



BY- LAWS REVISION OF JANUARY 2025

ARTICLE I – NAME

The name of this organization is:

ALABAMA JAIL ASSOCIATION

ARTICLE II – OFFICE

SECTION 2.01

The principal office of the association for transaction of its business is located at PO Box 4336 Montgomery, Alabama 36104. 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 association is qualified to conduct its activities.

ARTICLE III – PURPOSES

SECTION 3.01 – General Purposes

This association is a non-profit association 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 association 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 association 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 Board of 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 class 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 – 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 Board of Directors of the association may authorize ballots to be mailed if deemed necessary by a simple majority vote of said board. Affiliate members shall not possess any voting rights in the organization

SECTION 4.03 – 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, applicants shall be notified with a certificate of membership, a membership card and/or other appropriate documents shall be forwarded to the applicant. Open enrollment will be held in January and February of each calendar year. If membership dues are paid in January or February the cost will be \$50.00. Dues paid on/after March 1st will be increased to \$75.00.

SECTION 4.04 – Fees

The Board of Directors, with the approval of the membership, may assess 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 association's activities and affairs shall be managed and all association 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 association 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 associations' agents and employees; prescribe powers and duties for them that are consistent with law, with the articles of association, 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 approved candidates 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 association's purpose, in the association 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 and 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 5.04 – 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, Limestone, Colbert, Franklin,
Lawrence, Marion, Winston, Lamar, Fayette,
Walker

REGION 2 COUNTIES

Madison, Jackson, Morgan, Marshall, Dekalb,
Cullman, Blount, Etowah, Cherokee, Jefferson

REGION 3 COUNTIES

Pickens, Tuscaloosa, Greene, Bibb, Hale, Sumter, Perry,
Choctaw, Marengo, Dallas, Wilcox

REGION 4 COUNTIES

St. Clair, Calhoun, Cleburne, Shelby, Talladega, Clay,
Randolph, Chilton, Coosa, Tallapoosa

REGION 5 COUNTIES

Autauga, Elmore, Chambers, Lee, Russell,
Macon, Montgomery, Lowndes

REGION 6 COUNTIES

Bullock, Pike, Barbour, Coffee, Dale, Henry,
Geneva, Houston

Region 7 COUNTIES

Washington, Clarke, Monroe, Butler, Crenshaw,
Conecuh, Covington, Escambia, Baldwin, Mobile

Section 5.05 – Regional Representative Duties (adopted 11/19/2024)

A regional representative serving on the Alabama Jail Association board typically has a range of duties and responsibilities that may include but not limited to:

a) **Advocacy:** Represent the interests and concerns of the regional representative's jails and their administration to the board and act as a liaison for the Alabama Jail Association. This includes municipal and county jails in your region.

b) **Policy Development:** Participate in the formulation and review of policies affecting the Alabama Jail Association, ensuring they align with best practices and regulatory requirements.

c) **Communication:** Serve as a liaison between the AJA board and regional jails, ensuring effective communication of board initiatives, decisions, and relevant information.

d) **Collaboration:** Work with other board members and regional representatives to foster collaboration on common issues, challenges, and solutions so training will align with AJA members' needs.

e) **Monitoring:** Keep abreast of regional trends, challenges, and legislative changes that may impact jails, and report findings to the board.

f) **Training and Development:** Discuss training topics and training needs with municipal and county jails in your region. Encourage professional development opportunities with jails within the region, to include, symposiums and conferences presented by the Alabama Jail Association. This will ensure that the AJA meets the training needs of all agencies.

g) **Participate in Virtual Meetings:** Attend virtual board meetings when scheduled, contributing to discussions and decision-making processes related to AJA operations and policies.

SECTION 5.06 – Composition of the Board

The Board of Directors shall consist of the President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, Immediate Past President, Legal Advisor, Chaplain, and Consultant.

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 and 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 and Treasurer will be appointed by the incoming President.
- d) Regional representatives shall be 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 – BOARD OF DIRECTORS

- a) The Board of Directors shall consist of the President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer and Immediate Past President. The President shall serve as the Chairman of the Board of Directors 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 Board of Directors has the responsibility of taking whatever action is appropriate, including expulsion from the association.
- c) The Board of Directors shall meet upon call of the President or upon request of any two of the board members.

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.

f) The President may attend the American Jail Association annual conference as a representative for the Alabama Jail Association using allocated funds approved by the Alabama Jail Association.

g) The Alabama Jail Association will pay yearly association dues to the American Jail Association.

SECTION 6.06 – RESPONSIBILITIES 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 may chair such committees as authorized by these by-laws or those committees delegated to them by the President.

d) The duties of the First, Second and Third Vice Presidents of the Alabama Jail Association may include but are not limited to the duties outlined in Section 6.07.

SECTION 6.07 – DUTIES OF VICE PRESIDENTS OUTLINED

First Vice President

a) Leadership Support – Assisting the President in leading the association and fulfilling its mission and goals.

b) Meeting Coordination – Assist the executive board with organizing and facilitating meetings whether in person or virtually.

c) Representation – Representing the association at various events and functions and building networks with other organizations.

d) Agenda Development – Assist the executive board with upcoming agendas, to include, keynote speakers, breakout sessions and networking opportunities.

e) Event Planning – Team work from Vice Presidents and board member at all functions and assisting the execution of all conferences.

f) Financial Oversight – Assisting with budget planning and financial management to ensure the association's resources are used efficiently.

Second Vice President

- a) Leadership Support – Assisting the President in leading the association and fulfilling its missions and goals.
- b) Representation – Representing the association at various events and functions and building networks with other organizations.
- c) Corporate Sponsorship – Expanding on growth and retention, and encouraging participation in association activities, conferences, etc. Have consistent communication with all regional representatives.
- d) Event Planning – Team work from all Vice Presidents and board members at all functions and assisting with the execution of all conferences.
- e) Meeting Coordination – Organizing and facilitating meetings whether in person or virtual.
- f) Feedback Collection – After each event, visit attendees and gather feedback to assess the conference's success and identify areas for improvement for future events.

Third Vice President

- a) Leadership Support – Assisting the President in leading the association and fulfilling its missions and goals.
- b) Representation – Representing the association at various events and functions and building networks with other organizations.
- c) Event Planning – Team work from all Vice Presidents and executive board members at all functions and assisting with the execution of all conferences.
- d) Communication – Assist in serving as a liaison between the association and its members, ensuring clear communication of initiatives, events and resources.
- e) Feedback Collection – After each event, visit and gather feedback from attendees to assess the conference's success and identify areas for improvement for future events.

*These responsibilities may vary based on the specific needs of the association and its members and are subject to change.

SECTION 6.08 – DUTIES OF THE SECRETARY/TREASURER

- a) The Secretary and Treasurer shall receive all monies due to the association.
- b) The Secretary and Treasurer shall keep a just and accurate record of all financial dealings of the association.
- c) The Secretary and 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 and 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 and Treasurer shall make the financial records of the association available for audit as requested by the President, at least once per year and upon request by an independent outside auditor.
- f) The Secretary and 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 and 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 and Treasurer to defer the usual and ordinary expenses of his/her office and the association.
- i) The Secretary and 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 and Treasurer MUST be bondable to hold office.
- k) The Secretary and 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 and Treasurer will generate a receipt for the receipt of all monies; membership dues, conference registration fees, vendor fees, and donations.
- m) The Secretary and Treasurer will maintain a receipt or invoice for all expenditures regardless of size or event.

SECTION 6.09 – APPOINTED POSITIONS

- a) The President may appoint, subject to approval of the Board, the following positions:
 - Secretary
 - Treasurer

- Chaplain
- Consultant
- Legal Advisor

a) The duties of the Secretary and 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.

b) 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 Secretary for publication. The newsletter shall be prepared no less than four (4) times per year.

c) The Chaplain shall represent the association in all religious matters. He/she shall lead the association in prayer when requested.

d) The Legal Advisor shall provide legal guidance and advise on the legality of actions taken by the association.

e) The Consultant shall provide professional advice on matters related to the association. He/she shall understand the requirements and needs of the associations short and long-term goals.

SECTION 6.10 – Consultant Duties and Responsibilities

a) Selection and Term:

1. The selection process for a consultant shall be selected by the Executive Board of Directors of the Alabama Jail Association.
2. The term of the consultant shall be consistent with the two year term served by executive members.
3. The recommendation to fill this position is determined by a vote from the executive board members. This position can only be filled if previously served as President or 1st, 2nd or 3rd Vice President with the Alabama Jail Association.
4. The consultant must be currently employed full-time or part-time with a municipal or county agency.
5. The consultant shall have the authority to make recommendations but will only serve as a member with no authority to vote. The consultant only answers to the executive board members.

b) Duties and Responsibilities:

1. **Advisory Role:** Provide expert advice to the board and members regarding best practices in jail management and operations.
2. **Policy Development:** Assist in the development and revision of policies and procedures to ensure compliance.
3. **Training and Education:** Assist the executive board with ideas on training and education that will benefit the association and its members.
4. **Needs and Assessment:** Evaluate the needs of the association and its members, providing recommendations for improvements and resource allocation.
5. **Program Evaluation:** Assess existing programs and initiatives, offering insights for enhancement and effectiveness.
6. **Research and Analysis:** Conduct research on current trends, challenges, and innovations in corrections and sharing findings with members. This will also include, various issues and concerns related to trending issues to provide adequate training for future conferences
7. **Networking:** Facilitate connections between the association and other organizations, agencies, or experts in the field of corrections.
8. **Report Preparation:** Prepare reports and presentations for the board and members, summarizing findings and recommendations.
9. **Strategic Planning:** Participate in strategic planning sessions to help the association define its goals and objectives.
10. **Community Engagement:** Promote community awareness and support for jail operations and initiatives through outreach programs.
11. **Conflict Resolution:** Provide mediation and conflict resolution services when necessary to address disputes within the association.
12. **Feedback Mechanism:** Collecting feedback from members on various issues and concerns, related to trending issues, to provide adequate training for future conferences.
13. **Regular Meetings:** The consultant shall attend regular meetings of the Alabama Jail Association both in person and virtually.

ARTCILE 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 association 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) To run for office a member must have been a regional representative for at least two years and be in good standing with the association.

d) No person may hold more than one elected office at any one time.

e) An eligible Consultant must have served as association president and be in good standing with the association.

SECTION 7.02– ELECTIONS

a) The elections shall be supervised by the Board of Directors.

b) The Board of Directors shall certify the list of candidates. 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, a runoff election will be immediately held.

e) Challenged elections shall be decided by the Board of Directors.

ARTICLE VIII – BOARD MEETINGS

SECTION 8.01 – MEETINGS

(a) 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.

(b) There shall be a meeting of the newly-elected Board of Directors of the association at the conclusion of the annual business meeting.

(c) The Board of Directors shall be in attendance at the Spring and Fall Conference each year. Conference Hotel lodging will be the responsibility of the association for the Board of Directors.

SECTION 8.02 – ANNUAL MEETINGS

An annual business meeting shall be held twice per year. 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 Report
- d) Treasurer Report

SECTION 8.03 – 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 8.04 – 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 8.05 – 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 8.06 – 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 IX – BOARD OF DIRECTORS

SECTION 9.01 – 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 X – DUES AND ASSESSMENTS

Section 10.01 – Annual dues of the Alabama Jail Association are set by the Board of Directors and payable prior to March 1st of each calendar year.

ARTICLE XI – EMBLEM

SECTION 11.01 – 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. The First Vice President shall submit the recommendations 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 the Board of Directors.

ARTICLE XIII – INDEMNIFICATION

SECTION 13.01 – RIGHT OF INDEMNITY

To the fullest extent permitted by law, this association 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 association, by reason of the fact that the person is or was a person described in that section.

SECTION 13.02 – 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 there after 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 13.03 – 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 13.01 and 13.02 of these By-laws in defending any proceeding covered by those sections shall be advanced by the association before final disposition of the proceeding, on receipt by the association 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 association for those expenses.

SECTION 13.04 – INSURANCE

The association 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 XIV – RECORDS

SECTION 14.01 – MAINTENANCE OF CORPORATE RECORDS

The association 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 association as member, officer, employee or agent.

SECTION 14.02 – ACCOUNTING RECORDS AND MINUTES

On written demand of the association, 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 association.

SECTION 14.03 – MAINTENANCE AND INSPECTION OF ARTICLES AND BY-LAWS

The association 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 association's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries, if any.

SECTION 14.04 – ANNUAL REPORT

The Board shall cause an annual report to be available to the officer's and members within ninety (90) days after the end of the association's fiscal year, upon request and in writing. 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 association 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 association both restricted and unrestricted to particular purposes.
- d) The expenses or disbursements of the association for both general and restricted purposes

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 association that such statement were prepared without audit from the association's books and records.

ARTICLE XV – CONSTRUCTION AND DEFINITIONS

SECTION 15.01 –

Unless the context requires otherwise, the general provisions, 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 15.02 – 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 XVI

Section 16.01 – 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 16.02 – 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 XVII – BY-LAWS AMENDMENTS

SECTION 17.01 –

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 XVIII – 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 association, that the above By-laws, consisting of 19 pages, are the By-laws of this association and that they have not been subsequently amended or modified.

Executed on this day 18 of April, 2025.

Secretary Janet Parker

Approved on this day 18 of April, 2025.