

ARTICLE I NAME

The name of this corporation is American Jail Association, Inc.

ARTICLE II OFFICE

Section 2.01 The principal office of the corporation for transaction of its business is located at 1135 Professional Court, Hagerstown, Maryland 21740. The board of directors shall designate and may change the principal office from one location to another within the United States. The board may, at any time, establish branch of 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 corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of the State of Virginia for public and educational purposes.

Section 3.02 Specific Purposes: Within the context of its general purposes this corporation is created:

- (a) To band together all those concerned with or interested in the custody and care of persons awaiting trial, serving sentences, or otherwise locally confined; and improve the conditions and systems under which such persons are detained
- (b) To advance professionalism in corrections through training, information exchange, technical assistance, publications, and conferences.
- (c) Provide leadership in the development of professional standards, management practices, programs and services
- (d) To present and advance the interests, needs, concerns, and proficiency of the profession as deemed appropriate by the membership.

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)(3) 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.

(Amended 10/16/2003)

ARTICLE IV MEMBERSHIP

This corporation shall have the following classes of membership.

Section 4.01 Individual Members: Individual membership may be conferred upon any person who supports and ascribes to the purposes of the Association.

Section 4.02 Corporate Members: Corporate membership may be conferred upon individuals, organizations, governmental agencies, and private companies which wish to support and advance the purposes of the Association.

Section 4.03 Affiliate Members: Affiliate membership may be conferred upon nonprofit organizations which support and ascribe to the purposes of the Association.

Section 4.04 Agency Members: Agency membership may be conferred upon correctional agencies which support and ascribe to the purposes of the Association.

Section 4.05 Student Members: Student membership may be conferred upon full-time students who have an interest in the field of corrections.

Section 4.06 Retiree Members: Retiree membership maybe conferred upon a person who has retired from corrections or from employment with any organization that provides services to the field of corrections.

(Adopted 10/28/07)

Section 4.07 Application for Membership: Each person or entity seeking membership in the corporation shall make application in the manner prescribed by the board of directors. Each application for membership will be reviewed by the board of directors or its designee to ensure that the applicant meets the requirements for membership.

Section 4.08 Fees and Assessments: The board may assess a membership fee as a condition of initial or continued membership.

Section 4.09 Only current members in the Membership categories above shall be entitled to vote in the election of officers or on any matter requiring the vote of the membership.

ARTICLE V BOARD OF DIRECTORS

Section 5.01 General Corporate Powers: Subject to the provisions and limitations of the Virginia Nonprofit Corporation Law and any other applicable laws, and subject to any limitation of the articles of incorporation or by-laws 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 by-laws, but subject to the same limitations, the directors shall have the power to:

(a) Appoint and remove, all the corporation's committees, agents, and employees: prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these by-laws; and fix their compensation, if applicable, and may require from them surely for faithful performance of their duties.

(b) Change the principal office or the principal business from one location to another; conduct its activities within the United States; and designate the place within any state for holding corporate meetings.

(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, hypothecations and evidences of debt and securities

(e) Bind the corporation in any contract for products or services which are required to further the goals and objectives of the corporation, and may delegate such authority to execute contracts or other agreements to any officer, director or the executive director of the corporation.

(f) Contract for the services of an attorney, certified public accountant or other professionals to advise, assist the board of directors or executive director in the proper and effective management of the corporation.

(g) Receive and approve amendments to the by-laws of the corporation which do not affect membership rights, voting rights or rights of the members to hold office as a director or officer.

(h) Ratify, overrule, or modify, by a majority vote, the actions of the executive committee, except for an appeal from the executive committee regarding the suspended or revoked membership of any member which shall require a two-thirds vote of the board.

Section 5.03 Number and Qualifications of Directors:

(a) The board shall consist of the president, who will chair the board and vote only in the event of a tie, the immediate past president, the president-elect, the first, second, and third vice presidents, secretary, treasurer, and twelve (12) directors at large who shall be elected by the membership.

(b) Two-thirds of the board of directors must be persons currently, actively, and continually employed full-time in a federal, state, county, or municipal government position with the specific responsibility for the administration and/or operation(s) of a jail(s) and/or a detention center(s) that is not contracted to, or operated by, a private (nonpublic) entity. Eligibility for the position of director requires prior membership in the Association for a period of one year.

Section 5.04 Vacancies:

(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 as unfit to hold office in the corporation; (3) conviction of a felony; (4) failure to maintain active membership or meeting the requisite criteria to hold office; (5) more than two (2) absences from regularly scheduled meetings in a twelve-month period, commencing with the first meeting of the board following election to office.

(b) Resignation: Except as provided below, any member or officer may resign by giving written notice to the president or the secretary of the board. The resignation shall be effective when notice is given unless it specifies a later time for the resignation to become effective. If an officer's resignation is effective at a later date, a successor may be appointed to take office as of the date when the resignation becomes effective.

Section 5.05 Membership Meetings: Meeting of the members shall be held at least Annually and at such place that the board designate by resolution or, if not so designated, at the principal office of the corporation, upon giving notice by mail or publication. The location and dates of annual meetings of members and the annual training conference will be announced to the membership following a decision by the board.

Section 5.06 Board of Director Meetings: The board shall hold a regular meeting annually for purposes of organization, election of officers and transaction of other business. Other regular meetings of the board may be held at such times and place as the board may fix from time to time.

(a) Special meetings of the board may be called at any time for any purpose by the president or president-elect, in the absence of the president, or by seven (7) members of the board of directors. Notice of the time and place of special meetings shall be given to each member by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage prepaid; (c) 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; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the member's address or telephone number 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 four days before the time set for a special meeting of the board. Notices given by personal delivery, telephone, or telegraph shall be delivered at least 48 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 principal office of the corporation.

(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 records 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.

(d) In addition to the methods of giving notice to the Board for any regular or special meeting, notice may be given by a form of electronic transmission consented to by the director to whom the notice is given. Any such consent of a director is revocable by the director by written notice to the corporation. Any such consent shall

be deemed revoked if (i) the corporation is unable to deliver by electronic transmission two consecutive notices and (ii) such inability becomes known to the secretary or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Notice given by electronic transmission shall be deemed given: (i) if by facsimile telecommunications; (ii) if by electronic when directed to an electronic mail address at which the director has consented to receive notice; (iii) if by a posting on an electronic network together with separate notice to the director; and (iv) if by any other form of electronic transmission, when consented to by the director. (vac 13.1-866)

Section 5.07 Quorum: A majority of the directors of the board, 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 directors present at a duly held meeting at which a quorum is present shall be the act of the board, including, but not limited to those provisions relating to (a) approval of contracts or transactions 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, (d) indemnification of members, and (e) reviewing the activities of the employees of the corporation. 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 (other than adjournment) is approved by at least a majority of the members required to constitute a quorum. A majority of the directors 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 by the board or a committee of the board without a meeting of all members of the board or committee of the board consent in writing or by electronic transmission 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 validity approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

Section 5.09 Compensation and Reimbursement: Officers may receive such compensations, if any, for their services as officers, and such reimbursement of expenses, as the board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

Section 5.10 Executive Committee of the Board:

(a) The executive committee of the board of directors shall consist of the immediate past president, the president, the president-elect, the first, second, and third vice presidents, the secretary, and the treasurer. The executive director shall be an ex officio member of the executive committee. The president shall chair the executive committee. A meeting of the executive committee may be on the call of the president or at the request of three of the eight voting members.

(b) The executive committee shall have the full authority of the board of directors and may convene for the purpose of conducting the official business of the corporation. All proceedings of the executive committee shall be formally recorded by the secretary. In addition to the general powers conferred herein, the executive committee shall:

(a) Be responsible for developing the annual budget of the corporation for approval of the board of directors.

(b) Recommend to the board of directors the appointment of legal counsel, a certified public accountant and such other professionals as may be necessary to advise and assist in the management of the corporation.

(c) Meet and consult with the executive director on the management of the corporation's affairs.

(d) Conduct investigations into the fitness of any member, entity, officer or director to maintain membership in corporation and shall have the right to suspend or revoke membership, subject to appeal to the board of directors by the affected member.

(e) Supervise the annual election in accordance with the provisions of these by-laws.

(f) Report to the board of directors on its deliberation.

(g) Review and recommend to the board changes to the Policy Manual.

(c) The executive committee may conduct a meeting through the use of, any means of communication by which all officers may simultaneously hear each other during the meeting. An officer participating in a meeting is deemed to be present in person at the meeting

(VAC 13.1-864)

Section 5.11 Executive Session of the Board or Executive Committee: The board of directors or executive committee of the board, by a majority vote, may move into executive session to discuss issues of a sensitive nature affecting the corporation. A final vote on any issue of a sensitive nature affecting the corporation will be done in regular session.

Section 5.12 Appointed Positions of the Board: Subject to the approval of the board of directors, the president will appoint a member in good standing to the following positions on the board: parliamentarian; chaplain, sergeant-at-arms.

(a) These positions shall be ex officio, nonvoting members of the board of directors. Each person appointed will serve for a term of one year or at the pleasure of the president and must be a member in good standing.

(b) The parliamentarian shall advise the presiding officer at any meeting attended on the proper rules of order for conducting a meeting in accordance with Robert's Rule of Order Revisited and these by-laws.

(c) The chaplain shall serve as the spiritual advisor for the corporation and serve as an advisor to the board of directors on matters dealing with the chaplaincy service in jails and detention facilities.

(d) The sergeant-at-arms will assist the president in maintaining order at all meetings and will ensure that all persons attending official meetings of the corporation are entitled to attend.

ARTICLE VI COMMITTEES

Section 6.01 Committees of the Board: There shall be nine (9) permanent standing committees of the board:

(a) The Conference Planning Committee: The conference planning committee shall be responsible for the planning, development, and implementation of the annual meeting and training conference of the corporation. The chair of this committee will provide periodic reports to the president and the board of directors on the development of the annual meeting and conference. The first vice president will chair the committee.

(b) The Membership Committee: The membership committee shall be responsible for the planning, development, and implementation of ongoing recruitment and other programs involving membership in the corporation. The second vice president will chair the committee.

(c) The Nominating Committee: The nominating committee shall be responsible to nominate qualified members annually to fill the office of third vice president, to fill the office of secretary in every other odd numbered year, to fill the office of treasurer in every other even numbered year, and to fill the office of director as each term expires. In addition, the nominating committee shall nominate members in good standing to fill any vacancies on the board that occur during any term. The nominating committee shall endeavor to select two or more persons to stand election for each vacant office. The immediate past president will chair the nominating committee. The nominating committee shall be comprised of the second vice president, third vice president, and two members of the board of directors, selected by a majority of the board.

(d) The By-laws Committee: The by-laws committee will make recommendations to the board of directors for amendments to the by-laws in keeping with contemporaneous changes in the corporation and its purposes.

The by-laws committee shall consist of at least five members. The president-elect will chair the by-laws committee. The chairperson of the committee shall select the membership for the by-laws committee after consultation with the president.

(e) The Affiliate Member Committee: The affiliate member committee is charged with the responsibility for planning, developing, and implementing an ongoing recruitment program for the Association and other such programs involving affiliate members. The 3rd vice president will chair this committee. The chairperson shall select representatives from at least five AJA affiliates to serve on the committee. The president, with the approval of the board of directors, will appoint one AJA board member to serve on this committee.

(f) The Training Committee: The training committee will be responsible to plan, develop, and implement ongoing training programs for the corporation. The president, with the approval of the board of directors, will select a director to chair the committee, which shall consist of at least three other members in good standing.

(g) The Awards Committee: The awards committee will be responsible for the selection of persons to be the recipients of various awards approved by directors. A member of the council of past presidents, appointed by the Chairperson of the Council, will chair the committee. The president, with the concurrence of the board of directors, will appoint at least four other members of the board to serve on this committee.

(h) The Corrections Workplace Committee: The corrections workplace will address human resource issues such as recruitment, selection, and retention of personnel; affirmative action concerns; career development opportunities; and serve as a resource to the AJA membership. The president will appoint the chair of the committee with the concurrence of the board of directors and the committee will consist of at least three other members in good standing, one of whom must be a member of the board of directors.

Section 6.02 Additional Committees: The president may appoint additional committees and members in good standing to chair such committees as needed to conduct the business of the corporation. The committee will consist of at least three members in good standing.

Section 6.03 Committee Membership: Unless otherwise provided in the by-laws, membership on each committee will be selected by the respective chair, with the concurrence of the president.

Section 6.04 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 these by-laws 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 by-laws or, in the absence of rules adopted by the board, the committee may adopt such rules. Committees may conduct a meeting through the use of, any means of communications by which all members may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting. (VAC 13.1-864)

ARTICLE VII OFFICERS

Section 7.01 Officers of the Corporation: The officers of the corporation shall be the immediate past president, president, president-elect, first vice president, second vice president, third vice president, secretary, and treasurer.

Section 7.02 Election, Designation, and Term of Office: All officers, except the office of third vice president, secretary, and treasurer, take office annually by the process of succession of office effective the close of the annual business meeting of the corporation. The office of third vice president shall be filled annually by election in accordance with the provisions of these by-laws. The office of secretary will be filled by-annually by election during the odd numbered years and the officer of treasurer will be filled by-annually by election during the even numbered years in accordance of the provisions of these by-laws. To be eligible for elected

office in the corporation, each candidate for office must serve at least one year as a director on the board of directors.

Section 7.03 Removal of Officers: Any officer may be removed, for cause, by a majority vote of the board, at any regular or special meeting of the board. An officer of the corporation vacates the office if the office holder ceases to be qualified for the office as provided for in these by-laws.

Section 7.04 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 notice 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 7.05 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 by-laws for appointment or election to that office.

(Adopted: 5/1/1994)

(a) Any vacancy in the office of the president, president-elect, first or second vice president will be immediately filled by the process of succession of each officer to the next higher office. The process of succession shall not be applicable to a vacancy of the office of president. In that event, the president-elect will fill the unexpired and full term of the office.

(b) A vacancy in the office of third vice-president occurring prior to the nominating committee reporting to the membership the slate of candidates for office will remain open until the next annual election. A vacancy in the office of third vice president occurring after the nominating committee has reported to the membership the slate of candidates for office will be filled by the successful candidate for office. In the event a vacancy occurs in a higher office, the successful third vice president candidate will assume the office of second vice president and the president, with the advice and consent of a majority of the board of directors, will appoint a member in good standing who meets the qualifications for office to fill the office of third vice president for the remainder of the term. The person filling the office of third vice president, by appointment, shall stand election for the office of second vice president.

(c) A vacancy in the office of secretary or treasurer will be filled by presidential appointment of a member in good standing who meets the qualifications for the vacant office with the advice and consent of a majority of the board of directors.

(d) Should a vacancy occur on the board of directors, the president shall appoint a member to fill that vacancy from the non-elected members appearing on the most recent ballot. That appointment must be ratified by the board at the next regular meeting, or by special correspondence on that issue as proposed and submitted by the president. Persons appointed to fill such vacancies and ratified by the board shall serve until the end of the next annual meeting of the corporation.

Adopted 5/1/1994

Section 7.06 Immediate Past President: The immediate past president will serve as an advisor to the president and assist the president in the performance of the duties of the president. The immediate past president will chair the nominating committee and will personally verify receipt of all official ballots during the election process. The immediate past president will also chair the council of past presidents.

Section 7.07 President: Subject to the control of the board, the president is 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 and/or executive committee meetings and the annual business meeting of

the corporation. The president shall have such other powers and duties as the board or by-laws may prescribe. The president will serve as an ex-officio member of all committees of the board, except the nominating committee.

Section 7.08 President-Elect: the president-elect will assist the president in the performance of office and maintain close liaison with the president on all matters relating to the business of the corporation. The president-elect will act in the place of the president, with full authority of the president, when the president is absent from any

meeting or is under any temporary disability. The president-elect will chair the by-laws committee.

Section 7.09 First Vice President: The first vice president shall be the senior vice president and have such other powers and perform such other duties as the board or the by-laws may prescribe. The first vice president will chair the conference planning committee and shall serve on such committees as the president or the board of directors shall direct.

Section 7.10 Second Vice President: The second vice president will chair the membership committee and perform such other duties or serve on such committees as the board or the by-laws may prescribe.

Section 7.11 Third Vice President: The third vice president will chair the affiliate member committee and shall perform such duties or serve on such committees as the board or by-laws may prescribe.

Section 7.12 Secretary: The secretary shall be the official scribe and keeper of records of the corporation.

(a) Book of Minutes: The secretary shall keep or cause to be kept, at the corporation's principal office or such other place 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 principal office, if any, a copy of the articles of incorporation and by-laws, as amended.

(b) Notices, Seal 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 by-laws 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 or by-laws may prescribe.

(c) The secretary or board of directors may delegate certain ministerial duties of the secretary to the professional staff of the corporation.

Section 7.13 Treasurer: The treasurer will be the chief financial officer of the corporation.

(a) Books of Accounts: The treasurer 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 treasurer will send or cause to be given to the members such financial statements and reports as are required to be given by law, by these by-laws, or by the board. The books of accounts shall be open to inspection by any member in good standing, at all reasonable times, at the expense of the member.

(b) Deposit and Disbursement of Money and Valuables: The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds 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 by-laws may prescribe.

(c) Bond: If required by the board, the treasurer shall give the corporation a bond in the amount and with 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, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer in the event of death, resignation, retirement, or removal from office.

ARTICLE VIII ELECTION OF OFFICERS AND DIRECTORS

Section 8.01 Election of Directors and Officers: Each year one-third of the directors on the board shall be elected for a three-year term.

(a) The president, president-elect, first vice president, second vice president, third vice president, and immediate past president shall each serve a one-year term. The president shall, after serving one year, become a member of the board filling the office of immediate past president.

(b) The secretary and treasurer shall be elected to their office for a term of two years on odd and even numbered years respectively.

Section 8.02 Nominations: The nominating committee will nominate qualified candidates for office in the corporation. Where possible, the nominating committee should offer more than one member in good standing for the office of director, secretary, treasurer, and 3rd vice president.

(a) The nominee for any office must express a willingness to accept the nomination and office, if elected. Within fifteen (15) days of being notified of the nomination but in no event later than February 15th of the election year, the nominee shall submit a biography (not to exceed one-hundred words) to the chair of the nominating committee to be provided to the membership entitled to vote as part of the official ballot form.

(b) No later than February 1st the nominating committee will forward its nominees for office to the executive committee. The executive committee will certify the list of nominees unless cause is shown why any person nominated should not hold office in the corporation. The decision of the executive committee on the certification of the list of nominees shall be final and binding.

(c) To hold the office of president, president-elect, or vice president, the nominee or office-holder must be currently, actively, and continually employed full time in a federal, state, county, or municipal government position with the specific responsibility for the administration and/or operation(s) of a jail(s) and/or a detention center(s) that is not contracted to, or operated by, a private (nonpublic) entity.

(d) In the event that the president, president-elect, or vice president(s) should be separated from their public sector duties while serving as an officer of the corporation, the officer will have one-hundred and twenty (120) days from the date of separation from public employment to seek other employment that is in keeping with the requirements found in Section 8.02, Subsection (c). In the event that no such other employment is found within one hundred and twenty (120) days, the office-holder will be required to vacate said office. The subsequent vacancy will be managed in accordance with Article VII of these by-laws.

Section 8.03 Election Process: After certifying the list of nominees, the executive committee shall designate the position of candidates on the ballot by drawing lots. Each ballot will be printed listing the candidates in the order selected by the executive committee on which will be placed a small box for each member in good standing to indicate a choice by a mark. The executive committee will notice the membership entitled to vote on the ballot form that failure to vote for the minimum number of directors require will result in the invalidation of the ballots cast for the office of director. Ballots will be mailed no later than March 15 of each year. To be counted, all ballots must be returned to the place designated by the executive committee postmarked no later than the same day of the following month after the ballots were first mailed, and must be returned in the official return envelope provided with the ballot.

Section 8.04 Certification of Election: The nominating committee or the executive director of the corporation shall designate a ballot counting firm to count all ballots. Ballots cast that fail to follow the instruction of the nominating committee will not be counted, but will be separately sealed. The executive committee may review disqualified ballots only in the event of a tie vote for office.

The winner of each contested office will be the person(s) receiving the largest number of votes cast. Elected officers shall assume their office upon being sworn in at the annual meeting of the corporation.

Section 8.05 Contested Election: In the event any person seeking elected office challenges the election process, the complaint will be submitted to the executive committee, in writing, before conclusion of the annual meeting of the corporation. The executive committee will review the complaint and, if necessary, order a recount of the ballots.

ARTICLE IX COUNCIL OF PAST PRESIDENTS

Section 9.01 Membership: Past presidents of the corporation, who are members in good standing, shall be members of the council of past presidents. The council will be chaired by the immediate past president, who will service for a one-year term.

Section 9.02 Duties: The council will serve as an advisor to the president, the board of directors and committees of the board, except that any member of the council who is appointed to any standing or special committee of the board will have all the rights of committee members. The council will also provide members to serve on the awards committee of the board.

Section 9.03 Meetings: The chair of the council will convene the council in session at the time and place where the corporation holds its annual meeting of members. The council members may attend meetings of the board, ex officio and with no vote.

ARTICLE X INDEMNIFICATION

Section 10.01 Right of Indemnity: To the fullest extent permitted by law, this corporation may indemnify its members, officers, employees, and other persons described in these by-laws including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" 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 this part.

Section 10.02 Approval of Indemnity: On a 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 is sought prevents the formation of a quorum of members who are not parties to the proceeding, the board shall appoint a committee of nonparty 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 10.03 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 10.01 and 10.02 of these by-laws in defending any proceeding, on receipt by the corporation of an undertaking by or 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 10.04 Insurance: The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, 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 XI RECORDS AND REPORTS

Section 11.01 Maintenance of Corporate Records: The corporation shall keep:

- (a) Adequate and correct books and records of account;
- (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 on 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 committee of the board at any reasonable time for a purpose reasonably related to the members interest as a director. Any such inspection and copying may be made in person or by the member's agent or attorney at the member's expense. Any right of inspection extends to the records of any subsidiary of the corporation.

Section 11.03 Maintenance and Inspection of Articles and By-Laws: The corporation shall keep at its principal business office, the original or a copy of the articles of incorporation and by-laws, 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, at the member's expense.

Section 11.04 Annual Reports: The board shall cause an annual report to be sent to the officers and members within 180 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year.

- (a) The assets and liabilities, including the trust funds of the corporation as of the end of the fiscal year.
- (b) The principal charges in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the corporation, both restricted and unrestricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.

The annual report to the officers and directors 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 Unless the context requires otherwise, the general provisions, rule of construction, and definitions in the Virginia Nonprofit Corporation Law shall govern the construction of these by-laws. 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 by-laws requires the vote of a larger proportion of the board that is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

ARTICLE XIII BY-LAWS AMENDMENTS

Section 13.01 Recommendations for amendments to the by-laws of the corporation will be submitted to the president-elect as chair of the by-laws committee. The president-elect will review each recommended change to the by-laws to ensure that any change is consistent with the goals and objectives of the corporation and applicable laws. If necessary, the president-elect may confer with the corporation legal counsel to determine if a recommended change to the by-laws is legally sufficient and in proper form.

Section 13.02 Recommendation for changes to the by-laws will be submitted to the board of directors during a regular or special meeting for approval. The board of directors may adopt, amend, or repeal the by-laws of the corporation, however, any change to the by-laws affecting membership in the corporation, right to hold office, or the voting rights of any class of members must be submitted to the membership for a vote and ratification

via the annual Board of Directors election ballot.

(Amended 05/15/11)

Section 13.03 Changes to the by-laws requiring a vote and ratification of the membership will be published to the members prior to the annual meeting of members and will be conspicuously posted at the place of the meeting. A copy of the by-laws of the corporation will be made available to any member upon request.

ARTICLE XIV FISCAL YEAR

Section 14.01 The fiscal year of the Association shall be on a calendar year basis.

Robert P. "Bud" Kerr Date

President

American Jail Association

Beverly Armstrong Date

Secretary

American Jail Association