

SECOND AMENDED BYLAWS
OF
CORRECTIONAL LEADERS ASSOCIATION

November 18, 2022

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OF
CORRECTIONAL LEADERS ASSOCIATION

an Arizona nonprofit Organization
(the “Organization”)

ARTICLE I
OFFICES AND PURPOSES

Section 1. Offices. The principal office of the Organization in the State of Arizona shall be located in Maricopa County. The Organization may establish other offices, either within or outside of the State of Arizona, as designated by its board of directors (the “Board”).

Section 2. Registered Agent and Office. The registered office and registered agent of the Organization shall be as stated in the Certificate of Formation of the Organization (the “Certificate”) or as changed in accordance with law.

Section 3. Defined Terms. Capitalized terms not otherwise defined in these Second Amended Bylaws shall have, when used herein, the respective meanings accorded to them in the Certificate.

ARTICLE II
MEMBERSHIP

Section 1. Membership. The Organization shall have two (2) types of members: Members (“Members”) and Associate Members (“Associates”).

Section 2. Members. Eligibility for membership shall be limited to each individual currently appointed to serve on a full-time basis, directly responsible for the administration of the correctional institutions or the total correctional system of a state (or the head of the correctional systems of Los Angeles, the District of Columbia, New York City, and Philadelphia), the Federal Bureau of Prisons, U.S. Military Correctional Services (Army, Navy, Air Force, Marines), and any United States territory, possession, and/or commonwealth. Members, or their designee, shall have the voting power to elect the members of the Board via open nomination.

Section 3. Associates. Eligibility of associate membership shall be limited to individuals who served at least three (3) consecutive years as the individual directly responsible for the administration of the correctional institutions or the total correctional system of a state (or the head of the correctional systems of Los Angeles, the District of Columbia, New York City, and Philadelphia), the Federal Bureau of Prisons, U.S. Military Correctional Services (Army, Navy, Air Force, Marines), and any United States territory, possession, and/or commonwealth. In order to become an Associate, an eligible individual shall be sponsored by a member of the Organization, who shall place the eligible individual’s name in nomination to the Board for consideration and action. The Board expressly reserves the privilege and authority to adopt and promulgate rules

and regulations deemed reasonable and/or appropriate in the Board's discretion pertaining to the role, participation and conduct of Associates with respect to any associational activity and/or with respect to any Member or any Member's agency as well as the authority and discretion to adopt and publish standards for disciplinary action against any Associate, including, but not limited to, removal or exclusion (temporary or permanent) of any Associate deemed appropriate by the Board.

Section 4. Dues Payable. All Members and Associates shall pay annual dues. The amount of any dues shall be established by the formula created by the Board and approved by the full membership.

Section 5. Transfer of Membership. Membership in the Organization shall not be transferred in any way, and any transfers made shall be deemed void.

ARTICLE III BOARD

Section 1. General Powers. Except as otherwise specifically provided in these Second Amended Bylaws or by law, the affairs of the Organization shall be managed by the Board. However, no member of the Board of Directors shall be responsible for or engage in any fundraising activities on behalf of the Association, including, without limitation, soliciting corporate partners, negotiating corporate partnership contributions, arrangements or benefits or otherwise engaging in any activity related to the payment of funds by any corporate partner to the Association. Such activities shall be managed in the exclusive discretion of the Executive Director.

Section 2. Number. The Board shall be comprised of the following eight (8) directors:

- (i) President;
- (ii) Vice President;
- (iii) Treasurer;
- (iv) Northeast Regional Representative;
- (v) Southern Regional Representative;
- (vi) Midwest Regional Representative;
- (vii) Western Regional Representative; and
- (viii) Past President (*if applicable; no voting rights*).

The Board shall be comprised of eight (8) directors (as enumerated in these Second Amended Bylaws) unless and until changed by resolution of the Board adopted by a vote of two-thirds (2/3) of the directors, provided that the Board shall not consist of less than three (3) directors, and that no decrease shall have the effect of shortening the term of any incumbent director.

Section 3. President, Vice President and Treasurer. Once elected or appointed as officers of the Organization pursuant to the election process set forth in Section 2, Article IV, the

President, the Vice President and the Treasurer shall concurrently serve as directors of the Organization.

Section 4. Regional Representatives. Each of the four (4) regions (i.e. Northeast Region, Southern Region, Midwest Region and Western Region) shall be separately represented by one (1) Regional Representative per Region. Regional Representatives shall be elected by a majority vote of active members at each regional meeting every two (2) years. The annual meeting of each region (“Annual Regional Meetings”) shall take place at a date, time and location as determined by the Board. The election of each Regional Representative shall take place via an open nomination process from the floor of the Annual Regional Meetings in each odd-numbered calendar year. Once elected, the Regional Representatives shall serve a two (2) year term as directors of the Organization with no limit on the number of terms served.

Section 5. Past President. An immediate past president shall serve a two (2) year term as a director of the Organization, as long as the individual continues to serve in a capacity as a member of the Organization. In the event of a vacancy, the position shall remain vacant until the expiration of the sitting President’s term.

Section 6. Removal of Certain Directors. The Board may remove any director, with or without cause, upon a vote of two-thirds (2/3) of the Board.

Section 7. Vacancies. Vacancy may be created if a director loses his or her seat on the Board due to the fact that he or she is no longer appointed to serve as the person directly responsible for the administration of the correctional institutions or the total correctional system of a state and is thus rendered ineligible as a Member. Such vacancy and any other vacancy in any office because of death, resignation, removal or otherwise may be filled by a majority vote of the Board for the unexpired portion of the term consistent with the terms of these Second Amended Bylaws. Newly created directorships resulting from any increase in the authorized number of directors may be filled by the Board.

Section 9. Compensation. Unless otherwise set forth in the Certificate, or by resolution of the members, the directors may be paid their reasonable out of pocket expenses of attendance, if any, at each meeting of the Board. Other than reimbursement for actual expenses incurred as part of his or her service on the Board, no director shall be entitled to or seek any other income or benefit of any kind as a result his or her service on the Board.

Section 10. Informal Action. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all of the directors or of such committee, as the case may be. Written consent may be in electronic form.

Section 11. Deadlock / Lack of Quorum Among Board. In the event that the Board cannot resolve any matter coming before the Board for resolution by the voting directors due to a deadlocked vote among the Board and/or a lack of quorum at a duly called meeting of the Board, then the President shall notify the Board of the existence of a deadlock and/or the inability to resolve the issue due to an absence of quorum. Within thirty (30) days after such occurrence, the

President shall call a Special Meeting of the Board to address the matter and call for a second vote. In the event that a second vote cannot occur due to the absence of a quorum or results in another deadlocked vote, then the President shall, prior to the conclusion of this Special Meeting called for purpose of resolving the deadlock, either (a) table the matter, or (b) call a Special Meeting of the entire Association membership within thirty (30) days of the Special Meeting of the Board at which time the matter shall be presented to the membership for resolution by membership vote. In the event that the subject matter which cannot be addressed by the Board due to a deadlock and/or lack of quorum relates to (a) the budget of the Association, and/or (b) the compensation of any employee of the Association, then the prior year's budget and/or the employee's current rate of compensation shall remain unchanged until such matter is resolved by duly authorized Board vote or resolution by the membership in a Special Meeting.

Section 12. Conflict of Interest. Each director shall execute an acknowledgment of his or her understanding of the Organization's conflict of interest policy. The Board may remove a director for a failure to exercise and honor the fiduciary duties that the director has to the Organization or a breach of the conflict-of-interest policy.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of the Organization shall be the President, Vice President, Executive Director (President, Vice President and Executive Director are collectively referred herein as "Executive Officers") and Treasurer.

Section 2. Election of Certain Executive Officers and Terms of Office. The President, Vice President and Treasurer shall be elected by the members at the Annual Summer Conference in each even numbered calendar year. The election shall take place via open nomination process from the floor of the Annual Summer Conference. The President, Vice President and Treasurer shall serve a two (2) year term as officers of the Organization. The President, Vice President and Treasurer shall not serve more than two consecutive two-year terms in any single Officer position. While any member may serve consecutive terms in different Officer positions, no member shall serve more than eight (8) consecutive years in the positions of President, Vice President, Treasurer or Past President of the Association. In the event a member serves eight (8) consecutive years as President, President, Vice President, Treasurer or Past President (in any particular order), then such shall be prohibited from service in any Officer or Board position for a period of two (2) years. Upon the expiration of the two-year hiatus from office, such member shall be eligible for election to serve in any position subject to the applicable term limits and the 8-year limitation referenced above. In the event that a member is elected to fill the President, Vice President or Treasurer position for an unexpired term with a remaining term of less than one (1) year, then any service for an unexpired term shall not count towards the term limit defined in the preceding sentence.

Section 3. President. The President shall be the principal executive officer of the Organization and, subject to the control of the Board, shall generally represent the Organization in public settings and oversee the implementation of policies and initiatives enacted or approved by the Board. The President shall, when present, preside at all meetings of the Board. The President

may sign, with the Treasurer, any deeds, mortgaged, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Second Amended Bylaws to some other officer or agent of the Organization, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall exercise general supervisory authority over the Executive Director as expressly directed by the Board, but shall not be deemed an employer, supervisor, manager or other overseer of any kind of any other individual employed or retained by the Organization and shall not be authorized to take any adverse action of any kind with respect to any individual employed or retained by the Organization.

Section 4. Vice President. In the President's absence, death, or inability or refusal to act, the Vice President (or in the event there is more than one Vice President, the Vice President in the order designated at the time of their election; or in the absence of any designation, then in the order of their election) shall perform the duties of the President. When the Vice President is acting as President, he or she shall have all the powers and be subject to all the restrictions upon the President. Any Vice President may perform any duties that may be assigned by the President or by the Board.

Section 5. Executive Director. Notwithstanding the provisions in Section 1, Article III, all managerial obligations and authority related to the day-to-day operation of the Organization shall fall under the Executive Director. The Executive Director shall be appointed by majority vote of the Board, which shall also establish compensation and other terms and conditions therefor. The Board and the President may provide general guidance and directions to the Executive Director as needed, except that the Executive Director shall be solely and exclusively responsible for the day-to-day management of the Organization, its employees, insurers, landlords, vendors, contractors, suppliers or any other corporation or individual retained to provide goods or services to the Association. In addition, the Executive Director shall (a) keep the minutes of meetings of the Board; (b) see that all notices are duly given in accordance with the provisions of these Second Amended Bylaws or as required by law; (c) keep a register of the post office address, e-mail address and facsimile number (if any) of each director which shall be furnished to the Executive Director by such director; (d) be custodian of the corporate records and of the seal of the Organization and see that the seal of the Organization is affixed to all documents the execution of which on behalf of the Organization under its seal is duly authorized; (e) manage and delegate (as he/she deems appropriate to other CLA personnel) all aspects of fundraising and/or the corporate partnership program, and (f) in general perform all duties incident to the office of the Executive Director and such other duties as from time to time may be assigned to such officer by the President or a majority of the Board.

The Executive Director shall ensure that elections are timely held in accordance with these Second Amended Bylaws. The performance of the Executive Director shall be evaluated, at least every two years, by the President after consultation with the Board; provided, however, the Executive Director may only be removed by a vote of two-thirds (2/3) of the Board.

Section 6. Treasurer. The Treasurer, jointly with the Executive Director, shall: (a) have charge and custody of all funds and securities of the Organization; (b) receive and give

receipts for money due and payable to the Organization from any source and deposit all the Organization's money in the name of the Organization in the banks, trust companies or other depositories that are selected in accordance with the provisions of these Second Amended Bylaws; (c) report on the financial condition of the Association at the annual meeting and as requested by a majority of the Board; and, (d) in general perform all of the duties incident with the office of Treasurer and any other duties that may be assigned by the President or the Board.

ARTICLE V BOARD MEETINGS

Section 1. Annual Meeting. The annual meeting of the Board shall be held annually during the all-directors' conference or its equivalent ("All Directors' Conference"), at a date, time and location as determined by the Board.

Section 2. Special Meetings. A special meeting of the Board may be called if deemed advisable by a majority of the Board. The Board may fix any place as the place for holding any special meeting of the Board called by them. The Organization shall not hold more than two (2) meetings of the Board in a given calendar year, unless specifically required by law or by these Second Amended Bylaws, or by the act of a majority of the Board.

Section 3. Notice. Notice of any meeting of the Board shall be given at least seven (7) calendar days previously by written notice delivered personally or sent by mail or e-mail to each director at his or her address as shown by the records of the Organization. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice were given by e-mail, it shall be deemed to be delivered when the e-mail is sent. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Second Amended Bylaws.

Section 4. Quorum. Sixty percent (60%) of the directors then in office shall constitute a quorum for the transaction of official business at any meeting of the Board.

Section 5. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Second Amended Bylaws. In no event shall a non-voting member of the Board cast a vote pursuant to these Second Amended Bylaws or otherwise.

Section 6. Attendance. Directors shall attend at least fifty (50) percent of the duly noticed meetings of the Board in any full calendar year. Directors may participate in any meeting in person, or using a conference telephone or similar communications equipment, or by any other means so long as all members can hear each other and participate. Such participation shall constitute presence in person at the meeting for all purposes of this Article V.

Section 7. Dissent of Director to Action of the Board. Any director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a dissent to such action with the secretary of the meeting before its adjournment or shall forward such dissent by registered or certified mail or personal delivery to the Secretary of the Organization immediately after the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action.

ARTICLE VI COMMITTEES

The Board, by resolution adopted by a majority of the directors in office, may designate one or more committees. Each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise all the authority of the Board in the management of the Organization and may have power to authorize the seal of the Organization to be affixed to all papers that may require it, except that no such committee shall have the authority of the Board with reference to amending, altering or repealing these Second Amended Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Organization; amending the Certificate, restating the Certificate, adopting a plan of merger or adopting a plan of consolidation with another Organization; authorizing the sale, lease, exchange or mortgage of all or substantially all the property and assets of the Organization; authorizing the voluntary dissolution of the Organization or revoking proceedings therefore; adopting a plan for the distribution of assets of the Organization; or amending, altering or repealing any action or resolution of the Board that by its terms provides that it shall not be amended, altered, or repealed by such committee. Other committees not having and exercising the authority of the Board in the management of the Organization may be designated by a resolution adopted by the Board. Such committee or committees shall have such name or names as may be determined from time to time by resolution or resolutions adopted by the Board. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members thereof constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. The designation of any such committee or committees and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed upon the Board or the members thereof by law.

ARTICLE VII MEMBERSHIP MEETINGS

Section 1. Annual Meetings. The annual meetings of members shall be held concurrently with the Annual Summer Conference (i.e. the meeting of the entire membership typically scheduled during the third or fourth quarter of calendar year) of the Organization.

Section 2. Special Meetings. A special meeting of the members may be called if deemed advisable by a majority of the Board. The Board may designate any location as the place for holding any special meeting of the members called by them.

Section 3. Notice. Notice of any meeting of the members shall be given at least seven (7) days previously by written notice delivered personally or sent by mail or e-mail to each director at his or her address as shown by the records of the Organization. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice were given by e-mail, it shall be deemed to be delivered when the e-mail is sent. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Second Amended Bylaws.

ARTICLE VIII EXCULPATION

All directors, trustees, members of governing bodies, officers and other eligible volunteers of the Organization shall be immune from suit and shall not be subject to civil liability arising from the conduct of the affairs of the Organization except when the act or omission of such person that gives rise to the case of action amounts to willful or wanton misconduct or fraud or gross negligence.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board, with the approval of the members if required by the Certificate, these Second Amended Bylaws or by law, may authorize any officer or officers, agent or agents of the Organization, in addition to the officers so authorized by these Second Amended Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by the Executive Director or the Treasurer, in such manner as shall from time to time be determined by written resolution of the Board. In the absence of such determination, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Organization.

Section 3. Deposits. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Executive Director may select.

Section 4. Gifts. Subject to the restrictions set forth in the Certificate, the Board may accept on behalf of the Organization any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Organization.

Section 5. Loans. No loans shall be made by the Organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such

authority may be general or confined to specific instances. No loans shall be made by the Organization to its directors or officers.

ARTICLE X FISCAL YEAR

The fiscal year of the Organization shall begin on the first day of January and end on the last day of December in each year, unless the Board shall provide to the contrary by resolution.

ARTICLE XI BOOKS AND RECORDS

The Organization shall keep correct and complete books and records of account of the business and affairs of the Organization, which records shall be open to inspection by the directors and officers at all reasonable times. The Organization shall also keep minutes of the proceedings of the Members, the Board, any committees having any of the authority of the Board and any advisory committee.

ARTICLE XII NO DIVIDENDS

No dividends shall be paid, and no part of the income or profits of the Organization shall be distributed to its members, directors or officers. The Organization may pay compensation in a reasonable amount to members, directors, officers and other employees for services rendered, as determined by the Board.

ARTICLE XIII WAIVER OF NOTICE

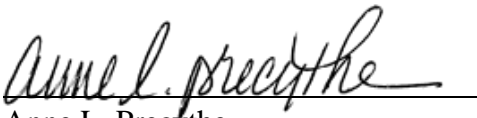
Whenever any notice is required to be given to any director of the Organization under the provisions of these Second Amended Bylaws, the Certificate or any applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV AMENDMENTS

The Board shall have power to alter, amend and repeal these Second Amended Bylaws or adopt new Bylaws for the Organization in whole or in part, by the affirmative vote of two-thirds (2/3) of the directors then in office at any meeting which is duly convened for such purpose. If the members or the Board propose an amendment to, repeal of or adoption of new Bylaws for the Organization at a duly called and held meeting, the Board shall vote on such proposal at the next regularly scheduled meeting of the Board.

[Signature Page to Follow]

Given under my hand and the seal of the Organization this the 18th day of November,
2022.

By: 
Name: Anne L. Precythe
Its: President