membership chapter, the vacancy shall be filled by and in the manner designated by the affiliate with representation or dual membership chapter. In the instance of an at-large delegate, the vacancy shall be filled by the Board of Governors.

ARTICLE V
(Commission on Accreditation for Corrections)

Section 1. Composition

The commission will be governed by a Board of Commissioners of never less than three and no more than 40 persons who will to the extent possible reflect the Association’s composition, including adult and juvenile components; the geographical distribution of its membership; and representation of ethnic and racial minorities, women, and management and nonmanagement staff. Commissioners will be selected from the following categories:

- A. Correctional Administration
- B. Juvenile
- C. Institutions
- D. Probation
- E. Parole, Aftercare or Post-Release Supervision
- F. Community Programs
- G. Detention
- H. Education
- I. Health Care
- J. Legal
- K. Architecture
- L. Noncorrectional administration

The number of commissioners may be decreased or increased by a majority vote of the Board of Governors of the Association.

Section 2. Eligibility and Method of Election

The commissioners, each of whom shall be a member in good standing of the Association with experience in accreditation of correctional facilities, will be elected through a ballot by the membership

of the Association. The Nominating Committee is authorized to find qualified individuals to fill the ballot.

Section 3. Powers

The commission shall promulgate accreditation procedures, administer the Association's accreditation program and grant accreditation to applicants meeting the requirements for accreditation. The rules of the commission shall not conflict with the Constitution and Bylaws of the Association.

Section 4. Term of Office

Commissioners shall serve terms of four years each. No commissioner may serve more than two consecutive full four-year terms, plus any partial term to which a commissioner may have been appointed.

Section 5. Resignation and Vacancies

Vacancies shall be declared by the commission for the following reasons: resignation, inability to serve, or no longer a member in good standing of the Association. The commission may appoint a qualified individual to serve the remainder of the term of any position on the commission which has been declared vacant. Commissioners who no longer actively represent the categories to which they were elected have 180 days to return to that elected category, or they shall be deemed to have resigned. Questions involving categories will be decided the Executive Committee.

ARTICLE VI (Committees and Councils)

Section 1. Representation on Committees and Councils

The president shall, except as otherwise provided in these bylaws, appoint the members of committees and councils to serve two-year terms coinciding with the president's term in office. The membership of each committee and council shall, to the extent possible, reflect the Association's composition, including adult and juvenile components; the geographical distribution of its membership; and representation of ethnic and racial minorities, women, and management and nonmanagement staff.

Section 2. Executive Committee

- A. **Composition.** There shall be an Executive Committee which shall consist of the officers of the Association listed in Article VII, Sections 1 and 8, the immediate past president and two members of the Board of Governors elected by the Delegate Assembly from a list recommended by the Nominating Committee. A quorum of the Executive Committee shall be one-half of its voting members. The Executive Committee shall regularly report its proceedings to the Board of Governors at subsequent meetings of the board. The president shall be the chair of the Executive Committee, and the executive director shall be its secretary.

- B. **Powers.** The Executive Committee may exercise all the powers of the Board of Governors during the intervals between meetings of the board, except that it shall not have authority to take any action requiring the approval of the Delegate Assembly or prohibited under the N-PCL. The Executive Committee shall fix the compensation of the executive director. The Executive Committee shall recommend to the Board of Governors and Delegate Assembly action on policy proposals.

- C. **Meetings.** The Executive Committee shall meet at least quarterly and shall be responsible for the affairs of the Association between meetings of the board. Special meetings of the Executive Committee may be called by the president or by any three members of the committee. Meetings may be conducted by, and committee members may participate in meetings by, conference telephone or other remote communications technology by means of which all participating in the meeting may hear each other simultaneously.

Section 3. Nominating Committee

The Nominating Committee shall consist of no fewer than five and no more than nine members who are elected biennially by the Delegate Assembly. This committee shall include representation from the juvenile and adult fields of corrections. The chair shall be elected by the committee members. The committee shall nominate a slate of candidates to replace all elected officers, governors and Delegate Assembly members listed in Article IV, Section C, and the seats on the Commission on Accreditation for Corrections. The committee shall nominate at least two candidates for each position to be filled by election. The Nominating Committee shall determine an individual's eligibility to serve based on criteria contained in the bylaws. The committee shall consider candidates who support the values of service and stewardship as demonstrated by attendance and participation at scheduled meetings. The committee shall follow such procedures as may be determined by the Delegate Assembly.

Section 4. Committee on Standards

The Committee on Standards shall consist of 20 members, not including the chair. Twelve At-Large members will be appointed by the president, and eight At-Large Members shall be appointed by the Commission on Accreditation for Corrections chair. The president shall appoint three members annually to a four-year term. The president may also appoint up to three members to the committee representing agencies involved in the accreditation process from outside the United States. These international members are in addition to the 21 mentioned above and shall be confirmed by a majority vote of the Board of Governors. Their term shall be concurrent with the term of the president at the time of their appointment. The president shall also appoint the chair of the committee for a two-year term. The chair of the Commission on Accreditation for Corrections shall biennially appoint eight commissioners to the Standards Committee for a two-year term. No member shall serve for more than two consecutive full terms, unless they were appointed to fill a vacancy. If a member of the committee ceases to work in corrections and is not retired, the person will be required to resign. The resignation shall take place within 180 days from the date the person is no longer employed in corrections. The president or commission chair shall appoint a replacement, if possible from the same field of corrections, to complete the remainder of the term. The committee shall have the sole authority to approve all standards of the Association.

Section 5.

The Committee on Resolutions and Policy Development shall be responsible for developing Association resolutions and public policies.

- A. **Resolutions.** A resolution is a formal statement regarding a desired course of action on a matter or issue related to the objectives of the Association. The committee may receive proposed resolutions from any member, committee or organization in the Association. Resolutions shall be offered by the committee to the Executive Committee for review and recommendation to the Board of Governors. To become effective, resolutions require approval by the Board of

Governors and Delegate Assembly. A proposed resolution from a member shall be presented to the committee no later than 72 hours prior to being offered for consideration at the meeting of the committee. Unless rescinded, a resolution shall remain in force for three years. A resolution may be offered for renewal.

- B. Public Policies.** A public policy is a position statement on a criminal justice issue consistent with the Association's Declaration of Principles that will guide and determine present and future decisions of the Association and give direction for criminal justice practices. A policy may be proposed by any member, committee or organization in the Association. Upon the initiation of a policy proposal, the committee shall review the proposed policy to determine its recommendation. The committee shall bring the proposed policy to the Executive Committee, Board of Governors and the Delegate Assembly for their approval. Upon approval, the ratified policy shall be communicated to the general membership for their information. A ratified policy will be reviewed every five years by the committee and the governing bodies of the Association for renewal or expiration.

Section 6. Committee on Equal Rights

The Committee on Equal Rights shall advise the Executive Committee regarding issues which the Association should consider with respect to preventing discrimination against persons employed by correctional agencies or offenders in custody because of age, race, religion, color, national origin, marital status, disabilities, gender or sexual orientation.

Section 7. Committee on Constitution and Bylaws

The Committee on Constitution and Bylaws shall recommend to the Executive Committee, Board of Governors and the Delegate Assembly action to be taken by the membership on proposed amendments to or revision of the Constitution and Bylaws.

Section 8. Committee on Military Corrections

The Committee on Military Corrections shall promote and foster understanding within the Association of military corrections programs. The committee shall represent all aspects of correctional military service, and members shall be appointed by their military branch. The chair shall be designated by the committee.

Section 9. Committee on International Corrections

The Committee on International Corrections shall have the responsibility of promoting dissemination and exchange of information among correctional practitioners throughout the world. It shall advise the Executive Committee concerning actions which the Association may initiate, subject to Board of Governors' approval, to further international communications.

Section 10. Committee on Membership

The Committee on Membership shall promote the recruitment of Association members from all sectors of the field of corrections and shall make recommendations to the Executive Committee regarding membership issues, including the dues structure for membership. It shall also recommend to the board action upon requests for organizational affiliation and disaffiliation with cause.

Section 11. Committee on Correctional Awards

The Committee on Correctional Awards, the members of which shall serve no more than two consecutive terms of two years, shall meet at the annual Congress of Correction and Winter Conference to review nominations for awards established by the Association and shall select the most qualified candidates according to criteria established by the Board of Governors for that award. An award may be proposed by any member, committee, or organization in the Association and will be established, following the recommendation of the committee, upon approval by the Executive Committee, Board of Governors and Delegate Assembly.

Section 12. Committee on Ethics

The Committee on Ethics shall recommend to the Executive Committee revisions and additions to the Association's Code of Ethics. Complaints of violation of the Code of Ethics shall be submitted to the Committee, which shall make its recommendation to the Board of Governors.

Section 13. Credentials Committee

- A. The Credentials Committee shall comprise at least three but not more than five members, each of whom shall be a member of the Delegate Assembly.
- B. All delegates shall sign in at the meeting of the Delegate Assembly.
- C. The committee shall certify voting members at the Delegate Assembly meeting and decide all disputes regarding certification.

Section 14. Committee on Legal Issues

The Committee on Legal Issues — which comprises attorneys engaged in the active practice of corrections law on behalf of correctional agencies, institutions, field services or community programs, and others — shall be knowledgeable about legal matters affecting corrections, shall advise the Executive Committee of developments in the law relating to corrections and shall, with approval of the board, develop materials on correctional legal topics useful to the field.

Section 15. Committee on Congress Program Planning

The Committee on Congress Program Planning shall, under guidelines approved by the Board of Governors, be responsible for the development of the structure and content of the annual Congress of Correction. The committee shall solicit input for the Congress program from all affiliates, chapters, councils and standing committees of the Association. The committee chair shall assist the Association staff in the development of the Winter Conference program.

Section 16. Council of Dual Membership Chapters

The Council of Dual Membership Chapters shall comprise the presidents of such chapters or designated alternates selected by the chapter. The council shall promote the efforts of member organizations and shall inform the Board of Governors of proposals designed to strengthen the ability of the chapters to serve their members and to promote the objectives of the Association. No chair shall serve for more than four consecutive years.

Section 17. Council of Affiliates

The Council of Affiliates shall comprise the presidents of such affiliates or the designated alternates selected by the organization. No chair shall serve more than four consecutive years. The council shall coordinate activities of affiliates in an effort to achieve the objectives of the Association and shall make recommendations to the Board of Governors concerning the role of affiliates within the Association.

Section 18. Research Council

The Research Council shall comprise no more than 15 persons who are recognized in the field of correctional research and appointed to four-year terms. No member shall serve more than two consecutive full terms. No chair shall serve more than four consecutive years. The council shall advise the Executive Committee and Board of Governors regarding correctional research.

Section 19. Council on Professional Education

The Council on Professional Education shall comprise no more than 15 persons from accredited institutions of higher education. The members shall be appointed to four-year terms. No member shall serve more than two consecutive full terms. The council shall consider the professional education and personnel requirements of the corrections field and make recommendations to the Executive Committee, subject to the approval of the Board of Governors. No chair shall serve more than four consecutive years.

Section 20. Legislative Committee

The Legislative Committee will monitor legislation and assist in the development of legislative position statements on priorities established by the Association.

Section 21. Past Presidents Council

The Past Presidents Council, made up of the past presidents of the Association, including a chair appointed by the president to a term of two years, will receive its charge from the president.

Section 22. Commission on Professional Certification for Corrections

A. Composition.

1. The commission will be governed by a Board of Commissioners of no less than three and no more than 25 persons.
2. The number of commissioners shall be set by the Board of Governors.
3. The commission will be representative of the various disciplines eligible for certification and shall have no fewer than 20 percent of its membership from higher education.

B. Eligibility and Method of Selection. The commissioners, each of whom shall be a member in good standing of the Association and with experience in certification of correctional professionals, shall be elected by the Board of Governors upon nomination by the president. The Board of Governors may also offer nominations. Each commissioner shall be individually elected by the Board of Governors.

C. Powers. The requirements and procedures for certification shall be promulgated and certification awarded by the Board of Commissioners. The commission shall have sole authority in all matters

pertaining to professional certification except that no requirements and procedures shall conflict with the Constitution and Bylaws and public policies of the Association.

- D. **Term of Office.** Commissioners will serve staggered terms of office of three years, and no Commissioner may serve more than two consecutive full terms.
- E. **Resignation and Vacancies.** Vacancies shall be declared by the commission for the following reasons: resignation, inability to serve, no longer qualifying to represent practitioners or academicians or other reasons in accordance with its established procedures. In the event of a vacancy for any reason, the president of the Association shall nominate a successor who shall be elected by the Board of Governors to serve the unexpired portion of his or her predecessor's term of office.
- F. **Annual Report.** The Commission shall report annually to the Board of Governors on its activities.

Section 23. Committee on Correctional Health Care

The Committee on Correctional Health Care shall promote the integration of adequate, comprehensive health services for offenders and detainees, both pre- and post-adjudication, specific to their age and gender from arrest through reentry. The committee shall advise the president of and communicate to the members of the Association regarding the constitutional and other legal requirements for the provision of acceptable correctional health care services. The committee shall develop materials on correctional health care topics useful to the field. The committee shall work collaboratively with the president, governing bodies, committees, affiliate organizations, related associations and the public health sector to ensure the relevancy and ethical soundness of the Association's standards, policies, resolutions and position statements.

Section 24. Sustainability-Oriented and Environmentally Responsible Practices in Corrections Committee

Sustainability-oriented and Environmentally Responsible Practices Committee shall address short- and long-term, cost-effective programs and practices through the promotion and implementation of sustainability-oriented and environmentally responsible measures.

Section 25. Other Committees

The president, with the approval of the Board of Governors, shall appoint ad hoc committees as may be desirable to further the purposes of the Association. Ad hoc committees may be appointed to consider a special issue or to provide a forum for addressing a contemporary correctional subject. Such committees shall be given specific charges by the president, the completion of which shall be reported to the Board of Governors. The tenure of such committees shall not exceed the two-year term of the president and shall not be extended except with approval of the Board of Governors upon the recommendation of the incoming president.

Section 26. Committees and Councils — Powers

All committees and councils shall perform only such duties and responsibilities as the Board of Governors may direct and shall do so in accordance with charges prepared by the president and approved by the board. Each committee or council shall report to the president on its activities.

Section 27. Committee Liaison

There may be a liaison from the Executive Committee or the Board of Governors appointed by the President to each committee or council. The liaison may serve as a policy liaison between committees and councils and the Executive Committee and the Board of Governors. Each liaison and/or committee chair may present reports to the Board of Governors and the Delegate Assembly.

ARTICLE VII (Officers)

Section 1. Officers

The members shall elect a president, a president-elect, a vice president and a treasurer, each of whom shall have such powers and perform such duties as may be provided by these bylaws, the parliamentary authority of the Association or as the Board of Governors may determine.

Section 2. Term of Office

The terms of the president and president-elect shall be two years or until the election and qualification of a successor. The vice president and the treasurer are elected for two-year terms and may serve two consecutive terms, or four consecutive years, in such offices.

Section 3. Resignation

Any elected officer may resign by giving written notice to the Board of Governors or to the president. Such resignation shall take effect at the time specified therein, and acceptance shall not be necessary to make it effective.

Section 4. Vacancies

A vacancy in any elected office except that of president and president-elect may be filled for the unexpired portion of the term of that office by the Board of Governors.

Section 5. The President

The president shall be responsible to the Board of Governors. Except as otherwise provided in these bylaws or ordered by the Board of Governors, the president shall appoint all committees and councils and the chairs of the committees and councils other than those committees appointed by the board and those elected by the Delegate Assembly. The president's appointees shall serve at the pleasure of the president. In the appointment of standing committees, the president shall give due consideration to the geographical representation of their membership, as well as to the representation of ethnic minorities and women. To ensure continuity in the work of such committees, the president shall consider for re-appointment members who have previously participated actively in their work. The president shall be an ex officio voting member of all committees and councils and shall be given notice of and shall have the right to attend all committee and council meetings. However, unless the president is designated by these bylaws or by the Board of Governors or the Executive Committee as a regular member of the committee, the president shall be under no obligation to attend such meetings and shall not be counted to determine the number necessary to make a quorum or to determine whether or not a quorum is present. The president is the official spokesperson for the Association during his/her term of office. The president shall perform such other duties as may be assigned to him/her from time to time by the Board of Governors. The president shall succeed to the office of immediate past president.

Section 6. The President-Elect

The president-elect shall have such general administrative and other duties as may be assigned by the Board of Governors or the president. If the president-elect is for any reason unable to serve, the president shall activate the currently elected Nominating Committee. The committee shall nominate two candidates for the office, and a special election will be held to fill the vacancy. The president-elect shall succeed to the office of president.

Section 7. The Vice President

In the absence or disability of the president, the vice president shall have the powers and duties of the president. In the event of a vacancy in the office of president, the vice president shall succeed to that office for the unexpired portion of the term. The vice president shall also have general administrative duties under the direction of the president and such other duties as may be assigned by the Board of Governors.

Section 8. The Executive Director

- A. The executive director shall be the chief administrative officer of the Association and is authorized to speak for the Association to communicate Association policies, standards, resolutions and positions. This office shall be responsible to the Board of Governors for the administration and the business affairs of the Association.
- B. The executive director shall be a nonvoting member of the Board of Governors, the Executive Committee and the Delegate Assembly, and an ex officio voting member of all other committees and councils.
- C. The executive director shall serve as the corporate secretary of the Association and shall record or cause to be recorded in books provided for the purpose the proceedings of the meetings of the Association, including those of the Delegate Assembly, the Board of Governors and the Executive Committee; shall provide staff support to committees at his/her discretion; shall see that all notices are fully given in accordance with the provision of these bylaws and as required by law; shall be custodian of the records and of the corporate seal of the Association; shall see that the books, reports, statements, certificates and all other documents and records required by law are properly kept and filed; and shall perform such duties as may be assigned to him/her by the Board of Governors or Executive Committee. The executive director shall be given notice of and shall have the right to attend all committee and council meetings. However, unless the executive director is designated by these bylaws or by the Board of Governors or the Executive Committee as a regular member of the committee, the executive director shall be under no obligation to attend such meetings.
- D. The executive director shall be the financial administrator of the Association and shall be responsible for the custody and disbursement of Association funds and assets. The executive director shall give bond for the faithful discharge of his/her duties as the Board of Governors may require, at the expense of the Association.

Section 9. The Treasurer

The Treasurer shall be the legal custodian of the Association's financial records regarding the Association's investments and other funds, subject to the direction and approval of the Board of

Governors on the status of the Association's financial affairs and shall make such recommendations regarding the Association's fiscal policies and practices as may be recommended by the financial auditors employed by the Association.

Section 10. Conflict of Interest Statement

All members of the Board of Governors shall comply with the Association's Conflict of Interest Policy and shall file appropriate disclosure statements as required by that policy.

ARTICLE VIII (Miscellaneous)

Section 1. Contracts and Instruments

The Board of Governors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any contract or any other instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. No purchase, sale or mortgage of real property shall be made unless authorized by a two-thirds vote of the Board of Governors.

Section 2. Checks, Drafts

- A. All checks, drafts or other evidence of indebtedness issued in the name of the Association shall be signed or endorsed by such officer or officers, employee or employees of the Association as shall be determined by the resolution of the Board of Governors. Each of such officers or employees shall give such bond as the Board of Governors may require, at the expense of the Association.
- B. Checks issued for General Fund disbursements in excess of \$100,000, with the exception of conference-related expenses, printing, publication costs and bank transfers, shall be authorized in writing by the treasurer. The signature of the treasurer, executive director or executive director's designee shall be required on all checks other than those which must be signed by the treasurer.
- C. The funds of the Association shall be disbursed only for those purposes set forth in the approved budget of the Association. All disbursements of funds shall be made in accordance with the terms and conditions of approved grants and contracts and generally accepted accounting principles.

Section 3. Deposits

All the funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the executive director may designate, subject to the direction or approval of the Board of Governors, or as may be designated by any officer or officers, agent or agents of the Association to whom such power may be delegated by the Board of Governors.

Section 4. Loans Prohibited

No funds of the Association shall be loaned to any governor or officer of the Association, or to any corporation, firm, association or other entity in which any governor or officer of the Association is a director or officer or holds a substantial financial interest.

Section 5. Seal

The corporate seal shall have inscribed thereon the name of the Association, the year of its organization and the words, "Corporate Seal, New York."

Section 6. Fiscal Year

The fiscal year of the Association shall be as determined by the Board of Governors.

Section 7. Indemnification and Insurance

The Association shall, to the full extent permitted by law, (a) defend and indemnify its current and former officers and governors against expenses and judgments actually incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having served as an officer or governor of the Association, and (b) advance funds to pay for or reimburse the reasonable, actual expenses, including attorneys' fees, incurred by any such person in the defense of any such proceeding. The Board of Governors shall be authorized to purchase on behalf of the Association insurance covering the Association's defense and indemnification obligations hereunder.

Section 8. General Affiliate

A national or international organization or association representing a major professional discipline engaged in corrections or a related field. These affiliates shall comply with qualifications outlined in their contract.

ARTICLE IX
(Annual Report)

At the annual meeting of the Delegate Assembly of the Association, which shall constitute the annual meeting of the members and to which all voting members of the Association shall be invited, the Board of Governors shall present a report, verified by the president and the treasurer or by a majority of the board, or certified by an independent public or certified public accountant or a firm of such accountants selected by the board, complying with the provisions of Section 519 of the N-PCL.

ARTICLE X
(Parliamentary Authority)

- A. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws and any special rules of order the Association may adopt.
- B. Meetings of the Board of Governors and Delegate Assembly shall be open to members of the Association in good standing unless attendance is restricted by majority vote. The Executive Committee, Board of Governors and Delegate Assembly may vote to go into Executive Session, in which case, attendance will be limited to members from each body unless a majority of that body invites specific nonmembers of that body to participate.

ARTICLE XI
(Amendments)

Section 1.

These bylaws may be amended only by the action of the general membership.

Section 2.

Proposed amendments shall be submitted to the general membership upon the agreement of the Executive Committee, Board of Governors and Delegate Assembly or upon the receipt of a petition proposing an amendment signed by 10 percent or more of the members.

Section 3.

Proposed amendments shall be presented to the general membership in the manner determined by the Board of Governors, either at a meeting, by mail ballot or by any other method of voting permitted by law, and upon a majority vote of those voting the amendments shall be approved, provided that the number of members voting is at least 100. The proposed effective date of the amendment shall be contained within the amendment ballot.