

COUNCIL OF JUVENILE CORRECTIONAL ADMINISTRATORS, INC.

BY-LAWS

AMENDED AND RESTATED AS OF OCTOBER 23, 2018

ARTICLE I

Name

The name of this organization is the Council of Juvenile Correctional Administrators, Inc., hereafter referred to as the "Council," with a principal place of business in Massachusetts.

ARTICLE II

Purpose

The purposes of the Council shall be as set forth in the Council's articles of organization. In furtherance of those purposes, the Council shall undertake to improve juvenile justice and juvenile correctional services and practices nationally through promoting and facilitating the following activities:

1. Promoting and facilitating the development of the leadership capabilities of administrators of juvenile justice and juvenile corrections agencies;
2. Exchanging of knowledge and philosophies at the top administrative levels of juvenile justice and juvenile corrections planning and policy-making;
3. Encouraging the adoption of performance-based standards to promote best practices;
4. Advancing best practices techniques in the field of juvenile justice and juvenile corrections, including but not limited to the areas of program development, design of physical facilities, staff training and management of juvenile facilities;
5. Generating public support for and understanding of juvenile justice and juvenile corrections with emphasis on effective treatment and rehabilitation.

Also, to generate interest and support of the broader community to better understand the role and responsibilities of juvenile justice and juvenile corrections by promoting balanced and restorative justice principles;

6. Supporting and participating in research related to juvenile justice and juvenile corrections practices to include, but not be limited to, anti-social behavior, causes of crime and delinquency, etc.;
7. Fostering legislative actions and other measures designed to improve juvenile justice and juvenile corrections; and
8. Collaborating with organizations and national associations interested in juvenile justice and corrections programs.

ARTICLE III Membership

Council “membership” shall be available to any individual appointed to serve on a full-time basis as the person directly responsible for the administration of juvenile corrections of a state, or a juvenile corrections system of a metropolitan area with a population of 500,000 or more. Council membership is also open to the juvenile services administrator of the Federal Bureau of Prisons. A person who is eligible for membership shall become a member upon submission of an application to the Council and approval of the application by the Executive Director of the Council.

Only active members are eligible to vote or to be members of the Board of Directors. However, the immediate past president may serve as a voting member of the Board of Directors if s/he is an active member, or as a non-voting member of the Board of Directors if s/he is an associate member. One representative selected by the Associate members shall serve as a voting member of the Board of Directors. A Council member is encouraged to bring his or her designee, who must be employed by the same agency as the member, to Council meetings, but only one vote may be cast.

Individuals who have served in the past in the capacity described above for two years or more are eligible for associate membership. Associate members are not eligible to vote but are invited to attend meetings of the membership.

The Council shall have working committees of members as established from time to time by the Board of Directors or the president.

ARTICLE IV
Governance

Section 1. Board of Directors

The Council shall be governed by the Board of Directors. The Board of Directors is comprised of:

- Four officers (president, vice president, treasurer and secretary);
- The executive director;
- The immediate past president (who upon completion of his/her term as President shall serve on the Board of Directors for two additional years);
- Four regional representatives, one elected from each of the four regions (mid-west, northeast, south and west);
- Chairs of committees of the Board of Directors;
- A representative of the associate members; and
- The Executive Director of the PbS Learning Institute

The Board of Directors shall govern the Council through the leadership of its executive director and shall have the powers of a board of directors. Except as may be limited by other provisions in these by-laws, all legislative, executive, and, administrative powers of the Council shall be vested in the Board of Directors.

Section 2. Quorum and Voting

A simple majority of the Board of Directors present at any meeting, excluding any vacancies, shall constitute a quorum. No action may be taken by the Board of Directors in the absence of a quorum. Members of the Board of Directors may not act by proxy. When a quorum is present, a majority of the votes cast shall be sufficient to decide any question, except when a larger vote is required by law, the articles of organization or these by-laws.

Section 3. Special Meetings

Special meetings of the Board of Directors may be held at any time and at any place designated in the call of the meeting when called by the president or the Board of Directors.

Section 4. Meeting by Telecommunications

Members of the Board of Directors or any committee established by or pursuant to these by-laws may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

Section 5. Notice

Except as otherwise required by law or the articles of organization, notice of the time and place of each meeting of the Board of Directors shall be given to each member of the Board by mail deposited with the U.S. Postal Service at least seven (7) days before the meeting addressed to a member at the member's usual business or residence address as it appears in the records of the Council, by facsimile or other electronic transmission at least forty-eight (48) hours before the meeting or in person or by telephone at least twenty-four (24) hours before the meeting. Such notice shall be given by the secretary, or in case of the death, absence, incapacity or refusal of the secretary, by any officer or by a person designated either by the secretary, by the person or persons calling the meeting or by the Board of Directors.

Whenever notice of a meeting is required under any provision of law, the articles of organization or these by-laws, such notice need not be given to any member of the Board of Directors who executes a written waiver of notice, before or after the meeting, which is filed with the records of the meeting or to any member who attends the meeting without protesting prior thereto or at its commencement the lack of notice. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the articles of organization or these by-laws.

Section 6. Action by Consent

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the members of the Board consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consent shall be treated for all purposes as a vote of the Board of Directors at a meeting.

Section 7. Elections

The president, vice president, treasurer and secretary shall be elected at the annual meeting of the Council. The term of office shall be two years effective at the close of the annual meeting at which the officer is elected and shall terminate at the close of the annual meeting two years later.

Section 8. Nominating Committee

Nominations for officer positions may be presented by voting members to a nominating committee, which shall be comprised of the president, two regional representatives selected by the president and the executive director. The nominating committee will present a slate of officer candidates to the Board of Directors for the Board's review and approval and presentation to the full membership for vote at a business meeting. The nominating committee will convene by the call of its chairperson appointed by the president.

Section 9. President

The president shall preside at all business meetings of the Council and the Board of Directors, present a report at all Council business meetings, and represent the Council in collaborations and contacts with other agencies and organizations.

Section 10. Vice President

The vice president shall assist the president and assume the duties and responsibilities in his/her absence, resignation, removal, disability or death.

Section 11. Treasurer

The treasurer shall present a financial report at all Council business meetings. The report will include budget information from the previous year and current year, current income and expenses, as well as the review of the annual financial audit reports to assure compliance with federal and state auditing and business accounting requirements.

Section 12. Secretary

The secretary shall be responsible for official records and documents of the Council to include receiving the minutes and/or reports of regular business and committee meetings. The secretary is responsible for ensuring the taking of minutes of Council and Board of Directors meetings and submitting the minutes for approval at

the next meeting. In addition, the secretary shall provide direction to support staff working with the Council, the Board of Directors and Council committees and shall facilitate the final drafting of position papers and other documents as needed.

Section 13. Regional Representatives

Each region shall elect a current member to serve as the regional representative for a two-year term to coincide with the terms and election of officers at the Council's annual meeting.

The representative is responsible for the following duties and responsibilities including but not limited to:

- Serving on the Board of Directors and participating in regular business meetings and activities;
- Developing an annual plan with list of goals, tasks and deadlines to include focusing the membership on issues relating to the Council's purpose and presenting ways in which the region can contribute to the implementation of the stated goals;
- Organizing and conducting each of the regional meetings at business meetings of the Council and are encouraged to convene an additional meeting and/or training in the region;
- Providing collaborative leadership in the region specifically related to performance-based standards and accreditation;
- Welcoming new administrators to the region and linking them with veteran administrators;
- Assisting in the collection of annual dues from region membership;
- Contributing to the quarterly newsletter; and
- Establishing an agenda in advance of the regional meetings.

Section 14. Board of Directors Committees

The Board of Directors shall have the standing committees listed below, in addition to the nominating committee as referenced in Section 8 above, and such other committees as the Board of Directors may establish from time to time. Except as specified below with respect to standing committees, the chair and the members of each committee shall be appointed by and serve at the pleasure of the president and may include individuals who are members of the Council but not members of the Board of

Directors, provided that members of the Board of Directors shall constitute a majority of each committee.

- There shall be an executive committee consisting of the president, the vice president, the treasurer, the secretary and the executive director. The executive committee shall have full power and authority to act for the Board of Directors between meetings, subject only to applicable statutory limitations. In addition, the executive committee shall make recommendations to the Council and to the Board of Directors concerning governance matters.
- There shall be an executive compensation committee consisting of at least three members, the chairman of which shall be the vice president and which shall be responsible for reviewing and making recommendations to the Board of Directors with regard to employee compensation.
- There shall be a finance and audit committee consisting of at least four members, the chairman of which shall be treasurer and which shall be responsible for making recommendations to the Board of Directors concerning the annual budget of the Council, the selection of independent auditors, the approval of audited financial statements and related fiscal reports, the approval of related-party transactions and such other matters as the Board of Directors may specify.
- There shall be a Continuous Quality Improvement & Outcome Measures Committee: To ensure continuous quality improvement of the PbS, CJCA will establish the Continuous Quality Improvement & Outcome Measures Committee. CJCA and PbS will designate representatives to serve on the CJCA Continuous Quality Improvement & Outcome Measures Committee that will further the purposes and goals of both organizations as well as serving to provide feedback and input into the continued development and/or improvements of the Performance-based Standards.

Except as the Board of Directors may otherwise determine, any committee of the Board of Directors may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, its business shall be conducted so far as possible in the same manner as is provided by these by-laws for the Board of Directors. Except in the case of the three committees specified above and the nominating committee as referenced in Section 8, the Board of Directors may abolish any such committee at any time. The executive committee and any other committee to

which the Board of Directors may delegate any of its powers or duties shall keep records of its meetings and shall upon request report its action to the Board of Directors. The Board of Directors shall have power to rescind or alter any action of any committee of the Board of Directors, provided that no rights of third parties shall be impaired by such rescission or alteration.

Section 15. CJCA/PbS Partnership Advisory Board

To further sustain the historical relationship, shared interest and to solidify the partnership between the Performance-based Standards Learning Institute (PbSLi) and the Council of Juvenile Correctional Administrators (CJCA), the organization which developed the Performance-based Standards, the CJCA/PbS Partnership Advisory Board will be established to foster the continued support, development and growth of both organizations. The CJCA/PbS PAB will be comprised of the two organizations' executive directors, Board of Directors' presidents and a minimum of one additional representative from each organization. The CJCA/PbS PAB will be charged with advising the work of both organizations pursuant to their shared goal of improving outcomes for youths, staff and families involved in the juvenile justice system. This section committing to the support and participation in the CJCA/PbS PAB cannot be changed without approval by both the PbS Board of Directors and CJCA Board of Directors and hereby solidifies our continued partnership and mutual goals.

ARTICLE V

Council Committee Chairs

Chairs of Council committees shall be appointed by the president and will be responsible for:

- Convening the committee meetings, which includes developing the committee agendas in advance of the meeting to include in meeting packets. The Council will provide staff support to record minutes of the meeting and provide copies at subsequent meetings;
- Developing a work plan for the committee with Council staff to include specific tasks, individual(s) responsible and timetables; and
- Presenting progress reports to the full membership during the business meeting and for the newsletter.

ARTICLE VI
Executive Director

The executive director shall direct and oversee the Council's day-to-day business as approved by the Board of Directors.

The executive director shall be appointed by the Board of Directors and approved by the membership at a business meeting. The president shall, as and when necessary, appoint a search committee and chairperson to conduct the recruitment process. The Board of Directors will establish an employment contract with the executive director and conduct an annual performance evaluation of the executive director.

The Executive Director shall have overall responsibility to ensure that program objectives are clearly stated and that program activities are focused on achievement of stated goals. The Executive Director shall report to the Board and have as his/her primary responsibilities, supervision of program personnel, and establishment of the overall direction for Council staff and day-to-day responsibility of leading the Council office. The Executive Director shall implement policy directives of the Board and assume overall responsibility for guiding all administrative, fiscal, consulting and communications activities and fulfilling the scope of work and responsibilities outlined in the Executive Director's contract, and the annual performance plan, evaluation, and other responsibilities identified by the Board, including but not limited to the preparation of an annual report on Council activities for the Board.

ARTICLE VII
Meetings

Section 1. Business Meetings

The Council shall hold business meetings at such time and place as determined by the president and Board of Directors. Additional meetings may be scheduled and determined by the president and Board of Directors and shall be called by the secretary, or, in the case of death, absence, incapacity or refusal of the secretary, by any officer upon written application of members of the Council representing at least ten (10%) percent of the smallest quorum of members of the Council required for a vote upon any matter at a business meeting of members. Business meetings are open to members, associate members and the public. Members may vote in person or by proxy. Notice of meetings of the members shall be given at least thirty (30) days in advance of the meeting. Business meetings will be chaired by the Council president.

A quorum for a meeting of the membership shall consist of one third of the members. When a quorum is present, a majority of the votes cast shall be sufficient to decide any question, except when a larger vote is required by law, the articles of organization or these by-laws. The Secretary shall determine whether a member is in good standing for purposes of voting at meetings of the members.

Section 2. Regional Meetings

Regional meetings are convened as part of Council meetings and called to order by the elected representative who serves as chair. Regional meetings are open to members of the region only; guests and speakers may be invited through request to the chair and unanimous vote of those present.

Regions also may convene separately at the representative's request within the region and can include additional participants. The regional committee shall determine the meeting format, content and participants. The Council shall support these regional meetings by making available up to 10 percent of the region's annual paid dues to pay for speakers, meeting location costs and meals.

Section 3. Council Committee Meetings

The Council will provide staff support to committees of the Council addressing topics identified and voted upon by its membership at any business meeting. Each such Council committee will:

- Establish an action plan to support implementation of the Council's strategic plan,
- Conduct committee meetings as part of the business meetings; and

- Provide summary reports to the membership during the business meetings.

Every two years to coincide with Council elections, the Board of Directors will review the existing committees and structure to assure it meets the membership's needs.

Council committee meetings are open to members of the committee only; guests and speakers may be invited through request to the chair and unanimous vote of those present. Council members may join a Council committee by making a request to the committee chair or the Council office, either in writing or verbally.

ARTICLE VIII

Dues

The Council membership dues shall be charged on a sliding fee scale approved by the membership at a business meeting. Unless and until amendments may be adopted, the sliding fee scale as represented in Appendix A affixed to and incorporated in these by-laws shall continue in effect.

ARTICLE IX

Amendments

These By-laws may be amended by the members at any meeting, provided that notice summarizing any proposed amendments shall be duly given by the secretary to all paid members at least 30 days in advance, exclusive of the day of mailing, by first class mail prior to the meeting.

ARTICLE X

Resignations, Removals and Vacancies

Section 1. Resignations

Any Board of Directors member or officer may resign at any time by delivering a written resignation to the president or the secretary or to a meeting of the Board of Directors. Such resignation shall take effect at such time as is specified therein, or if no such time is so specified then upon delivery thereof

Section 2. Removals

Any Board of Directors member or elected officer, who ceases to be eligible for membership under Article III during the course of an elected term of office, shall automatically be removed from service as a Director or officer effective as of the date of his/her ineligibility, provided, that, an immediate past president may continue to serve as a member of the Board of Directors in a non-voting capacity if and for so long as he or she is an associate member. The Board of Directors will appoint a replacement to complete the former officer's or Board of Directors member's term.

A member of the Board of Directors or an officer may be removed with or without cause by vote of a majority of the members of the Council at a meeting at which a quorum is present.

Section 3. Vacancies

Any vacancy among the officers may be filled by vote of the Board of Directors. Any successor shall hold office for the unexpired term of the successor's predecessor or until the individual sooner dies, is removed or becomes disqualified. The Board of Directors shall have and may exercise all of its powers notwithstanding the existence of one or more vacancies in its number.

ARTICLE XI

Communication by Facsimile, Electronic or Other Written Means.

Written notice or waiver of notice, a written consent or any other communication under these by-laws may be given by facsimile transmission, electronic mail or other means of written communication directed, in each case, to the address provided therefor to the Council by the intended recipient.

ARTICLE XII

Indemnification

(a) The Council shall, to the extent legally permissible, indemnify each person who serves as one of its Board of Directors members or officers, or who serves at its request as a director or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being herein called a "Person"), against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such

Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the Person's action was in the best interests of the Council or, to the extent such matter relates to service at the request of the Council for another organization or an employee benefit plan, in the best interests of such other organization or in the best interests of the participants or beneficiaries of such employee benefit plan. Such best interests shall be deemed to be the best interests of the Council for purposes of this Article XII.

(b) Notwithstanding the foregoing, as to any matter disposed of by any Person without adjudication, including by a compromise payment pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Council, after notice that it involves such indemnification, (a) by a disinterested majority of the Board of Directors then in office; or (b) by a majority of the disinterested Board of Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that the action in question was in the best interests of the Council. Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Council in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this section. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

(c) The right of indemnification hereby provided shall not be exclusive. Nothing contained in this section shall affect any other rights to indemnification to which any Person or other corporate personnel may be entitled by contract or otherwise under law.

(d) As used in this section, the term "Person" includes such Person's respective heirs, executors and administrators, and a "disinterested" member of the Board of Directors or officer is one against whom in such capacity the proceedings in question, or another proceeding on the same or similar grounds, is not then pending.

ARTICLE XIII

Transactions with Interested Parties

The Board of Directors shall, subject to the articles of organization and applicable law, adopt a policy with respect to transactions with interested parties. Such policy may vary the quorum and voting requirements in Article IV of these by-laws in the case of approval of such transactions by the members of the Board of Directors.

APPENDIX A

Council Dues Structure

The Council charges membership fees based on a sliding fee scale according to annual budgets of each member's juvenile corrections agency:

Current Membership Dues for 2014

Less than \$100,000,000	\$ <u>3,375</u>
\$101,000,000 - \$200,000,000	\$ <u>4,125</u>
More than \$200,000,000	\$ <u>4,875</u>
Associate member dues	\$ <u>100</u>

Membership Dues for 2015 and beyond

Less than \$100,000,000	\$ <u>3,544</u>
\$101,000,000 - \$200,000,000	\$ <u>4,331</u>
More than \$200,000,000	\$ <u>5,118</u>
Associate member dues	\$ <u>100</u>