

WISCONSIN CHIEFS OF POLICE ASSOCIATION, INC.

BY-LAWS

ARTICLE I

NAME AND OBJECTIVES

Section 1 This organization shall be known as the Wisconsin Chiefs of Police Association, Inc.

Section 2 **MISSION**

The mission of the Wisconsin Chiefs of Police Association is to be the public voice on social and professional issues for law enforcement; to be a resource to its members; to make training available regarding the state-of-the-art concepts in policing; to be a legislative advocate for law enforcement; to provide representation for the general good of law enforcement at the local, state, and federal levels; to provide open communications with members and the public; to ensure the organization, as the beacon for Wisconsin law enforcement, embodies the highest level of integrity and honesty; and embraces moral and ethical behavior emanating from the principles found in the law enforcement code of ethics.

The Wisconsin Chiefs of Police Association seeks not to dictate the operation of its member agencies, but intends to enlighten and provoke thought, thereby enhancing public service to all citizens of Wisconsin. The organization will be one in which all members can take pride.

ARTICLE II BOARD OF DIRECTORS

Section 1 The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2 The directors of the corporation shall consist of the President, First, Second, and Third Vice-Presidents, Treasurer, Executive Director, Immediate Past President, WPLF Conference Coordinator, and the Chairperson of the Fourth Class Cities, Villages and Towns Committee. In addition, the President shall appoint six other principal members and a retired member. The chairperson of the Fourth Class Cities, Villages and Towns Committee shall be elected by the members of that committee at the annual conference and shall not serve more than one consecutive three (3) year term. The said six other principal members shall be appointed in a manner which insures statewide representation on the Board of Directors and no more than one of the six shall be from any one of the current established federal congressional districts. The retired member appointed by the President shall be a non-voting member of the Board of Directors and shall be chosen from the class of membership described in Article V. Section 3 and Section 4.

Section 3 The Executive Director, Treasurer, WPLF Conference Coordinator shall be non-voting members of the Board.

Section 4 Appointments to the Board of Directors shall be for one (1) year commencing September 1st of each year. Appointments shall be limited to no more than (3) consecutive terms.

Section 5 A Parliamentarian, who shall be appointed by the Board of Directors, will attend all meetings of the Board. When requested, the Parliamentarian should give opinions and advice on parliamentary procedures. The Parliamentarian should be well versed in the current version of Roberts Rules of Order and the By-Laws of the corporation.

The Parliamentarian shall be selected from the membership class identified in Article V, Sections 2, 3, and 4 and shall be in good standing. The Parliamentarian shall serve a term of three (3) years and may be reappointed or removed at anytime by a majority vote of the Board.

Section 6 A majority of its voting members constitute a quorum of the Board of Directors. Audio or Audio/Video Attendance: Board members may be counted as part of the quorum if they attend via an electronic audio or audio/video system that allows those members to hear others attending the meeting as well as other members being able to hear those attending through electronic means.

Section 7 The Board of Directors shall direct the management and distribution of the funds of the corporation and it shall meet at such times, at least once a year, and at such places, as the president shall determine. Mileage, hotel and incidental expenses incurred by attendance at such meetings and not reimbursable by other funding sources shall be borne of the corporation.

Section 8 **Special Rules of Order- Electronic Board of Directors voting outside of meeting:**
The President of the association or a designee may facilitate voting via telephone or email under the following situations: A subject discussed at a board meeting needed further research, clarification or confirmation of information before a vote could be taken and the board agrees by a 2/3rds vote to resolve the issue electronically. A critical issue which needs a timely response occurs between meetings. In such cases the president or designee shall email the entire board with the available information and a specific motion, allow for input and responses and reasonable time for members to respond. To pass the motion requires a 2/3 vote of the board and the vote shall be affirmed at the next board meeting. If the issue would normally require a super-majority, passage of the vote must be unanimous by ALL members of the board and affirmed by a 2/3rds vote at the next meeting.

Electronic voting may not be used to vote on financial issues where more than \$500 will be spent, changes in board policy, or any subject which approval processes are outlined in the Constitution or Bylaws.

ARTICLE III VACANCIES

Section 1 The term of any voting member of the BOARD OF DIRECTORS terminate immediately upon the date the person's status as a principal member ceases.

Any vacancy occurring among the appointed members of the BOARD OF DIRECTORS, or standing and special committees, shall be filled through appointment by the president.

Notwithstanding the above, a mid-term vacancy occurring in the office of either the executive director or treasurer shall be filled by the BOARD OF DIRECTORS.

ARTICLE IV OFFICERS

Section 1 The officers of this corporation shall consist of a president, three vice-presidents, a treasurer, and an executive director. All of said officers, except the executive director and treasurer, shall be elected by a majority of the principal and life members present and voting at the annual meeting of the corporation. The BOARD OF DIRECTORS shall annually appoint an executive director to conduct the day to day business of the corporation and a treasurer to manage the fiscal matters. The treasurer's position must be filled by a Principal, Life, or a Retired member of the Association. The third vice-president shall be elected annually by ballot from nominees proposed by the nominating committee.. The candidate receiving a majority of votes cast for each office shall be declared elected. In the event no candidate receives a majority of votes on the first ballot, another ballot shall be taken between the two candidates receiving the highest number of votes cast on the first ballot and the candidate receiving a majority of the votes cast on the second ballot shall be declared elected.

In the event of a tie vote on the second and subsequent ballots for the two remaining candidates, balloting should be repeated for that office as many times as may be necessary to obtain a majority of votes for a single candidate.

The office of president, first vice-president and second vice-president shall be filled automatically by succession. Officers shall hold their respective offices for one (1) year commencing after election and installation at the annual conference, and vacancies shall be filled.

Section 2 **President** – It shall be the duty of the president to preside at all meetings of the corporation. He/she shall also be responsible to appoint all standing and special committees as authorized by these bylaws or the BOARD OF DIRECTORS.

If the president, or any of the vice-presidents, dies or resigns during his/her term of office or is otherwise terminated, the vice-president next in line shall serve for the remainder of the term of his/her immediate predecessor. If the time served is less than nine (9) months he/she shall remain eligible to serve his/her original term of office. Any vacancies then can be filled at the next annual conference.

Section 3 **First, Second, and Third Vice-Presidents:** It shall be the duty of the vice-presidents to perform all duties of the president, during his/her absence, and vice-presidents shall serve in the absence of the president in order of succession.

Section 4 **Treasurer-** It shall be the duty of the treasurer to receive all general funds belonging to the corporation and to pay all orders drawn on him/her by vote of the corporation or during the time intervening between annual meetings, vouchers drawn on him/her by the executive director when signed by the president. The treasurer shall be responsible for appropriate investments of corporate funds in accordance with the direction of the BOARD OF DIRECTORS. The treasurer shall keep complete records of all moneys owed to the corporation, and of expenditures incurred by the corporation, take all appropriate measures to assure the prompt collection and payment of expenditures, and accounting for all funds of the corporation. At the annual meeting, the treasurer shall make a full report of all moneys received and disbursed. The treasurer shall promptly deliver all moneys, books, papers, etc., to a successor in office or whosoever the corporation may designate to receive the same. The treasurer shall give bond and security sufficient to cover the amount placed in his/her hands. The amount of such bond shall be paid by the corporation. The BOARD OF DIRECTORS shall cause an annual audit and/or review to be conducted by the Financial Review Committee, or a certified

public accountant, of the moneys received and disbursed by the treasurer and submits a report of their findings to the corporation. The treasurer shall be a non-voting member of the BOARD OF DIRECTORS. The treasurer shall also serve as a non-voting member of the WPLF BOARD OF DIRECTORS.

Section 5 **Executive Director** – The executive director shall be subject to the policies, rules and direction of the BOARD OF DIRECTORS. The executive director shall keep a complete roll of the membership and shall invoice all dues paying members annually, directing payment of dues to the treasurer. The executive director shall serve as secretary of the association and BOARD OF DIRECTORS. The executive director shall give due notice of all such meetings and keep the official minutes thereof.

The executive director shall conduct a continuous effort to increase all classes of membership and revenues of the association. The executive director shall prepare an annual budget of the association for consideration and approval by the BOARD OF DIRECTORS. The executive director shall assist the committees of the association by furnishing them with technical information and assisting in the preparation of their reports. The executive director shall supervise such research programs or special studies as the BOARD OF DIRECTORS may prescribe. The executive director shall prepare a full report of his/her duties as may be assigned by the president of the BOARD OF DIRECTORS. The executive director shall promptly deliver all books, papers, files, etc., to a successor in office or whomsoever the BOARD OF DIRECTORS may designate to receive same. The executive director shall be a non-voting member of the BOARD OF DIRECTORS.

ARTICLE V MEMBERSHIP

Section 1 The membership of the corporation shall be divided into five classes as prescribed in Sections 2 through 7 of this article.

Section 2 **Principal Membership** is reserved to persons holding the highest paid appointed chief of police or chief administrative position in a law enforcement agency authorized by the political subdivision of a city, village, township or the State of Wisconsin. The BOARD OF DIRECTORS may also grant a principal membership to the chief administrative officer of a federal agency, if such agency has a major responsibility of the investigation of crime, the enforcement of law and the authority to affect arrest in matters of criminal conduct in the State of Wisconsin.

Section 3 **Life Membership** is reserved to those who have been principal members, or ex-officio members by previous classification in the corporation for a period of twenty (20) years, or members who have honorably retired as a chief of police or from a comparable administrative position and have been a principal member of the Association for a minimum of ten (10) years. Life membership shall also be granted to any past president of this association.

Section 4 **Retired Membership** is reserved for any person who has honorably retired as a chief of police or from a comparable administrative position and who was principal member upon retirement, but who does not qualify in length of time for life membership. This membership classification will not be entitled to receive the death benefit. (Enacted 8/15/90 – Annual Conference Meeting – Rhinelander)

Section 5 **Associate Membership** is reserved to former principal members, persons holding full-time paid management positions in a municipal law enforcement agency, or full-time

paid administrative officers or directors of an authorized governmental agency concerned with the administration of criminal justice, or publicly employed training coordinators or academic staff concerned with training and education in the criminal justice field. This category includes, but is not necessarily limited to assistant chiefs of police, inspectors, deputy inspectors, captains of police, heads of federal or state law enforcement agencies, not granted principal membership, law enforcement training coordinators and similar law enforcement positions.

Section 6 **Affiliate Membership** is available to persons holding positions in privately supported professions or occupations directly concerned with the improvement and development of the police professions technical and administrative skills. This category includes, but is not necessarily limited to, training consultants, commercial security administrators, suppliers of police equipment and similar positions.

Section 7 **Out-of-state Retired Membership** is reserved for any person, who after retirement, has become a Wisconsin resident and has honorably retired from a position that would have qualify them as a principal member of the Association. The person applying for membership shall furnish documentation of out of state employment and must have honorably retired from his/her agency and furnish contact information for verification.

Section 8 **Leaders of Tomorrow** is reserved for non-command level sworn law enforcement officers in a municipal agency not otherwise eligible for Associate membership and has all rights and privileges of Associate Membership. ▲

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Section ~~98~~ Any member who has received final dismissal from his/her department, for cause, shall be dropped from membership in this corporation if deemed appropriate by the BOARD OF DIRECTORS. Any member dropped from membership under this section shall have the right to appear before the BOARD OF DIRECTORS at his/her request.

When, in the judgment of the BOARD OF DIRECTORS, the character or behavior of any member reflects negatively upon the Association, such member shall be suspended. The suspended member shall be notified that he/she may appear before the Board if he/she desires a review of his/her case. The BOARD OF DIRECTORS shall then determine and vote whether to reinstate the suspended member or to terminate his/her membership. Termination of membership shall require a two thirds vote by the BOARD OF DIRECTORS.

Section ~~109~~ When retirement or separation occurs for reasons of health or disability the above stated time restrictions within this article may be waived with the approval of the BOARD OF DIRECTORS.

ARTICLE VI APPLICATION FOR MEMBERSHIP

Section 1 Each application for membership shall be endorsed by a principal member of this association in good standing who shall certify that the applicant is eligible for membership.

Section 2 Upon receipt of the application and the payment of the proper dues the Executive Directors shall publish notice of such application in the official publication of this Association. If after sixty (60) days following such publication no written objection to the applicant is received, the applicant shall thereupon be duly accepted. In the event any member in good standing shall file with the executive director written objection listing specific reasons to any application within the sixty (60) days after publication of such notice, then such application shall be submitted to the BOARD OF DIRECTORS and

shall require the affirmative vote of two thirds of the members of the Board for admission of the applicant. Upon written request to the Board, a rejected applicant shall be permitted to appear before the Board to present his/her case after which the Board may, by a two thirds vote, admit the applicant to membership.

Section 3 Any member whose original eligibility status changes must file notice and make reapplication to the executive director for membership in that classification for which the bylaws provides him/her to be accepted, and shall not be considered in good standing until such notice is made.

ARTICLE VII PRIVILEGES OF MEMBERSHIP

Section 1 Voting Privilege – The right to cast a vote on any question raised during a regular or special meeting of the corporation shall be restricted to principal and life members in attendance.

Section 2 Attendance at Business Meetings – The privilege to be in attendance during regular or special business meeting of the corporation or its committees shall be extended to all classes of members at the will of the presiding officer, except that upon a majority vote of members permitted to vote, the chairman’s decision may be reversed.

Section 3 Speaking at Business Meetings – The privilege to speak on any business matter at a meeting is extended to all classes of members upon the recognition of the chairman, except that motions or seconds may be offered by principal or life members only and further excepted that a principal or life member may appoint another member to speak in his/her place for this purpose.

Section 4 **Eligibility for Elective Office or Committee Appointment – The right to hold elective offices is reserved to principal members.** Any member is eligible to serve on any committee; however, the chairman of all committees shall be a principal member.

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Section 5 **Any principal member desirous of election to any office, shall, at least thirty (30) days prior to the annual conference, submit to the Chairperson of the Nominating Committee, a letter declaring his/her intent to be a candidate for an elective office, a resume** of their past history in law enforcement and a letter of support from their appointing or reporting authority. The Nominating Committee shall report its recognition of the qualifications of eligible candidates at the annual conference and may offer its recommendation of any candidate.

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All duly nominated candidates for elective office shall be given an opportunity to make a three (3) minute presentation of their qualifications and reasons for seeking office to the membership convened at the annual meeting of the annual conference immediately prior to the casting of ballots.

Section 6 No person may be nominated for more than one office at the annual election.

Section 7 Principal members of the WCPA who have legal questions concerning job security, employee discipline or labor relation issues are entitled to the following benefits:

Free initial contact with the WCPA Special Legal Counsel (hereinafter referred to as WCPA Counsel). This free initial contact will not be for the purpose of receiving legal services. Rather WCPA Counsel will make a preliminary review of the facts, discuss potential legal, political, and practical issues raised by the situation, and make

suggestions concerning possible courses of action, including but not limited to, retention of legal counsel by the member.

Any principal member who desires assistance in the payment of legal expenses shall notify the BOARD OF DIRECTORS by writing to the executive director, detailing the situation giving rise to such request.

Upon receipt of such request, the president shall appoint an ad hoc committee of three members to conduct a comprehensive review of the matter and report its findings to the BOARD OF DIRECTORS.

If the ad hoc committee investigation finds that the matter to be litigated is a potential precedent setting case which affects the membership of the Association, or is a case of denial of the due process and does not involve personal misconduct on the part of the requesting member, the BOARD OF DIRECTORS may authorize a payment not to exceed one thousand dollars (\$1,000.00) for reimbursement of actual expenses.

ARTICLE VIII DUES AND FEES

- Section 1 There shall be no initiation fee. The prescribed annual dues for the ensuing year must be paid prior to the final approval of the membership application. New member applications received after September 1st shall be considered paid through the following year.
- Section 2 The annual membership dues for each classification shall be proposed by the BOARD OF DIRECTORS and approved or modified and approved by the association membership.
- Section 3 The conference registration fees for members and guests, and conference exhibitor's fees shall be determined by the BOARD OF DIRECTORS. Notice of said registration fees should be included in the official announcement pertaining to conference registration.
- Section 4 The President, Treasurer, Conference Coordinator, and Executive Director shall be compensated as proposed by the BOARD OF DIRECTORS. Compensation changes shall be approved or modified when deemed necessary by the Board.
- Section 5 All standing committee and special appointed committee members shall receive mileage allowance for travel at a rate established by the BOARD OF DIRECTORS (State rate) and all other incidental expenses while attending committee meetings approved by the president, if not reimbursed by other funding sources.
- Section 6 Death Benefit – Upon the death of a principal or life member in good standing, the designated beneficiary of the deceased member shall be paid five hundred dollars (\$500.00). This section shall not apply to members joining the Association after August 14, 1991. Any eligible member may waive this benefit by written notice to the executive director.
- Section 7 Any member who is delinquent in the payment of dues for a period of sixty (60) days shall be suspended within two weeks after written notice by first class mail has been given said member at the member's last known address, of the effective date of such suspension. If such delinquency shall continue as long as thirty (30) days after such notice, the BOARD OF DIRECTORS may drop the member from the roles of the Association.

- Section 8 The Association may accept special donations or bequests and devises of personal and real property from public spirited persons, corporations, or organizations having a philanthropic interest in the work of the Association, to provide sufficient and additional means of aid of the Association or to carry out its general or special purposes. Such funds shall be spent in accordance with the terms of the donor as agreed upon by the BOARD OF DIRECTORS.
- Section 9 The fiscal year of the corporation shall be January 1, through December 31.

ARTICLE IX CONFERENCE AND SPECIAL SESSIONS

- Section 1 The annual membership meeting of the corporation shall be held during the winter training conference of each year at such place determined by the BOARD OF DIRECTORS. The date and location of the annual membership meeting will be established in conformance with the policies of the BOARD OF DIRECTORS and set forth in the publication of the corporation, THE WISCONSIN POLICE CHIEF.
- Section 2 Special sessions of this corporation shall be called by the president when so requested by twenty- five (25) or more principal members, or when requested by a majority of the BOARD OF DIRECTORS, who shall state the special object for which it is called, but at such session, no business shall be transacted except that named in the call. A notice of the session and the business to be transacted shall be noticed by the executive director each member of the corporation at least two (2) weeks in advance of the date of such special session.
- Section 3 Twenty-five (25) voting members present shall constitute a quorum for the transaction of business at any conference or special session of the corporation. A majority of votes entitled to be cast by the members present shall be necessary for the adoption of any matter, unless a greater proportion is required by these bylaws, the articles of the incorporation, or the laws of the State of Wisconsin.
- Section 4 On all questions, the vote may be taken in a manner determined by the chair but when one-fifth (1/5) of the eligible voting members present demand a yea and nay vote to be taken, it shall be done accordingly, and the executive director shall call the roll and the vote of each member shall be entered on the minutes of the meeting.

ARTICLE X RULES OF ORDER

- Section 1 The presiding officer shall preserve order and decorum. All questions of order shall be decided by him/her, subject to an appeal by any member of the corporation.
- Section 2 Every member before speaking or offering a motion, shall rise in his/her place, identify him/herself by name and department and respectfully address the presiding officer, and when he/she has finished shall resume his/her seat. While speaking, he/she shall confine him/herself to the question under debate, avoiding all personalities and indecorous language.
- Section 3 When two or more members shall rise to speak at the same time, the presiding officer shall decide which is entitled to the floor.
- Section 4 A member called to order by the presiding officer, or a question of order having been raised, shall immediately cease speaking upon the question and shall not make further remarks until the question is settled.

Section 5 Any question coming before the meeting for which no provision has been made by the constitution or bylaws, the corporation and its presiding officer shall be governed by the rules contained in the current edition of Roberts Rules of Order Newly Revised.

ARTICLE XI AMDENDMENT OF BYLAWS

Section 1 The Principal and Life members of the corporation shall have full power to propose, amendments to the bylaws. Proposals shall be submitted to the Board of Directors for purposes of formatting and publishing and to ensure that the proposal does not conflict with any other article in the Bylaws. Amendments to the Bylaws must be posted on the official Membership Meeting notice at least 72 hours in advance of the scheduled full membership meeting and posted on the official WCPA website. Approval of the proposed amendment(s) requires a two-thirds (2/3) vote of the eligible voting members of the corporation present. . Consideration should be given by the proposer to first provide the proposed change to the Resolutions & Bylaws Committee for input and to avoid conflicts with other proposed amendments.

ARTICLE XII COMMITTEES

Section 1 The president shall appoint all committees and their chairperson (s), unless otherwise provided for, which shall be done as soon as practicable after assuming the office of president. Additionally, the president shall serve as an ad-hoc member of all committees.

Section 2 The following committees shall be appointed.

Legislative Committee- Number of members to be determined by the president, but at least one member to be chosen from each of the five geographical areas of state senate districts. The president and vice presidents shall act as ad-hoc members of the committee.

Resolutions & Bylaws Committee - Comprised of at least two members.

Finance Committee – To be comprised of the president, first vice-president, executive director and treasurer.

Nominating Committee – To be comprised of the principal and life members who are past presidents. (The immediate past president shall be the chairperson.)

Fourth Class Cities, Villages and Towns Committee – No more than eight (8) members nor less than six (6) members all from fourth class cities, villages and towns.

Financial Review Committee – To be comprised of three Principal or Life members who were not members of the Board of Directors, or a Committee chairperson during the period being reviewed. The chairperson shall be a past president.

Training and Professional Development Committee – Five members, one of whom shall be an elected member of the WPLF Board of Directors.

Section 3 The following committees and their chairperson(s) may be appointed as deemed necessary by the president.

Publication Committee

Ways and Means Committee

Communications Committee

Conference Committee: Host Chief(s) of designated conference site and the immediate past host chief(s).

Private Security Liaison Committee

Crime Prevention/Community Policing Committee

Labor Relations Committee

Awards, Memorial, Recognition and Scholarship/committee

Section 4 Ad hoc committees may be appointed by the president as deemed.

ARTICLE XIII SERGEANT AT ARMS

Section 1 The sergeant at arms and an assistant sergeant at arms may be appointed by the president and shall be subject to his/her direction.

ARTICLE XIV ORDER OF BUSINESS

Section 1 The order of business at the annual membership meeting shall be determined by the president who shall serve as chairperson, and all business shall be conducted in accordance with the bylaws.

Section 2 The business of the annual meeting shall include but is not necessarily limited to the following:

Call to Order

Opening Ceremonies

Introduction of New Members

Report of Officers

Report of Committees

Reading of Communications

Unfinished Business

New Business

Business from the Floor

Special Topics and Discussion

Election and Induction of Officers

Adjournment

**ARTICLE XV
SEAL**

This corporation shall not have a seal.

*Last Amended: February 1, 2012 (special meeting WI Dells)
February 13, 2013 (special meeting WI Dells)
February 9, 2015 (Mid-winter Conference WI Dells)
February 9, 2016 (Mid-winter Conference WI Dells)
August 8, 2016 (Special meeting Green Bay)*

Respectfully submitted,

WISCONSIN CHIEF'S OF POLICE ASSOCIATION, INC.

Donald L. Thaves
Executive Director