



Wisconsin Association of Women Police

Constitution

Revised July 2018

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Article I – Name and Purpose

1.0 *Name and Incorporation.* This organization was created in the State of Wisconsin in 1983 and shall be called the Wisconsin Association of Women Police (WAWP).

1.1 *Purpose.* The purpose shall be for any lawful purposes authorized under Chapter 181 of the Wisconsin Statutes, but in particular this corporation is engaged for the purpose of supporting and assisting its members in training and education, enhancing the professional image and recognition of women in law enforcement and related work, promoting employment opportunities for women in law enforcement, and dissemination to the public of information relating to law enforcement, all through non-profit and educational efforts.

1.2 *Constitution.* The Constitution shall take effect and be in force from and after its adoption. A quorum of the Board of Directors shall consist of $\frac{1}{2}$ of the elected board members to be present. This constitution shall be reviewed every five years. Any interim changes will be made by deleting, modifying, or adding bylaws; this constitution shall be ratified by unanimous consent of the Board of Directors or by a $\frac{2}{3}$ vote of the quorum of the voting membership present at the Annual State Conference.

Article II – Term and Dissolution

1.0 *Term and Dissolution.* The term for which this corporation is organized shall be perpetual.

1.1 Upon the dissolution of this corporation or the winding up of its affairs, the assets of the corporation shall be distributed to charitable or educational organizations.

Article III – Offices

1.0 *Offices.* The corporation shall have and continuously maintain in this State, a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Wisconsin as the Board of Directors may from time to time determine necessary.

Article IV – Membership

1.0 *Members.* This Association shall not discriminate in its membership policies or for any other reason, on the basis of gender, race, age, sexual preference, religion, disability or political belief.

1.1 *Classes of Members.* The corporation shall have three classes of members designated; active, associate, and honorary members.

1.1 A Active Membership- any actively employed law enforcement officer with the powers of arrest shall be eligible for active membership. After retirement from active duty, any active member in good standing may continue as an active member by payment of annual dues.

1.1 B Associate Membership- any person who supports the purpose and objectives of this corporation, is employed in another area of the criminal justice system, or other professional attainments in law enforcement work, as determined by the membership committee, including persons employed as reserve officers, and those privately employed as security officers, may become associate members of this Association. Associate members shall have all the privileges of active membership except that of holding office and voting.

1.1 C Honorary Membership - any persons of distinction whose vocations and interest are similar to those in law enforcement may, upon the recommendation of the Membership Committee, be elected to honorary membership by a two-thirds vote of all the members of the Board of Directors present, at a regular meeting. Honorary members shall have all the rights and privileges of active members except those of holding office and of voting and shall be exempt from the payment of dues.

2.0 *Rights of Members.* Only those members with currently paid dues shall be considered members in good standing. Each new member will be granted access to the secure area of the WAWP website.

2.0 A The rights of a member to vote and all rights; title and interest in, or to the corporation, shall cease on the termination of membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Association.

3.0 *Voting Rights.* Each active member shall be entitled to one vote on each matter submitted to a vote of the members.

4.0 *Termination of Membership.* Upon written notification of the ineligibility by the Membership Committee Chairperson, or for conduct detrimental to the interests of the corporation, the Board of Directors, by affirmative vote of two-thirds, of all the members of the Board present, may suspend or expel a member for cause or terminate the membership of any member who becomes ineligible for membership.

4.0 A Any such member or office holder proposed to be removed shall be entitled to at least (30) days notice in writing of the meeting at which such removal is to be voted upon and shall be entitled to appear and be heard at such meeting.

5.0 *Resignation.* Any member may resign by filing a written resignation with the President or Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

6.0 *Reinstatement.* Upon written request to the Board of Directors, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board present, reinstate such former

member to membership. The member requesting reinstatement must be in good financial standings with the corporation before requesting reinstatement.

Article V – Meeting of Members

1.0 Annual Membership Meeting. An annual meeting of the members shall be held yearly during the Wisconsin Association of Women Police State training conference. The time and place will be determined by the Board of Directors, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting.

2.0 Board of Directors Meetings.- The Board of Directors shall meet a minimum of four times a calendar year. Meeting times and locations will be determined by the President, with input from the Board of Directors and Trustees. This information will be included in the minutes and will be identified to the membership, via the website, at least five days prior to each Board meeting.

3.0 General Membership Meetings. General membership meetings shall be held at times, dates, and locations to be determined by any standing Committee and/or the Board of Directors. General membership meetings may include educational presentations, corporation business, and other relevant activities, and shall be open to all members and their guests and will be posted online.

4.0 Special Membership Meetings. Special membership meetings shall be called by the President at the request of any Active Member of the Wisconsin Association of Women Police. Notice of any special meeting of the Board of Directors shall be given at least 24 hours previously thereto by written notice delivered personally, sent by mail or electronic mail, or by verbal telephone notice to each Director at the Director's address as shown by the records of the corporation. A quorum of the Board of Director's must be present to hold the Special Meeting.

5.0 Notice of Meetings. A notice stating the place, day, and hour and purpose of any annual and special meetings, shall be delivered, as soon as possible either personally or by mail, including electronic mail or web page, to each member entitled to vote at such meeting.

6.0 Quorum. Ten percent (10%) of the membership shall constitute a quorum at the Annual Meeting. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. A majority of the Board of Directors will consist of seven (7) Directors. In the absence of quorum at any scheduled Board of Directors meeting, those Board members present may jointly recommend, to the absent Directors, a resolution and the Directors that were absent shall vote electronically through any medium to make a final resolution.

7.0 Parliamentary Procedure. Roberts Rules of Order should be the basis for conducting corporation meetings. The Sergeant-at-Arms, or their designee, shall be responsible for enforcing proper meeting protocol. Any Board member, general member or Trustee present may present a point-of-order, should the need to do so arise.

Article VI - Board of Directors

1.0 General Powers. The affairs of the corporation shall be managed and controlled by its Board of Directors, who shall implement the general policy of this corporation. The WAWP Standing Orders shall constitute the rules and procedures of all business meetings and shall govern all matters not herein covered.

2.0 Number of Directors. There shall be twelve directors, consisting of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Sergeant-At-Arms, four active members of the corporation and the immediate Past President, who shall serve as At-large Directors.

3.0 Election of Officers and Directors. The election of Directors shall be for two year terms, with the exception of the treasurer, which is a four year term.

3.0 A The President, Second Vice President, Sergeant-At-Arms and two Director positions shall be elected in even years.

3.0 B The First Vice President, Treasurer, Secretary and two Director positions shall be elected in odd years. The Treasurer shall serve a 4-year term.

3.0 C The same executive Board position may not be held for longer than two consecutive terms. However, an officer can run and be elected into a different executive board position and hold that position for two consecutive terms. Following that time, the member may run again for a different executive office.

3.0 D Vacancies. In the event that a Board position is vacated anytime during its term, it may be filled appointment, or vote, until the end of the original term.

3.0 E Board of Trustees. All past presidents are considered to be on the Board of Trustees.

4.0 Elections Timeline. All Board of Director positions shall be elected at the Annual Meeting during the schedule identified above. Any active member whose dues have been paid for the current year is eligible for election to the Board of Directors.

4.0A In order to be elected President, First Vice President or Second Vice President, a member must be currently serving on the Board of Directors.

4.0B If the election of officers and directors cannot be held at the annual meeting, a special meeting will be called to hold the election, as soon as possible.

5.0 Voting. Only those members of the Board of Directors who were elected, or appointed, and the immediate past president shall be entitled to vote at the Board of Directors' meetings. Other members present at a Board of Directors' meeting shall have no vote, but they may make motions and may speak to motions, as called upon by the Sgt-At-Arms.

6.0 *Impeachments/Complaints.* Any board member who shall be guilty of neglect of duty or misconduct in office shall be removed from office. A written accusation for impeachment, or a written complaint, shall be presented to the President. The President will receive the document and consult with an advisory team, most likely the Board of Trustees, to check into the allegation and seek advice. In the event the accusation is alleged against the President, the written document shall be presented to the Past President, who will follow the same procedure.

6.1 No impeachment, or other proceedings, against a Board member shall be commenced unless a written accusation has been presented to the Board of Directors. Such allegations for impeachment may be made by any one (1) Board of Director member and/or any two (2) current members of the Association and shall state the reason for the action review. The alleged shall receive a copy of the accusation and has the right to plead his/her case to the Board before a vote is taken. With quorum present, the Board of Directors shall vote on the action to be taken and shall pass by a two-thirds vote.

7.0 *Compensation.* This corporation is not organized for financial profit. It shall not have any power to issue certificates of stock or declare dividends and no part of its net earnings shall insure to the benefit of any member, director, or individual. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatever kind or nature, shall be used and distributed exclusively for charitable and/or educational purposes as determined by a special meeting of the current Board of Directors, which may also include past treasurers and Trustees.

Board of Directors may, however, request that their registration be complementary for the annual WAWP training conference, if they attend. Anyone with reasonable, and necessary, expenses incurred in fulfilling the purposes of this non-profit corporation will be reimbursed by the procedure established by the treasurer and proper receipts.

The second Vice President, or their designee, will be reimbursed \$500 for partial payment for the International Association of Women Police (IAWP) conference as they will be representing, and voting for, WAWP at all business meetings being held during the annual IAWP conference. A written report will be presented to the WAWP Board of Directors during the next meeting.

8.0 *Deposits.* All funds of the corporation shall be deposited in due time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

9.0 *Gifts.* The Board of Directors may accept, on behalf of the corporation, any contributions, gift, bequest, or devise for the general purpose, or for any special purpose, of the corporation.

10.0 *Standing Committees.* Any member in good standing may be appointed, or request to serve, on a committee. The Board of Directors shall appoint the following standing committees:

1. Membership Committee. One of the four Board of Directors shall be the Chair of this committee. The Chair will be the communication link between the membership committee, the annual conference training committee and the Board of Directors. The committee shall be responsible for maintaining all membership records and membership notifications. All

Board members, and current members, shall be responsible for actively promoting the growth of the corporation.

2. Media Relations Committee. One of the four Board of Directors shall be the Chair of this committee and shall serve as the WAWP Historian. This committee shall be responsible for promoting WAWP and all of its networking. This may include, but is not limited to; producing and distributing information regarding the organization, its business and activities, personal and/or professional accomplishments of its members, and historical documentation.
3. Constitution Committee. One of the four Board of Directors shall be the Chair of this committee. This committee shall be responsible for reviewing and updating the WAWP constitution, the Standing Orders and the Policy and Procedure manual.
4. Awards Committee. The current Past President shall be the Chair of this committee. This committee shall be responsible for coordinating organizational awards, scholarships, and related activities.
5. Board of Directors Nominating Committee. The nominating committee will be chaired by the Past President and consist of at least three other members. The committee shall contact prospective officers and board members and shall present a slate of officers and board members, at the Annual Meeting. Advanced nominations should be encouraged; however, nominations will also be taken from the floor the day of the election. See Article VI section 3.0 for further direction.
6. Finance Committee. The finance committee shall be chaired by the Treasurer to create an annual budget to be approved the Board of Directors. The committee will also be responsible for reviewing financial reports and notify the Board of Directors of any findings. The committee can suggest other means of funding to the Board of Directors such as, but not limited to, fundraisers, raffles, scholarships, endowments and donations.

11.0 *Duties and Responsibilities of the Board of Directors.* The duties and responsibilities of all members of the Board of Directors are:

1. Promote the purpose and objectives of WAWP.
2. To be courteous and respectful to all others.
3. Required the highest standards of WAWP and projects such image to the membership and the law enforcement community.
4. Work to increase membership.
5. Maintain active membership by paying annual dues.
6. Attend all Board of Director meetings, except for bonafied reasons submitted to the President or Secretary in advance. If a board member misses two consecutive meetings (including teleconference meetings), the President shall have the discretion to replace that Board Member. See Article VI 3.0D.
7. Facilitate requests and concerns of members and others to the appropriate Board Officer or the entire Board.
8. Shall not enter into any unauthorized personal or private contract(s) using the WAWP to receive favors, funds, or real property.

9. Welcome and assist those who attend any WAWP functions.
10. When leaving office, turn over all records pertaining to that office to the succeeding officer or historian.
11. May submit reimbursable expenses with receipts to the Treasurer.

11.1 President:

1. Preside at all business meetings of the Board of Directors and notify participants of the date, time and place, prior to each meeting.
2. Schedule annual and other meetings of the members.
3. Coordinate committees and responsibilities delegated to Board Officers and members.
4. Sign all contracts or agreements authorized by the Board of Directors and other documents, including checks, conference documentation of attendance and appreciation, correspondence, etc.
5. Respond to written and verbal requests for information or action, either personal or by delegation.
6. Exercise general charge and supervision of the affairs of WAWP.

11.2 First Vice President:

1. Shall be voting a member of the Board of Directors.
2. At the request of the President, or in the event of the President's absence or disability, the First Vice President shall perform the duties and exercise the powers of the President.
3. The First Vice President shall be the Chair of the Annual Training Conference.
4. The First Vice-President shall have other powers as the Board of Directors may determine, and shall perform such duties as may be requested by the Board of Directors.

11.3 Second Vice President:

1. The Second Vice-President shall be a voting member of the Board of Directors.
2. In the event the First Vice-President is unavailable or unable to assume the President's role, the Second Vice-President shall perform those duties and possess and exercise the powers as the President.
3. The Second Vice-President shall be the liaison to the International Association of Women Police. If available, the Second Vice-President will attend the International Association of Women Police Conference, the Annual IAWP Meetings, and report back to the WAWP Board. In this capacity, the Second Vice President shall cast all votes on behalf of WAWP and is eligible to receive a stipend of \$500 towards conference expenses. In the event the Second Vice President is not able to attend the International Conference, the Board may appoint an alternate delegate to assume the responsibilities of the Second Vice President in representing the Association at the IAWP conference.
4. The Second Vice-President shall have other powers as the Board of Directors may determine, and shall perform such duties as may be requested by the Board of Directors.

11.4 Secretary:

1. The Secretary shall be a voting member of the Board of Directors.
2. The Secretary shall attend and record minutes of the Board of Director's Meetings, Annual Meetings, and General Membership Meetings, and shall keep all legal records. If the Secretary is unable to attend any one of the meetings, the Secretary will appoint a designee to take the notes.

3. Present minutes to the membership for approval at membership and Board meetings either in writing, as read, or on the web page. After the minutes are approved by the Board, the secretary will be responsible for sending the approved minutes to the WAWP webmaster so they can be added to the website for membership viewing.
4. The Secretary shall also be responsible for all incoming and outgoing correspondence pertaining to the corporation, and shall route said correspondence.

11.5 Treasurer:

1. The Treasurer shall be a voting member of the Board of Directors.
2. The Treasurer shall have responsibility for all funds of the corporation, subject to the laws of the State of Wisconsin. The Treasurer may endorse on behalf of the corporation checks, notes, and other obligations, and shall deposit the same to the credit of the corporation.
3. Shall be the liaison with any financial institutions regarding stock or dividend entities.
4. Shall be responsible for securing all funds during WAWP events.
5. Provide financial records at each Board meeting, or upon formal request.
6. The Treasurer shall sign all checks of the corporation, but in the Treasurer's absence checks may be signed by the President.
7. The Treasurer shall make such payments as may be necessary and proper on behalf of the corporation, shall keep corporations books balanced and up to date, and shall render a quarterly financial statement to the Board of Directors.
8. The Treasurer shall also accept membership applications and payment and forward the applications to the Membership Committee for processing.
9. Shall chair the Finance committee, which shall be responsible for preparation of the annual budget.
10. The Treasurer will send in incorporation forms prior to March 31 of each year.

11.6 Sergeant-at-Arms:

1. The Sergeant-at-Arms shall be a voting member of the Board of Directors.
2. The Sergeant-at-Arms shall maintain order at all meetings, and shall verify memberships before the election at the Annual meeting, to determine whether members wishing to vote, are eligible to do so.
3. The Sergeant-at-Arms shall have responsibility for the property of the corporation. This includes, but not limited to; suggesting items to be purchased, bringing items to events, recording inventory, sending items as requested and maintaining the organization's banners.

Article VII - Board of Trustees

There shall be a Board of Trustees to serve as consultants to the Board of Directors. The Board of Trustees shall consist of Past Presidents of the Wisconsin Association of Women Police, who are active members, and any Past President of the International Association of Women Police who is also an active member of the Wisconsin Association of Women Police. The Board of Trustees may assist the Chair of the Awards Committee with any and all awards and scholarships conveyed by the Association.

Membership on the Board of Trustees shall become automatic with the expiration of any active term(s) as President on the Board of Directors. Members shall remain on the Board of Trustees for an indefinite term.

Article VIII - Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees as authorized and appointed by the Board of Directors. All books and records of the corporation may be inspected by any member, or the member's agent or attorney, for any purpose at any reasonable time. An outside auditor will be contracted, by the Board of Directors, to audit the finances once a year.

Article IX – Membership Dues

Section 1. *Annual Dues.* The Board of Directors shall determine the amount of annual dues payable to the corporation by members of each class, and shall give appropriate notice to the members.

Section 2. *Payment of Dues.* Annual dues shall be paid sometime between January 1st of each year and before attending the annual spring training conference. This will validate membership for that calendar year. Dues paid after October 31st shall be applied to the following year.

Section 3. *Default or Termination of Membership.* When any member of any class is in default in the payment of dues for a period of forty-five (45) days from the beginning of the period for which such dues become payable, the member's membership may thereupon be terminated by the Board of Directors or designee, as provided herein above.

Article X – Amendments to the Constitution

Any active member may submit an amendment to the Constitution in writing to the Chair of the Constitution Committee or Board of Directors. The amendment shall be reviewed by that committee and submitted to the active membership for vote. The amendment shall pass by a majority of active members present.

Article XI – Standing Orders

A Standing Order is a needed revision, or update, to the Constitution prior to its scheduled review. A Standing Order can be adopted by a majority vote, at any Board of Directors business meeting, with previous notice. The Standing Order shall be presented, in writing, to the Secretary prior to voting on that Standing Order. During the time of the Constitution review, Standing Orders shall be added to the updated Constitution.

Article XII - Policies and Procedure

Policies and Procedures shall be established to define the detailed working policies of WAWP. The Policies and Procedures will be written by the Board of Directors and shall be published, as an appendix, to the Constitution.

Standing Orders

Policies and Procedures - DRAFT

Policy One – Committee Responsibilities

Policy Two – Awards and Scholarships

Awards:

MARY RITA OSTRANDER LEADERSHIP AWARD – is awarded to any WAWP member who is a certified law enforcement officer who has distinguished herself/himself as follows:

- * Demonstrated by specific continuous act, her/his support of women in law enforcement.
- * Has supported and served as a role model to women in law enforcement.
- * Has distinguished herself/himself by:
 - Their day to day assignments.
 - Dedication to ones' community or to the law enforcement profession above and beyond assigned work duties.
 - Demonstrating work related act(s) within the past year to exceptional courage, leadership, initiative, innovation, and dedication.
 - Displaying and maintaining a professional demeanor and reputation.

JUNE GROEHLER MENTORSHIP AWARD – To be discussed/determined.

WOMAN OFFICER OF THE YEAR AWARD – is awarded to any is a certified law enforcement officer who has:

- * Consistently performed above average in day to day assignments.
- * Demonstrated dedication to ones' community and/or to the law enforcement profession above and beyond work activities.
- * Demonstrated exceptional courage, leadership, initiative, innovation, or dedication in work related acts.
- * Displaying and maintaining a professional demeanor and reputation.

MERIT AWARD – is awarded to any is a certified law enforcement officer who has:

- * Distinguished themselves by superior accomplishments or continuing long term involvement in (or leadership of) projects, which make a significant contribution to public safety and/or to law enforcement.

Scholarships: Scholarships awarded by the organization shall require an application, certified transcripts, at least one personal reference letter, and an essay of 250 words or more that addresses personal character, background, and career goals. Scholarships are due postmarked by May 30th of any given year. Scholarship amounts may vary based on the funds available for such purpose. The Awards Committee shall collect all eligible scholarship packets, formulate a list of eligible individuals and present the list of awardees to the Board based on need and merit.

Policy Three – Board Position Procedures

Election: Election Procedure here.

Meetings and Participation: If a Board Member is unable to attend a meeting, they must contact the Secretary with a minimum of 48-hours' notice with the reason why they will not be in attendance. If a Board Member misses two consecutive meetings (to include teleconference meetings), the President shall have the discretion to replace that Board Member.

Vacancies: In the event that a Board position is vacated anytime during its term, it may be filled by appointment, or vote, until the end of the original term. The position may be filled for the remainder of the original term. Any board member may nominate a replacement, with the requirement the nominee accept the nomination. If there is one nominee, a majority vote of the Board of Directors will confirm the replacement. If there is more than one nominee, each of the Board of Directors shall cast their vote for their preferred replacement, and the most votes will determine the replacement.

Policy Four – Financial management-Amount for dues \$20

Policy Five – Archival or Historical Documents and Records