

# IACTP Bylaws

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**Article I Name**

The name of this corporation is International Association of Correctional Training Personnel, Inc.

**Article II Office**

Section 2.01 The principle office of the corporation for transaction of its business is located at PO Box 473254, Aurora, CO 80047. The Board of Directors shall designate and may change the principle office from one location to another within the United States. Any change of location of the principle office shall be noted by the secretary on these bylaws in the place provided in this section or this section may be amended to state the new location. The Board may, at any time, establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

**Article III Purposes**

*Section 3.01 General Purposes*

This Association is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Laws of the State of Tennessee for the improvement of business conditions within corrections and law enforcement purposes.

*Section 3.02 Specific Purposes*

Within the context of its general purposes this membership association is created:

- (A) to develop quality education and training programs to prepare individuals for career development in the field of corrections.
- (B) to disseminate information and educational programs to prepare individuals for career development in the field of corrections.
- (C) to engage in research and development on training methodology in the field of corrections.
- (D) to promote cooperation of and coordination among corrections related nonprofit organizations in education, training and public information.

*Section 3.03 Limitations:*

To operate exclusively in any other manner for such educational and charitable purposes as will qualify it as an exempt organization under Section 501 ( c ) (6) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

## **Article IV        Members**

### *Section 4.01 General Members*

A person shall be eligible for regular membership if he or she has responsibility for, and/or interest in, training and development of individuals working or planning to work in the field of corrections.

- (A) The Board of Directors or its designee shall establish an application form to be completed by each applicant for membership. Such application shall be approved by member services/secretariat.
- (B) Each applicant for membership shall designate one of the following areas of corrections which the applicant represents:
  - 1. Local Adult Corrections
  - 2. State Adult Corrections
  - 3. Federal Corrections
  - 4. Adult Community Based Programs (probation, parole, community corrections)
  - 5. Juvenile Correctional Services and Facilities
  - 6. Higher Education
  - 7. Training Commissions, Agencies, and Academies
  - 8. Health Care Delivery Trainers
  - 9. Private Sector
  - 10. International
  - 11. Other

### *Section 4.02 Honorary Members*

Honorary membership may be conferred on any person what has made a unique contribution to the field of correctional training which deserves special recognition. Nomination to honorary membership shall be made by the Executive Committee and approved by a simple majority of the Board of Directors present at a regular or special meeting.

- (A) No more than two honorary memberships may be awarded in any year.
- (B) Honorary membership shall be awarded for the lifetime of the recipient.
- (C) Honorary members shall have all the rights and privileges of general members but shall not be assessed membership fees.
- (D) All past-presidents shall enjoy honorary member status (adopted 2002).

### *Section 4.03 Fees and Assessments*

The Board may assess a membership fee as a condition of initial or continued membership. Upon tender of the annual fee, a member shall remain in good standing for one year from the first of the month following receipt of payment of their initial fee. The membership year will remain constant for each individual member from said anniversary date.

Upon tender of an annual fee an agency membership will be available. The agency membership annual fee will be agreed upon by the IACTP Board of Directors and published. The agency is responsible for notifying the IACTP Secretariat's office of all current individual members and their contact information. The agency membership year will remain constant for each individual member. Agency membership enrollees will enjoy full membership benefits with IACTP.

## **Article V        Directors**

### *Section 5.01 General Corporate Powers*

Subject to the provisions and limitations of the Tennessee Nonprofit Corporation Law and any other applicable laws, and subject to any limitation of the articles of incorporation or bylaws regarding actions of the Board of Directors, the corporation's activities and affairs shall be managed and all corporate powers shall be exercised, by or under the direction of the Board.

#### *Section 5.02 Specific Powers*

Without prejudice to the general powers set forth in Section 5.01 of these bylaws, but subject to the same limitations, the Directors shall have the power to:

- (A) Appoint and remove, at the pleasure of the Board, all the corporation's agents and employees, prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties;
- (B) Change the principle office of the principle business office from one location to another; conduct its activities within the United States; designate any place within any state for holding any meeting;
- (C) Adopt and use a corporate seal;
- (D) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation and other evidences of debt and securities.

#### *Section 5.03 Number and Distribution of Directors*

The authorized number of directors shall be no less than nine (9). Each elected officer, and Director(s) from each of the following Board committees and Directors shall constitute the Board of Directors. (*Board member descriptions added January 2002 and revised January 2005, November 2005 past president removed*)

#### **Board Committees**

##### **Communications Committee** (3 members to include Editor)

Members of this committee will be responsible for the publishing of the quarterly journal to include procuring articles for the journal, editing and proofreading articles, creating a working copy to send to a publisher for printing, securing a publisher and disbursement of the journal to the membership. This committee will also be responsible for other duties as deemed necessary by the Executive Board.

##### **Conference Planning Committee** (3 members to include the President-Elect who serves as the Program Chair—effective January 1, 2007, the Conference Planner Director—effective January 1, 2007, Vendors and Marketing)

Members of this committee will be responsible for assisting the conference host site with preparations, acquiring vendors for the annual conference, soliciting for and planning the program for the annual conference, and ensure marketing of the association and the conference in pertinent publications. This committee will provide the communications committee with pertinent information for The Correctional Trainer. This committee will also be responsible for other duties as deemed necessary by the Executive Board.

##### **Certification /Standards Committee** (3 members)

Members of this committee will participate with the IACTP Correctional Trainer Certification Commissioners in updating, marketing and implementation of the certification program. This committee will provide the communications committee with pertinent information for The Correctional Trainer. This committee will also be responsible for other duties as deemed necessary by the Executive Board.

##### **Member Services/Research & Development** (3 members -)

Members of this committee will work closely with the secretariat to actively recruit new members and contact expiring members. This committee will conduct membership assessments obtaining comments/complaints/suggestions and bringing said items to the attention of the Board for consideration in development of future plans and members services. This committee will be responsible to market and solicit nominees for all IACTP Awards of

Excellence. They will also provide the awards at the annual conference. This committee will provide the communications committee with pertinent information for The Correctional Trainer. This committee will also be responsible for other duties as deemed necessary by the Executive Board.

## **Disciplines**

### **Local Adult Corrections Director**

This member will be a person who conducts, organizes and /or implements training for a local adult correctional agency. This person will represent local adult corrections. They will be responsible to submit (write or solicit) two articles per year for The Correctional Trainer. This director will also be responsible for other duties as deemed necessary by the Executive Board.

### **State Adult Corrections Director**

This member will be a person who conducts, organizes and /or implements training for a state adult correctional facility. This person will represent state adult correctional facilities. They will be responsible to submit (write or solicit) two articles per year for The Correctional Trainer. This director will also be responsible for other duties as deemed necessary by the Executive Board.

### **Federal Corrections Director**

This member will be a person who conducts, organizes and /or implements training for a federal adult correctional agency. This person will represent federal adult corrections. They will be responsible to submit (write or solicit) two articles per year for The Correctional Trainer. This director will also be responsible for other duties as deemed necessary by the Executive Board.

### **Adult Community Based Programs Director**

This member will be a person who conducts, organizes and /or implements training for a community-based adult correctional agency. This person will represent community-based adult corrections. They will be responsible to submit (write or solicit) two articles per year for The Correctional Trainer. This director will also be responsible for other duties as deemed necessary by the Executive Board.

### **Juvenile Correctional Services and Facilities Director**

This member will be a person who conducts, organizes and /or implements training for a juvenile correctional service agency or juvenile correctional facility. This person will represent juvenile correctional service agencies and juvenile correctional facilities. They will be responsible to submit (write or solicit) two articles per year for The Correctional Trainer. This director will also be responsible for other duties as deemed necessary by the Executive Board.

**Higher Education Director** This member will be a person from a higher education organization with an emphasis in the criminal justice field. This person will represent higher education. They will be responsible to submit (write or solicit) two articles per year for The Correctional Trainer. This director will also be responsible for other duties as deemed necessary by the Executive Board.

### **Training Commissions, Agencies, and Academies Director**

This member will be a person from a training commission, agency or academy who conducts, organizes and /or implements training as a corrections professional. This person will represent training commissions, agencies and academies. They will be responsible to submit (write or solicit) two articles per year for The Correctional Trainer. This director will also be responsible for other duties as deemed necessary by the Executive Board.

### **Health Care Delivery Trainers Director**

This member will be a person from correctional health care who conducts, organizes and /or implements training as a corrections professional. This person will represent correctional health care training delivery. They will be

responsible to submit (write or solicit) two articles per year for The Correctional Trainer. This director will also be responsible for other duties as deemed necessary by the Executive Board.

**Private Sector Director**

This member will be a person from a private sector correctional organization who conducts, organizes and /or implements training as a corrections professional. This person will represent corrections private sector. They will be responsible to submit (write or solicit) two articles per year for The Correctional Trainer. This director will also be responsible for other duties as deemed necessary by the Executive Board.

**International Director**

This member will be a person from an international criminal justice agency or juvenile correctional facility who conducts, organizes and/or implements training for such agencies. This member will represent all nations and territories of the world outside of the United States. They will be responsible to submit (write or solicit) two articles per year for The Correctional Trainer. This director will also be responsible for other duties as deemed necessary by the Executive Board.

*Section 5.04 Vacancies on the Board of Directors*

- (A) Events Causing Vacancies: A vacancy or vacancies on the Board shall exist on the occurrence of the following:
  - (1) The death or resignation of any member
  - (2) The declaration by resolution of the Board of a vacancy in the office of a member who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty; or
  - (3) The declaration by resolution of the Board of a vacancy in the office of a member who has failed to uphold the duties of a member of the Board (amended 10/13/1996).
- (B) Resignation: Except as provided below, any member or officer may resign by giving written notice to the president or the secretary. The resignation shall be effective when notice is given unless it specifies a later time for the resignation to become effective. If a member or Officer's resignation is effective at a later time, the president may nominate and the board may elect a successor to take office on the date when the resignation becomes effective, except as otherwise provided herein.

- (C) When a current Board member runs for another seat on the Board, he/she must vacate the current Board seat.

*Section 5.05 Membership Meetings*

Meetings of the members shall be held at least annually and at such place that the Board designates by resolution or, if not so designated, at the principle office of the corporation. Notice of meetings will be given by mail, email or publication.

*Section 5.06 Board of Directors Meetings*

The Board shall hold a regular meeting annually for purposes of organization, and transaction of other business. Other regular or special meetings of the Board may be held at such time and place as the Board may fix from time to time.

- (A) Special meetings of the Board for any purpose may be called at any time by the president with the approval of the Executive Committee. Notice of the time and place of special meetings shall be given to each member by one of the following methods:
  - (1) By personal delivery of written notice;
  - (2) By first class mail, postage prepaid;
  - (3) By telephone, either directly to the member or to a person at the member's office who would reasonably be expected to communicate that notice promptly to the member;
  - (4) By telegram, charges prepaid; or
  - (5) By electronic mail (email).

All such notices shall be given or sent to the member's address, telephone number, or email address as shown on the records of the corporation.

- (B) Notices sent by first class mail shall be deposited in the United States mail at least seven days before the time set for a special meeting of the Board. Notice given by personal delivery, telephone, email or telefax shall be delivered at least 72 hours before the time set for the meeting. The notice shall state the time of the meeting, and the place if the place is other than the principle office of the corporation. Notice of a special telephonic (conference) meeting of the Board or Executive shall be given at least 24 hours prior to the meeting.
- (C) Notice of a meeting need not be given to any Board member who, either before or after the meeting signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate record or made a part of the minutes of the meeting. Notice of the meeting need not be given to any Board member who attends the meeting and does not protest, before or at the commencement of the meeting, lack of notice to him or her.

*Section 5.07 Quorum*

A majority of the Directors of the Board present at a regular or special meeting shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the members present at a duly held meeting at which a quorum is present shall be the act of the board, including, without limitation, those provisions relating to:

- (A) Approval of contracts or transaction in which a member has a direct or indirect material financial interest;
- (B) Approval of certain transactions between corporations having common directorships;
- (C) Creation and appointment to committees of the Board, and
- (D) Indemnification of members.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

#### *Section 5.08 Action Without a Meeting*

Any action that the Board is required or permitted to take may be taken without a meeting if a majority of the members of the Board consent in writing (including email) to the action: provided, however, that the consent of any member who has a material financial interest in a transaction to which the corporation is a party shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

### **Article VI      Committees**

#### *Section 6.01 Committees of the Board*

The Board, by resolution adopted by a majority of the Directors, provided a quorum is present, may create one or more committees, each consisting of two or more Directors. Appointment to committees of the Board shall be made by the president and approved by majority vote of the Directors. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution may:

- (A) Fill vacancies on the Board or any committee that have the authority of the Board;
- (B) Fix compensation for the Directors for serving on the Board or any committee;
- (C) Amend or repeal bylaws or adopt new bylaws;
- (D) Amend or repeal any resolution of the Board that, by its express terms is not so amendable or repealable;
- (E) Create any other committee of the Board or appoint the members of committees of the Board;
- (F) Expend corporate funds to support a nominee for office after more people have been nominated to office than can be elected; or
- (G) Approve any contract or transaction to which the corporation is a party .

#### *Section 6.02 Meetings and Actions of Committees*

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of the bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

#### *Section 6.03 Executive Committee*

There is created an Executive Committee of the Board of which shall be comprised of the president, who shall serve as chairman, the president-elect, secretary, and treasurer (chief financial officer). The Executive Committee shall act with and have all the authority of the Board to act on behalf of the corporation.

*Section 6.04 Standing Committees*

The corporation shall have standing committees as appointed by the Executive Board. The president shall appoint the members and chairperson of said committees.

**Article VII      Officers and Directors**

*Section 7.01 Officers of the Corporation*

The officers of the corporation shall be the president, the president-elect, a secretary, and a treasurer (chief financial officer). The corporation may also have, at the Board's discretion, more than one vice president, and such other officers as may be appointed in accordance with Section 7.03 of these bylaws.

*Section 7.02 Election, Designation, and Term of Office*

All officers and directors, except those appointed pursuant to section 7.03 shall be elected by the membership in the manner prescribed by these bylaws. Officers and directors shall hold office until the expiration of their term. All board member positions of the corporation shall be filled by election. Each term of office, whether by election or succession, shall be for two (2) years. A vacancy in each officer position shall be filled as followed.

*Section 7.03 Other Officers*

The Board may appoint any other officers, including assistant officer positions that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these bylaws or determined by the Board.

*Section 7.04 Removal of Officers*

Any officer may be removed, for cause, with the approval of the voting power of the corporation, at any regular or special meeting of the regular members and such officer shall be removed should he/she ceases to be qualified for the office as provided by these bylaws.

*Section 7.05 Resignation of Officers*

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notices is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

*Section 7.06 Vacancies in Office*

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

*Section 7.07 President*

Subject to the control of the Board, the president shall be the general manager of the corporation and shall supervise, direct and control the corporation's activities, affairs, and officers. The president shall preside at all Board meetings. The president shall have such other powers and duties as the Board as bylaws may prescribe.

*Section 7.08 President-Elect*

If the president is absent or disabled, the president-elect shall perform all duties of the president. When so acting, the president-elect shall have all powers of and be subject to all restrictions on the president. The president-elect shall have such other powers and perform such other duties as the Board or these bylaws may prescribe. The President-Elect serves as the Conference Program Chair –effective January 1, 2007.

### *Section 7.09 Secretary*

- (A) **Book of Minutes:** the secretary shall keep or cause to be kept, at the corporation's principle office or such other places as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of the meeting shall include the time and place that the meeting was held whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at the Board or committee meetings. The secretary shall keep or cause to be kept, at the principle office, if any, a copy of the articles of incorporation and bylaws, as amended to date.
- (B) **Notices, Seals, and Other Duties:** the secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board of the bylaws may prescribe.

### *Section 7.10 Treasurer (Chief Financial Officer)*

- (A) **Books of Accounts:** the treasurer (chief financial officer) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the members such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any member, in good standing, at all reasonable times.
- (B) **Deposit and Disbursement of Money and Valuables:** the chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with depositories as the Board may order, shall render to the president, and the Board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.
- (C) **Bond:** if required by the Board, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all its books, paper, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.
- (D) The chief financial officer will reimburse expenses to persons performing duties with the association's approval according to the guidelines established using the [www.gsa.gov](http://www.gsa.gov) rates.

## **Article VIII Election of Officers and Directors**

### *Section 8.01 Election of Directors*

Each odd numbered board committee director and discipline director will be elected by the membership in the odd numbered years, and each even numbered board committee director and discipline director will be elected by the membership in the even numbered years.

All directors shall serve for a term of two (2) years, and may succeed themselves in office.

### *Section 8.02 Election of Officers*

Each officer and director shall be nominated and elected by written/electronic ballot for a two-year term. Nomination for office shall be made by a general member in good standing and shall be accepted by the nominee in writing by the Secretary. Officers and Directors shall be elected by ballot. With the exception of the initial officers of the corporation, in order to be elected as an officer of the corporation, a regular member must have served one full term as a director at the time of assuming his/her new office -- this requirement can be waived with board approval.

### *Section 8.03 Nomination Ballots*

In the event that there should be insufficient interest expressed by members in one or more offices scheduled for election, the president may seek submission to the Board of Directors any qualified person for the vacant office of director. The Board of Directors shall elect each director from the names submitted by either written, email, or voice ballot.

#### *Section 8.04 Notice and Voting*

Whenever an office for election is challenged, a biography, and campaign platform, if any, of each candidate will be e-mailed with ballots to the regular members entitled to vote. Ballots will be mailed/emailed to the last known business/email address of each regular member in good standing at least forty-five (45) days prior to the annual meeting of the membership, with ballots being returned within fifteen (15) days of the annual meeting.

#### *Section 8.05 Certification of Election*

The Election Coordinator shall be responsible to count all ballots returned within the time prescribed by these bylaws. The secretary of the association shall certify each election for office. Elected officers shall assume their office upon the completion of “old business” during the annual board meeting.

### **Article IX Indemnification**

#### *Section 9.01 Right of Indemnity*

To the fullest extent permitted by law, this corporation shall indemnify its members, officers, employees, and other persons described in these bylaws including persons formally occupying any such position, against all expenses, judgments, fines, settlements, and other amount actually and reasonably incurred by them in connection with any claims or legal proceeding as that term is generally used, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in any such cause of action, so long as the person did not act in a grossly negligent manner or in violation of state or federal criminal law.

#### *Section 9.02 Approval of Indemnity*

On written request of the Board by any person seeking indemnification the Board shall promptly determine whether an acceptable standard of conduct has been met and may thereafter authorize indemnification. If the Board cannot authorize indemnification because the number of members who are parties to that proceeding with respect to which indemnification is sought prevents the formation of a quorum of members who are not parties to the proceeding, the Board shall appoint a committee of non-party members to examine the facts and evidence and make a determination whether the applicable standard of conduct has been met and if so, the committee shall authorize indemnification.

#### *Section 9.03 Advancement of Expenses*

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 9.01 and 9.02 of these bylaws in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

#### *Section 9.04 Insurance*

The corporation shall have the right to purchase and maintain insurance to the full extend permitted by law on behalf of its officer, members, employees and other agents, against any liability asserted against or incurred by any officer, member, employee, or agent in such capacity or arising out of the officer’s, member’s employee’s or agent’s status as such.

### **Article X Appointments**

### *Section 10.01 Appointment of Secretariat*

The Board (or by delegation, the Executive Committee) may select and appoint an individual or group to serve as IACTP Secretariat on a contractual basis. The contractor selected will perform such duties as maintaining the IACTP website, listserv and other communication mechanisms; sending out notices to members; maintaining Association records; coordinating conference registration and arrangements; supporting the nomination and election process; and other duties identified in the contract. The contractor or a representative shall be invited to board and other meetings as necessary but may not serve in an elected position on the board.

### *Section 10.02 Other Appointments*

The Board (or by delegation, the Executive Committee) may select and appoint an individual or group to serve in other necessary roles, such as Journal Editor, Conference Coordinator, etc. Such appointees, if not compensated for their work, may also serve as or be appointed from among elected board members.

## **Article XI: Records and Reports**

### *Section 11.01 Maintenance of Corporate Records*

The corporation shall keep:

- (A) Adequate and correct books and records of accounts
- (B) Written minutes of the proceedings of its Board and committees of the Board, and
- (C) A record of each person's name and address who is associated with this corporation as member, officer, employee, or agent.

### *Section 11.02 Accounting Records and Minutes*

On written demand of the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the board and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a director. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation.

### *Section 11.03 Maintenance and Inspection of Articles and Bylaws*

The corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by any member at all reasonable times during office hours. A member shall have an absolute right to inspect the corporation's books, records, documents of every kind, or physical properties. *Section 11.04 Annual Reports*

The corporation shall cause an annual report to be sent to the officers and directors within 90 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the calendar year:

- (A) The assets and liabilities, including the trust funds of the corporation as of the end of the fiscal year;
- (B) The principle charges in assets and liabilities, including trust funds;
- (C) The revenue or receipts of the corporation, both restricted and unrestricted to particular purposes; and
- (D) The expense or disbursements of the corporation for both general and restricted purposes.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

## **Article XII: Construction and Definitions**

### *Section 12.01 Tennessee Nonprofit Corporation Law*

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Tennessee Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular

includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

*Section 12.02 High Vote Requirement*

If any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.

**Article XIII: Bylaws Amendments**

Section 12.01 The Board may adopt, amend, or repeal bylaws at any regular or special meeting provided timely written notice is given to each member of the Board, together with a statement of the subject area of the bylaws to be considered for adoption, amendment, or repeal.

**Article XIV: Fiscal Year**

Section 13.01 The fiscal year of the Association shall be January 1 – December 31 of each year.

**Article XV: Certificate of Secretary**

I certify that I am the duly elected and acting Secretary of the International Association of Correctional Training Personnel, Inc., a Tennessee nonprofit corporation, that the above bylaws, consisting of 13 pages and 14 articles, are the bylaws of this corporation as adopted by the Board of Directors on October 24, 2009, and that they have not been amended or modified since that date.

Mary O'Connor  
IACTP Secretary

September 30, 2011  
Date

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Previously amended:

**October 1998**

**Revised November 28, 2005; Effective January 1, 2006—except for the President elect duties being the conference program chair and for the addition of the Conference Planning director these are effective January 1, 2007. )**

**Revised effective January 20, 2007 to include an International Board Member**

**Revised effective October 18, 2008 to include new principle office address, agency membership and use of [www.gsa.org](http://www.gsa.org) for association reimbursement**

**Revised effective October 24, 2009 to reflect change in corporation status from Maryland to Tennessee**

**Revised effective September 30, 2011 to adjust Certification Committee duties and add new Article X. Appointments**