

BYLAWS

Definition: As used in these Bylaws, the abbreviation “ACA” shall mean the American Correctional Association and the abbreviation “VCA” shall mean the Virginia Correctional Association.

ARTICLE I

MEMBERSHIP

SECTION I: COMPOSITION

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.

SECTION 2: TYPES OF MEMBERSHIP

The membership categories will be in accordance with those established by the American Correctional Association.

SECTION 3: APPLICATION FOR MEMBERSHIP

Application must be in writing upon the form accepted, or prescribed by the ACA.

SECTION 4: TERMINATION OF MEMBERSHIP

The ACA shall have the power and responsibility to terminate the membership of any ACA and VCA member for non-payment of dues.

ARTICLE II

GOVERNMENT

SECTION 1: GOVERNING BODY

The VCA shall be governed by its membership, the Board of Directors and the Officers.

SECTION 2: OFFICERS

VCA BYLAWS
Effective January 1, 2007

- A. 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.
- B. Only persons who are members of the ACA and the VCA in good standing shall be eligible for office.
- C. The officers shall be elected by a plurality vote of the VCA. The vote shall be by mailed ballot as prescribed in Article III of these Bylaws.
- D. The term of office of the President and President-elect shall be limited to two (2) years 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.
- E. 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.
- F. 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.
- G. In the event that the President-elect cannot fulfill the terms of that office or his or her duties, the Board of Directors shall hold a Special Election. The election shall be consistent with Article III.

SECTION 3: DUTIES OF OFFICERS

- A. 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.
- B. **PRESIDENT:** The President shall preside at the Annual Conference 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

VCA BYLAWS
Effective January 1, 2007

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 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

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.

- C. PAST PRESIDENT: 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. The Past President shall be the Chairperson of the Nominating Committee.
- D. PRESIDENT-ELECT: 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.
- E. VICE PRESIDENT: 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. In the temporary absence or disability of the President, the Vice President shall have the powers and duties of the President.
- F. SECRETARY: The Secretary will keep an accurate and permanent written proceeding of the meetings of the VCA and of the Board of Directors. The Secretary shall also maintain a current mailing list of all VCA members and Committee members and shall preserve in a permanent file all records and letters of value to the VCA and its Board.
- G. TREASURER: The Treasurer shall be the financial officer of the VCA and shall be responsible for the custody and disbursement of VCA funds and other assets. 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

VCA BYLAWS
Effective January 1, 2007

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 VCA, and shall perform such duties as may from time-to-time be assigned by the President or the Board of Directors. The Treasurer 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 prepare all financial records for an independent audit as called for in these Bylaws. 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.

SECTION 4: BOARD OF DIRECTORS

- A. 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.
- B. Only persons who are members of the ACA and the VCA in good standing shall be eligible to serve on the Board of Directors.
- C. 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 two (2) consecutive terms, or four (4) consecutive years.
- D. The Members-at-Large of the Board of Directors shall be elected by a plurality vote of the VCA. The vote shall be by a mailed ballot as prescribed in Article III of these Bylaws.
- E. 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. The person filling the vacancy must come from the same discipline of the seat which was vacated as listed in Article III, Section 1. of these Bylaws.
- F. 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.
- G. Any member of the Board of Directors who is absent without cause for three (3) consecutive meetings of the Board of Directors 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.

SECTION 5: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- A. The Board of Directors shall exercise all powers of the VCA as specified in these Bylaws.
- B. The Board of Directors shall:
 - 1. supervise the affairs of the VCA and shall transact any business of the VCA between Annual Conference meetings,
 - 2. establish policy and determine professional concerns of the VCA,
 - 3. establish VCA goals, plans, and priorities,
 - 4. approve the President's charges to committees and the establishment of Ad Hoc committees,
 - 5. approve the VCA's budget and maintain prudent fiscal control,
 - 6. fill interim vacancies for the Board of Directors and Officers of the VCA as stated in these Bylaws.
 - 7. make recommendations to the VCA regarding proposed amendments to the Constitution and Bylaws,
 - 8. consider all recommendations proposed by committee Chairpersons or by the VCA,
 - 9. establish and/or dissolve committees and task forces based on the needs of the VCA,
 - 10. supervise and support programs for the recruitment of new members,
 - 11. establish the time and place for the Annual Conference and any required special meetings,
 - 12. approve the Annual Conference theme and all workshops,
 - 13. establish correctional awards and scholarships, and
 - 14. hold such other powers as defined or as required in the Constitution and Bylaws.

SECTION 6: MEETINGS OF THE BOARD OF DIRECTORS

- A. The Board of Directors shall hold meetings, at least quarterly, one of which shall be at the Annual Conference.
- B. Special meetings shall be held at the call of the President or by petition of the majority of the Board.
- C. 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.
- D. The current issue of "Robert's Rules of Order Newly Revised" shall govern the meetings of the Board of Directors.

ARTICLE III

NOMINATION, ELECTION AND INSTALLATION OF
OFFICERS AND BOARD OF DIRECTORS

SECTION 1: REPRESENTATION FROM VARIOUS DISCIPLINES

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.

- A. Adult Community Based Services - probation and parole, local detention, residential care and community diversion
- B. Juvenile Community Services - prevention, probation, parole and aftercare, local detention and residential care
- C. Adult Institutions
- D. Juvenile Institutions
- E. Administration and Support
- F. Education
- G. Private Correctional Programs
- H. Other areas identified by the Board of Directors

SECTION 2: NOMINATIONS

The Nominating Committee shall prepare a slate of candidates for the biennial election. There shall be a minimum of two (2) nominees for each office and at least twelve (12) nominees for Members-at-Large of the Board of Directors.

SECTION 3: ELECTIONS

- A. The election of the Officers and Members-at-Large of the Board of Directors shall be by a ballot mailed to each VCA member eligible to vote. Such ballot shall contain the slate of candidates prepared by the Nominating Committee and shall contain a provision for write-in votes.
- B. Ballots will be mailed to voting members at least thirty (30) days prior to the Annual Conference. The marked ballot shall be received at a

VCA BYLAWS
Effective January 1, 2007

location designated by the Board of Directors no later than five (5) calendar days prior to the Annual Conference.

- C. Procedures for counting the mail ballots will be established by the Board of Directors in accordance with the procedures for a mailed secret ballot outlined in the parliamentary authority of "Robert's Rules of Order Newly Revised." Ties will be broken by a random draw.
- D. 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.
- E. There will be no voting by proxy.
- F. The Board of Directors may establish procedures for special elections.

SECTION 4: INSTALLATION

The Officers and members of the Board of Directors shall be announced at the Annual Conference 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.

ARTICLE IV

COMMITTEES AND TASK FORCES

SECTION 1: FORMATION OF STANDING COMMITTEES

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 shall give considerations to:

- A. Representation of a variety of criminal justice disciplines.
- B. Geographic distribution.
- C. Special expertise.

SECTION 2: TERM OF OFFICE

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.

SECTION 3: COMMITTEE REPORTS

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

SECTION 4: DUTIES OF STANDING COMMITTEES

- A. **CONSTITUTION AND BYLAWS COMMITTEE:** 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.
- B. **MEMBERSHIP COMMITTEE:** 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.
- C. **NOMINATING COMMITTEE:** 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.
- D. **CONFERENCE PLANNING COMMITTEE:** It shall be the duty of the Conference Planning Committee to plan a well-coordinated Annual Conference for the VCA in harmony with the objectives of the American Correctional Association and the VCA, to accept bids from any city interested in hosting the Annual Conference, and to recommend a Conference theme and workshops to the Board of Directors.
- E. **PUBLICATION/PUBLIC RELATIONS COMMITTEE:** It shall be the duty of the Publication/Public Relations Committee to develop and publish a VCA newsletter for the membership, to develop and publish public educational materials for the members to use in speaking engagements, to gather and maintain criminal justice information on exemplary programs in and outside of Virginia and to disseminate such information upon request.
- F. **PROFESSIONAL TRAINING/SCHOLARSHIP AND AWARDS COMMITTEE:** It shall be the duty of the Professional Training/Scholarship and Awards Committee to promote participation in and support the development of training programs and curricula in criminal justice at secondary schools, universities and colleges in Virginia. It shall also be the responsibility of this Committee to develop eligibility criteria and procedures by which scholarships may be provided to persons pursuing a career in criminal justice when financially feasible for the VCA. 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.

SECTION 5: OTHER COMMITTEES AND TASK FORCES

The President may appoint from time-to-time such other committees or task forces to advance the purposes of the ACA and the VCA. 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. Members of such committees or task forces need not be members of the Board of Directors, but shall be members of the ACA and the VCA. The Board of Directors shall review bi-annually the composition and duties of such committees or task forces.

ARTICLE V

MEETINGS

SECTION 1: ANNUAL CONFERENCE

There shall be an Annual Conference as scheduled by the Board of Directors. The Conference Planning Committee shall be responsible for the organization and implementation of the Annual Conference. The details of such meetings shall be prepared and disseminated to the membership.

SECTION 2: DELEGATES TO THE ANNUAL CONGRESS OF CORRECTIONS AND THE MID-WINTER CONFERENCE

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. The Board of Directors may also elect to reimburse the President-elect or additional representatives to the extent that VCA finances allow.

Consideration should be given to sending additional delegates to ensure proper voting strength at the Delegate Assembly meetings. Careful consideration should be given to the financial status of the VCA when this decision is being made.

ARTICLE VI

DUES

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.

ARTICLE VII

INCORPORATION

This article will be added when the VCA's Incorporation is fully approved.

ARTICLE VIII

AMENDMENTS

SECTION 1: Amendments

These Bylaws may be amended by action of the general membership.

SECTION 2: Board Recommendations

All proposed amendments to the Bylaws shall be reviewed and recommended by the Board of Directors.

SECTION 3: Voting on Amendments

Proposed amendments shall be presented to the general Membership by mail ballot. For the amendment to pass, a majority of those voting must vote in favor of the amendment. The effective date of the amendment shall be contained within the amendment. Ballots shall be mailed to voting members at least thirty (30) days prior to the effective date of the amendment. All other procedures for mail balloting shall be in accordance with Article III, Section 3, Elections.

ARTICLE IX

MISCELLANEOUS

SECTION 1: PRESIDENT AS SPOKESPERSON

The President is the official spokesperson for the VCA. No VCA member shall speak on behalf of the VCA without the written approval of the Board of Directors.

SECTION 2: FISCAL YEAR OF THE VCA

Upon ratification of these Bylaws, and beginning on January 1, 2003, and every year thereafter, the Fiscal Year of the VCA shall begin on January 1 and end at the close of business on December 31.

SECTION 3: INDEPENDENT AUDITS

An independent audit of VCA funds will be conducted whenever the Treasurer is replaced or at least every two years.

SECTION 4: EFFECTIVE DATE OF THESE BYLAWS

Following their ratification, these Bylaws will become effective on January 1, 2007.