

CORRECTIONS TECHNOLOGY ASSOCIATION

BY-LAWS

Article I: NAME OF THE ASSOCIATION

The name of the association is the Corrections Technology Association (CTA) hereafter called the Association.

Article II: MISSION AND GOALS OF THE ASSOCIATION

The Mission of the Corrections Technology Association is to provide national leadership in the form of an association of executives serving the corrections field to address challenges, set standards, promote information sharing, and advise on emerging technologies affecting corrections.

The Goals of the Association are to:

- A. Be the leading forum for addressing the opportunities, implications and challenges for improving correctional operations through the use of information technology and other operational technologies.
- B. Provide a vehicle to identify current, new and emerging technologies as a means to advise and promote sharing of information throughout the corrections community.
- C. Provide a forum for exchange of information, professional experiences, and knowledge related to the application of technology in corrections.
- D. Develop standards to insure uniformity throughout the corrections environment.
- E. Encourage education of its members in latest technology advancements and current objectives of the association.
- F. Encourage participation of members in corrections environment.

Article III: STRUCTURE OF THE ASSOCIATION

The Association is organized as a non profit organization under the laws of the State of Nebraska and none of its earnings shall inure to the benefit of any of its members.

Article IV: MEMBERSHIP

There shall be three major classes of memberships; Regular, Associate, and Corporate Sponsor.

- A. Regular Members. Persons having executive level responsibility for the management of information and/or operational technology resources for Corrections of their

respective entity (federal, state, county, parish, municipality, province, or territory) as designated by the Association of State Correctional Administrators' (ASCA) representative in the U.S. or by the executive in charge of Corrections for the agency; and shall be voting members and have the right to cast one vote per entity.

- B. Associate Members. Other criminal justice professionals involved in technology, vendors of technology products or services used in the corrections environment, or persons retired from criminal justice positions. Associate members are non-voting.
- C. Corporate Sponsors. Those Associate members who make an annual contribution to the organization to further its Mission and Goals. The contribution will be determined by the Executive Committee annually.

Article V: OFFICERS OF THE ASSOCIATION

Only regular members may hold an office in the Association. The officers of the Association shall be: President, Immediate Past-President, President-elect, Secretary, and Treasurer.

- A. President. The President shall serve as the chief executive of the Association and shall perform duties as prescribed in the By-laws and by the Executive Committee. Candidates for this office must be the highest ranking IT decision maker for their respective agency. The President is responsible for the overall coordination of the annual conference.
- B. Immediate Past-President. The outgoing president shall become the Immediate Past- President and is responsible for the annual election of officers. The Immediate Past- President shall perform such duties as assigned by the President and the Executive Committee. The Immediate Past-President is responsible for the coordination of all technical sub-committees approved by the Executive Committee.
- C. President-elect. The President-elect shall serve as President in the event of temporary absence of the President. The President-elect shall serve as Chairperson of the Membership Committee. At the annual election of officers the current President-elect automatically assumes the presidency of the Association. Candidates for this office must be the highest ranking IT decision maker for their respective agency. The President-Elect will serve as a member of the Finance Committee.
- D. Secretary. The Secretary shall be responsible for keeping the official minutes of the Executive Committee meetings, the Annual Business meetings, and other meetings of the Association and performs other duties as assigned by the President or the Executive Committee. The Secretary will be responsible for the overall coordination of the association website.
- E. Treasurer. The Treasurer shall serve as the chairperson of the Finance Committee and shall be responsible for overseeing the receipt and disbursement of the funds of the Association. The Treasurer disburses checks for the Association expenditures that are in accordance with the Association budget and Association Operating Rules; and performs other duties as assigned by the President or the Executive Committee.

- F. Election of Officers. Officers shall be elected for a one-year term by the majority vote of active regular members who cast a vote at the time of the Annual Business meeting of the Association. Elections shall be from a ballot provided by the Nominations Committee and circulated to the membership at least 30 days prior to the Annual Business meeting. Nominations may also be added to the ballot from the floor provided that each nomination is made with the prior consent of the nominee.
- G. Terms of Office. All officers, with the exception of the Treasurer, shall be elected for a term of one year. The Treasurer will be elected for a term of two years. The President-elect shall automatically become the President at the end of his/her term as President-elect. The offices of the President, President-elect and Immediate Past-President will be limited to a single term, except in the event of an early exit of the President or the President-elect. In that case the President, President-elect and the Immediate Past-President could serve one more term. In the event of an early exit of the President-elect, the President may be elected to serve a second term to maintain continuity.

In the event the President resigns or is unable to complete a term of office, the President-elect shall succeed the President and complete the President's term of office, then complete their elected term as President. In that event, the Executive Committee may appoint another regular member to assume the remainder of the position of President-elect. That individual may elect to stand for election for the position of President-elect at the next annual meeting. If any officer retires during the term of their office, the Executive Committee may at their discretion allow the individual to complete their term of office.

Article VI: EXECUTIVE COMMITTEE

- A. Membership. The Executive Committee is composed of the President, Immediate Past-President, President-elect, Secretary, Treasurer, and Corporate Leadership Council Chairperson. Each member of the Executive Committee will have one vote on issues affecting the Association.
- B. Purpose and Duties. The purpose of the Executive Committee is to direct the management of the Association. The duties of the Executive Committee shall include:
1. Directing through executive management the general business of the Association including but not limited to accounting, secretarial, property, and program administration services.
 2. Adopting any procedure or method of performing its duties, including the delegation of duties, or otherwise, which it believes to be in the best interests of the Association, including the establishment of membership fees.
 3. Establishing membership policy, dues, fee assessments; and approved annual budget of the Association.
 4. Creating such Task Forces and Committees as it sees fit, and to designate or delegate to the President the power to select Task Force and Committee members from the membership for such periods as the Executive Committee may determine.

5. Receiving recommendations and reports from the various committees of the Association, and after modification, if necessary, and approval, making recommendations to the membership for action on matters where no policy has been adopted or other matters of special significance to the Association.
 6. Receiving recommendations and reports from the various committees of the Association regarding the expenditure of funds that exceed budget amounts, and taking such action as may be appropriate.
 7. Establishing a reserve fund to protect the Association in the event expenses and costs of the annual conference in any particular year or years exceed contributions.
- C. Meetings. The Executive Committee shall hold business meetings at least semi-annually. The President or President-elect may call special meetings of the Executive Committee at any time with two weeks notice to the members of the committee. Additionally, upon the written request of any three Executive Committee members a meeting will be held after at least two weeks notice to the other members. Notices will be sent to each Committee member. Notwithstanding anything to the contrary in these By-laws, any action may be taken without a meeting if such action is authorized by unanimous consent of the Committee. Such consent may be taken by postcard, letter, electronic mail, or telephone ballot and confirmed by the Executive Committee members individually in writing within one week of the ballot.
- D. Voting. A majority of the voting members of the Executive Committee shall constitute a quorum, and all actions will be taken by majority vote. The Executive Committee shall have the authority to conduct the business of the Association between meetings of the members, and such other authority as granted in these By-laws and the Association Operating Rules.
- E. Chairperson. The President shall be the Chairperson of the Executive Committee.
- F. Rules of Order. The rules contained in Robert's Rules of Order, newly revised edition, and shall govern all proceedings of this Association as well as the proceedings of the Executive Committee and all other committees except where modified procedures have been established by action of the Executive Committee.
- G. Executive Session. The Executive Committee may meet in Executive Session upon an affirmative vote of a majority of the Executive Committee members in attendance. An Executive Session is defined as a meeting of the voting members of the Executive Committee only.
- H. Compensation. Executive Committee members shall serve without compensation, but may receive reimbursement for out-of-pocket expenses incurred on behalf of the Association in accordance with the Association's Operating Rules.
- I. Vacancies. Any vacancy occurring after the election of officers of the Association, among the Officers or Executive Committee members, with the exception of the President, shall be filled by appointment by the President with the approval of the Executive Committee. The appointee shall serve until the next regular election. When a

vacancy occurs in the office of the President, the President-elect shall become President and serve for the balance of the term.

- J. Removal of an Officer. The Executive Committee may remove an individual from office if:
1. Action or inaction has caused the disruption of or discredit to the Association, has caused the Association to fail to serve its purpose in a proper and timely manner, and the By-laws are not adhered to in the opinion of a minimum of two-thirds of the members of the Association.
 2. Action to remove is preceded by a letter to the individual signed by a minimum of two-thirds of the Executive Committee stating what action is necessary by a certain date to satisfy the needs of the association.
 3. If the individual is no longer working in a position that qualifies them for Regular membership in the Association.

Article VII: COMMITTEES

In addition to the Executive Committee, the Association has the following committees that report to the Executive Committee:

- A. Finance Committee. The Finance Committee is comprised of the President-elect, Treasurer (Chairperson), and one other regular member appointed by the President.

The purpose of the Finance Committee is to:

1. Review revenues, expenditures, and budgets and make recommendations to the Executive Committee.
2. Prepare a financial review for submission to the Executive Committee and membership.
3. Prepare and submit to the Executive Committee a plan for financing the long-range plans of the Association.
4. Maintain in good standing the CTA's IRS non-profit status and applicable organizational status.

- B. Membership Committee. The Membership Committee is comprised of Regular and Associate Members appointed by the President-elect, who chairs this committee. The number of committee members shall be prescribed by the Executive Committee.

The purpose of the Membership Committee is to work under the direction of the Executive Committee to:

1. Broaden the membership of the Association.
2. Develop and maintain the membership process.
3. Maintain the roster of members.
4. Administer other membership-related functions as directed by the Executive Committee.

- C. Annual Business Meeting Committee. The Annual Business Meeting Committee is comprised of Regular and Associate Members nominated by the Annual Business Meeting Chairperson who is appointed by the President and approved by the Executive Committee. The President is responsible for the overall coordination of the annual business meeting. The Annual Business Meeting Chairperson reports directly to the President and is assigned duties by the President.

The purpose of the Annual Business Meeting Committee is to oversee all aspects of the annual business meeting. The plans shall be approved by the Executive Committee.

- D. Corporate Leadership Council. The Corporate Leadership Council is comprised of Corporate Sponsor members and one Regular Member.

The purpose of the Corporate Leadership Council is:

1. To represent the Association's corporate membership.
2. To increase communication among the corporate members.
3. To acclimate new corporate members to the culture of the Association.
4. To develop procedures for the selection of the Council Chairperson and its members.

All policies and procedures of the Corporate Leadership Council must be approved by the CTA Executive Committee. The Corporate Leadership Council Chairperson is considered a voting member of the Corrections Technology Association (CTA) Executive Board and appointment to the position requires the corporate vendor to be:

- An individual and/or company who is a Platinum Sponsor for the CTA annual meeting for a minimum period of three (3) years.
- To hold the title and position of Corporate Leadership Council Chairperson during the minimum three (3) year period, the following status will apply to the Corporate Chairperson position:
 - During the first (1st) year as a Platinum Sponsor, the individual and/or company will serve as the Corporate Leadership Council Chairperson-Elect.
 - During the second (2nd) year the individual and/or company shall serve as the Corporate Leadership Council Chairperson.
 - During the third (3rd) year the individual and/or company shall serve as the Past Corporate Leadership Council Chairperson.

The intent of the structure and term commitment is to allow continuity in working with the CTA Executive Board over a minimum period of three (3) years to benefit the association and future platinum sponsors who will work closely with experienced board members and appointed Corporate Leadership Council Chairperson to maximize the time and dollar investment that the position entails.

An individual/company may choose to be Platinum sponsor for more than three (3) years as there is no maximum term limit for Platinum sponsors. If there is only one corporate platinum sponsor, there is no term limit to serve in the role of Corporate Leadership Council Chairperson.

If more than one individual and/or company is interested in the Corporate Leadership Council Chairperson position, there will be a vote by the Corporate sponsors at the Annual Business Meeting. There will be no proxy voting. The individual and/or company who is a bronze level sponsor and above shall have one vote.

- E. Nominations Committee. The members of the Nominations Committee shall be appointed by the President in consultation with the Executive Committee. The Committee shall be comprised of the Past-President and two Regular Members, only one of whom may be a member of the Executive Committee. The Past-President shall serve as chairperson. The purpose of the Nominations Committee is to present qualified nominees for each office for election at the Annual Business meeting and make nominations for reduced terms of office as needed. The chairperson of the Nominations Committee shall present the nominees to the Executive Committee members no later than 45 days prior to the scheduled Annual Business meeting to allow for distribution of names to the membership at least 30 days before the meeting.
- F. Technology Committee and Sub-Committees (for example, Standards, XML, Security). The Past President is responsible for the overall coordination of the Technology Committee and Sub-Committees.
- G. Ad Hoc Committees. The President or the Executive Committee from time to time may establish special Ad Hoc Committees. Ad Hoc Committees shall conduct their meetings in a manner like the Executive Committee meetings.

ALL committees will record minutes and activities and submit them to the Secretary.

Article VIII: AMENDMENTS TO THE BY-LAWS

These By-laws may be altered, amended, or repealed and new By-laws may be adopted by a two-thirds vote of the membership present, and voting at any duly constituted meeting of the membership. At least thirty calendar days prior to the meeting, written notice must be sent to all members giving the intention to alter, amend, repeal, or adopt new By-laws at such meetings. The text of such proposed modifications shall be distributed to the membership at least ten calendar days prior to the date of the meeting (notice given by the Secretary).

Amended: 6 May 2009