



BY-LAWS

OF

ALABAMA JAIL ASSOCIATION, INC.

A NON-PROFIT CORPORATION

BY-LAWS REVISION OF JANUARY 2014

ARTICLE I – NAME

The name of this organization is:

ALABAMA JAIL ASSOCIATION, INC.

ARTICLE II – OFFICE

SECTION 2.01

The principal office of the corporation for transaction of its business is located at 514 Washington Avenue, Montgomery, Alabama 36104-4385. The Board of Directors shall designate and may change the principal office from one location to another within the State of Alabama. Any change of location of the principal office shall be noted by the secretary of these By-Laws in the place provided in the section or, this section may be amended to state the new location. The Board may, at any time, establish branches or subordinate offices at any place or a place where the corporation is qualified to conduct its activities.

ARTICLE III – PURPOSES

SECTION 3.01 – General Purposes

This corporation is a non-profit corporation and is not organized for the private gain of any person. It is organized under the non-profit corporation law of the State of Alabama for educational purposes and to serve the interests of the people of Alabama for an improved criminal justice and corrections system.

SECTION 3.02 – Specific Purposes

Within the context of its purposes, this corporation is created:

- a) To bring together all persons concerned or charged with the care, custody and control of persons waiting court appearance, serving sentences or otherwise locally confined in the jails of the state to improve conditions of confinement or detention.

- b) To advance professionalism through education, training and exchange of information, by providing technical assistance to members and others; to develop publications on various aspects of jail management and to conduct educational conferences and seminars on matters relating to jail management and systems.
- c) To provide leadership in the development of professional standards, management practices, programs and services.
- d) To present and advance the interests, needs, concerns and proficiencies of the corrections profession.

SECTION 3.03 – Limitations

- a) This corporation is organized to operate exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.
- b) Individual members of the Association are free to engage in political activity or lobbying in accordance with the laws of the State of Alabama and the policies of their respective departments, representing themselves as individuals only. No individual member shall engage in political activity or lobby as a representative of the Association.
- c) Any political activity or lobbying effort designed to support or enhance the Association shall be done only by the Executive Directors and/or designated lobbyists of the respective organizations.
- d) The Association shall not participate in or intervene in (including publishing or distributing statements) any political campaign of any candidate for public office.

ARTICLE IV – MEMBERS

This Association shall have the following classes of membership:

SECTION 4.01 – Professional – (voting Members)

Any active or retired fulltime appointees or employees of a county or municipal jail, active or retired Sheriff or Chief of Police, active or retired professional

employees of the Alabama Sheriff's Association or the Alabama Chiefs of Police. Professional membership may be conferred on a person as a result of the majority vote of the Board of Directors present at any regular or special meeting of the organization and who has tendered the prescribed application fee and/or annual dues.

SECTION 4.02 – Associate (Non-Voting Members)

All persons, , private or public entities who do not otherwise meet the criteria for professional membership and who agree to support the principles and endeavors of the Association may become Associate members. Associate membership may be conferred on any person or entity as a result of a majority vote of the Board of Directors present at the regular or special meeting of the organization who or which has tendered the prescribed application fee or annual dues.

SECTION 4.03 – Corporate Sponsors (Non-voting Member)

Agencies/Organizations which are concerned with the professionalism and advancement of our state jails (an organization which obtains a corporate sponsorship will receive four associate memberships).

SECTION 4.04 – Voting Rights of Membership

Each "Professional" member is entitled to one vote on each matter submitted for consideration by the Association. Voting is limited to members present at the time the vote is taken. The Executive Committee of the Association may authorize ballots be mailed if deemed necessary by a simple majority vote of said committee. Affiliate members shall not possess any voting rights in the organization.

SECTION 4.05 – Application for Membership

Application for membership shall be made to the Alabama Jail Association. If such application is rejected, all money submitted with the application shall be returned to the applicant. Upon acceptance, applicant shall be notified. A

certificate of membership, a membership card and other appropriate documents shall be forwarded to the applicant.

SECTION 4.06 – Fees

The Board of Directors, with the approval of the membership, may access a membership fee as a condition of initial or continued membership.

ARTICLE V – BOARD OF DIRECTORS

SECTION 5.01 – General Corporate Powers

Subject to the provisions and limitations of the Alabama 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, except that any action of the Board of Directors that affects the rights and privileges of the voting members of the corporation shall be approved by the membership.

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, upon a majority vote of the Board, all the corporations' 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 and require them security for faithful performance of their duties.
- b) Change the principal office or the principal business office from one location to another; conduct its activities within Alabama; designate any place within the State of Alabama for holding any meeting.
- c) Adopt and use a corporate seal
- d) Supervise annual or special elections of officers and directors, certify the list of nominees received from the nominating committee and distribute candidate information to the membership.

- e) By vote of a majority membership, the Board of Directors may borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation’s purpose, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidence of debt and securities.

SECTION 5.03 – Number and Qualifications of Directors

The authorized number of directors shall be four(4), President, First Vice President, Second Vice President, Third Vice President, and Secretary/Treasurer shall be appointed by the incoming President. Each director will be elected “at large” for a term of two (2) years. Once elected, Third Vice President through President will be an automatic progression to the next position. Example: Third Vice President automatically progresses to Second Vice President after a two year term as Third Vice President. The same goes for Second Vice President to First Vice President and First Vice President to President. Elections will be held as terms expire and when positions open up by resignation, death or termination of position.

SECTION 5.03a – Regional Representatives

The authorized number of Regional Representatives shall be seven, appointed by the Board of Directors according to demographic regions. Applications will be accepted prior to election year and voted on by the Board. The regions are as follows:

REGION 1

COUNTIES

Lauderdale, Colbert, Lawrence, Franklin
Marion, Winston, Walker, Fayette, Lamar

REGION 2

Limestone, Madison, Jackson, Morgan,
Marshall, DeKalb, Cullman, Blount, Etowah
Cherokee

<u>REGION 3</u>	Jefferson, St. Clair, Calhoun, Cleburne, Shelby Talladega, Clay, Randolph
<u>REGION 4</u>	Pickens, Tuscaloosa, Bibb, Greene, Hale, Perry, Marengo, Dallas, Wilcox
<u>REGION 5</u>	Chilton, Coosa, Tallapoosa, Chambers, Autauga, Elmore, Lee, Macon, Russell, Bullock, Montgomery, Lowndes
<u>REGION 6</u>	Choctaw, Clarke, Monroe, Conecuh, Escambia, Washington, Mobile, Baldwin
<u>REGION 7</u>	Butler, Pike, Barbour, Crenshaw, Coffee, Dale, Henry, Covington, Geneva, Houston

NOTE: See attached Region Map as part of By-Laws

SECTION 5.04 – Composition of the Board

The Board of Directors shall consist of the President, First Vice President, Second Vice President, Third Vice President, Secretary/Treasurer and Immediate Past President as elected by the membership.

ARTICLE VI – OFFICERS AND EXECUTIVE COMMITTEE

SECTION 6.01 – The officers of the corporation shall be a President, First Vice President, Second Vice President, Third Vice President, and Secretary/Treasurer.

SECTION 6.02 – Succession and Term of Office

- a) The offices of the President, First Vice President and Second Vice President shall be filled every two (2) years at the annual business meeting through secession.
- b) The Third Vice President shall be elected every two (2) years at the annual business meeting by a vote of the membership.
- c) The Secretary/Treasurer will be appointed by the incoming President.
- d) Regional representatives shall appointed at the annual business meeting every two (2) years by a vote of the Board of Directors.

SECTION 6.03 – VACANCIES

- a) A vacancy occurring in the President, First Vice President, or Second Vice President positions shall be filled by succession.
- b) The President shall appoint Board members to fill vacancies in all other positions. The appointment must be approved or rejected by the Board at the regular or special meeting. Persons appointed to fill such vacancies and approved by the Board shall serve until the next annual business meeting.

SECTION 6.04 – EXECUTIVE COMMITTEE

- a) The Executive Committee shall consist of the President, First Vice President, Treasurer and Immediate Past President. The Secretary/Treasurer shall be a non-voting, ex-officio member. The President shall serve as the Chairman of the Executive Committee which shall conduct all business of the Association between meetings.
- b) The Executive Committee shall investigate all allegations of misconduct by a member of the Association. The Executive Committee has the responsibility of taking whatever action is appropriate, including expulsion from the Association.
- c) The Executive Committee shall meet upon call of the President or upon request of any two of the Committee members.

- d) The Executive Committee shall conduct all business for the Association when the Board is not in session.

SECTION 6.05 – DUTIES OF THE PRESIDENT

- a) The President shall preside at all meetings and presides over the Executive Committee.
- b) The President shall have the power to appoint special committees.
- c) The President shall conduct day-to-day business for the Association when the Executive Committee and/or the Board is not in session. However, the President shall not enter into contracts or agreements on behalf of the Association without approval of the Board.
- d) The President shall be the official spokesperson for the Association and shall represent the Association at official functions.
- e) The President shall be reimbursed for all usual and ordinary expenses of his office by the Treasurer. All expenditures must be approved by the Executive Committee.

SECTION 6.06 – DUTIES OF THE VICE PRESIDENTS

- a) The Vice Presidents in succession shall act on behalf of the President during his/her temporary absence or disability.
- b) The First Vice President shall automatically succeed to the office of President in the event of death, resignation or removal from office and shall serve the unexpired term. In the event of death, resignation or removal from office of both the President and the First Vice President, the remaining Vice Presidents will move up in succession to fill the unexpired term.
- c) The Vice Presidents shall chair such committees as authorized by these by-laws or those committees delegated to them by the President.

SECTION 6.07 – DUTIES OF THE SECRETARY/TREASURER

- a) The Secretary/Treasurer shall receive all monies due to the Association.

- b) The Secretary/Treasurer shall keep a just and accurate record of all financial dealings of the Association.
- c) The Secretary/Treasurer shall draw all warrants and checks for expenses of the Association which shall be signed by him/her and the President of the Association (Dual signature on all checks is required).
- d) The Secretary/Treasurer shall furnish such bonds for the faithful performance of his/her duties as the Board may require. The Association shall pay for the premium of all bonds.
- e) The Secretary/Treasurer shall make the financial records of the Association available for audit by the Finance Committee as requested by the President – at least once per year by the Finance Committee and once by an independent outside auditor.
- f) The Secretary/Treasurer shall invest the funds of the Association in a manner most beneficial to the Association and as directed by the Board.
- g) The Secretary/Treasurer shall perform all duties as may be assigned to him/her by the President or Board of Directors.
- h) A fund of \$200 shall be maintained by the Secretary/Treasurer to defer the usual and ordinary expenses of his/her office and the Association.
- i) The Secretary/Treasurer may be relieved of all or part of his/her duties when professional staff is contracted. The Board shall determine what responsibilities, if any, are assigned to professional staff.
- j) The Secretary/Treasurer MUST be bondable to hold office.
- k) The Secretary/Treasurer will deposit all monies upon receipt of such in a bank of the State of Alabama. The account should be an interest bearing account.
- l) The Secretary/Treasurer will generate a receipt for the receipt of all monies; membership dues, conference registration fees, vendor fees, and donations.
- m) The Secretary/Treasurer will maintain a receipt or invoice for all expenditures regardless of size or event.

SECTION 6.08 – APPOINTED POSITIONS

- a) The President may appoint, subject to approval of the Board, the following positions:
1. Secretary/ Treasurer
 2. Editor
 3. Historian
 4. Parliamentarian
 5. Sergeant-at-Arms
 6. Legal Advisor
- b) The duties of the Secretary/Treasurer shall be to keep the records and minutes of the Association and perform such other duties as may be assigned by the President. The Secretary will work in concert with the Treasurer to plan and manage all meetings and conferences for the Association.
- c) The duties of the Editor shall be to receive all articles and items of interest pertinent to the Association. The Editor shall secure beneficial publicity for the Association via articles for the Association website (www.alabamajailassociation.com). At such time that the Board may decide to begin a newsletter via the Association website, the Editor shall prepare and submit the newsletter to the Association Webmaster for publication. The newsletter shall be prepared no less than four (4) times per year.
- d) The Historian shall pursue, collect and retain custody of all items of interest to the Association. The Historian shall identify and record items and acknowledge the donor of each.
- e) The Parliamentarian shall be familiar with these by-laws and with Roberts Rules of Order, revised. He/she shall advise the President or Board on any question of parliamentary procedure.
- f) The Chaplain shall represent the Association in all religious matters. He/she shall lead the Association in prayer when requested.
- g) The Sergeant-in-Arms will not permit any unauthorized persons to enter meetings of the Association. He/she shall assist the President in maintaining order when so requested.

ARTICLE VII – ELECTION OF OFFICERS AND DIRECTORS

SECTION 7.01 – ELIGIBILITY

- a) Only regular members (as defined in Section 4.01 of the By-Laws), in good standing, of the organization shall be eligible to hold office.
- b) All Board of Directors and officer positions shall be filled by persons who are regular members of the Association. However, no employee of an operated for profit corporation shall be eligible to hold office.
- c) No person may hold more than one elected office at any one time.

SECTION 7.02 – NOMINATIONS

- a) The Nominating Committee shall consist of three (3) members. The Chairman of the Nominating Committee shall be the First Vice President. The other two committee positions shall be filled by the Second Vice President and one member of the general membership as appointed by the First Vice President.
- b) The Nominating Committee shall nominate at least two individuals for the offices of Third Vice President and each vacancy on the Board of Directors. The Committee shall ensure that nominees would accept the nomination before actually nominating them.
- c) The Nominating Committee shall submit its nominees to the Executive Committee on the day proceeding the first meeting day of the Association's annual business meeting.

SECTION 7.03 – ELECTIONS

- a) The elections shall be supervised by the Executive Committee.
- b) The Elections Committee shall certify the list of nominees received from the Nominating Committee. A paper ballot shall then be printed, listing each candidate for office in alphabetical order. Each candidate may submit a biography of 50 words or less to be included with the official ballot.
- c) In a contest involving three or more nominees for one position, a plurality is needed for election.

- d) In case of a tie for any position, the position will be filled by a flip of the coin by the President under supervision of the Executive Committee and with both candidates present.
- e) Challenged elections shall be decided by the Board of Directors.

ARTICLE VII – BOARD OF DIRECTORS

SECTION 8.01 –

The Board of Directors shall meet on the day proceeding the first full day of the annual business meeting and shall then reconvene at the call of the President. The purpose of such meetings is to discuss any necessary business. The Board of Directors shall meet a minimum of two times per year.

SECTION 8.02 –

There shall be a meeting of the newly-elected Board of Directors of the Association at the conclusion of the annual business meeting.

ARTICLE IX – COMMITTEES

SECTION 9.01 -

The five permanent standing committees of the Association shall be as follows:

1. Training Committee

- 1. The Training Committee shall consist of at least three (3) members. The Second Vice President shall serve as the Chairman and he/she shall select two (2) members from the general membership to serve on the committee.

2. The Training Committee is charged with the responsibility of planning advanced training and continuing education for the membership of the Association.
 3. The Training Committee shall work in conjunction with the Secretary/treasurer and Board of Directors in planning the annual business meeting (October) and an annual training expo (March).
2. Membership Committee
 1. The Membership Committee shall consist of at least three (3) members. The Third Vice President shall serve as chairperson and he/she shall select two (2) members to serve on the Committee.
 2. The Membership Committee is charged with the responsibility for planning, developing and implementing an on-going recruitment program and other such programs as the Board may authorize.
 3. Nominating Committee

See Elections.
 4. Finance Committee

The Finance Committee shall consist of at least three (3) members. The President shall serve as chairman. Also included on the committee will be the First Vice President and the Treasurer. The Finance Committee is charged with auditing the Association books and other duties as assigned by the President.
 5. By-Laws Committee

The By-Laws Committee shall consist of at least three (3) members. The First Vice President shall serve as the chairperson and he/she shall select two (2) members from the general membership to serve on the committee.

SECTION 9.02 – ADDITIONAL COMMITTEES

The President may appoint additional committees and chairpersons as necessary to conduct the business of the Association.

ARTICLE X – DUES AND ASSESSMENTS

SECTION 10.01 – DUES

- a) The annual dues of the Alabama Jail Association are set by the Board and are payable prior to the March annual training expo.
- b) It shall be the duty of the Secretary/Treasurer to notify any member who is delinquent in the payment of his/her dues for more than ninety (90) days. The member will be notified that his/her name shall be removed from the membership rolls until such time as the dues are paid in full.
- c) Any member, who is suspended for nonpayment of dues or withdraws his /her membership while in good standing, may be reinstated only upon payment of such dues or conditions as may be imposed by the Board of Directors.

SECTION 10.02 – ASSESSMENTS: HOW LEVIED:

Assessments against the membership shall be levied by a single majority vote of the membership when in its judgment the needs of the Association require such action.

ARTICLE XI – EMBLEM

SECTION 11.01 – EMBLEM

Selection and use of the emblem of the Alabama Jail Association:

- a) The Board of Directors shall decide on the design of the official emblem for the Association, with direction from the membership.
- b) This emblem shall appear on the official stationary of the Association and on its membership cards and certificates.
- c) The emblem shall be used only on the official stationary and other items as approved by the Board of Directors of the Association.

ARTICLE XII – AMENDMENTS

SECTION 12.01 – AMENDMENTS TO THE BY-LAWS

- a) Any motion to change the By-laws of this Association shall be made in writing to the First Vice President who serves as Chairperson of the By-laws Committee. The First Vice President shall submit the recommendations of the By-laws Committee to the Board of Directors prior to the annual business meeting. The President shall submit the recommended changes to the general membership for ratification at the annual conference.
- b) Amendments to the By-laws shall be posted on the alabamajailassociation.com website and during the annual business meeting or distributed to the membership for ratification at the annual business meeting/conference.
- c) Amendments to the By-laws require a two-thirds majority of all votes cast.

ARTICLE XIII – NOTICE TO DIRECTORS

SECTION 13.01 – PROCEDURE

When these By-laws require notice to be given to any Director, the notice shall be given as prescribed within. If notice is given to a Director by mail, the notice shall be sent by first class mail in the normal manner. Such notice shall be deemed to have been given at the time it is deposited in the United States Mail. Notice shall be deemed to have been given by facsimile (Fax), telegram or email at the time of transmission.

SECTION 13.02 – WAIVER

When notice is required to be given to any Director, that Director may sign a waiver of notice.

ARTICLE XIV – TAX-EXEMPT STATUS

SECTION 14.01 – Tax-Exempt Status

The affairs of the Association shall, at all times, be conducted in such a manner as to maintain its status as a qualified exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

SECTION 14.02 – Internal Revenue Code

All references in these By-laws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986.

ARTICLE XV – MEETINGS

SECTION 15.01 – ANNUAL MEETINGS

An annual business meeting shall be held each year during the month of October with a subsequent meeting in March. The President or other members of the Board of Directors may call for a meeting at any time to discuss emergent matters. The purpose shall be to elect officers and members to the Board of Directors and any other such business as may be necessary. All meetings shall be conducted in accordance with Roberts Rules of Order (Revised). The order of the proceedings shall be as follows:

- a) Call to order by the President

- b) Invocation – if desired
- c) Secretary/Treasurer’s Report
- d) Committee Reports

SECTION 15.02 – NOTICE OF MEETINGS

- a) Regular Meetings of the Association shall be scheduled no less than two (2) times per year and may be scheduled on a quarterly basis at the discretion of the Executive Committee. Written notice of the date, time and place of any regular meeting shall be mailed or emailed to each member at least thirty (30) days prior to such meeting.
- b) Special Meetings may be called with a simple majority of the Board of Directors as necessary. The purpose of the special meeting shall be stated in the notice, and only that business for which the meeting was called may be conducted. Seven (7) days minimum notice shall be given to membership for a special meeting. Special meetings may be held at any location designated by the Board of Directors. Minutes of all special meetings will be mailed or emailed to all Board Members within two (2) weeks after the meeting or posted on the Association website.

SECTION 15.03 – SITE SELECTION FOR REGULAR MEETING

The selection of regular meetings sites shall be made by the Board of Directors on a site rotation basis, assuring that an appropriate equal number of meetings are held in the various geographical sections of the states.

SECTION 15.04 – EMERGENCY ACTION BY THE BOARD OF DIRECTORS

A simple majority of Directors may take any action without a meeting that could be taken at a meeting. Such action shall have the same force and effect as action taken at a meeting duly called. A signed copy of the minutes of the meeting shall be on file with the President.

SECTION 15.05 – MEETINGS HELD BY TELEPHONE CONFERENCE

Directors may hold a meeting by means of a telephone or teleconference. Such action shall have the same force and effect as action taken at a meeting duly called. A signed copy of the minutes of the meeting shall be on file with the President.

ARTICLE XVI – BOARD OF DIRECTORS

SECTION 15.06 – GENERAL POWERS

The Board of Directors shall be the governing body of the Association.

- a) The President shall be the presiding officer for all Board meetings. In his absence, the First Vice President shall preside at any meeting.
- b) The Board shall be empowered to authorize expenditures for the general business of the Association.
- c) The Board may authorize additional services and set appropriate charges.

ARTICLE XVII – INDEMNIFICATION

SECTION 16.01 – RIGHT OF INDEMNITY

To the fullest extent permitted by law, this corporation shall indemnify its members, officers, employees and other persons described in these By-laws including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amount actually and reasonably incurred by them in connection with any “proceeding” as that term is used in that section, and including as action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section.

SECTION 16.02 – APPROVAL OF INDEMNITY

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

SECTION 16.03 – 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 8.01 and 8.02 of these By-laws in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by 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 16.04 – INSURANCE

The corporation shall have the right to purchase and maintain insurance to the fullest 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 XVIII – RECORDS

SECTION 17.01 – 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,
- c) A record of each person's name and address that is associated with this corporation as member, officer, employee or agent.

SECTION 17.02 – ACCOUNTING RECORDS AND MINUTES

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

SECTION 17.03 – MAINTENANCE AND INSPECTION OF ARTICLES AND BY-LAWS

The corporation shall keep at its principal office, at its principal business office in this state, the original or copy of the articles of incorporation and By-Laws, as amended to date, which shall be open to inspection by any member at reasonable times during office hours. A member shall have an absolute right to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries, if any.

SECTION 17.04 – ANNUAL REPORT

The Board shall cause an annual report to be sent to the officer's and members within ninety (90) 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.
- e) Any information required by Section 8.02 of these By-laws.

The annual report shall be accompanied by a 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 statement were prepared without audit from the corporation's books and records.

SECTION 17.05 – ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each member a statement of any transactions or indemnifications as set forth in these By-laws within ninety (90) days after the end of the corporation's fiscal year.

ARTICLE XVIV – CONSTRUCTION AND DEFINITIONS

SECTION 18.01 –

Unless the context requires otherwise, the general provision's, rules of construction, and definitions in the Alabama 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 plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

SECTION 18.02 – HIGH VOTE REQUIREMENT

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

ARTICLE XX – BY-LAWS AMENDMENTS

SECTION 19.01 –

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

ARTICLE XXI – CERTIFICATE OF SECRETARY

I certify that I am the duly appointed and/or acting Secretary of the Alabama Jail Association, Inc., an Alabama non-profit corporation, that the above By-laws, consisting of 25 pages, are the By-laws of this corporation and that they have not been subsequently amended or modified.

Executed on _____ Date _____

Secretary/Acting Treasurer

Approved on this date _____ by:

Chad Mumpower – President

Steve Morrison – First Vice President

Keith Reed– Second Vice President

Larry Nixon – Third Vice President

Mamie Grubbs – Immediate Past President

Betty Davey – Secretary/Treasurer