

Friday, August 21, 2009

WISCONSIN CHIEFS OF POLICE ASSOCIATION, INC.

BY-LAWS
(Revised August 19, 2009
Fond Du Lac Annual Meeting

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 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 said six shall be from any one of the current established federal congressional districts. At least one (1) of the six (6) members will be from a Village, Town or City of less than 10,000 in population. 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 Section 3 and Section 4 of Article V of these by-laws.

Section 3. 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 4. A majority of its voting members shall constitute a quorum of the Board of Directors.

Section 5. 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 by the corporation.

ARTICLE III VACANCIES

Section 1. The term of any voting member of the Board of Directors shall 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 the 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 or from nominations made from the floor. 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 as herein provided.

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 shall then 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 the 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 accord with the direction of the Board of Directors. Such investments shall only be in federally insured institutions. The treasurer shall keep complete records of all moneys owed to the corporation, and of expenditures incurred by the corporation and take all appropriate measures to assure the prompt collection, payment of and accounting for corporation funds. 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 to be paid by the corporation. The Board of Directors shall cause an annual audit and/or review to be made by the Financial Review Committee or a certified public accountant of the moneys received and disbursed by the treasurer and submit a report of their findings to the corporation. The treasurer shall be a non-voting member of the 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 or 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 6 of this article.

Section 2. Principal membership is reserved to persons holding the highest full-time 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 for 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 a 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 profession's 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. 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 of the Board of Directors.

Section 8. 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 director 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 that 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 meetings 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.
- 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. This section shall not prohibit nominations from the floor.
- 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 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 and executive director shall be compensated as proposed by the Board of Directors and approved or modified and approved by the association membership.

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 rolls 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 for the 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 conference of the corporation shall be held during August of each year at such place determined by the Board of Directors. The date and location of the annual conference 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 mailed by the executive director to 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 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
AMENDMENT OF BYLAWS**

- Section 1. The members of the corporation shall have full power at any meeting to alter, amend, or revise the bylaws by a two-thirds (2/3) vote of the eligible voting members of the corporation present provided that a statement of the specific nature of the proposed amendment(s) is included in the notice of the meeting.

**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 as 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 and Bylaws Committee

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 W.P.L.F. 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 necessary.

ARTICLE XIII SERGEANT AT ARMS

Section 1. The sergeant at arms and an assistant sergeant at arms shall be appointed by the president for a one-year term and shall be subject to his/her direction.

ARTICLE XIV ORDER OF BUSINESS

Section 1. The order of business at the annual 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

Section 1. This corporation shall not have a seal.

NOTE:

(By-Laws changed at the August 19, 2009 annual meeting at Fond du Lac, Wisconsin by vote of the membership in attendance)