

# **CONSTITUTION AND BY-LAWS OF THE NORTH AMERICAN ASSOCIATION OR WARDENS AND SUPERINTENDENTS**

## **CONSTITUTION**

### **ARTICLE 1 - NAME**

The name of the organization shall be the "North American Association of Wardens and Superintendents" hereinafter referred to as the Association.

### **ARTICLE II - PURPOSE**

1. To provide an Association representative of those individuals and agencies including parish, town, city, county, state, provincial, federal *and private* who are engaged in the administration and management of adult and juvenile detention and correctional facilities in North America.
2. The primary purpose, interests and concern of the Association and its membership is to ensure that the community is protected through incarceration of offenders and to carry out the mandate of the sentencing courts by providing safe, humane places for staff to work and for offenders to serve their sentences, *providing* the protection of those basic civil rights guaranteed by the Constitution.
3. The Association shall promote the establishment and development of sound correctional practice to minimize the negative impact of incarceration by providing a variety of educational, vocational training, employment, counseling, *self development, recreational, and or spiritual opportunities* to facilitate change in offenders who want to improve themselves.
4. The Association shall promote a closer relationship between her members and her various affiliates. The Association will also foster mutual understanding among the components of the city, county, state and federal agencies which comprise the criminal justice system in order to define and achieve mutual goals and objectives.
5. The Association shall facilitate an exchange of ideas and information among its members by direct communication, sponsoring meetings, and publishing its official newsletter.

### **ARTICLE III - ORGANIZATION AND OPERATION**

1. The Association shall have such Officers and Directors as are designed in the By-Laws of this Association.
2. The Association shall be funded through membership fees, gifts, grants and *fund raising efforts*.
3. There shall be no provision, either implied or expressed, for borrowing funds against future income.
4. The Association is not organized for profit and no part of the funds of the Association shall inure to the benefit of any Director, Officer, or Individual, and no Director, Officer, or Employee of the Association shall be entitled to receive any income of any kind there from, except reasonable compensation for services rendered to or for the Association.

5. In the event of liquidation or dissolution of the Association, no Director, Officer, or Members of the Association, nor any other individual shall be entitled to share in the distribution of the assets of the Association, and in such event, ownership of all property and assets remaining after payment of all necessary expenses of liquidation or dissolution shall be distributed as seen fit by the terminating Executive Committee and Board of Directors to other legitimate organization(s) of similar objectives.

#### **ARTICLE IV - MEMBERSHIP**

Individuals, agencies, and organizations shall be admitted to membership in the Association as provided in the By-Laws.

#### **ARTICLE V - AMENDMENTS**

The Constitution *and/or By-laws* may be amended by *affirmative* vote of two-thirds of those members *present at the annual meeting*, provided that a copy of the proposed change has been forwarded to all members of the Association in writing or by *publishing* in the official publication of the Association at least *thirty* days prior to the date of the *annual meeting*.

#### **BY-LAWS**

##### **ARTICLE 1 - MEMBERSHIP**

1. Membership in the Association shall be open to individuals, agencies and organizations who subscribe to the statements set forth in the By-laws of the Constitution of this Association, and who meet the membership requirements of this Association as set forth in the By-laws of the Association. Every Member shall pay the appropriate amount of dues for their membership classification.

2. Dues of all membership classifications shall be paid annually *or in a three year payment*. Notice of Payment of Dues shall be sent to each member.

##### **ARTICLE II - MEETINGS**

1. The Association shall hold an annual business meeting *as determined by the President during the Annual Congress of Corrections of the American Correctional Association*. The exact time and place will be determined by the President in consultation with Convention Manager of the American Correctional Association.

2. Written notice of each meeting of the Members stating the place, date and hour of the meeting shall be *made available* to each active Member. Notice shall be posted in the official suite of the Association and other appropriate places as determined by the Sergeant-At-Arms *at least 24* hours prior to the meeting.

3. At each meeting of the Members, every active and affiliate Member who has paid annual dues for the current year shall be entitled to vote on each matter submitted to a vote of the Members. Any action to be taken requires a majority vote of the Members present unless otherwise required by the Constitution or By-Laws of the Association.

4. The order of business of meetings of the Association and the Board of Directors shall be determined by the President of the Association, or such person as the President may designate, in accordance with standard parliamentary procedure. In case of question, Robert's Rules of Order shall govern.

##### **ARTICLE III - ELECTIONS**

1. Elections shall be held at the time and place of the annual meeting.
2. Only Active Members *in good standing* may hold office.
3. Elections shall be from a *diverse slate submitted* by the President to *the attending members at the annual meeting*. A majority vote of the Active and Affiliate Members present including those who have *submitted* their signed proxy votes *shall confirm the slate*. *If the slate is defeated, the President will resubmit an alternate slate during the meeting with changes representative of the pervading consensus of the attending members and repeat this process, until such time as a slate is approved.*
4. All candidates must be Active Members *in good standing* of the Association *and must currently be serving as the single chief administrative officer of a correction or detention facility or is the assistant/associate/deputy to the single chief administrative officer and serves as the chief administrative officer in the absence of the administrator.*

#### **ARTICLE IV - MANAGEMENT**

1. The Active and Affiliate Membership shall elect *a First Vice-president, who will succeed the President for the following term; a Second Vice-president; a Secretary; a Treasurer; and a Sergeant-At-Arms.*
2. *The President may appoint up to two additional Sergeants-at-Arms.*
3. There shall be a Board of Directors appointed by the President to serve in an advisory capacity to the Officers of the Association.
  - A. The Board shall be members in good standing of the Association.
  - B. The Board shall consist of at least seven members, one of whom shall be the immediate Past President, and one representative of Canada, the Executive Director and four members should be appointed to reflect a geographical representation of the United States and additional members appointed by the President shall make up the members at-large *ensuring diversity.*
  - C. The Immediate Past President shall be the Chair of the Board of Directors.
  - D. In the event that the Immediate Past President is unable to serve, the next most Immediate Past President will be appointed, etc...
4. An Executive Director shall be *selected* by the President and approved by the Board of Directors and shall be reimbursed for expenses incurred in performing the duties of this office. Compensation, if any, for performing the duties of the office shall be determined by the *Elected Officers*. A letter of Agreement outlining the duties of the Executive Director shall be prepared by the President and approved by the Board of Directors. The Executive Director shall serve at the pleasure of the President and the Board of Directors.

5. All elected Officers and appointed Directors must be Members in good standing of the Association to hold office. A Member, other than an Officer or Director, shall be in good standing when the Association's annual dues are paid for the current year.
6. In the event of vacancies occurring in an elected position, the following shall prevail:
  - A. The order of succession for a vacancy in the Office of President shall be: First Vice-president, Second Vice-President, Secretary, Treasurer, and Sergeant(s)-At-Arms.
  - B. Vacancies in elected Officer or director positions shall be filled by appointment by the President for the balance of the unexpired term.
7. Terms of elected Officers and Board of Directors shall be for two-years.
8. No elected officer may serve more than two terms in the same office.

#### **ARTICLE V - BOARD OF DIRECTORS**

1. The property and affairs of the Association shall be managed by the Elected Officers in cooperation with the Board of Directors. The Board shall serve in an advisory capacity to the Officers in the areas of Policy, Membership, Finance and Awards.
2. The Board of Directors shall meet with the elected Officers during the annual meeting of the Members, and once at the place and general time of the American Correctional Association Mid-Winter Meeting. There may be such other meetings as may be called at any time by the President, past President, or by written request by not less than three of the Directors.
3. Official notice of each meeting of the Board of Directors stating the place, date, and hour of the meeting shall be given each member of the board *by mail or electronic mail* not less than (10) days prior to the meeting.
4. At each meeting of the Board of Directors, the Immediate Past President shall act as chair. In the Past President's absence, the order of succession (IV, 3, D, By-Laws) shall determine the selection of a chair.
5. The Secretary, or in the Secretary's absence a person appointed by the Chair of the meeting, shall act as a Recorder for the Board.
6. A quorum is a majority of the total number of Directors *present* and may transact business of any meeting, except as otherwise qualified by these By-Laws.
7. The President and the Chair shall jointly prepare an agenda of items to be discussed at each annual meeting.

#### **ARTICLE VI - ELECTED OFFICERS**

1. The President shall: Serve as Chair of all meetings of the Association and its Officers, unless otherwise specified; appoint *members to the* Board of Directors; *select an Executive Director*; keep the first Vice-president continuously and fully informed concerning the affairs of the Association; perform such other related duties recommended as necessary to carry out the demands of the Office and Association. The President is empowered to speak on behalf of the Association to the media and other agencies on

critical issues after consultation with a majority of the Officers and/or Board of Directors *when possible*. The President shall represent the Association *at* the Delegate Assembly of ACA.

2. The First Vice-president shall: *serve as the elected President for the next term*; serve as Chair of Program Committee for the Association's participation in the (Annual) Congress of Corrections of the American Correctional Association Mid-Winter *Program Meeting*; keep as aware as is possible of the current state of affairs of the Association; perform such other duties as may be assigned by the President. If for any reason the First Vice-President cannot attend the Annual Midwinter Meeting, the President shall designate an alternate.

3. The Second Vice-President shall: Serve as Administrative Assistant to the President; act as liaison Officer between the Host Housing committee in arranging suitable accommodations for Association Members at the Congress of Corrections; act as *Associate* Editor of the official publication of the Association. In addition, the Second Vice-president shall serve as the 2nd Member of the Association of the Delegate association of ACA (if authorized) and in any other capacity deemed necessary by the President.

4. The Secretary shall serve as the official Record-Keeper of the Association by taking minutes of all official meetings of the Association, its officers, and Board of Directors; and shall serve as 3rd Member to the ACA Delegate Assembly, if authorized. These minutes shall be *presented in writing* and read by the Secretary at the Annual business meeting of the Association. Copies of all official minutes will be *placed in the official organ of the Association* and made available to any Member in good standing by the Secretary upon request. The Secretary shall ensure that the Constitution and By-laws are current.

5. The Treasurer shall: Receive and authorize disbursement of all funds of the Association; keep up-to-date records of receipts and disbursements; with consultation of the Officers, the Treasurer is authorized to invest surplus funds in Government Bonds and Insured Saving Certificates to insure as high a rate of return as possible. The Treasurer shall close the Books on July 31 of each year, and submit reports to all Officers and Board of Directors of the Association. The Treasurer shall arrange to have someone present to collect dues during all attitude adjustment training sessions. *The Treasurer shall work with the Executive Treasurer in all financial matters when an Executive Treasurer is retained.*

6. The Sergeant-At-Arms shall serve as the Membership Chair. During the Annual Congress, the Sergeant-At-Arms will chair the nightly Attitude Adjustment Training Sessions of the Association *insuring all appropriate arrangements are made*. These sessions will be conducted at a place and time designated by the President. The Sergeant-At-Arms will insure that Attitude Adjustment Training Sessions are not held at the same time as Congress sessions, including the Host Committee Night and the Awards Banquets of the ACA.

7. *All elected officers must currently be serving as the single chief administrative officer of a correction or detention facility or as the assistant/associate/deputy to the single chief administrative officer and serve as the chief administrative officer in the absence of the administrator. Should they leave that capacity during the course of their term for reasons other than retirement, they will be replaced, following the procedure in Article IV (6).*

## **ARTICLE VII**

No funds of the Association shall be loaned to any Director or Officer of the Association; or to any Association or other entity in which a Director or Officer of the Association holds an interest. However, elected Officers are authorized through the Treasurer to expend the funds of the Association to carry out the official duties of the elected Office.

## ARTICLE VIII

The official organ, *The Grapevine*, of the Association shall be published at least quarterly. Distribution shall be to all dues-paying members of the Association and to such other persons or agencies as are designated by the Officers and Board. The *Executive Director* shall act as the Editor. *The Second Vice-president* shall act as Associate Editor.

## ARTICLE IX - MEMBERSHIP

### 1. Classification:

- A. Active: This classification of membership is open to any person who is *or has been* the single chief administrative officer of a correction or detention facility and to any person who is the assistant/associate deputy to the single chief administrative officer and serves in an active capacity in the absence of the administrator. Includes voting privilege, right to hold office, regular issues of the official publication, and open invitation to all membership meetings and activities of the Association.
- B. Affiliate: This classification of membership is open to all qualified persons who are employed in or affiliated with the corrections profession who concur with the purpose and intent of the Association as reflected in the Constitution and By-laws. Includes voting privileges, regular issues of the official publication, certificate of membership, and an open invitation to all meetings and hospitality functions of the Association.
- C. Supporting Membership for all individuals, agencies, former active members, and friends of the Association. Includes regular issues of the official publication, certificate of membership, and an open invitation to all functions of the Association.

### 2. Membership Fees:

- A. Dues for membership shall be reviewed annually. Membership fees shall be set by the Board of Directors and fees for each classification of each membership may vary.
- B. Membership fees are non-refundable.

## ARTICLE X - REMOVAL FROM MEMBERSHIP

1. The President and/or Board of Directors, by a majority vote of the Officers and Board of Directors present at the annual meeting may suspend until the next official annual meeting any member of the Association for conduct unbecoming a member.

2. The Officers and Board of Directors shall present their findings and recommendations on *any member removal case* at the annual meeting of the Association.

3. A member may be dropped from membership only for just cause and by a majority vote of those active members present at the annual meeting.

4. *The member under consideration for removal may attend the annual meeting and make a case against their removal prior to the vote. They will be required to leave the meeting for the vote and will be notified of the decision no more than thirty days later. Specific votes will not be discussed outside of the annual meeting.*

## **ARTICLE XI- AWARDS**

1. The Elected Officers and Board of Directors at the mid-winter Board meeting may select a deserving person to receive an award from the Association.
2. The award shall be made to those qualifying on the basis of their contributions to Corrections.
3. The award may consist of *any* of the following:
  - A. Life Membership. The membership fees shall be absorbed by the Association and shall entitle the recipient to all benefits of the Association.
  - B. "Warden of the Year" A commemorative plaque or similar award listing the accomplishments and contributions of the recipient to the Association, and other information deemed appropriate.
  - C. *Medal of Valor. This award shall presented to an individual or individuals and can be given posthumous.*
4. *The Chairperson of the Board of Directors shall arrange a meeting at the ACA Mid-Winter Conference to review candidates for these rewards. All elected Officers and members of the Board of Directors will be invited to review nominations for these awards at the meeting and decide to whom, if anyone, the award(s) will be presented. Past Warden of the Year recipients and Past Association Presidents will also be invited to review Warden of The Year candidates.*
5. The Chair of the Board of Directors shall present these awards on behalf of the Association at the time and place designated by the President during the Annual Congress of Corrections.
6. The President may make other awards as deemed appropriate by the Board of Directors.

## **ARTICLE XII- STAFF**

1. *In order to ensure the good order of the Association staff may be retained.*
2. *An Executive Director will be retained as described in Article IV 4.*
3. *An Executive Treasurer may be retained to assist the Treasurer in all financial matters.*
4. *A vendor liaison may be retained to actively pursue sponsors to assist in financing Association Affairs.*
5. *Any pay, remuneration, or other benefits will be determined by the Elected Officers.*
6. *The Executive Director serves at the pleasure of the President and the Board of Directors.*
7. *All other staff will serve at the pleasure of the Executive Director.*

## **ARTICLE XIII- AFFILIATES**

1. The Association recognizes that affiliation with other organizations can benefit the Association and the membership.
2. The Association can consider affiliation with organizations that are:
  - A. Comprised of a corrections-focused membership, or other professional organizations that are inclusive of the corrections field;
  - B. Private organizations who contribute substantially to the corrections profession, through technology, services, or in some other manner;
  - C. Equivalent to (A and/or B) above, as determined by a majority vote of the Association Officers.
3. Any organization requesting affiliation with the Association must provide documentation of their status as an organization in good standing and substantiate their relevance to the corrections field, as detailed in (2) of this section.
4. The Elected Officers will consider requests for affiliation at meetings called by the President or Executive Director, and attended by both, wherein a *majority* of the Officers are seated. Affiliation requests are granted when approved by a majority vote of the Officers present.
5. If affiliation is accepted, the requesting organization must pay an affiliation fee of \$100 to the Association. This fee may be waived by a majority vote of the Officers.
6. Affiliation status includes, but is not limited to:
  - A. Access to membership rates for each organizations' respective trainings, conferences, or other events;
  - B. Organizational publications that are distributed to all members of either organizations
  - C. Eligibility for full individual membership to either organization.
7. Affiliation with the Association does not give subservient status to either organization. Neither organization will be bound by any independent policies, By-Laws nor decisions of the other, outside of the general guidelines for affiliation as mentioned herein.
8. Organizations that charge an affiliation fee and want to affiliate with the Association may propose a waiver to both affiliation fees in order to affiliate but in no case will the Association pay an affiliation fee greater than the established \$100 Association affiliation fee. This provision makes affiliation a no-cost process for the Association in terms of affiliation fees.
9. An affiliate may be disaffiliated by majority vote of the Elected Officers.



