

BYLAWS

ARTICLE I (Membership)

Section 1. Composition

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, voting rights, and dues to the Members, provided that such rules and regulations shall not be effective until they have been ratified at the next meeting of the general membership.

- A. Regular Voting Membership. Regular membership shall be open to all Montana residents who are interested in the field of corrections and supporting the goals of the Association. Regular members may vote, serve as officers, and serve on committees upon payment of dues as determined by the Board of Governors.
- B. Agency Non-Voting Membership. Agency membership shall be open to all organizations and entities upon payment of an annual fee established by the Board of Governors.

Section 2. Meetings

The Association shall hold an Annual Training Conference at such time and place as shall be selected, consistent with guidelines approved by the Board of Governors. Special meetings may be called by the President or the Board of Governors and shall be called at the request of no less than five (5) percent of the Association's active membership.

Section 3. Affiliations

The Montana Correctional Association shall seek to be recognized as an affiliate or agency member of other associations or professional groups that may be consistent with the mission, goals, and purposes of the association. These groups include, but are not limited to, the American Correctional Association, the Western Correctional Association, etc.

ARTICLE II (Elections)

Section 1. Election of Board of Governors and Officers

Elections shall be by ballot mailed to each Member of the Montana Correctional Association eligible to vote and such ballots shall contain a double slate of candidates for each office or seat on the Board of Governors drawn up by the Nominating Committee pursuant to Article VI, Section 2 of these Bylaws, as well as a provision for write-in votes. A plurality of the votes cast shall elect a candidate. In considering

persons for nomination the Nominating Committee shall take into account the qualifications, discipline, race, sex, and geographical location of the prospective candidates. Procedures for counting the mail ballots will be established by the Board of Governors, in accordance with the procedure for a mailed secret ballot outlined in the parliamentary authority of the Association, *Robert's Rules of Order Newly Revised*. Ballots will be mailed to the membership eligible to vote at least thirty days prior to the closing date which shall be set no later than forty-five days prior to the annual meeting.

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, Secretary, Treasurer and nineteen (19) members elected by members of the Montana Correctional Association.

- B. The nineteen (19) elected members shall generally reflect the Association's disciplinary structure, the geographical distribution of its membership, and representation of ethnic minorities and women. Specific seats on the Board shall be assigned to broad areas of practice and/or facilities. No more than one (1) Board member shall represent a single area of practice/facility. The areas of practice/facility which shall be represented on the Board shall be selected from the following:
 - a. Correctional Administration (Adult)
 - b. Correctional Administration (Juvenile)
 - c. Institutions (Adult)
 - d. Institutions (Juvenile)
 - e. Probation (Adult)
 - f. Probation (Juvenile)
 - g. Parole or Post-Release Supervision (Adult)
 - h. Aftercare or Post-Release Supervision (Juvenile)
 - i. Community Programs (Adult)
 - j. Offender Addictions Treatment Programs (Adult or Juvenile)
 - k. Community Programs (Juvenile)
 - l. Contract Correctional Programs (Adult or Juvenile)
 - m. Detention (Adult)
 - n. Detention (Juvenile)
 - o. Education
 - p. Correctional Training
 - q. Law Enforcement
 - r. Member At-Large
 - s. Historian

Section 2. Eligibility

All officers, Members of the Board of Governors, or Committees must be members of the Montana Correctional Association in good standing.

Section 3. Powers

The financial and internal affairs of the Association shall be governed by the twenty-four member Board of Governors with the following powers:

- A. To establish priorities and promulgate policies concerning the internal 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;
- D. To appoint and, if necessary, discharge for cause any employees;
- E. To approve the President's charges to committees and the establishment of Ad Hoc committees.
- F. To establish and enforce ethical standards for the Association;
- G. To fill interim vacancies for the Board of Governors and Officers of the Association with the exception of the President;
- H. To set the time and place for the Annual Training Conference and any special meetings and to provide guidelines for the Conference program;
- I. To set membership rights, qualifications, and requirements including dues, subject to approval of the General Membership;
- J. To provide consent to the General Membership for ratification of Public Policy and Resolutions according to the definitions and procedures contained in Article VI, Section 4., A., and B.;
- K. To establish criteria and procedures for the affiliation and disaffiliation of other organizations or associations approved by the General Membership, and to jointly approve affiliation and disaffiliation;
- L. To establish correctional awards with the joint approval of the General Membership and the Executive Committee;
- M. To oversee the implementation of the Association's Public Policies, and to establish Association goals, plans and priorities, as approved by the General Membership; and, such other powers as defined or as required in the Constitution and Bylaws or the not-for-profit corporation law of the Montana.

Section 4. Term of Office

The term of each elected Governor shall be two (2) years and no Governor shall serve more than four consecutive terms or eight (8) consecutive years. At each annual election nine (9) governors or in the case of every other year, (10) governors shall be elected to terms of two (2) years each.

Section 5. Meetings

- A. Place of Meeting. The meetings of the Board of Governors shall be held at locations and time agreed to by the majority of the Board of Governors, designated in the notice of meeting.
- B. Schedule of Meetings. The Board of Governors shall meet at least quarterly. One such meeting must be held in conjunction with the Annual Training Conference. 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 or by not less than one-third of the Governors.
- C. Notice of Meetings. Written notice of each meeting of the Board of Governors stating the place, date and hour of the meeting shall be given to each Governor, personally, by mail, or by electronic mail, not less than ten days prior to the date thereof. Any notice and any waiver of notice of the meeting of the Board of Governors need not 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 President-elect shall act as Chair.
- E. Quorum of Meetings. Twelve (12) Governors then qualified and serving shall constitute a quorum for the transaction of business.
- F. Meetings Other: Meetings may be conducted by conference telephone and by other conferencing methods.

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.
- B. Any Governor may be removed from office either by a vote of the members or by a vote of the Board of Governors, provided there is a quorum of not less than a majority, including not less than three (3) elected officers of the Association, present at the meeting of the Board at which such action is taken.

Section 7. Vacancies

Any vacancy resulting from resignation or any other cause, except a vacancy in the office of President, shall be filled by the Board of Governors by a majority vote. The person filling the vacancy must come from the same discipline of the seat which was vacated as listed in Article III, Section 1, subsection (B), (2) (a.-p.).

ARTICLE IV (Committees and Councils)

Section 1. Executive Committee

- A. **Composition.** There shall be an Executive Committee which shall consist of the offices of the Association listed in Article VII, Sections 1 and 3, the immediate Past President and two members of the Board of Governors, who shall be selected by a vote of the Board of Governors recommended by the Nominating Committee. A quorum of the Executive Committee shall be one-half of its 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.
- 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 recommend amendment of the Constitution and Bylaws or submit to the Association any action requiring the approval of the General Membership or prohibited under Montana Not-For-Profit Corporation Law. The Executive Committee shall recommend to the Board of Governors and General Members action on policy proposals.
- C. **Monthly Meetings.** The Executive Committee shall meet at least monthly and shall be responsible for the affairs of the Association between meetings of the Board.
- D. **Meetings Other.** Meetings may be conducted by conference telephone and other conferencing methods.

Section 2. Nominating Committee

There shall be a Committee, to be known as the Nominating Committee, which shall consist of no fewer than five (5) and no more than nine (9) members who are elected annually by the General Membership. The Chair shall be elected by the Committee members. The Committee shall nominate a slate of candidates to replace all elected officers, Governors, and Nominating Committee Members. 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 as a representative of the correctional areas specified 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 have such other functions and follow such procedures as may be determined by the Board of Governors.

Section 3. Advisory Committee on Resolutions and Policy Development.

There shall be a committee known as the Advisory Committee on Resolutions and Policy Development, representing a cross-section of corrections and comprised of such members as may be designated by the President.

- 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 resolutions from any member, committee, or organization with the Association. Resolutions shall be offered by the Committee to the Executive Committee for review and recommendation to the Board of Governors. A resolution from a member shall be presented to the Committee no later than seventy-two (72) hours prior to being offered for consideration at the meeting of the Board of Governors. The Committee on its own initiative may bring forward a resolution. A resolution, unless otherwise rescinded, shall remain in force for no more than three (3) years. A resolution may be offered for renewal.

- B. Public Policies. A public policy is a position statement on a criminal justice issue that will guide and determine present and future decisions of the Association and give direction for criminal justice practices. A policy may be initiated 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 their recommendation. The Committee shall bring the policy concept to the Executive Committee and Board of Governors for their joint approval. Upon approval, the proposed policy shall be put into the policy development process which has been established by the Committee and approved by the Board of Governors. The Committee will then forward to the general membership for their review. After general membership comment the policy may be refined by the Committee and then shall be sent to the Executive Committee for their recommendation. Ratification requires joint approval by the Board of Governors. A ratified policy will be reviewed every five (5) years by the Committee and the Board of Governors.

Section 4. Committee on Constitution and Bylaws

There shall be a Committee on Constitution and Bylaws comprised of such members as may be designated by the President. The Committee shall recommend to the Executive Committee and Board of Governors action to be taken by the membership on proposed amendments to or revision of the Constitution and Bylaws.

Section 5. Committee on Membership

There shall be a Committee on Membership which shall be appointed by the President. The Committee shall promote the recruitment of Association members from all sectors of the field of corrections, public and private, and shall make recommendations to the Executive Committee regarding membership issues including the dues structure for membership, subject to Board of Governors approval. It shall also recommend to the Board action upon requests for organizational affiliation and disaffiliation with cause.

Section 6. Committee on Correctional Awards

There shall be a Committee of five (5) members for Correctional Awards which shall be appointed by the President and be broadly representative of the field of corrections. Members shall serve no more than (2) two consecutive terms of two years. It shall meet prior to the Annual Training Conference to review nominations for awards established by the Association and shall select the most qualified candidates according to the criteria of the Board of Governors for that award. An award may be proposed by any member, committee, or organization in the Association. The Committee shall have the sole authority to review and recommend to the Executive Committee and Board of Governors creation of awards. Establishment of the award requires approval of the Executive Committee and Board of Governors.

Section 7. Committee on Training Conference Planning

There shall be a Committee on Congress Program Planning which shall be appointed by the President, and inasmuch as possible, appointments should generally reflect the disciplines represented on the Board of Governors. The Committee shall consist of at least 12 members. All officers shall serve as additional members of the committee. Under guidelines approved by the Board of Governors, the Committee shall be responsible for the development of the structure and content of the Annual Training Conference.

Section 8. Legislative Affairs Committee

There shall be a Legislative Affairs Committee which shall be appointed by the President. The Committee will monitor legislation and assist in the development of legislative position statements on priorities established by the Association.

Section 9. Other Committees

The President, with the approval of the Board of Governors, shall appoint ad hoc committees as may be desirable in forwarding the work of the Association. Standing Committees are those established by Bylaws to fulfill the Constitutional mandates of the Association and provide for the continuing existence of its programs. Ad Hoc Committees may be appointed in order 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 by the incoming President.

Section 10. Committees –Powers

All Committees shall perform only such duties and responsibilities as the Board of Governors may direct and in accordance with charges prepared by the President and approved by the Board. Each Committee or Council shall report to the Board and the President on its activities after each meeting and shall file annual reports in writing with the Secretary.

Section 11. Eligibility

All committee members must be members in good standing.

Section 12. Committee Liaison

There shall be a liaison from the Executive Committee or the Board of Governors appointed by the President to each Committee. The Liaison shall serve as a policy liaison between committees 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 general membership

ARTICLE VII (Officers)

Section 1. Number

The Members shall elect a President, a President Elect, a Vice President, Secretary, and a Treasurer, who 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 term of President and President-Elect shall be limited to two years (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, Secretary, and the Treasurer are elected for two-year terms and may serve two consecutive terms, or four (4) consecutive years.

Section 3. Appointment of Employees

The Board of Governors shall contract with and appoint employees. Any contract may be revised or terminated for cause by the Board of Governors with 90 days notice. No later than one year prior to the completion of the contract, the Board of Governors shall determine whether a new contract will be offered and the employee shall immediately be notified of the Board's decision. The Executive Director may request the termination of the contract within 90 days after having given notice to the Board.

Section 4. Resignation/Removal

- A. Any officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein.
- B. Any officer may be removed from office either by a vote of the members or by a vote of the Board of Governors, provided there is a quorum of not less than a majority, including not less than three (3) elected officers of the Association, present at the meeting of the Board at which such action is taken.

Section 5. Vacancies

A vacancy in any office except that of President because of resignation, or any other cause, may be filled for the unexpired portion of the term of that office by the Board of Governors.

Section 6. 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 the chairs of the committees and other than those committees appointed by the Board and those elected by the General Membership. In the appointment of Standing Committees the President shall give due consideration to the geographical representation of their membership as well as 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.

Section 7. 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. Additionally, in the absence or disability of the President, the President-elect shall have the powers and duties of the President. In the event of a vacancy in the office of President, the President-elect shall succeed to that office for the unexpired portion of the term.

Section 8. The Vice President

In the absence or disability of the President and the President-elect, the Vice President shall have the powers and duties of the President. 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 9. Secretary

The Secretary shall, in the manner approved by the Board of Governors, keep records of all meetings and activities of the Association, maintain records of the names and addresses and status of all members, prepare an annual report on activities of the Association, submit appropriate reports to various agencies, and perform such other duties as assigned by the Board of Governors.

Section 10. The Treasurer

The Treasurer shall be the legal custodian of the financial records of the Association's investments and Association's funds, subject to the direction and approval of the Board of Governors on the status of the Association's financial affairs, and make such recommendations regarding the Association's fiscal policies and practices as may be recommended by the Association, or which may otherwise be indicated. The Treasurer shall additionally have charge of all monies and report thereon at all meetings, collect all

dues from members, pay all bills of the Association, keep an itemized record in a permanent file of all receipts and expenditures, and prepare an annual report of finances. The Treasurer shall also develop and maintain relationships with vendors and other business entities.

Section 11. Conflict of Interest Statement

All officers and Board of Governors shall sign and abide by a Conflict of Interest Statement that requires disclosure of any potential conflict that an office or Board member's private financial interests may have with the Association as a legal entity.

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 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 from time to time by the resolution of the Board of Governors.
- B. The funds of the Association shall be disbursed only for those purposes set forth in the approved budget of the General Fund or by other action of the Board of Governors.

Section 3. Deposits

All the funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Treasurer may from time to time 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 for the purpose of such deposits.

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. Dues

Each regular member of the Association shall pay annual membership dues. The Board of Governors shall annually set the amount of said dues. Dues shall become due and payable on the last day of the Annual Training Conference. The Secretary shall notify whose dues are in arrears and after ninety (90) days their membership is to be forfeited, unless dues are paid. Dues are not pro-rated.

Section 6. Reimbursement for Personal Expenses

The Board of Governors may adopt a policy providing for the payment of necessary expenses incurred by officers or committee members incurred in the performance of the duties of their office.

Section 7. Audit

The Board of Governors will cause an audit of the financial records to be conducted on an annual basis. This audit will be performed by a committee of members approved by the Board of Governors. The Board of Governors may additionally cause an independent audit by an external accounting firm to be conducted as necessary.

Section 8. Indemnity

Any officer or members of this Association, while serving as such, shall be indemnified by the Association against claims, liabilities, expenses, and costs necessarily incurred by him/her in connections with the defense, compromise or settlement of any action, suit, or proceeding civil or criminal action in which he/she is a party by reason of being or having been such, officer or member, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable to negligence or misconduct in the performance of duty to the Association.

Section 9. Seal

The Corporate Seal shall have inscribed thereon the name of the Association, the year of its organization and the words, "Corporate Seal, Montana."

Section 7. Fiscal Year

The fiscal year of the Association shall be from October 1 through September 30.

ARTICLE IX (Annual Report)

The Secretary will ensure that an annual report is filed as required with Office of the Montana Secretary of State.

ARTICLE X (Historian)

The tracking and maintenance of the history of the corporation shall be vested in an elected historian who shall serve as a member of the Board of Governors and will be subject to the election provisions of Article III., Section 4. This individual will be responsible for keeping, preserving, and updating records and other materials (photographs, archives, etc.) necessary for the preservation of the history of the association.

**ARTICLE XI
(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 Executive Committee, Board of Governors, and General Membership shall be open unless attendance is restricted by majority vote. The Executive Committee, Board of Governors, and General Membership may vote to go into Executive Session. The Executive Session is limited to members from each body unless a majority of that body invites specific persons to participate.

**ARTICLE XII
(Amendments)**

Section 1.

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

Section 2.

Proposed amendments may be submitted to the general membership by joint agreement of the Board of Governors or by the petition of ten (10) percent or more members.

Section 3.

Proposed amendments shall be presented to the general membership by mail or e-mail ballot and upon majority vote of those voting the amendments shall be approved and the effective date of the amendment shall be contained within the amendment.

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