



TEXAS CORRECTIONS ASSOCIATION BYLAWS

ARTICLE I – NAME

The name of this organization shall be the Texas Corrections Association.

ARTICLE II – MISSION STATEMENT

The Mission of the Texas Corrections Association is to provide a forum for promoting quality correctional practices through professional growth, leadership, mentorship and education.

ARTICLE III – MEMBERSHIP

Section 1: Membership

Application for membership in this Association shall contain the name, address, and level of membership the applicant wishes to join. The applicant shall also complete the employment information requested, if applicable. Membership shall be awarded upon acceptance and payment of dues as set by the Board of Directors.

Complimentary Life memberships shall be awarded to all Past Presidents of the Texas Corrections Association as well as Past Presidents of its predecessor Associations, those being the Texas Probation, Parole and Corrections Association and the Texas State Juvenile Officers Association and to all Hall of Honor recipients.

Section 2: Types of Membership

Organizational

Individual Corrections related organizations; Departments or State Agency locations; Companies offering products, services or supplies to the corrections profession.

Professional

Any professional working in the corrections field. Affiliate – any person working or volunteering in a position affiliated with serving or coordinating activities with the corrections field.

Student/Retirees

Those individuals that are preparing for corrections related professions or those fully retired from the corrections related field.

Section 3: Termination of Membership

Membership in the Association shall terminate by non-payment of dues.

ARTICLE IV – MEMBERSHIP DUES

Section 1: General

Each member of the Association shall pay dues. Any donations to the Texas Corrections Association may be accepted by the Board of Directors.

Section 2: Payment of Dues

All dues are to be billed and paid annually based on the anniversary month (date) of joining.

ARTICLE V – GOVERNMENT

Section 1: Governing Body

The Association shall be governed by the membership of the Association, the Board of Directors, the Executive Committee and the Officers.

Section 2: Officers

An officer of the Association shall be a member in good standing of the Association. The Officers of the Association shall consist of President, President-Elect, Vice President, Secretary and Treasurer. The Officers shall be elected by a plurality of those voting in an election as provided for in Article VII of the Bylaws. Each Officer shall serve a term of two years following their installation or until their successor is elected or installed. No Officer shall be elected for the same office for more than two consecutive terms.

Section 3: Duties of the Officers

Officers shall perform the duties of their respective office as set forth in the Association Bylaws; Policies and Procedures of the Association and in all other instances, by policy of the Board of Directors.

Section 4: Board of Directors

There shall be a board of Directors of the Association, consisting of the elected officers, six at large positions and the Past President of the Association. The President of the Association shall be the Chair and the Presiding Officer of the Board of Directors.

The Board of Directors shall be authorized to retain management of the Association to include an Executive Director responsible for the effective and efficient operations of the Association. The Executive Director shall serve at the discretion of the Board of Directors and will, within the limits of the Bylaws and the policies established or authorized by the Board of Directors, carry out the overall leadership responsibilities of that position. The Executive Director shall serve as an ex officio member of the Board of Directors.

Section 5: Duties of the Board of Directors

The Board of Directors shall govern the overall policy and administration of the Association consistent with the expressed intent of the general membership of the Association.

It shall administer the funds of the Association and make an accounting to members at the Annual Meeting.

The Board shall report to the membership of the Association at the Annual Meeting and at any such time the membership of the Association may require. It shall be subject to call by the President or by any other means and/or in any other instance specifically provided for in the Bylaws.

Section 6: Executive Committee

There shall be an Executive Committee consisting of the duly elected officers including the President-Elect of the Association. The President of the Association shall be the Chair and the Presiding Officer of the Executive Committee. The Immediate Past-President of the Association shall be a member of the Executive Committee. The Executive Director shall serve as an ex officio member of the Executive Committee.

Section 7: Absence and Removal

If any Officer of the Association is absent from two consecutive regular meetings of the Executive Committee during a single administrative year without cause or fails to perform his/her duties as prescribed in the Policies and Procedures of the Association, the office shall be deemed vacant by decision of the Executive Board and shall be filled as provided in Section 8 of this Article. An Officer so removed shall have the right to appeal this decision at the next regular meeting of the Board of Directors for final determination.

If any member of the Board of Directors of the Association is absent from two regular meetings of the Board of Directors during a single administrative year without cause or fails to perform his/her duties as prescribed in the Policies and Procedures of the Association, the office shall be deemed vacant by decision of the Board of Directors and shall be filled as provided in Section 8 of this Article. A member of the Board of Directors so removed shall have the right to appeal this decision at the next regular meeting of the Board of Directors for final determination.

All Officers shall notify the President directly of their inability to attend a regular meeting of the Executive Committee and/or Board of Directors. All other members of the Board of Directors shall notify the Association Headquarters of their inability to attend a regular meeting of the Board of Directors, and the TCA Headquarters shall notify the President. The Executive Committee shall then determine if said person's absence is of cause. Any Officer or other member of the Board of Directors who negligently fails to notify the President or TCA headquarters as set out in this Section, shall be deemed absent without cause.

If an absence or incapacity in the Office of the President is in question, any member of the Board of Directors may direct the Secretary to schedule a meeting of the Board of Directors

and immediately notify all members. The Board of Directors shall convene no sooner than one (1) week or more than three (3) weeks after the said notification. In such a meeting, the Board of Directors may determine by an affirmative two-thirds (2/3) vote of the Board members present that the absence or incapacity of the President warrants removal of the President from office. The question concerning removal of the President from office must be resolved before any other business may be transacted.

Section 8: Vacancies

Except for the office of the President-Elect, the Board of Directors may fill any vacancy occurring on the Board of Directors with an acting appointee until the next Annual Meeting or general election of the Association, whichever comes first, at which time a successor shall be duly elected unless otherwise provided for in the Bylaws.

In the absence or incapacity of the President, all authority, rights and duties of his/her office shall devolve successively upon the other Officers in the following order: President-Elect, Vice President, Secretary, Treasurer.

In the event that the office of the President-Elect becomes vacant, the Board of Directors shall call a special election immediately and nominations will be submitted to the Nominating Committee within forty-five (45) days from the date of vacancy. The special election shall be completed within thirty (30) days after nominations are closed. The special election will be subject to Article VIII, Section 4 of the Bylaws or by notification of the membership through the newsletter, website or special mailing.

ARTICLE VI – AT-LARGE POSITIONS

There shall be six at-large Board positions that are eligible from the entire state. The at-large positions shall be for a three-year term or until their successor is installed. At-Large position terms will be staggered to ensure board continuity and will strive to represent the various corrections disciplines of the TCA membership based on Board policy. Those duly elected and installed shall be members of the Board of Directors and may be assigned special duties at the discretion of the President. No board member may be elected more than two consecutive terms.

ARTICLE VII – ELECTIONS

Section 1: General

All elections will be certified at the Annual Meeting of the Association by the current Board of Directors. The Board of Directors will canvass the votes and certify the election procedures as true and legal.

Section 2: Nomination

The Board of Directors shall take necessary action for the proper nomination, election and installation of officers for all Board Members provided for in the Bylaws. It is the desire of this Association that all disciplines have representation on the Board of Directors.

Section 3: Certification of Eligible Voting Members

The Recording Secretary of the Association shall certify all those members eligible to vote in any election. Those eligible to vote should be Professional Members of the Association. Organizational members shall be entitled to one vote.

Section 4: Election and Installation

Election of the President-Elect, Vice President, Recording Secretary, Treasurer and At Large Positions shall be held at the Annual Membership Meeting. The Nominating Committee Report shall contain a slate of candidates for each office recommended by the Nominating Committee pursuant to Article VIII, Section 2 of these Bylaws, as well as a provision for write-in votes or nominations from the floor. Only those members of the Association who are in good standing may be certified by the Recording Secretary to vote. Procedures for counting votes will be established by the Board of Directors.

The Nominating Committee report will be available for member review through the TCA Newsletter, website or special mailing thirty days prior to the Annual Membership Meeting. There will be no voting by proxy. Elections to offices not heretofore provided for by the Bylaws shall also be held at the Annual Membership Meeting. The officers and members of the Board of Directors of this Association shall be present and installed at the Annual Membership Meeting.

ARTICLE VIII – COMMITTEES

A Committee Chair for Association Committees may be appointed annually by the President of the Association if specific activities are identified. Each Chair will be a member of the Board of Directors and will report to the Board of Directors.

Section 1: Conferences Committee

There shall be a Conferences Committee to be responsible for developing necessary arrangements for the Annual Conference and the Mid-Winter Conference of the Association. The Conferences Committee will include arrangements, education, exhibitor, sponsorships, and award activities.

Section 2: Nominating Committee

There shall be a Nominating Committee to be responsible for the nomination of a slate of candidates for the Association officers defined in Article V, Section 2 of these Bylaws.

The Nominating Committee shall be established annually, composed of five members. The Chair of the Nominating Committee and the Committee members shall be appointed in accordance with Board policy by the newly elected President. It is the desire of the Association that all regions and corrections disciplines represented by TCA membership have representation. All nominees shall be members of the Association. This committee will also oversee the officer election process for the Association.

Section 3: Membership Committee

There shall be a Membership Committee to be responsible for the promotion of the widest participation in the membership of the organization by those working in and interested in the field for which this Association is organized. This committee will also include the development of student membership available to those interested in studying the correctional fields for which the association is organized.

Section 4: Ad Hoc Committee & Advisory Board Members

The newly elected President of the Association has the option to appoint additional Advisory Board Members; committees and appoint chairs to those committees to serve during their term of office.

ARTICLE IX – AFFILIATION

The Association will cooperate and affiliate with other organizations to be determined by the Board of Directors.

ARTICLE X – MEETINGS

Section 1: Annual Meeting

The Texas Corrections Association shall have an Annual Meeting. The Annual Meeting shall also be considered the General Meeting of the Association and shall be held at the time and place designated by the Board of Directors.

Section 2: Board of Directors Meeting

There shall be at least three meetings of the Board of Directors each year. The Board shall meet at the time and place designated by the President; however, no more than five months may elapse between meetings of the Board.

ARTICLE XI – QUORUMS

A majority of respective membership of the Executive Committee, Board of Directors, and in the case of general meetings, shall be required to constitute a quorum for the purpose of conducting their respective business. However, whenever written notice has been sent, at the direction of the Presiding Officer, to the address of record of all known and qualified members that a meeting has been set for a specific time and place and such notice has been sent at least two weeks before such a meeting, all those present and entitled to vote shall constitute a quorum for the purpose of conducting business.

ARTICLE XII – INDEMNIFICATION

Every Director and Officer of the Association and such other as specified from time to time

by the Executive Committee, shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director or Officer of the Association, or any settlement thereof, whether the person is a Director or Officer at the time such expenses incurred, except in such cases wherein the Director or Officer is adjudicated guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

ARTICLE XIII – RULES OF ORDER

Robert's Rules of Order, Newly Revised Edition, shall be used to decide all questions of parliamentary procedure.

ARTICLE XIV – AMENDMENT OF BY-LAWS

The Bylaws of the Association may be amended by a two-thirds vote of the eligible voting members present at any Annual Meeting of the Association, or by two-thirds of a mail out ballot received by a specified date, provided that a notice of the proposed amendment be sent to each member of the Association by the Board of Directors, in writing at least 30 days prior to the action.