

**Proposed Bylaws Revisions April 10, 2018**

**ARTICLE I: NAME**

The Name of this Organization Shall Be: THE INTERNATIONAL ASSOCIATION FOR CORRECTIONAL AND FORENSIC PSYCHOLOGY (hereinafter the “IACFP”), an Association of mental health professionals and others with related interests in correctional and forensic psychology, criminal and juvenile justice.

**ARTICLE II: VISION, MISSION, PURPOSE, GOALS, AND PROCESS**

**Section 1: Vision:** The vision of IACFP is engaged criminal justice practitioners implementing innovative and humane practices worldwide.

**Section 2: Mission:**

The mission of IACFP is to advance the development and implementation of evidence- and practitioner-informed policy and practices to support correctional and forensic psychologists and other helping professionals who work with justice-involved individuals.

**Section 3: Purpose:**

- (a) to bring together into one body all mental health and forensic professionals, behavioral scientists, and others who are interested in criminal behavior, the treatment of offenders in the criminal and juvenile justice systems that contribute to the reduction of recidivism, and who meet the qualifications and subscribe to the standards set forth herein;
- (b) to stimulate scientific research into the causes and prevention of criminal and delinquent behavior, to exchange such scientific information, and to publish the reports of scholarly studies in Criminal Justice and Behavior (CJB), and through other means;
- (c) to contribute to professionally current teaching of the psychology of crime, delinquency, and criminal and juvenile justice;
- (d) to promote the pursuit and application of evidence-based psychological, social behavioral, and neuroscientific information in the criminal and juvenile justice systems;
- (e) to contribute to discussions of relevant public, professional, and institutional issues that involve the criminal and juvenile justice systems.

**Section 4: Goals**

The goals of the IACFP, as stated in our articles of incorporation, include promoting efforts to discover the antecedents of criminal and delinquent behavior, provide a resource for those working with offenders to develop pro-social behaviors and prevent its recurrence, enhance and support the highest level of adaptive behavior for offenders suffering from mental disorder or deficiency, and to serve as informed, responsible resources for courts and other components of the criminal and juvenile justice systems with respect to evidence- based practice, assessments, evaluations, written reports, program development, program administration and monitoring, and all aspects of appropriate and humane research, and to support the humane treatment of offenders in keeping with constitutional and international principles of human rights.

### **Section 5: Process**

IACFP will strive to provide its membership with information relevant to their fields of correctional and forensic practice through journals, newsletters, a website, conferences, regional workshops, access to research resources, Continuing Education Unit acquisition, and other means as available.

### **Section 6: Rules of Order**

The rules contained in the current edition of *Robert's Rules of Order* shall govern the IACFP in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the IACFP may adopt.

## **ARTICLE III: MEMBERSHIP**

### **Section 1: Classes of Members:**

The IACFP shall consist of four classes of members: Members, Student Members, Affiliate Members, and Guest Members. For the purposes of the bylaws all member types shall be referred to as "members" whose rights are restricted by membership type.

### **Section 2: Membership**

- (a) **Regular Member:** Consistent with the vision and mission of the Association, membership in the IACFP is to be construed as inclusive rather than exclusive.
- (b) **Student Member:** Students from all disciplines and at any stage of education, including undergraduates, graduates, postgraduates, and interns are welcome and, with appropriate documentation, as determined by the Board, may enroll as Student Members. Student members must provide verification of student status. Student membership status shall cease upon the termination of student status.
- (c) **Guest Member:** Guest members from all disciplines and at any stage of education may apply for complimentary membership. Guest memberships are restricted to 1 year and may not be renewed.
- (d) **Affiliate Member:** Affiliate members shall be members of organizations defined as an Affiliate elsewhere in these bylaws.

### **Section 3: Admission to Membership**

Application for membership shall be made to the Secretary, or designee, by means of the IACFP application form accompanied by payment for the amount of the current dues. Membership applications shall be reviewed by the Board or assign prior to granting membership. In the event a member application is declined, the dues payment shall be returned.

#### **Section 4: Dues**

The amount of dues, fees, and assessments payable by each member type shall be provided by the rules and regulations of the IACFP and may be changed only by a majority vote of the Board, unless the change is not greater than the previous U.S. Consumer Price Index (CPI), which shall be reviewed annually and not change more than once each year.

Annual memberships for each member type shall run for 12 consecutive months beginning with the date of enrollment and payment of dues by that member. Two-year memberships or other periods of duration may be made available upon approval of the Board. Members shall be contacted to inform them of their membership status and to provide information relevant to their membership renewal.

#### **Section 5: Rights of Membership Types**

- (a) Regular Member, in good standing, as designated below, shall have all the rights and privileges of membership in the IACFP, including one (1) vote on issues put forward to the membership and the right to hold elected office.
- (b) Student Member shall have all rights and privileges of membership in the IACFP except voting privileges nor the right to hold office.
- (c) Affiliate Members shall have all the rights and privileges of membership in the IACFP. Affiliate Members may be appointed as one of the at-large members of the board but may not run for any elected office.
- (d) Guest Members shall have all the rights and privileges of a regular member except they shall not have the right to vote or to hold office.
- (e) A Member's vote on any issue may not be reassigned to another Member.
- (f) All Membership types shall be subject to the bylaws and subsequent revisions ratified by vote by the membership and adoption by the Board.
- (g) Members whose dues are current shall be deemed in good standing, barring any known behavior outlined in Art. III, Section 6.
- (h) Any member who has not paid annual dues within 60 days following their notice of the due date will lose their membership status, and that individual's subscription to CJB and other member benefits will be terminated after the expiration of that 60-day period.
- (i) Members are responsible for ensuring the Secretary has their current contact information. The Secretary shall not be responsible for errors in notification as a result of inaccurate member contact information.

#### **Section 6: Notification Concerning Admissions and Terminations**

All Members are expected to uphold the highest standards of professional and ethical conduct. Membership in the IACFP may be suspended or terminated for improper or illegal behavior, behavior that is unethical or inconsistent with prevailing professional standards. Suspension or termination of membership shall be by majority vote of the board based on formal procedures adopted and published by the board.

### **ARTICLE IV: BOARD**

#### **Section 1: Board of Directors (hereinafter referred to as "the Board")**

- (a) All Members of the Board shall be members in good standing.

- (b) The Board shall not exceed 15 members.
- (c) The President-Elect shall be determined in an election process specified in Article VII of the bylaws.
- (d) Officers of the Board shall include the President, President-elect, Secretary, Treasurer, and Immediate Past President. The Secretary and Treasurer shall be selected by majority vote of the Board and shall serve a term of three years. All other officers shall serve in their positions as a result of being elected at some point by the membership. Officers elected by the membership shall serve for a term of two years.
- (e) The remainder of the board shall include a minimum of two and a maximum of ten at-large members who shall be selected by and appointed to the Board based on the expertise and diversity necessary to attain the strategic goals of the Association.
- (f) A maximum of 50% of all board members will be non-U.S. citizens.

## **ARTICLE V: BOARD DUTIES**

### **Section 1: President:**

- (a) shall preside at all official meetings, and shall carry out all duties as assigned by these bylaws and/or the Board.
- (b) shall be further empowered, with the approval of the Board, to establish and appoint such committees of a temporary nature as are important to perform the goals and tasks of the IACFP.
- (c) shall oversee the process of votes put to the membership;
- (d) shall be an ex-officio member of all committees.

### **Section 2: The President-Elect:**

- (a) shall act in place of the President whenever the latter shall be unable to carry out assigned duties; be assigned other duties by the President or the Board as required.
- (b) Will, upon completion of the President's scheduled term, assume the role of President.

### **Section 3: Secretary:**

Will insure that the following actions take place:

- (a) coordinate agenda items for business meetings;
- (b) provide notice for all meetings requiring notice;
- (c) take minutes of all official meetings in a manner consistent with the current edition of *Robert's Rules of Order*;
- (d) maintain a current roster of all membership including status and contact information;
- (e) maintain a roster of all board members, including status and contact information.
- (f) maintain legal compliance with respect to record keeping.

### **Section 4: Treasurer:**

Will insure that the following actions take place:

- (a) prepare annual budget for the following year by November 30;
- (b) keep appropriate and accurate records of all business transactions, shall issue an annual financial report and shall herein deal with all the financial transactions and status of the IACFP;
- (c) establish and/or maintain the IACFP as a not-for-profit corporation and file for and/or maintain tax exempt status;
- (d) establish and/or maintain fiscal practices and records in accordance with the laws governing nonprofit, tax exempt entities;
- (e) arrange for an independent audit or accountant's summary at the end of each fiscal year and report the results of that audit at the annual meeting; have authority to sign contracts up to amounts specified in budget lines and other contracts upon receipt of written authorization by the President and majority agreement of the Board.

**Section 5: Immediate Past President**

- (a) Shall serve for a two (2) year term.
- (b) As assigned by the President or the Board, Chair the Advisory Committee of Past Presidents.

**Section 6: At-Large Board Members:**

- (a) shall serve for a three (3) year term, renewable by majority vote of the Board.
- (b) shall not serve more than two terms in the position.
- (c) shall contribute their expertise and experience as chairs and members of standing and ad-hoc committees
- (d) may be removed by the Board by majority vote.

**Section 7: Resignation from the Board.**

If a Board member wishes to resign from the Board, the member must submit a written and signed notice expressing their wish to resign to the Secretary. The Secretary shall notify the Board of the resignation within five (5) days of receipt.

**ARTICLE VI: EXECUTIVE DIRECTOR:**

**Selection and Duties of the Executive Director (ED)**

The Board may retain an Executive Director. (hereinafter E.D.). The E.D. may be an employee of the IACFP or a contractually bound independent contractor.

- (a) The ED shall not be eligible to be a member of the Board.
- (b) The duties and authority of the E.D. shall be determined by the Board.

**ARTICLE VII: NOMINATIONS, ELECTIONS, AND TERMS OF OFFICE**

**Section 1: Election Procedures**

Elections shall be announced through the IACFP newsletter, direct mail, e-mail, and/or other means. The

announcement will solicit nominations from all Members in good standing. The announcement will provide the process for submitting nominations and the name of the Chairperson of the Nominating Committee. The Nominating Committee will review nominations received from the membership and/or propose nominations in the absence of nominations from the membership. The announcement will indicate a deadline for nominations to be received.

The Chairperson, or designee, will contact the nominees and, if their acceptance of the nomination is confirmed, solicit a biographical abstract of up to 250 words to be included with the ballot to the membership.

The IACFP Board will publish the ballots in The IACFP Newsletter, or by direct mail, e-mail, or otherwise make ballots available to Members, with a deadline for receipt of returns within thirty days. Results of the election shall be reported in the next issue of The IACFP Newsletter and/or on the IACFP website or by direct mail or e-mail.

### **Section 2: Outcome of an Election**

Election to office of President-Elect shall be by a majority of the membership vote. In the event of a tie, the Board, currently serving, shall determine the outcome by majority vote.

### **Section 3: Inauguration Date**

Officers shall assume their duties on the first day of January of the year following election. In the event that the officers are filling a vacancy outside the normal election process, they shall assume their duties upon Board approval of the election results. They shall hold office until their successors assume office.

### **Section 4: Terms of Office**

President—2 years

President Elect—2 years

Past President—2 years

Secretary — 3 years

Treasurer—3 years

Members At-large: 3 years as set forth in Article V, Sec. 5.

### **Section 5: Filling of Vacancies**

The Board shall fill a vacancy caused by resignation, removal, incapacity, failure to assume office, or death of any member of the Board in accordance with Article 4, Section 1 and Article VII. In the event of a vacancy in the position of President-elect, the board shall immediately solicit nominations and call for an election within thirty (30) days of the vacancy.

## **ARTICLE VIII: GOVERNANCE**

### **Section 1: Governing Procedures:**

The business and affairs of the IACFP shall be managed by the Board and/or its assigns, as determined by majority vote of the Board. Except as otherwise expressly provided by law, the Articles of Incorporation, or these bylaws, the governing power of the IACFP shall be vested in the Board. The Board shall act as the deliberating body on all issues involving the governance of the IACFP and shall conduct the business of the IACFP between annual meetings.

Exceptions to the responsibilities of the Board shall be when power is otherwise delegated by these bylaws,

to an officer, to a committee, to an assign, or to the membership.

## **Section 2: Incorporation**

The corporate and principle office of the IACFP is 5129 Oleander Dr., Suite 101, Wilmington, NC, 28403. (or where it is otherwise determined by the Board) at which the Articles of Incorporation are currently on file.

The IACFP shall keep a copy of the following records in written form or in another form capable of conversion into written form within a reasonable time at its corporate office:

- (a) Its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect;
- (b) Its bylaws or restated bylaws and all amendments to them currently in effect;
- (c) Resolutions adopted by its members or Board relating to the number or classification of directors or to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
- (d) The minutes of all membership and Board meetings, and records of all actions taken by the members without a meeting;
- (e) All written communications to members generally within the past three years, and the financial statements, if any, that have been furnished or would have been required to be furnished to a member upon demand under G.S. 55A-16-20 during the past three years;
- (f) A list of the names and business or home addresses of its current directors and officers; and
- (g) Appropriate accounting records.

Corporate offices may be moved by the Board should it become necessary for the effective operation of the IACFP.

## **Section 3: Fiscal Year**

The IACFP has adopted January 1 – December 31 as its fiscal year.

## **Section 4: Policies and Procedures**

The board shall adopt policies and procedures to govern the business of IACFP. The foundation for all decisions shall be the best interest of the association, its members, and the accomplishment of Association goals. Policies and procedures shall include but not be limited to strategic planning, board orientation, board meetings, conflict of interest, guidelines for finances, evaluation process for executive director, and committee definition and make up.

## **Section 5: Meetings of the Board**

- (a) The Board and the Executive Director shall meet together by phone or in-person no less than quarterly; one of which may include the Annual Membership Meeting.
- (b) Attendance: Members of the Board shall attend seventy-five percent of noticed meetings in the course of a year, unless otherwise excused by majority vote. Directors failing to meet the attendance requirement will be notified by the Secretary of the lapse in attendance. The Board may remove any Director who fails to meet the attendance requirement.

## **Section 6: Annual Board Meeting**

The Board shall have at least one annual in-person meeting.

The annual meeting of the Board may be held in conjunction with the annual meeting of the membership of the IACFP, either in person or by conference telephone, for the transaction of business properly before the Board. If the annual meeting of the Board is not held at the time designated by these bylaws, a substitute annual meeting shall be called by the Board and such a meeting shall be designated and treated for the purposes as the annual meeting.

### **Section 7: Special Meetings**

Special meetings of the Board may be called by or at the request of the President or any two Board members.

### **Section 8: Participation by Telephone**

Any one or more Board members may participate in a Board meeting by means of conference telephone or similar communication device that allows any person participating in the meeting to hear each other. Participation by these means shall be deemed presence-in-person at the meeting.

### **Section 9: Quorum**

(a) The majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. No business shall be conducted at any Board meeting without a quorum.

(b) Proxies for board meetings are not permitted under any circumstance.

### **Section 10: Cancellation of a Board meeting.**

If circumstances dictate that a meeting should be cancelled because of an inability to do the business of the board as scheduled, including but not limited to inability to form a quorum, inclement weather, or absence of a presenter, the meeting may be cancelled by the President or, in his/her absence or incapacity, the President-Elect, by having the Secretary or their assign notifying the Board members with an explanation for the cancellation. The meeting will then be rescheduled per Article IX, Section 7 as soon as is practical.

## **ARTICLE IX: ADVISORY BOARDS AND COMMITTEES**

### **Section 1: Former Presidents of the IACFP may serve on an IACFP Advisory Board.**

The Advisory Board shall be chaired by the immediate Past President and shall meet as called by the Immediate Past President and as requested by the Board. The IACFP Advisory board may provide advice and counsel to the Board on matters concerning the IACFP. The Advisory board is not a voting body for the purpose of IACFP matters.

### **Section 2: Standing Committees**

Standing committees shall be created to provide for proper governance and oversight of Association activities. They shall include:

- . (a) Finance/Audit Committee
- . (b) Membership Committee
- . (c) Governance Committee
- . (d) Nominations Committee

Other committees may be created on an ad hoc basis as needed to achieve the goals of the association.

Committees must have a minimum of two board members, one of whom will be designated as the Chair of the committee by the President. IACFP regular members may be appointed by the board to serve on a committee. The President shall be an ex-officio member of all committees. The Board shall evaluate committee functioning annually.

Committee reports shall be routinely made by the committee chair to the Board and the membership as scheduled per these Bylaws or as otherwise requested by the Board.

## **ARTICLE X: MEETINGS OF THE MEMBERSHIP**

### **Section 1: Annual Meeting**

An annual business meeting shall be scheduled for IACFP Members, the time, place, and mode for the meeting will be established by the Board. Members will be notified of the place/mode, time, and agenda of the annual meeting by an announcement no later than 30 days prior to the meeting.

On matters referred to a vote of the membership, such items may be published in The IACFP Newsletter and/or on the IACFP website, or sent to the Members by direct mail or e-mail ballots prior to the annual meeting and Members may respond to those matters as set forth in the referral notice. If circumstances (e.g., inclement weather, sudden unavailability of the meeting place, or like event) preclude the meeting from being held at the scheduled time, another time and place shall be scheduled as soon as is practicable so as to meet this requirement.

### **Section 2: Officer and Committee Reports of the Board.**

The annual membership meeting shall include a business meeting in which officer and committee reports are presented and discussed. The board shall provide a “state of the association” report to the members. The annual membership meeting will also include a time for members to provide input to the board.

## **ARTICLE XI: GENERAL PROVISIONS**

### **Section 1: Amendment of Bylaws**

All elections of officers, changes in the bylaws, and other issues referred by the Board to the membership shall be handled by proxy ballots published in the IACFP newsletter and/ or on the IACFP website, directly mailed, e-mailed to Members, or through other appropriate means, as determined by the Board. It is the responsibility of the President or assign to see to the transmittal and receiving of all proxy ballots to the Members.

Except as otherwise provided by law, the Articles of Incorporation, or herein, these bylaws may be amended or repealed in part or in whole and new bylaws may be adopted by affirmative vote of a majority of the Board then holding office at an annual or special meeting, and a vote of a majority of the membership participating in such vote. The notice of the proposed action to amend the bylaws shall comply with the meeting notice requirements.

### **Section 2: Organizational Purposes**

Said IACFP is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as from time to time, amended. No part of the net earnings of the organization shall inure to the benefit of its Members, Board, officers, or other persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the organization. In the event of liquidation or dissolution of the IACFP, after payment of all liabilities of the IACFP, all the residual assets of the IACFP will be turned over to and disposed of pursuant to North Carolina law governing not-for-profit

organizations as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**Section 3: Conflict of Interest**

All board members, staff, contractors and volunteers shall disclose actual and potential conflicts of interest upon beginning service and annually thereafter. The board shall adopt a written conflict of interest policy and procedures for disclosing it.

**Section 4: Severability**

If any clause, paragraph or sentence of these bylaws is void or illegal, it shall not impair nor affect the remainder hereof, and the professional corporation hereby confirms and ratifies such remainder without the void or illegal portion or portions.

