

**BYLAWS of**  
**The National Association of Victim Assistance in Corrections**

**ARTICLE I – NAME AND PURPOSE**

**1.1 : NAME:** The name of the organization shall be the *National Association of Victim Assistance in Corrections*. Herein referred to as the Association or NAVAC. NAVAC is a nonprofit corporation.

**1.2 : MISSION, VISION, VALUES**

**Mission:** NAVAC offers vision, leadership, and guidance in achieving excellence for corrections-based victim services.

**Vision:** Advancing compassionate and informed services for victims of crime.

**We Value:**

Collaboration with partners and stakeholders to improve and advance services for victims on a national basis;

The voices of victims informing the services provided;

Diversity in services and inclusion of all victims of crime.

**We Pledge:**

To create and maintain an organizational environment that respects diverse traditions, heritages, and experiences; and that fosters relationship with a variety of stakeholders and partners to provide excellent services to our members.

**ARTICLE II – Association Membership:**

**2.1 Membership Composition:**

NAVAC membership shall be an inclusive collaboration responsive to crime victims and survivors; victim advocacy organizations; and criminal justice organizations. We invite professionals, students, and volunteers who work with victims of crime in the adult and juvenile corrections fields; allied professionals in adult and juvenile justice systems; crime victims and survivor organizations; and crime victims and survivors to join as members of the organization.

**2.2 Membership:**

Application for NAVAC membership will be open to any individual, organization, or agency that supports the Vision, Mission, and Values of NAVAC. Membership is granted by the board after completion and review of the membership application and receipt of annual dues.

**2.3 Voting/Non-voting Membership:**

The board shall have the authority to establish and define voting/non-voting categories of membership.

**2.4 Annual Membership and Dues:**

The amount required for annual dues is set by the board and shall be reviewed and may be revised annually beginning in 2023. Continued membership is contingent upon being up-to-date on membership dues. The board shall establish a method of publishing the annual dues and a reminder of payment requirement.

Annual dues are required to be paid in full by April 1<sup>st</sup> of each year to retain annual membership status.

Annual memberships encompass January 1 – December 31 of each year.

Definition	Membership Applicant	Voting Members
1	Adult and Juvenile Governmental Post-Conviction Victim Service Organization (up to 10 employees)	2
1	Adult and Juvenile Governmental Post-Conviction Victim Service Program (up to 6 employees)	1
1	Adult and Juvenile Governmental Post-Conviction Victim Service Program (up to 3 employees)	1
2	Individuals – Governmental Employees / Retiree non-affiliated	1
3	Individuals – Non-Governmental Employee	0
4	Allied Professional Associations/Organizations (up to 3 staff)	0
	Students – of Universities and Colleges	0

**Definitions:**

1. Adult and Juvenile Governmental Post-Conviction Victim Service Program/Organization means: Corrections, Parole, Probation (post-conviction) of a Federal, State, or Local Government.
2. Individuals – Governmental Employees / Retiree non-affiliated includes individuals employed by governmental agencies and those retired from governmental agencies who are not currently affiliated with an allied professional organization.
3. Individuals- Non-governmental employee includes individuals who work for a non-governmental organization (whether non-profit or for-profit) and volunteers of governmental or non-governmental organizations.
4. Allied Professional Associations/Organizations includes non-governmental organizations and allied national organizations.

**2.5 Rights of Members:**

Each voting member shall be eligible to appoint one (1) voting representative to cast the member’s vote in Association elections.

**2.6 Resignation and Termination of Membership:**

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Executive Committee.

**Article III – Meetings of Membership**

**3.1 Annual Meetings:**

An annual meeting of the membership will ideally take place in conjunction with the annual training conference but may also take place virtually if circumstances dictate. The specific date, time, and location of which will be designated by a simple majority of the elected board members. At the annual meeting the members shall receive reports on the activities of the Association, the Treasurer’s Report, and determine the direction of the Association for the coming year.

**3.2 Notice of Membership Meetings:**

Notice of membership meetings shall be given to each voting member, by e-mail, not less than two (2) weeks prior to the meeting.

**3.3 Special Meetings:**

Special meetings may be called by the Chair or a simple majority of the Board of Directors. A petition signed by five percent (5%) of voting members may also call a special meeting. Special meetings may be held by teleconference and/or virtual conference. Only matters contained in the agenda set for the special meeting shall be voted on at any special meeting.

Notice of special membership meetings shall be given to each voting member, by e-mail, not less than three (3) days prior to the special meeting.

**3.4 Quorum:**

The association voting members present at any properly announced meeting shall constitute a quorum.

**3.5 Voting:**

All issues to be voted on will be decided by a simple majority of those present at the meeting in which the vote takes place.

**Article IV – Board of Directors**

**4.1 Board Role, Size, and Compensation:**

The Board of Directors, herein referred to as the *Board*, is responsible for the overall policy and direction of the Association and may delegate responsibility of day-to-day operations to staff and committees. The Board shall consist of a maximum of seven (7) members, but not fewer than four (4) members. Four (4) officers must be elected by the membership, the Immediate Past-chair remains on the board without re-election, and two (2) members At-large may be appointed by a simple majority of the elected officers.

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The elected officers, Immediate Past-chair, and the At-large members are fully voting members of the Board. The Board members receive no compensation for their services other than reasonable expenses.

### **4.2 Qualifications:**

All Board members must be Association members in good standing.

### **4.3 Terms:**

All officers shall serve two-year (2) terms but are eligible for re-election for up to two (2) consecutive terms for a maximum of four (4) consecutive years in the same officer position. At-large members shall serve one-year (1) terms but are eligible for re-appointment for up to two (2) consecutive terms for a maximum of two (2) consecutive years as At-large members.

The Immediate Past-chair shall serve for a minimum of one (1) year in that capacity. Should the Chair be elected to a second two-year (2) term, the Immediate Past-chair may continue to serve or may resign their position; if the position of Immediate Past-chair becomes vacant the board can request any former Past-chair to fulfill the remainder of the term.

### **4.4 Meetings and Notice:**

The Board shall meet at least quarterly, at an agreed upon time and place. Meetings may be held by electronic means. An official Board meeting requires that each board member have written notice at least two (2) weeks in advance of the meeting. Official board meetings require a written agenda provided to the full board of directors at least seven (7) days in advance of the meeting. The Chair is responsible for developing the agenda. Notice may be provided by e-mail.

### **4.5 Quorum:**

A simple majority of board members shall constitute a quorum for business transactions to take place and motions to pass.

### **4.6 Board Elections:**

New and current officers shall be elected or re-elected by a simple majority of association voting members as outlined in the election procedures of these by-laws.

### **4.7 Election Procedures:**

The nominating committee (see 5.4) shall be responsible for nominating one or more candidates for each open office from among the association membership. A ballot of nominees will be announced thirty (30) days prior to the annual membership meeting. An electronic vote for board members will be conducted with polls being open seven (7) days prior to the annual membership meeting and closed at midnight Pacific Time of the first business day following the annual membership meeting. A simple majority vote of all members voting shall elect the officers of the Association.

New officers will take office thirty (30) days following their election. A minimum of one special meeting of the board that includes sitting and newly elected officers will be held during that thirty (30) day period for purposes of effective transition.

#### 4.8 Officers and Duties:

There shall be four (4) elected officers of the board, consisting of a Chair, Vice-chair, Secretary, and Treasurer. The officers of the Association shall be elected by the membership as described in these by-laws. These officers and the Immediate Past-chair shall constitute the Executive Committee of the Association. The duties of the officers are as follows:

4.8. a. **The Chair** shall convene regularly scheduled board meetings and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-chair, Secretary, Treasurer. The Chair shall be the official spokesperson for the Association. The Chair shall appoint all chairs of committees.

4.8. b. **The Vice-chair** shall chair committees on special subjects as designated by the Chair. The Vice-chair shall serve in the absence, inability, or resignation of the Chair until the Chair resumes their duties or until the next annual election in the case of resignation or removal of the Chair.

4.8.c. **The Secretary** shall be responsible for ensuring the corporate records of the Association are maintained and kept current. The Secretary is responsible for: ensuring that written minutes of board meetings are taken, sending out meeting announcements, distribution of copies of past meeting minutes and the meeting agenda to each board member, and ensuring meeting minutes of all Association meetings are accessible to the general membership.

4.8.d. **The Treasurer** shall oversee all financial affairs of the Association and provide financial information and support to the Executive Committee. The Treasurer is responsible for annual filing with the IRS and for ensuring that any other financial records required by the Association are filed in a timely manner with the appropriate agency. The Treasurer shall submit a draft annual budget to the Executive Committee and shall present the final approved budget to the membership at the Annual Membership meeting. The Treasurer will provide quarterly financial reports to the Executive Committee: these reports will consist of a balance sheet, income statement, and cash flow statement. The spending of funds not approved in the current budget shall require the approval by two-thirds (2/3) of the Executive Committee. The Treasurer shall chair the Finance Committee and perform such other tasks as the Chair may assign.

4.8.e. The **Immediate Past-chair** shall provide continuity for the Association by providing counsel to the executive committee, shall chair the Board Development Committee and shall perform such other tasks as the Chair may assign.

#### 4.9 Vacancies:

When a vacancy on the Executive Committee exists before the completion of an officer's elected term, the Secretary must receive vacancy replacement nominations for new members from present Executive Committee members two (2) weeks in advance of a scheduled or special board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the vacant office's term. If the Chair's position has become vacant and is filled by the Vice Chair in accordance with section 4.8 b. of these bylaws, the Vice Chair position is the vacancy that shall be filled until the next annual election.

**4.10 Resignation, Termination, and Absences:**

Resignation from the board must be in writing and received by the Secretary. A board member may be terminated from the board due to excess absences (excused or unexcused) during a one-year period. Excess is defined as more than 50% of regular and special meetings held within a one-year period. A board member shall be terminated for two (2) unexcused absences from board meetings in a one-year period. A board member may be removed for other reasons by a three-fourths (3/4) vote of the remaining board members.

**4.11 Special Meetings of the Board:**

Special meetings of the board shall be called upon the request of the Chair, or one-third (1/3) of the board. Notices of special board meetings shall be sent out by the Secretary or designee of the Chair to each board member a minimum of seven (7) business days in advance.

**Article V – Association Committees**

**5.1 Committee Formation:**

The Board may create ad-hoc committees as needed, such as fundraising, membership, communications, data collection, etc. The Board Chair appoints all committee chairs. The following shall be Association Standing Committees: Executive Committee, Finance Committee, Nominating Committee.

**5.2 Executive Committee:**

The four (4) elected officers and the Immediate Past-chair serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the power and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board.

**5.3 Finance Committee:**

The Finance Committee is chaired by the Treasurer and must include the Chair and two (2) other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within the approved budget. Any major change in the budget must be approved by the Executive Committee. Annual reports are to be submitted to the board showing income, expenditures, and pending income. The financial records of the Association are public information and shall be made available to the membership, board members, and the public.

**5.4 Nominating Committee:**

A three (3) person Nominating Committee shall be appointed by the Chair. The duty of the Nominating Committee is to find the best candidates for each open board position from among the membership of the Association and shall consider the diversity of the membership composition (Section 2.1). The Nominating Committee is responsible for soliciting, review, and nomination of candidates for elected officer positions. Candidate biographical information will be collected and be included in the

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nomination announcement. The Nominating Committee may also assist the Chair in identifying members for appointment to At-large Director positions. No one should be nominated without his or her consent. No member of the Nominating Committee may be nominated to fill an open board position while serving as a Nominating Committee member. This applies to circumstances other than delineated in section 4.9

### Article VI. Association Operations

#### 6.1 Association Staffing:

The Board may hire or contract with an individual or agency to be responsible for the day-to-day management of the Association, including carrying out the policies, goals, and objectives of the Association under guidance and direction of the Board.

#### 6.2 Books and Records:

The Association shall keep at its principal or registered agent copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and mailing address of each Association member and Board member; and such other records as may be necessary or advisable. All books and records of the Association shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent (5%) of the membership. The Board may authorize an electronic file sharing option for storing and accessing association documents.

#### 6.3 Fiscal Year:

The fiscal year shall be the calendar year.

#### 6.4 Rules of Procedure:

The rules of procedure at meetings of the Board, the committees of the Board, and the Annual Membership meeting shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with the Bylaws, the Articles of Incorporation or any resolution by the Board.

### Article VII. Amendments to the Bylaws

#### 7.1 Amendments:

These bylaws may be amended, altered, or repealed when necessary, by a two-thirds (2/3) majority of the Board of Directors. Proposed amendments must be submitted to the Secretary and distributed to the Board members at least seven (7) business days prior to a vote to amend, alter, or repeal.

#### Certification

These Bylaws were approved at a meeting of the Board of Directors by a majority vote on February 9, 2023.

Signature:   
Lisa Kinard (Feb 27, 2023 08:49 EST)

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Lisa Kinard, Chair

February 9, 2023