

# **WISCONSIN JAIL ASSOCIATION BYLAWS**

**Adopted August, 17, 2020**

## **ARTICLE 1 PURPOSES**

The purposes of this Association are as stated in its certificate of incorporation, and are as follows:

To band together all concerned with or interested in the custody and care of persons awaiting trial, serving sentences, or otherwise locally confined; to improve the conditions and systems under which persons are detained.

To advance professionalism through training, information exchange, technical assistance, publications, and conferences.

To provide leadership in the development of professional standards, pertinent legislation, management practices, programs, and services.

To present and advance the interests, needs, concerns, and proficiency of the professional as deemed appropriate by the membership and their representatives.

## **DISCLAIMERS**

The Association does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, selection of volunteers and vendors, and provision of services.

Conflicts of Interest: Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter.

## **ARTICLE II MEMBERS**

### **Section 1. Members**

A. There shall be three categories of members.

#### **1. Professional – Voting member**

- a. The professional member is defined as any person currently employed by and in good standing with, a government operated

agency within the State of Wisconsin, in an adult or juvenile local detention facility, or whose primary employment focus is with those agencies.

- b. Good standing is defined as a person not being subject to any form of suspension or disciplinary action resulting in termination

**2. Associate – Non-voting member**

- a. The associate member is defined as any other person approved by the Board of Directors.

**3. Student – Non –voting member**

- a. The Student member is defined as any person enrolled in a field of study related to corrections or criminal justice

**Section 2. Voting**

- A. Each professional member shall be entitled to one vote on each matter submitted to a vote of the membership.

**Section 3. Application for membership**

- A. An application for active membership shall be made upon the official application blank of the Association. It shall be marked for the appropriate membership requested.
- B. Upon acceptance of this application, the applicant shall be notified in writing.
- C. In the event the application is rejected, the applicant shall be notified in writing.

**ARTICLE III  
BOARD OF DIRECTORS**

**Section 1. Composition of the Board**

- A. The Board of Directors shall consist of the Immediate Past-President, the President, Vice-President, Secretary, Treasurer, and twelve (12) Directors, all elected by the membership.
- B. The Executive Committee will consist of, the President, Vice-President, and Secretary shall be elected to a two-year term of office. The Vice-President shall succeed the President who will become the Immediate Past President for a term of two years. The Treasurer shall serve at the discretion of the board of directors.
- C. Professional members of the association shall fill the positions on the Board of Directors. The Directors shall consist of no more than twelve (12) Positions and shall be filled as vacancies occur.

- D. Should a vacancy occur in the Board of Directors, the vacancy will be referred to the nominating committee. The nominating committee will then take active measures in filling the vacancy.

## **Section 2. General Powers**

The Board of Directors shall be the governing body of the Association and shall have supervision, control, and direction over the affairs of the Association and shall determine its policies or changes therein within the limits of the bylaws. The Board of Directors shall actively pursue its purpose, and shall have discretion in disbursements of its funds.

- A. The Board shall be empowered to authorize expenditures for the general business of the Association and shall approve the annual business plan and budget at the annual training conference.
- B. The Board may set annual dues of the Association in accordance with ARTICLE X of these bylaws.
- C. The Board may authorize additional services and set appropriate charges.
- D. The Board may enter into any agreement with other persons or organizations for the betterment of the Association.
- E. The Board may appoint, employ, retain, and supervise an Executive Director who may appoint, employ, retain, and supervise sufficient staff members necessary to accomplish the purpose of the Association.
- F. The Board shall receive written reports of all programs activities at the annual meeting, or at any special meetings as the Board deems necessary.
- G. In conducting the business of the Association, the Board may conduct such business by correspondence or other means of communication as established by the President of the Board.
- H. The Board may select and retain legal counsel for consultation and other legal matters as the Executive Committee or Board of Directors may determine necessary.
- K. The Board shall select future locations for the Annual Training Conference in accordance with ARTICLE III.
- L. The Board shall determine the method of notifying the membership of the annual business meeting in accordance with ARTICLE III, Section 1, D
- M. The Board shall select the design and determine the use of the official logo of the Association.
- N. The Board shall review all recommended bylaw changes.

- O. The Board may overrule, support, or amend, by a vote of two-thirds of the Board present, the action of the Executive Committee regarding the removal of a member, due to a charge affecting that member's honor or conduct.
- P. Organization Dissolution. The Board of Directors may vote to dissolve the organization. In the event of liquidation of the corporation, only other 501(c)(3) organizations will receive the assets.

### **Section 3. Meeting of the Board**

- A. Quorum – A majority of the whole Board shall constitute a quorum at any meetings of the Board. No official action of the Board may be handled unless a quorum is present and votes on the action.
- B. The Board of Directors shall meet on the day preceding the first full day of the annual training conference and shall then reconvene at the call of the President, the purpose of such meetings being to discuss such business as may be necessary.
- C. There shall be a meeting of newly elected Board of Directors of the Association at the conclusion of the Annual Training Conference.
- D. Special meetings of the Board of Directors may be called upon request of no less than six (6) members of the Board or upon call of the President.
- E. Meetings shall be held at a location designated by the President of the board. Minutes of all Board meetings will be mailed or e-mailed to all Board members.
- F. The President shall be responsible for notifying all Board members of the date, time, and place of Board meetings.
- G. Members of the Board of Directors must have approval for all absences from meetings: the President must grant those approvals. There can be no more than \*three (3) unexcused absences in any one (1) year or the Board of Directors may declare the position vacant.
  - a. An unexcused absence is defined as no contact with the president advising of their absence. E-mail contact is appropriate.

### **Section 4. Executive Session**

For the purpose of discussing pending or potential legal action, or matters dealing with personnel, the Board of Directors may move into executive session. Such action may be requested by any Board member and requires a majority vote of the Board present. After being properly ordered, those who remain will be restricted to Board Members. However, other members or individuals may remain upon majority vote of the Board. No formal binding action may be taken while in executive session.

Note: The Executive Committee shall also have the power to move into executive session, ARTICLE IV, Section 1, B

**ARTICLE IV**  
**EXECUTIVE COMMITTEE**

*The Executive Committee shall consist of the Immediate Past President, the President, the Vice-President, the Secretary, the Treasurer, and two (2) Directors elected by the full Board. The President shall serve as Chairperson of the Executive Committee.*

**Section 1. Meetings**

- A. Meetings of the Executive Committee shall be upon call of the President, or upon request of any three of the seven voting members.
- B. Executive Session - For the purpose of discussing pending or potential legal action, or for matters dealing with personnel, the Executive Committee may move into executive session. Such action may be requested by any Executive Committee Member and requires a majority vote of the Executive Committee Member and requires a majority vote of the Executive Committee present. After being properly ordered, those who may remain will be restricted to Executive Committee Members. However, other members or individuals may remain by a majority vote of the Executive Committee. No formal or binding action may be taken while in Executive Session.-

**Section 2. Duties**

- A. The Executive Committee shall conduct all business of the Association when the Board is not meeting. When deciding issues involving expenditure of funds not previously allocated, or issues requiring policy decisions not yet addressed by the Board of Directors, the Executive committee shall act on those matters as a result of a formal vote. This vote shall require a majority, The President's vote serving to break the tie. Such action shall always be formally documented by a written record and submitted to the Board for information.
- B. The Executive Committee shall be charged with the responsibility of:
  - 1. Developing an annual budget for the Association for presentation to the Board of Directors for ratification.
  - 2. Recommending a CPA firm or firms to the Board for approval to do the audit of the Association's books and directing the Treasurer to cause that to occur as needed.
  - 3. Consulting with the committee chairs regarding development of costs for advertising, membership fees, merchandise, committee activities and other areas as determined.
  - 4. Receiving quarterly accounts from the Treasurer in the format developed by the Executive Committee to provide them with necessary management information to ensure ongoing continuity for the Association.

- C. The Executive Committee shall investigate, upon any member of the Association upon a charge affecting that member's honor or conduct, provided the charge is made in writing and signed by the person making the charge. The Executive Committee has the responsibility of taking whatever action if appropriate including expulsion from the Association. The accused shall have the right to appeal an adverse decision of the Executive Committee to the Board at the next meeting of the Board. The Board may overrule, support or amend the action of the Executive Committee by a vote of two-thirds of the Board present.
- D. The Executive Committee shall supervise elections in accordance with ARTICLE VIII Section 3.
- E. The Executive Committee shall make determination annually regarding selection of delegate(s) and the financial support to attend a national corrections conference.
  - a. The Association may send any Board of Director(s) as delegate(s) to the annual Jail Conference & Expo of the American Jail Association or the annual Congress of Corrections of the American Correctional Association each year. Delegate expenses may be defrayed by the Association if funds are available.
    - i. The Association will primarily support as delegates in the position of President and Vice- President.
    - ii. The Association may support additional delegates if funds are available.

## **ARTICLE V OFFICERS OF THE ASSOCIATION**

*The officers of the Association shall be: Immediate Past President, President, Vice-President, Secretary and Treasurer.*

### **Section 1. Duties of the Immediate Past-President**

- A. Serve as a member of the Executive Committee in accordance with ARTICLE V.
- B. Chair the Nominating Committee in accordance with ARTICLE VIII, Section C.
- C. Be responsible for verifying receipt of all official ballots during elections in accordance with ARTICLE IX, Section 3, F.
- D. The Immediate Past President shall chair the Membership Committee in accordance with ARTICLE VII, Section 2 A.
- F. D. Shall serve as a member of the Executive Committee in accordance with ARTICLE IV.

## **Section 2. Duties of the President**

- A. The president shall be the principal elected officer of the Association and shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee; and shall be a member ex-officio of all committees except the Nominating Committee. The President shall also, at the annual business meeting of the Association and at such other times that he/she shall deem proper, communicate to the Association and/or the Board of Directors such matters and make such suggestions as may, in his/her opinion, tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the Office of President, or as may be prescribed by the Board of Directors. The President shall conduct business, limited to the annual plan and budget for the Association and shall either personally represent, or delegate someone to represent, the Association at official functions.
- B. The President may appoint, subject to Board approval, the following positions in accordance with ARTICLE VI
  - 1. Editor
  - 2. Parliamentarian
  - 3. Sergeant-at-Arms
- C. The President may appoint committees and state and/or regional coordinators to carry out the purposes of the Association. All appointments must be given to professional members in good standing.
- D. Shall serve as a member of the Executive Committee in accordance with ARTICLE IV.
- E. The Association shall reimburse the President, for all reasonable, and usual, and ordinary expenses incurred on behalf of the Association. Expenditures, travel and contractual agreements outside the scope of the business plan and budget shall have prior approval of the Executive Committee or the Board of Directors.

## **Section 3. Duties of the Vice-President**

- A. Act as presiding officer during the temporary absence or disability of the President.
- B. Succeed to the Office of President in the event of death, disability, resignation, or removal from the office of the President, and shall serve the un-expired term thereof.
- C. Chair the Conference Training Committee in accordance with ARTICLE VII, Section 1 A.
- D. Shall serve as a member of the Executive Committee in accordance with ARTICLE IV.
- E. In addition to the chairing committees as designated by these articles, the Vice-President may chair those committees that may be established by the President and delegated to him/her.

**Section 4. Duties of the Secretary**

- A. Keep records and minutes of the Association's business meetings, meetings of the Board of Directors, and meetings of the Executive Committee.
- B. Perform such other duties that may be assigned to the office by the President or by the Board of Directors.
- C. May be relieved of part, or all of the duties, when professional staff is contracted. The Executive Committee shall determine what responsibilities of the Secretary, if any, are assigned to professional staff.
- D. Shall serve as a member of the Executive Committee in accordance with ARTICLE IV.

**Section 5. Duties of the Treasurer**

- A. Receive an accounting of all money due the Association and verify that a just and accurate record of all financial dealings of the Association is maintained.
- B. Verify that warrants and checks for expenses of the Association are appropriate and consistent with the budget, or that extraordinary expenses have the approval of the Executive Committee.
- C. Ensure the financial records of the Association to be audited by a CPA approved by the Board of Directors as needed.
- D. Perform such other duties as may be assigned to him/her by the President of the Board of Directors.
- E. Shall serve as a member of the Executive Committee in accordance with ARTICLE IV.

**Section 6. Succession and Term of Office**

- A. The Office of President shall be filled by the next lower office of Vice-President at the close of the annual business meeting and shall serve a term of two (2) years.
- B. The Vice-President shall be elected by ballot as provided in ARTICLE VIII and shall serve a term of two (2) years.
- C. The Treasurer shall be elected by ballot as provided in ARTICLE VIII and shall serve a term as of two (2) years.
- D. The Secretary shall be elected by ballot as provided in ARTICLE VIII and shall serve a term of two (2) years.



## **Section 7. Vacancies**

- A. Should any vacancies occur in the positions of elected officers, within thirty days (30) of the vacancy, the President shall convene the Nominating Committee for the purpose of conducting a special election.
- B. Should a vacancy occur in the Office of Treasurer, the President, with the concurrence of the Board members, shall appoint a member to fill the vacancy. The individual appointed will serve until the end of the next annual training conference. His/Her name may be placed on the ballot.

## **ARTICLE VI APPOINTED POSITIONS**

**Section 1.** The President may appoint, subject to approval of the Board, Professional or Associate member to the following positions:

- A. Editor
- B. Parliamentarian
- C. Sergeant-at-Arms

These positions shall be ex-officio, non-voting members of the Board of Directors. They shall serve for a term of one year, or at the discretion of the President, and must be member in good standing with the Association.

### **Section 2. Duties of the Editor**

- A. Receive all articles and items of interest pertinent to the corrections profession.
- B. Secure beneficial publicity for the Association.
- C. Shall be responsible to see that all approved publications to include Website and Social Media avenues of the Association are professional in quality and content.
- D. May, with the approval of the Board of Directors, sell space in the official publications. Money raised from such sales shall be deposited in the general fund of the Association in a budget category determined by the Board of Directors.

### **Section 3. Duties of the Parliamentarian**

- A. The duties of the Parliamentarian shall be one of familiarity with the by-laws and with Robert's Rules of Order, revised.
- B. That Office shall advise the President or Board of Directors on any question of parliamentary procedure.

#### **Section 4. Duties of the Sergeant-at-Arms**

- A. The Sergeant-at-Arms shall assist the President in maintaining order at all meetings, association events, and shall permit no person to enter meetings of the Association who is not authorized.

### **ARTICLE VII COMMITTEES**

*There shall be five (5) permanent standing committees of the Association, which shall be:*

#### **Section 1. The Conference/Training Committee**

- A. The Vice-President shall chair the Conference Training Committee. The membership shall be from those persons selected by the Vice-President after consultation with the President.
- B. The Conference Training Committee is charged with the responsibility for planning, developing, and implementing an annual training program for the Association.

#### **Section 2. The Membership Committee**

- A. The Immediate Past President shall serve as Chairperson of the Membership Committee. Membership on that committee shall be those persons selected by the Immediate Past-President after consultation with the President.

#### **Section 3. The Nominating Committee**

- A. The Nominating Committee shall consist of three (3) members. The Chairman of the Nominating Committee shall be the Immediate Past-President. The Board of Directors will select two (2) Directors from the Board of Directors to comprise a three (3) member Nominating Committee. The selection from the Board will not be an officer in accordance with ARTICLE IX, Section 2.

#### **Section 4. The Bylaws Committee**

- A. The Bylaws Committee may consist of up to five (5) members. The President will appoint the Chairperson of the Bylaws Committee. The Chairperson shall select the membership for the Bylaws Committee after consultation with the President.
- B. The duties of the Bylaws Committee shall be to receive recommendations for changes in the Bylaws and to review the bylaws annually and make any recommendations identified as necessary in accordance with ARTICLE XII, Amendments.

**Section 5. The Awards Committee**

- A. The Awards Committee may consist of up to five (5) members. The President will appoint the Chairperson of the Awards Committee. The Chairperson shall select the membership for the Awards Committee after consultation with the President.
- B. The Awards Committee is charged with the responsibility for planning, developing, and implementing an annual awards program for the Association.

**Section 6. Additional Committees**

The President may appoint additional committees and chairpersons as are necessary to conduct the business of the Association. Membership on committees requires professional members be in good standing with the Association.

**ARTICLE VIII  
ELECTION OF OFFICERS AND DIRECTORS**

**Section 1. Eligibility**

- A. Only professional members in good standing with the Association shall be eligible to hold office.
- B. No member may hold more than one elected office at any one time.

**Section 2. Nominations**

- A. The Nominating Committee shall nominate at least two (2) professional members in good standing for the office of President, Vice-President, Treasurer and Secretary every two years.
- B. Nominations for the twelve (12) Board of Directors shall be made from the meeting floor and be at least two (2) professional members in good standing for each open directors slot.
- C. The Nominating Committee shall insure that all nominees shall accept and effectively serve should they be elected.

**Section 3. Elections**

- A. The Executive Committee shall supervise the elections.
- B. The Executive Committee shall certify the list of nominees received from the Nominating Committee. It shall then have a vote by show of hands at the annual business meeting.

- C. The winner of each contest shall be the one receiving the most votes in a two-way race.
- D. In a tie for any position, the Board of Directors will cast their vote with the President's vote be the tie breaker.

## **ARTICLE VIII ANNUAL BUSINESS MEETING**

**Section 1.** The annual business meeting of the Association shall be held at the next membership meeting following the annual training conference as called by President to transact such business as may come before the members.

A. The annual business meeting shall be guided by the Manual of Robert's Rules of Order revised addition and the order of proceeding shall be as follows:

1. Calling of the meeting to order by the President
2. Invocation by the Chaplain (optional)
3. Addresses of Welcome
4. Report of the Secretary
5. President's Report
6. Report of the Treasurer
7. Report of the Committees
8. Unfinished Business
9. New Business
10. Hold Elections
11. Adjournment

B. All committee reports shall be submitted to the Board prior to the meeting in writing.

C. Members attending the annual meeting may direct the Board to take action concerning any and all business transactions that may have taken place.

D. Quorum – Those professional members present at the annual business meeting of the Association shall constitute a quorum. Each professional member shall have one vote.

D. The membership shall be advised of the date, time, and place of the annual business meeting at least thirty days (30) prior to the meeting. Advisement can be in a form decided by the Board.

**Section 2.** The board shall select the annual meeting sites. Announcements of a site vacancy shall be made to general membership at the annual business meeting, at Board meetings, and through the Association publications. Jurisdictions wishing to be considered for selection, as host site for an annual meeting, shall submit written requests for a location to the Board of Directors.

**ARTICLE X  
DUES AND ASSESSMENTS**

**Section 1. Dues**

- A. Annual Membership Dues may be set by the Board of Directors.
- B. If annual dues are set they shall be paid at the annual training conference and will cover the year following
- C. Any member who is suspended for nonpayment of dues, or withdraws his/her membership while in good standing, may be reinstated only upon payment of such money or conditions, as may be imposed by the Board of Directors.
- D. Dues increases- The Board of Directors, upon review of the budget and financial implications to the Association, has the authority to increase dues in an amount appropriate to satisfy the needs of the Association.

**Section 2. Assessments: How levied.**

Assessments against the membership shall be levied by a simple majority vote of the membership attending the annual business meeting when, in its judgment, the needs of the Association require such action.

**Section 3.** Financial records of the Association shall be consistent with the association year May 1st through April 30<sup>th</sup>.

**ARTICLE XI  
LOGO**

**Section 1. Selection and use of the Logo of the Wisconsin Jail Association**

- A. The Board of Directors shall decide on the design of the official logo for the Association.
- B. The logo shall appear on the stationery of the Association and on its membership cards.
- D. The logo shall be used on the official stationery of the Association only by members in good standing and then only for official business of the Association. No other use of the logo is permitted without prior approval of the Board of Directors.
- E. Any representation of the logo or the Association on any goods or merchandise shall be approved by the board of directors.

**ARTICLE XII  
AMENDMENTS**

**Section 1. Amendments – How made to the bylaws**

- A. Any recommended amendments to the bylaws of the Association shall be made in writing to the current President. Recommended actions of the Bylaws Committee shall be submitted to the Board of Directors for review.
- B. Board of directors shall vote on Bylaw Committee recommendations at the next business meeting.
- C. Amendments to the bylaws require a two-thirds majority of all votes cast.
- D. Revised Bylaws will be posted on the website.