

**District of Columbia Reentry Action Network**  
**Governing Principles**  
*Adopted 9.11.18*

**WHEREAS**, reentry services have been identified as a critical need within the District of Columbia community;

**WHEREAS**, it is recognized that a collaborative and coordinated community response, including both systems-based and community-based stakeholders, is a national best practice in responding to the needs of justice-involved people;

**WHEREAS**, it is recognized that the use of independent community based direct service providers and advocates for the justice-involved individuals creates better personal outcomes and better reentry outcomes for justice-involved citizens; and

**WHEREAS**, it is recognized that the coordination of independent community based direct service providers results in better criminal justice outcomes;

**NOW, THEREFORE**, it is chartered, the **District of Columbia Reentry Action Network**.

**Vision**

The District of Columbia Reentry Action Network strives to ensure that all justice-involved individuals in the District of Columbia have access to high quality reentry services to support their successful reintegration and promotes community based alternatives to end the District's over-reliance on the criminal justice system.

**Mission**

The mission of District of Columbia Reentry Action Network is to bring together a network of client-centered reentry service providers to exchange information, strengthen services, discuss and address issues of mutual concern and be a collective voice in service of meeting the complex and varied needs of justice-involved individuals.

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**ARTICLE I**  
**Name**

**Section 1.01.**

The name of the Association is the District of Columbia Reentry Action Network (the “Association” or the “DC RAN” or the “RAN”).

**ARTICLE II**  
**Duration**

**Section 2.01.**

The period of duration is perpetual.

**ARTICLE III**  
**Purposes**

**Section 3.01.**

The purposes for which the Association is formed are as follows:

- (a) To ensure professional and educational development opportunities for reentry service providers in the District of Columbia;
- (b) To promote collaborative reentry services within the District of Columbia through the use of technology and information sharing between public and private reentry services agencies;
- (c) To identify gaps in reentry service delivery, and work in collaboration with relevant government agencies and justice-involved individuals to develop new service and policy initiatives to meet the complex needs of justice-involved citizens;
- (d) To develop and promote minimum standards of care for all reentry service provider agencies, public and private, and to encourage reentry service providers to observe the minimum standards of care in the delivery of all reentry services they provide;
- (e) To develop and promote respect and support for the profession of reentry services;
- (f) To develop and promote respect and support for justice-involved individuals; and
- (g) To draft an Annual Report that will serve as a document that outlines the policy and services priorities of the reentry service provider community for the upcoming years, or term of years, and the state of reentry services on the categories of access, emerging trends, and resource availability.

**ARTICLE IV**  
**Statement of Values**

***Reentry-Focused Advocacy.*** The DC RAN is committed to ensuring a client-centered, professional, seamless, continuum of care for reentry clients that its Members serve.

***Cultural Competency.*** The DC RAN is committed to respecting the diverse needs of all Members

of its community by employing a culturally competent lens through which its Members deliver services to justice-involved individuals and reentry clients.

***Diversity.*** The DC RAN is committed to striving toward diversity in race, ethnicity, sexual orientation, sex and gender, (dis)ability, professional discipline, and service area. Toward that end, the Leadership Council shall consist, at any one time, of the following distribution of disciplines: reentry, incarceration, employment/workforce development, housing, education, behavioral and primary health, and/or family services.

***Anti-Racism.*** The DC RAN will purposefully identify, discuss and challenge issues of race and color and the impacts they have on our organization, the District of Columbia, its systems, and its people, especially those who are justice-involved. The DC RAN will challenge Members to understand and correct any inequities we discover within the DC RAN. The DC RAN will develop and support programming to achieve these goals, as well as integrate an anti-racist analysis into all aspects of our policy analysis and our organizational programming and decision-making.

***Community Support.*** The DC RAN is committed to supporting its Members in serving justice-involved citizens and their families by creating effective referral protocols with community-based and systems-based agencies and organizations that have specialization and focus in areas of needs for reentry.

***Education.*** The DC RAN is committed to educating itself and its community through multi-disciplinary training and pursuing evidence-based practices and emerging best practices in its professional practice.

***Client-Centered Approach.*** The DC RAN is committed to seeing that Member agencies recognize the physical, mental, social and emotional needs of justice-involved individuals and their families that its Members serve. Further, the DC RAN is committed to providing a continuum of thorough, acute, and follow-up care that enables clients to exercise self-determination.

***Communication.*** The DC RAN is committed to listening to one another's concerns and opinions, as well as the concerns and opinions of justice-involved individuals and members of the community that are not official RAN partners.

***Confidentiality.*** The DC RAN is committed to respecting the privacy of justice-involved people and confidentiality between member organizations. All committee meetings and closed member meetings will be conducted with adherence to the standard of confidentiality.

***Accountability.*** The DC RAN is committed to holding each other accountable to its mission and our values, as well as the details of its protocols with professionalism, respect, sensitivity, cultural competency, and open communication.

***Data Collection.*** The DC RAN is committed to collecting relevant data to track service delivery outcomes, to define justice-involved individuals' scope of needs and to inform implementation strategies for itself and its Members.

## **ARTICLE V**

### **Powers**

#### **Section 5.01.**

(a) Except as these Articles may provide otherwise, the Association has all the powers and authority provided to unincorporated nonprofit associations in the D.C. Code; provided, however, that the Association shall not directly or indirectly engage in any activity:

1. That would cause an organization to cease to qualify as an exempt organization under the Section 501(c)(3) of the Code and regulations thereunder, or
2. Which is prohibited by an organization that contributions to which are deductible under Section 170(c)(2) of the Code and regulations thereunder.

(b) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(c) No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate or intervene in (include the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) At no time shall the Association engage in any activities that are unlawful under the laws of the United States, the District of Columbia, or any other jurisdiction where its activities are carried on.

(e) In furtherance of the foregoing, and subject to limitations otherwise set forth in these Articles of Association, the Association shall have and may exercise all the powers conferred by the District of Columbia, including the powers necessary and convenient to effect any or all of the aforesaid purposes, and shall have and may exercise additional powers which may be conferred by the Act to an organization and operated exclusively for religious, education, scientific, and charitable purposes, as such terms are defined under Section 501(c)(3) of the Code and the regulations thereunder, including but not limited to, the authority to:

1. Accept donations of money or property, whether real or personal, or any interest therein, wherever situated;
2. Maintain control and discretion over the use of funds received by the Association;
3. Open checking, savings, or other accounts at financial institutions in the name of the Association;
4. Monitor the use of funds made available by the Association to assure that the funds are used in conformity with the intended purposes;
5. Acquire, hold, encumber, or transfer in its name an interest in real or personal

- property; and
6. Enter into contracts with public and private entities.

## **ARTICLE VI**

### **Membership**

#### **Section 6.01. Eligibility.**

(a) A nonprofit organization that provides direct reentry-specific services to justice-involved District of Columbia residents, including but not limited to those incarcerated or in custody in other jurisdictions, shall be eligible for membership in the Association. An organization may apply to become a Member of the DC RAN by submitting to the Membership and Governance Chair (or designee) a written application for membership on the form prescribed by the Association.

(b) An organization may become a RAN Member upon determination by the Membership and Governance Committee that the applicant meets the requirements set forth in the written application.

(c) Exception: Initially, membership in RAN will be granted to organizations by the 2018 Leadership Council so that there will be official voting Members for the January 2019 election. After election of the Membership & Governance Chair, all organizations that wish to be RAN Members must apply via written application pursuant to Section 6.01(a)-(b).

#### **Section 6.02. Ex-Officio Members.**

(a) Relevant or interested private and governmental organizations that are not eligible for RAN membership may serve *ex-officio* as non-voting Members of DC RAN.

(b) Such *ex-officio* members shall, in no event, have the right to attend or participate in any executive and/or closed session attended by only Association Members. If invited to attend a closed session by the Leadership Council, *ex-officio* members may participate in closed and/or executive sessions of the Association but may not put forth or vote on any motion.

(c) Subject to the availability of funds, DC RAN's Leadership Council may engage an organization or individual for the purposes of providing administrative support services to the DC RAN (hereinafter "administrative grantee"). The administrative grantee shall serve *ex-officio* as a non-voting Member of the Association. Provided that the administrative grantee is a non-profit organization or individual, and upon unanimous consent of the Leadership Council, the administrative grantee shall be permitted to attend executive and/or closed meetings of the Association, to include meetings of the Leadership Council. The administrative grantee shall have the right to participate in the general session but may not put forth or vote on any motion. If permitted to attend, the administrative grantee shall, at the invitation of the Leadership Council, have the right participate in closed and/or executive sessions of the Association but may not put forth or vote on any motion.

(d) In the absence of an administrative grantee, and upon unanimous consent of leadership, the Leadership Council may permit the nominated *ex-officio* from the Office of Victim Services and Justice Grants ("OVJSG") to attend closed and/or executive session meetings of the Association for

the sole purpose of providing administrative support to the Association. In such an event, the *ex-officio* member from the OVSJG shall have the right to participate in the general session but may not put forth or vote on any motion. If permitted to attend, the *ex-officio* member from the OVSJG shall, at the invitation of the Leadership Council, have the right participate in closed and/or executive sessions of the Association but may not put forth or vote on any motion.

**Section 6.04. *Appointment of Representatives for Member Organizations.***

(a) Each Member Organization shall designate at least one (1) of its employees to represent it at meetings of the Association (“Representative”). A Member Organization shall have the right to designate at least one (1) Representative, but not more than two (2) Representatives, to participate in meetings of the Association.

(b) At least one of a Member Organization’s two (2) possible Representatives must exercise decision-making authority at their organization/program.

(c) A Member Organization may designate a Representative by giving written notice to the Co-Chairs. If a Member designates more than one (1) Representative to serve on the DC RAN, such Representatives shall for all purposes of these By-Laws be considered a single Representative and shall exercise together no more than one (1) vote on the Association. Only one (1) Representative designated by a Member shall be allowed to cast a vote on the Association. Each Member shall cause at least one (1) Representative to serve on the Association at all times during its term as a Member.

**Section 6.05. *Term.***

Member Organizations shall continue to be members of the Association for a five (5) year renewable term, or until such membership is terminated for cause in accordance with Section 6.07 or until the Member Organization resigns.

**Section 6.06. *Responsibilities and Duties of Membership.***

Members shall, as a condition of service on the Association and to remain in good standing, shall (i) support the furtherance of the mission and values statement of the Association, (ii) participate in person at no less than two-thirds of the full meetings of the DC RAN within one (1) fiscal year, (iii) actively engage in no less than one (1) DC RAN established Standing Committee, and (iv) attend technical training and other events presented by RAN.

**Section 6.07. *Termination or Resignation of Membership.***

A Member may voluntarily resign its membership in the Association through affirmative action of the agency or organization or the membership may be terminated involuntarily by a two-thirds vote of the totality of remaining Members in accordance with the rules conduct adopted by the membership.

(a) ***Rules of Conduct.*** Membership on the DC RAN may be terminated for:

1. Failure of the agency or organization to meet the standards set by the DC RAN’s Statement of Values in Article IV;

2. Failure of the agency or organization to meet the duties of membership pursuant to Section 6.06

(b) Termination of membership shall be initiated by a majority vote of the DC RAN Leadership Council and effective upon an affirmative two-thirds vote of the DC RAN, provided a quorum is present at the time of the vote. Alternatively, termination may be initiated by Members via petition of one-third of the membership.

**Section 6.08. *Rights of Members.***

Each Member Organization in good standing shall be eligible to cast one (1) vote on those matters set forth in these Articles of Association or on which the D.C. Code requires the approval of the Members.

**ARTICLE VII  
Governing Structure**

**Section 7.01. *Leadership Council.***

(a) The DC RAN shall be governed by a Leadership Council comprised of two (2) Co-Chairs, four (4) Standing Committee Chairs, and one (1) reserved seat for a Returning Citizen Council Representative, all of whom must be from Member Organizations in good standing with the Association.

(b) The Leadership Council shall conduct its business and decision-making via a “Consensus” model.

(i) Any voting matter or decision deemed necessary for decision “by the Leadership Council” will require consensus amongst the Members of the Leadership Council for official action to take place.

(ii) Consensus requires that no Member of the Leadership Council officially object to the contemplated action.

(iii) In order for a decision-making action to take place, at least four (4) of the seven (7) Members of the Leadership Council must be present. If a Member of the Leadership Council is absent, that Member may voice his/her informed consent/dissent/abstention on the matter before the decision-making meeting.

(iv) “Backstop” Provision: If consensus on an issue of vital importance cannot be reached after two (2) decision-making meetings governed by the consensus model, a vote may take place among Members of the Leadership Council. Official action may then be approved upon a majority vote of all Members of the Leadership Council.

(c) If, at any time or for any reason, a Member of the Leadership Council objects to action taken by any Council Member or feels the need for further discussion of an issue, that Member may invoke the consensus decision-making model as set forth in Section 7.01(b).

**Section 7.02. Terms.**

(a) Members of the Leadership Council (“Leaders”) shall be elected during the September meeting of the DC RAN and shall serve for a term of two (2) years. Terms begin October 1 and run through September 30 of the second year.

(b) Exception: For the purpose of initiating staggered terms/elections of the Leaders, Co-Chair 1 and the Programs Committee Chair will serve a one (1) year term after the September 2019 election. The Membership & Governance Chair and the Returning Citizen Council Representative will be elected in January 2019 and serve until September 30, 2020. Thereafter, all leadership terms will run in accordance with Section 7.02(a).

*DC RAN Leadership Council Election Schedule*

<b>Leadership Council Position</b>	<b>Jan. 2019</b>	<b>Sept. 2019</b>	<b>Sept. 2020</b>	<b>Sept. 2021</b>	<b>Sept. 2022</b>	<b>Sept. 2023</b>
<b>Co-Chair 1</b>		X	X		X	
<b>Co-Chair 2</b>		X		X		X
<b>Membership &amp; Governance Chair</b>	X		X		X	
<b>Returning Citizen Council Rep.</b>	X		X		X	
<b>Programs Chair</b>		X	X		X	
<b>Policy Chair</b>		X		X		X
<b>Community Engagement Chair</b>		X		X		X

**Section 7.03. Term Limits.**

Leaders shall serve no more than three (3) uninterrupted terms on the Leadership Council. Leaders who wish to serve additional terms after three (3) consecutive terms are eligible after a one (1) year active term on the DC RAN that does not include service on the Leadership Council.

**Section 7.04. Nomination.**

(a) Each year at the July meeting of the DC RAN, written nominations for the Leadership Council will be accepted. A Representative from a Member Organization of the DC RAN may nominate one (1) Representative to serve in any active position on the Leadership Council during an election cycle. Self-nominations are permitted. Nominees to the Leadership Council shall have no less than one (1) year of active membership on the DC RAN prior to their nomination to the Leadership Council.

(b) Exception: In November 2018 only, written nominations for the Membership & Governance Chair election in January 2019.

**Section 7.05. Requirements of Nomination and Membership.**

- (a) Nomination of a Representative to and their membership on the DC RAN Leadership Council is dependent on the Representative's active employment/participation with a Member Organization of the DC RAN.
- (b) No more than (1) Representative from each Member Organization may serve on the Leadership Council at the same time.
- (c) The person nominated to and serving in the Returning Citizen Council Representative seat must self-identify as a returning citizen. Returning citizens are also encouraged to be nominated for and serve in all other Leadership Council roles.

**Section 7.06. Function of Co-Chairs.**

- (a) The business and affairs of the Association shall be managed by two elected Co-Chairs. The Co-Chairs' duties shall include planning and presiding over membership meetings; providing notice of membership meetings; establishing the agenda for membership meetings in consultation with committee chairs; providing notice of leadership council meetings; establishing the agenda for leadership council meetings; supervising any work done on behalf of RAN by any administrative grantees; appointing chairs for any *ad hoc* committees established during the year; scheduling special elections to fill Leadership Council vacancies; and otherwise managing the day-to-day affairs of the Association.
- (b) The Co-Chairs will serve as the primary representatives and principle spokespeople for RAN.
- (c) Delineation of Co-Chair Duties:
  - (i) *Co-Chair 1*: will oversee Membership & Governance Chair and Program Chair; will be responsible for addressing issues arising from the respective committees that affect RAN at large.
  - (ii) *Co-Chair 2*: will oversee Policy Chair and Community Engagement Chair; will be responsible for addressing issues arising from respective committees that affect RAN at large.

**Section 7.07. Elections of Co-Chairs and Returning Citizen Council Representative.**

- (a) The RAN DC Members shall elect the Co-Chairs and the Returning Citizen Council Representative. The terms of the Co-Chairs and the Returning Citizen Council Representative shall be staggered. The initial Co-Chairs and the Returning Citizen Council Representative shall serve staggered terms in accordance with Section 7.02. Thereafter, each Co-Chair and the Returning Citizen Council Representative shall be elected at the Association's September meeting for a term not to exceed two (2) years.
- (b) A plurality of votes is needed to elect a Co-Chair or Returning Citizen Council Representative provided a quorum is present. If a Co-Chair or Returning Citizen Council Representative is elected to fill a partial term of less than one year caused by a vacancy in accordance with Section 7.09, the Member shall be eligible to be elected to three additional full two-year terms. After serving the maximum number of terms allowed, a person may not again be elected as Co-Chair or Returning Citizen Council Representative for a period of two (2) years following expiration of the individual's service.
- (c) If a Co-Chair's or Returning Citizen Council Representative's term expires and a successor has

not been elected, the Member shall continue to serve until a successor is elected.

**Section 7.08. *Function and Election of Other Members of Leadership Council – Committee Chairs***

(a) Other members of Leadership Council will serve as the Chairs of the Association’s Standing Committees on (i) Policy, (ii) Programs, (iii) Community Engagement, and (iv) Membership & Governance. Committee Chairs will serve staggered terms in accordance with Section 7.02.

(b) The RAN DC Members shall elect the Committee Chairs. A plurality of votes is needed to elect a Committee Chair provided a quorum is present. If a Committee Chair is elected to fill a partial term of less than one year caused by a vacancy in accordance with Section 7.09, the Committee Chair shall be eligible to be elected to three additional two-year terms.

(c) If a Committee Chair’s term expires and a successor has not been elected, such Committee Chair shall continue to serve until a successor is elected.

**Section 7.09. *Removal or Resignation of Leadership.***

(a) The DC RAN Members may move to remove a Leader, with or without cause, at a regular or special meeting by motion supported by a majority vote, provided a quorum is present at the time of the vote. The official removal vote shall take place at the subsequent regular or special meeting of the membership and requires the affirmative vote of two-thirds of the membership, provided a quorum is present at the time of the vote.

(b) A Leader may resign at any time upon written notice to the Co-Chairs. Such resignation shall take effect on the date the notice was delivered, unless another date is specified in the notice of resignation. No acceptance of such resignation shall be necessary to make it effective. Resignation of a Leadership Council role does not equate to the resignation of a Member Organization, unless otherwise specified in the notice of resignation.

(c) The Members may fill a vacancy that occurs on the Leadership Council for the unexpired portion of the term through a special election. Special elections are scheduled by the Co-Chairs and are conducted in accordance with Sections 7.07 and 7.08.

**Section 7.10. *Powers and Duties of the Leadership Council.***

The Leadership Council shall:

- (a) Implement the decisions of the DC RAN;
- (b) Meet no less than one (1) time per month in-person or via telephone or teleconference;
- (c) Set a schedule for the annual meetings of the DC RAN;
- (d) Ethically represent the interests of the direct reentry service provider community in the District of Columbia; and
- (e) Support the Co-Chairs in representing the DC RAN to government officials and the media and provide guidance to DC RAN Members regarding public positions.

## ARTICLE VIII Committees

### Section 8.01. *Standing Committees.*

(a) Each Committee shall adopt a Committee charter for the conduct of the business of the Committee that is consistent with these Articles. The charter shall include the committee's purpose, goals and objectives; the authority and responsibilities of committee members; and committee composition. Committee meetings will take place on at-least a bi-monthly basis. A majority of the Members of a Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. Any action required or permitted to be taken at a meeting of a Committee may be taken without a meeting, if a unanimous consent that sets forth the action is affirmed by each Member of the Committee and filed with the minutes of the Committee. The Members of a Committee may conduct any meeting hereof by conference telephone or similar communications equipment in accordance with the provisions of Section 10.02 hereof.

(b) There will be four (4) Standing Committees: (i) Policy, (ii) Programs, (iii) Community Engagement, and (iv) Membership & Governance

(i) *Policy Committee*: will track all developments in the District of Columbia's reentry policy, criminal justice policy, and relevant budget initiatives; will formulate policy and budget recommendations for the District; will consistently interact with relevant government officials.

(ii) *Programs Committee*: will coordinate and schedule all RAN sponsored programing and training; will promote best practices via professional development and technical training of RAN Members.

(iii) *Community Engagement Committee*: will promote RAN amongst the D.C. community at large; will gather information from returning citizens about quality and quantity of services and gaps in reentry services in the District to better inform Member services; will encourage Members to engage in client-driven practices.

(iv) *Membership & Governance Committee*: will be the point of contact regarding new membership and membership status; will handle all matters related to membership, including keeping an up-to-date directory of member organizations and their representatives; will lead drafting on any future changes to these Articles; will ensure RAN procedures and governance take place in accordance with these Articles and/or the Amendments thereto.

(c) Each Member of the Committee shall serve until the next annual meeting of the Members and until such Member's successor is appointed, unless: (1) the Committee shall be terminated sooner, (2) such Member be removed from such Committee, with or without cause, by a vote of a majority of the Members, or (3) such Member shall otherwise resign from such Committee.

(d) Standing Committee Members shall not have the authority to remove the Chair of their respective Standing Committees; however, Committee Members shall have the right to put forth and pass votes of no confidence, provided that a quorum is present at the time of the vote. The results of any vote of no confidence must be presented before the Association at a meeting of its full membership.

**Section 8.02. *Sub-Committees.***

Sub-committees may be created by Standing Committee Chairs as necessary. Sub-committee Members will report to the Chair of the respective Standing Committee.

**Section 8.03. *Ad Hoc Committees.***

(a) The Leadership Council may create one or more special committees for such special tasks as circumstances warrant. The Association may also create one or more such special committees. At a meeting of the full Association, a Representative may motion to create such a committee and, upon an affirmative vote of two-thirds of the Members, provided a quorum is present. Such Ad Hoc Committees shall limit their activities to the accomplishment of the task for which they are created and appointed and shall have no power to act except as is specifically conferred by the Members or the Leadership Council, depending on the body that created the committee. Each Ad Hoc Committee shall appoint a chair of the committee from among its Members. Each committee will carry out its business in a manner that is consistent with these Articles. A majority of the Members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at which a quorum is present shall be the act of the committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent that sets forth the action is affirmed by each Member of the committee and filed with the minutes of the committee. The members of a committee may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 10.02 hereof.

(b) The Leadership Council will have discretion as to the nature and length of the Ad Hoc Committee Chair's position or lack thereof on the Leadership Council.

**ARTICLE IX  
Membership Meetings**

**Section 9.01. *Annual Meeting.***

An annual meeting of the Members shall take place in September of each calendar year (except in the year 2019 during which meetings will take place in both January and September). The Co-Chairs shall designate the specific date, time, and location of the annual meeting, which need be in the District of Columbia. At the annual meeting, the Members shall elect the Members of the Leadership Council for the coming terms in accordance with the provisions of these Articles, and conduct such other business as may properly come before the Members at such meeting.

**Section 9.02. *Regular Meetings.***

The Members of the Association shall meet no less than every two months for discussing the needs of individuals incarcerated in and/or by the District of Columbia and justice-involved citizens residing in the District and such other matters as may come before the Members. Co-Chairs will designate the specific date, time, and location of regular meetings to conduct the Association's business and affairs.

**Section 9.03. *Special Meetings.***

Three Members of the Leadership Council may call a special meeting of the Members at any time. Twenty-five percent (25%) of the Members may also call a special meeting of the Members by signing a petition and requesting such meeting. The petition shall set forth the purpose of the meeting. The Co-Chairs shall designate the specific date, time, and location of a special meeting.

Once the Members have called a special meeting, the demand for the special meeting cannot be revoked.

**Section 9.04. *Notice of Meetings.***

The Association shall give notice to anyone who is a Member of the Association as of the date such notice is given, of the date, time, and place of each meeting of the Members. Notice for an annual or regular meeting shall be given at least ten (10) days and no earlier than thirty (30) days prior to the meeting date. The notice of an annual meeting does not need to include a description for which the meeting is called. Alternatively, the Co-Chairs may establish a schedule of regular meetings, setting forth the date, time, and place of such meeting, at the beginning of the fiscal year, and in such case reminders of the meetings shall be given at least ten (10) days in advance. Notice for a special meeting shall be given at least two (2) days prior to the meeting date. The notice must include a description of the purpose for which the meeting is called.

**Section 9.05. *Quorum***

(a) Except as otherwise provided in these Articles, a majority of the Members entitled to vote at a meeting, either in person or by proxy, shall constitute a quorum for a meeting.

(b) A proxy shall be valid for the period specified in the proxy form prescribed by the Association and presented to the Leadership Council. If no period is specified, the proxy shall be valid for a period of one (1) month from the date it is signed.

**Section 9.06. *Accommodations.***

(a) The Co-Chairs and administrative grantee, when appropriate, shall ensure reasonable accommodations, absent undue hardship, for deaf and hard-of-hearing individuals or individuals with limited-English proficiency to understand and participate in meetings in their preferred language. Such accommodations may include, but are not limited to, the use of simultaneous interpreters or simultaneous interpretation technology, hearing and/or listening devices, among others.

(b) Reasonable accommodations must also be provided, absent undue hardship, for individuals with disabilities such that they are able to attend, understand, and participate in meetings of the Association. Such accommodations shall include modifications or adjustments necessary to enable the individual to vote in an election of the Association, provided that they are one of its Members, or otherwise carry out the responsibilities afforded to them in a meeting. Such examples include, but are not limited to, providing written material in alternative forms, such as Braille or large print.

(c) Members who need accommodations should provide the Co-Chairs and administrative grantee with reasonable notice in advance of a meeting, but no less than five (5) business days, to ensure that reasonable accommodation is procured and secured. If reasonable accommodations cannot be supplied, the Co-Chairs and/or administrative grantee must provide an explanation in writing explaining the reasons for such to the individual requesting the accommodations.

(d) For the purposes of this section, an “undue hardship” is described as an accommodation that, in its provision or the pursuit thereof, would require significant difficult or expense by the Association, the determination of such shall be made on a case-by-case basis, considering such factors as the nature and cost of the accommodation needed and the impact the accommodation has on the operations of the Association.

**ARTICLE X**  
**Conduct of Meetings**

**Section 10.01. *Conduct of Meeting.***

The Co-Chairs, or their designee from the Leadership Council, shall preside at each meeting of the Members. The Co-Chairs shall determine the order of business and have the authority to establish the rules for the conduct of the meeting. The Co-Chairs shall announce at the meeting when the polls close for each matter voted upon by Members. After the polls close, no ballots, proxies, or votes, nor any otherwise permissible revocations or changes to a Member's vote may be accepted. Each Member may vote in person or by proxy.

**Section 10.02. *Meeting by Conference Telephone.***

Members may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear one another, speak, and vote on any matters put before the Members. Participation in a meeting by these means constitutes in-person attendance at a meeting. Reasonable accommodations must be provided for individuals requesting them pursuant to Section 9.06 hereof.

**ARTICLE XI**  
**Voting**

**Section 11.01. *Voting.***

Except as otherwise provided in these Articles, all issues to be voted on shall be decided by a simple majority of those present at the meeting in which the votes take place, provided a quorum is present at the time of the vote.

**Section 11.02. *Action by Ballot.***

(a) Any action that may be taken at any meeting of Members may be taken without a meeting if the Association delivers a ballot to every Member entitled to vote on the matter. The ballot must be in writing or in an electronic form that may be reduced to a tangible medium. The ballot must set forth each proposed action and provide the Member with the opportunity to vote for, or withhold a vote for, each candidate, in the case of an election for a Co-Chair or a Member of the Leadership Council, and the opportunity to vote for or against each other proposed action.

(b) The Members' approval by ballot of action, other than election of Co-Chairs or Leadership Council Members, is valid only if a quorum is present and a majority of that quorum vote to approve the action. The election of a Co-Chair or Leadership Council Member is valid only if a quorum is present at a meeting electing Co-Chairs or Leadership Council Members, and the individual receives a plurality of the votes cast as set forth in Sections 7.07 and 7.08.

(c) The solicitation for votes by ballot must (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than the election of Co-Chairs or Leadership Council Members; and (3) specify the time by which the Association must receive a ballot to be counted. Once cast, a ballot may not be revoked.

(d) In passing a motion or other action supported by unanimous consent, the motion will pass upon unanimous affirmative voice-vote by the Members.

**ARTICLE XII**  
**Publications and Testimonies**

**Section 12.01. Annual Report.**

The DC RAN Leadership Council, along with information provided by Standing Committees, shall facilitate the development of an Annual Report, to be delivered to the Director of the OVSJG no later than December 15<sup>th</sup> of the year following the end of each fiscal year.

The Annual Report shall include, but may not be limited to, the following information:

- (a) Statement of the DC RAN accomplishments for the preceding fiscal year;
- (b) Statement of Annual Goals and Objectives for the DC RAN for the upcoming fiscal year; and
- (c) Identification of trends in reentry services or priorities for the next fiscal year.

**Section 12.02. Publications and Testimonies Approval Process**

Each Standing Committee shall provide the full Leadership Council with final copies of any material it intends to disseminate to the public, proposed testimony it intends to provide, or any other public position it may plan to take *on behalf of RAN*. The Leadership Council shall then have not less than two business days from the date of receipt to review and, if it so decides, object to the contents. The Leadership Council shall give written notice of its objection to the Chair of the Committee drafting the materials within the specified timeframe. If the Leadership Council objects to the contents of the materials or proposed testimony, the Leadership Council may require the responsible Standing Committee to (i) modify the materials by adding a disclaimer evidencing the Leadership Council's objection, or (ii) refrain from disseminating such materials to the public. Individual members of the Committee may testify about or disseminate the materials as individuals or members of an organization, but may not under RAN's auspices.

**ARTICLE XIII**  
**Miscellaneous**

**Section 13.01. Dissolution or Termination.**

The Association may dissolve or terminate its operations upon the unanimous vote of the Members. Upon the dissolution or termination of the Association in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Association shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Members shall determine by majority vote. In no event shall any of such assets or property be distributed to any private individual.

**Section 13.02. Limitation on Liability.**

Neither the Co-Chairs nor any Member of the Leadership Council shall be liable to the Association or its Members for damages for any action taken, or for failure to take any action, as a Co-Chair or Leadership Council Member, except liability for:

- (a) The amount of financial benefit improperly received by such person;

- (b) An intentional infliction of harm on the Association or one or more of its Members;
- (c) An intentional violation of criminal law; or
- (d) Breach of the duty of loyalty.

**Section 13.03. *Amendments.***

These Articles of Association may be amended by a majority vote of the Members at a meeting of the Members at which a quorum is present. A motion or proposal to amend may be brought forth by any Member in good standing.