

**Virginia Correctional Association Bylaws – Proposed as of February 24, 2022**

Adopted (TBD)

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Articles

1. Membership
   1. Composition
      1. Membership in the ACA and the VCA shall be open to any person who is interested in and supportive of the objectives of the ACA, who subscribes to the ACA’s and the VCA’s Constitution and Bylaws, and who pays annual dues (unless the person is a Life Member).
   2. Types of Membership
      1. The membership categories will be in accordance with those established by the American Correctional Association.
   3. Application for Membership
      1. Application must be made in writing upon the form accepted, or prescribed by the ACA / VCA.
   4. Termination of Membership
      1. The ACA / VCA shall have the power and responsibility to terminate the membership of any ACA / VCA member for non-payment of dues.
2. Government
   1. Governing Body
      1. The VCA shall be governed by its membership, the Board of Directors, and the Officers.
      2. As a dual chapter, VCA adopts the ACA code of ethics. VCA Officers and Board of Directors are tasked to enforce the ACA code of ethics and identify any potential conflict of interest situations.
   2. Officers
      1. The Officers of the VCA shall be the President, immediate Past-President, President-Elect, Vice-President, Secretary, and Treasurer. The officers shall have such powers and perform such duties as may be provided by these Bylaws, parliamentary authority of the VCA, or as the Board of Directors may determine.
      2. Only persons who are members of the ACA and the VCA in good standing shall be eligible for office.
      3. The officers shall be elected by a plurality vote of the VCA membership as prescribed in Article III of these bylaws.

The term of office of the President and President-Elect shall be limited to a single, two (2)years term following installation (or until the end of the respective term of the predecessor if the person shall not have completed such term) and until the election and qualification of a successor. The Vice-President, the Secretary, and the Treasurer are elected for two (2) years and may serve two (2) consecutive terms, or four (4) consecutive years.

* + - 1. In the event that the President cannot fulfill the term of that office or his or her duties, the Vice-President shall succeed to that office for the balance of that term.
      2. In the event that the incoming President cannot fulfill the upcoming term of that office or his or her duties, then the incoming President-Elect shall succeed to that office for the term. After this transition of responsibilities, the Board of Directors shall then hold a Special Election for a replacement President-Elect. The election shall be consistent with Article III.
      3. In the event that the current President-Elect cannot fulfill the terms of that office or his or her duties, the Board of Directors shall then hold a Special Election to fill the vacant President-Elect position. The election shall be consistent with Article III.
      4. In the event that the Vice-President, Secretary, or Treasurer, cannot fulfill the term of that office or his or her duties, the Board of Directors shall appoint a person from the membership at large to serve for the balance of the term. To receive the appointment from the Board, the member must receive a majority vote of the Board of Directors.
  1. Duties of Officers
     1. The duties of the Officers shall be such as are implied by their respective titles and such as are specified in these Bylaws. Each officer shall keep accurate records of his/her work and turn them over to his/her successor.
        1. President
           1. The President shall preside at the Training Institute of the VCA and at all meetings of the Board of Directors. The President shall appoint the chairperson of each Standing Committee from the members of the Board and have final approval of all committee members. The President may appoint chairpersons of all other committees from the membership at large. The President shall be an ex-officio voting member of all committees, except the Nominating Committee, and shall be given notice of and shall have the right to attend all committee meetings. However, unless the President is designated by these Bylaws or by the Board of Directors, 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.
           2. The President shall serve as the Chairperson of the Board of Directors. The President is the official spokesperson for the VCA during his/her term of office and shall speak and act on behalf of the Board of Directors between regularly scheduled meetings within existing policy and professional concerns that have been addressed by the Board of Directors. The President shall have such other duties as may be assigned from time-to-time by the Board of Directors.
           3. With reference to emergency financial requests, the President may approve expenditures within budgetary constraints and that do not exceed $250.00 without prior Board approval. The President shall report to the Board of Directors all issues addressed and actions taken in keeping with the provisions of this paragraph.
        2. Past-President
           1. The immediate Past-President shall have such general administrative and other duties as may be assigned from time-to-time by the President or the Board of Directors.
           2. The Past-President shall be the Chairperson of the Nominating Committee.
        3. President-Elect
           1. The President-Elect shall have such general administrative and other duties as may be assigned from time-to-time by the President or the Board of Directors and shall be available to consult with and be of assistance to Committee Chairpersons.
           2. The President-Elect shall be the Chair of the Training Institute Committee.
        4. Vice-President
           1. The Vice-President shall have general administrative duties under the direction of the President and such other duties as may be assigned from time-to-time by the Board of Directors.
           2. The Vice-President shall be involved in the Membership Committee, and make meaningful efforts to maintain and expand membership levels throughout the state.
           3. In the temporary absence or disability of the President, the Vice-President shall have the powers and duties of the President.
        5. Secretary
           1. The Secretary will keep an accurate and permanent written record of the business meetings and the annual training institute proceedings for the VCA.
           2. The Secretary shall also maintain a current contact list of all VCA members, Officers and Board members, and Committee members.
           3. He/she shall preserve in a permanent file all records and correspondence of value to the VCA and its Board.
        6. Treasurer
           1. The Treasurer shall be the financial officer of the VCA andshall be responsible for the custody and disbursement of VCA funds and other assets.
           2. The Treasurer shall also be the legal custodian of the financial records of the VCA and shall have charge of the investment of the VCA’s funds subject to the approval of the Board of Directors.
           3. 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 VCA.
           4. He/She shall serve as the Chairperson for the Finance Committee (President’s ad hoc committee), as well as perform such duties as may from time-to-time be assigned by the President or the Board of Directors.
           5. The Treasurershall 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 prepare all financial records for an independent audit as called for in these Bylaws.
           6. The Treasurer shall turn over to his/her successor, within thirty (30) days of the end of his/her term, all books, records and papers relating to the VCA’s financial business.
  2. Board of Directors
     1. The Board of Directors shall consist of fifteen (15) members, including the five (5)elected officers of the VCA, the immediate Past-President and nine (9)Members-at-Large. All members on the Board shall have the right to vote unless otherwise restricted by these Bylaws.
     2. Only persons who are members of the ACA / VCA in good standing shall be eligible to serve on the Board of Directors.
     3. The term of office for the Members-at-Large of the Board of Directors shall be two (2)years or as otherwise specified in these Bylaws. At Large Members may serve only three (3) consecutive terms, or six (6) consecutive years as Members-at-Large.
     4. The Members-at-Large of the Board of Directors shall be elected by a plurality vote of the VCA membership as prescribed in Article III of these bylaws.
     5. In the event that a Member-at-Large of the Board of Directors cannot fulfill the term or duties of that office, the Board of Directors may appoint a person from the membership-at-large to serve for the balance of the term. To receive the appointment from the Board, the member must receive a majority vote of the Board of Directors.
     6. Any member of the Board of Directors may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein.
     7. Any member of the Board of Directors who is absent from meetings of the Board of Directors without cause for three (3) consecutive, or for a total of six (6) or more in a single year, may be removed from office by a majority vote of the Board, provided there is a quorum, including not less than three (3) officers of the VCA, present at the meeting of the Board at which such action is taken.
  3. Powers and Duties of the Board of Directors
     1. The Board of Directors shall exercise all powers of the VCA as specified in the Constitution and Bylaws.
     2. The Board of Directors shall:
        1. Supervise the affairs of the VCA, approve VCA budget and maintain prudent fiscal control, and shall transact any business of the VCA.
        2. Establish policies, goals, plans, priorities, and determine professional concerns of the VCA.
        3. Approve the President’s charges to committees and the establishment of ad hoc committees, as well as establish and/or dissolve ad hoc committees and task forces based on the needs of VCA.
        4. With the exceptions of President and President-Elect, fill interim vacancies for the Board of Directors and Officers of the VCA as stated in these Bylaws, as listed in Article II, Section B.
        5. Make recommendations to the VCA regarding proposed amendments to the Constitution and Bylaws.
        6. Consider all recommendations proposed by committee Chairpersons or by the VCA.
        7. Establish the time and place for the Training Institute and any special meetings, as well as approve the Training Institute theme, workshops, awards and scholarships.
        8. Provide written approval to any VCA member (other than the President) to act as a spokesperson on behalf of the VCA.
  4. Meetings of the Officers and Board of Directors
     1. The Officers and Board of Directors shall schedule monthly meetings, one of which shall be at the Training Institute.
     2. Special meetings shall be held at the call of the President or by petition of the majority of the Board.
     3. Eight (8) members of the Board of Directors, including not less than three (3) officers of the VCA, shall constitute a quorum for the transaction of all business. Proxies are permitted for voting and may be used for determining a quorum.
     4. Voting privileges during business meetings are limited to only VCA Officers and Board of Directors members.
     5. The current issue of “Robert’s Rules of Order Newly Revised” shall govern the meetings of the Board of Directors.

1. Nomination, Election, and Installation of Officers and the Board of Directors
   1. Representation from Various Disciplines
      1. All Officers and Members of the Board of Directors may represent any of the following major criminal justice disciplines and all disciplines shall be represented on the Board whenever feasible.
         1. Adult Community Based Services - probation and parole, local detention, residential care and community diversion
         2. Juvenile Community Services - prevention, probation, parole and aftercare, local detention and residential care
         3. Adult Institutions
         4. Juvenile Institutions
         5. Administration and Support
         6. Education
         7. Private Correctional Programs
         8. Other areas identified by the Board of Directors
   2. Nominations
      1. The Nominating Committee shall prepare a slate of candidates for the biennial election. The goal will be a minimum of two (2) nominees for each office and at least twelve (12) nominees for Members-at-Large for the Board of Directors.
   3. Elections
      1. The election of theOfficers and Members-at-Large for the Board of Directors shall be by a ballot distributed to each VCA member eligible to vote.
         1. Such ballot shall contain the slate of candidates prepared by the Nominating Committee and shall contain a provision for write-in votes.
      2. Ballots should be distributed to voting members at least ninety (90) days prior to the Training Institute.
         1. Details regarding the voting process will be posted and available on the VCA website.
         2. The marked ballot will be received to be counted by the Nominating Committee no later than thirty (30) calendar days prior to the Training Institute.
      3. Procedures for counting the ballots will be established by the Officers and Board of Directors in accordance with the procedures for a secret ballot outlined in the parliamentary authority of "Robert's Rules of Order Newly Revised."
         1. Ties will be broken by a random draw.
      4. The nine (9) individuals who receive the highest number of votes for the Member-at-Large positions on the Board of Directors shall be elected to the Board of Directors.
      5. There will be no voting by proxy.
      6. The Officers and Board of Directors may establish procedures for special elections.
   4. Installation
      1. The Officers and Board of Directors shall be announced at the Training Institute and shall assume their respective duties on the first day of January of the year following the election, unless they are filling an unexpired term, in which case their term will begin upon appointment or election to that specific office.
2. Committees and Task Forces
   1. Formation of Standing Committees
      1. The President of the VCA shall appoint the Chairperson of each Standing Committee from the members of the Board and shall have final approval of all committee members or as otherwise specified in the Bylaws. In making appointments to the standing committees the President should give considerations to:
         1. Representation of a variety of criminal justice disciplines.
         2. Geographic distribution.
         3. Special expertise.
   2. Term of Office
      1. The term of office for each committee member or task force member shall be two (2) years, or as otherwise specified in these Bylaws, and shall end when the President’s term ends or when removed by the President.
   3. Duties of Standing Committees
      1. Constitution and Bylaws Committee
         1. It shall be the duty of the Constitution and Bylaws Committee to study the VCA’s Constitution and Bylaws and to propose additions and revisions as needed.
         2. The Constitution and Bylaws Committee shall review all minutes from any meeting which has occurred since the last Training Institute to determine whether any updates to the standing Constitution and Bylaws are necessary.
            1. Such changes shall be presented to the general membership of the VCA and will be effective beginning 30 days post membership vote.
      2. Membership Committee
         1. It shall be the duty of the Membership Committee to promote membership in the ACA and the VCA, to develop strategies for recruiting members, and to make recommendations to the Board of Directors for retaining members.
      3. Nominating Committee
         1. It shall be the duty of the Nominating Committee to coordinate the screening and selection of nominees for all Offices and positions on the Board of Directors. The immediate Past-President shall be chairperson of this Committee.
      4. Training Institute Committee
         1. It shall be the duty of the Conference Planning Committee to plan a well-coordinated Training Institute for the VCA in harmony with the objectives of the American Correctional Association and the VCA and to recommend a location, theme, and possible workshops to the Board of Directors. The President-Elect shall be chairperson of this Committee.
      5. Publication / Public Relations Committee
         1. It shall be the duty of the Publication/Public Relations Committee to develop and maintain the VCA website for the membership, to develop and publish public educational materials, to gather and maintain information on exemplary criminal justice programs, and to disseminate such information upon request.
      6. Awards and Scholarship Committee
         1. It shall also be the responsibility of this Committee to develop eligibility criteria and procedures by which scholarships may be provided to members and their family pursuing a career in criminal justice when financially feasible for the VCA.
         2. The Committee may also recommend to the Board of Directors that the VCA make specific awards to members for their accomplishments and/or contributions to the field of corrections.
      7. Historical Committee
         1. It shall be the duty of the Historical Committee to gather and retain any information or other materials related to the history and legacy of the Virginia Correctional Association, and to make such materials available to the membership upon request.
         2. The Historical Committee should work closely with the Board of Directors to identify opportunities to honor and remember the history of the VCA.
         3. The Library of Virginia will archive the history and records of the VCA.
   4. Other Committees and Task Forces
      1. The President may appoint from time-to-time such other committees or task forces to advance the purposes of the ACA / VCA.
      2. Such committees or task forces shall exercise such powers and perform such duties as may be prescribed by the President and approved by the Board of Directors.
         1. Members of such committees or task forces need not be members of the Board of Directors, but shall be members of the ACA / VCA.
      3. The Board of Directors shall review bi-annually the composition and duties of such committees or task forces.
3. Meetings
   1. Business Meetings
      1. The Board of Directors shall endeavor to meet once each month to conduct VCA business.
         1. Such meetings shall be open to the general membership of the VCA as well as any prospective members or other interested parties.
         2. The Board of Directors shall make every reasonable effort to hold such meetings that are accessible to the vast majority of the membership and may utilize in-person, web-based, or conference call means.
      2. Each Business Meeting shall begin with the President’s Call to Order.
         1. A quorum is needed for conducting/approving business (as listed in Article II, Section F.3).
         2. Minutes from the previous meeting shall be reviewed, and any adjustments needing to be made are identified, prior to approval by the Board of Directors.
         3. The Treasurer shall give a full financial report updating the status of the VCA, to include payments made, received, or pending, as well as any emerging budgetary constraints or needs, prior to approval by the Board of Directors.
      3. Committee Reports
         1. A designated representative of each standing or ad hoc committee shall give an oral report of any new or ongoing business which the Board of Directors finds relevant to the work of the VCA.
   2. Training Institute
      1. There shall be a Training Institute as scheduled by the Board of Directors. The Training Institute Planning Committee shall be responsible for the organization and implementation of the Training Institute.
         1. The details of such Training Institute Committee meetings, including proposed budget and tentative agenda, shall be prepared and disseminated to the Board of Directors for approval.
         2. Once approved, details regarding the Training Institute’s location and agenda are to be shared with the membership.
      2. During the Training Institute, if additional materials or expenditures are needed, that exceed the approved budget:
         1. Cost estimated below $250, then the committee member shall notify the President-Elect and President for approval.
         2. Cost estimated greater than $250, the request must be brought to the Board of Directors for approval.
   3. Delegates to the ACA Annual Congress of Corrections and the Winter Conference
      1. The VCA shall send the President as a Delegate to the Annual Congress of Corrections and the Winter Conference of the American Correctional Association each year; and when financially feasible the VCA may defray all or part of the expenses.
         1. The Board of Directors may also elect to reimburse the President-Elect or additional representatives to the extent that VCA finances allow.
      2. Consideration should be given to sending additional delegates to ensure proper voting strength at the Delegate Assembly meetings.
         1. Careful consideration should be given to the financial status of the VCA when this decision is being made.
      3. Reimbursements given for travel shall be contingent upon the ability of the VCA to defray such costs without endangering the ongoing solvency of the organization, and shall comply with the following:
         1. The President may be reimbursed up to $2,000 for a single event, provided proper receipts are submitted and approved by the Board.
         2. For any other VCA members seeking reimbursement:
            1. VCA will reimburse up to a maximum of $1,000 per member approved to attend, provided receipts are submitted and approved by the Board.
            2. Reimbursements shall not exceed one thousand dollars ($1000) per person and a cap of three thousand dollars ($3000) total will be set for any single event, not counting the cost of attendance for the current President.
         3. In order to ensure the continued solvency of the VCA, the Board of Directors should make every reasonable effort to ensure that the cost of reimbursement for a year does not exceed the projected return of membership dues from that year.
            1. These reimbursement costs shall be included in the development of the projected VCA annual budget.
4. Dues
   1. The dues structure and membership categories will be in accordance with those of the American Correctional Association. A member is in good standing when his or her dues are current.
5. Incorporation
   1. The Virginia Correctional Association is registered as a non-stock corporation with the State Corporation Commission and file annual reports as required.
6. BYLAW REVIEW CYCLE
   1. The Virginia Correctional Association’s Constitution and Bylaws Committee will review this operating procedure annually to propose any needed changes to the Board as a whole, and bi-annually to ensure that each new Board member has read and reviewed these Bylaws.
7. Amendments
   1. Amendments
      1. All proposed amendments to the Bylaws shall be reviewed and recommended by the Board of Directors.
      2. These Bylaws may be amended by action of the VCA general membership.
   2. Voting on Amendments
      1. Proposed amendments shall be presented to the general Membership by ballot.
         1. For the amendment to pass, a majority of those voting must vote in favor of the amendment.
         2. The effective date of the amendment shall be contained within the amendment.
         3. Ballots shall be distributed to voting members at least thirty (30) days prior to the effective date of the amendment.
         4. Details regarding the voting process will be posted and available on the VCA website.
8. Dates and Deadlines
   1. Fiscal Year of the VCA
      1. The Fiscal Year of the VCA shall begin on January 1 and end at the close of business on December 31.
   2. Independent Audits
      1. An independent audit of VCA funds should be conducted whenever the Treasurer is replaced or at least every five years.
         1. If financial constraints do not permit an independent audit, the Finance Committee (a President’s ad hoc committee) will conduct a complete review of the VCA’s past financial activity over the past three (3) years.
         2. This review will be made available to the Board of Directors once completed, and should make note of any irregularities or violations which the Finance Committee believes has occurred.
   3. Effective Date of These Bylaws
      1. These bylaws shall become effective 30 calendar days following their ratification.

DEFINITIONS OF TERMS USED IN THIS OPERATING PROCEDURE

**ACA** – The American Correctional Association

**Emergency Financial Request –** any financial need which may result in a lapse of the VCA’s ability to conduct business if not addressed as soon as possible (generally, before the next scheduled business meeting).

**Host Hotel –** The specified hotel or other lodging where a conference or other training event is being held.

**Life Member –** Any member who is no longer required to pay yearly dues, due to past service or receipt of a special award.

**Plurality**- Number of votes cast for a candidate who receives more than any other, but does not receive an absolute majority.

**VCA** – The Virginia Correctional Association

REFERENCES

Roberts, H. M. (2020). Robert's rules of order. Berkley Publishing Corporation.