

# WISCONSIN POLICE LEADERSHIP FOUNDATION, INC.

## BYLAWS

### 1. Name, Purpose and Location.

1.1 **Name.** This Corporation shall be known as the Wisconsin Police Leadership Foundation, Inc. (Hereinafter, "WPLF" or "Corporation").

1.2 **Purpose.** The Corporation shall at all times be organized exclusively for charitable, educational and scientific purposes, as described in Section 501(c)(3), and as an organization other than a private foundation within the meaning of Section 509 (a) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law (hereinafter it IRC"), and the regulations thereunder.

These purposes shall include the provisions of charitable and educational services, which promote law enforcement safety and advancement. Activities which may be engaged in furtherance of the foregoing purposes include, but are not limited to: promoting improvements in the quality of and the delivery of law enforcement services; providing scholarships and receiving grants; and sponsoring and participating in educational seminars and programs and collecting data relating to law enforcement.

The Corporation shall at no time exercise any of its corporate powers in such a manner as to deprive itself of the right to exemption from taxation under IRC Section 501(c)(3) and accordingly, the Corporation shall be committed to the following:

- (a) To receive by devise, bequest, or other form of donation, or otherwise acquire, hold, manage or dispose of such real or personal property as may be necessary or incidental to these purposes as permissible under the law;
- (b) To make distributions of assets to organizations that qualify as exempt organizations under IRC Section 501(c)(3);
- (c) To otherwise exclusively achieve charitable purposes, and any fulfillment of such purposes, and to exercise any and all powers of the Corporation organized under the non-stock corporation laws of the State of Wisconsin.

The purpose of the Corporation shall be as stated in the Articles of Incorporation.

1.3 **Location.** The principal office of WPLF shall be the office of the Executive Secretary of the WPLF until such time as changed by the Board of Directors. Any change in the principal office shall be communicated to the membership at the regular annual meeting. (amended 08/20/2000)

## 2. MEMBERS.

**2.1 Member.** The Corporation shall have as its Members, those persons who are Principal and Life Members of Wisconsin Chiefs of Police Association, Inc., or its successor or assign. (Hereinafter referred to as "Members").

**2.2 Powers.** In addition to doing all things required by law and by the Articles of Incorporation, the Members shall have the specific rights and responsibilities listed below. Provided, however, that the Members may not exercise their rights and responsibilities in such a way that would jeopardize the tax exempt status of the Corporation under IRC 501(c)(3).

- (a) Participatory rights. Members shall be eligible for election to the Board of Directors and for appointment to Board Committees, as permitted by these Bylaws.
- (b) Advisory Rights. Members shall have the right, at the annual or any special meeting of the Members, to call and hold a non-binding advisory vote on resolutions involving any issue related to the Corporation's affairs and operations. The results of any such vote shall be presented to the Board of Directors for consideration, but shall be advisory only, and shall not be binding on the Directors. The Members may, by majority vote, require the Board of Directors to consider and act on any resolution of the Members. If the Members so vote, the Board of Directors shall consider the resolution at their next regularly scheduled meeting.
- (c) Election of Directors. Members shall have the rights to elect those directors, other than the ex-officio directors.

**2.3 Meetings.** Action required of the Members may be taken at any annual, regular or special meeting of the Members. In addition, a special meeting of the Members may be called, for the purpose of exercising Members' rights and authorities under these Bylaws, by written request of any two (2) of the Corporation's Directors. Written notice of the annual business meeting shall be given to each Member postmarked at least thirty (30) days before such meeting.

- (a) The annual meeting of the Members shall be held in conjunction with the annual meeting of Wisconsin Chiefs of Police Association, Inc.
- (b) Any action required or permitted to be taken by the Members of the Corporation under any provision of law or these Bylaws may be taken without a meeting, if the Members of the Corporation shall consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Members of the Corporation.
- (c) At any meeting of the Members, Fifty-one percent (51%) of those entitled to vote and who are present in person or by proxy shall constitute a quorum.
- (d) Members shall be entitled to one (1) vote.

### 3. BOARD OF DIRECTORS.

- 3.1 Powers.** The Board of Directors shall establish policy, plan for the future of the organization, retain and dismiss employees, ensure the financial viability of the organization and otherwise manage the day-to-day business affairs and property of the Corporation.
- 3.2 Number.** The Board of Directors of the Corporation shall consist of seven (7) persons.
- 3.3 Ex-Officio Directors.** Three of the Directors shall be ex-officio members of the Board by virtue of holding the following offices in the Wisconsin Chiefs of Police Association, Inc.; Current President, Immediate Past President, and Treasurer.
- 3.4 Elected Directors.** The remaining four (4) Directors shall be elected by the Members. The Directors, whose terms have expired or will expire, shall be elected by the Members at the Annual meeting of the Members.
- 3.5 Terms.**
- (a) **Ex-Officio.** The terms of the three ex-officio Directors shall run concurrently with the terms of their respective offices in Wisconsin Chiefs of Police Association, Inc.
  - (b) **Other.** The terms of the remaining four (4) elected Directors shall be two (2) years on a staggered basis. Two of the initial elected Directors shall serve an initial term of one (1) year. The other two initial elected Directors shall serve a term of two (2) years. each annual meeting of the Members, successors to the Directors of the group whose terms expire at the time shall be elected to hold officer for a term of two (2) years.
  - (c) **Consecutive Terms.** Except for ex-officio Directors, no Director shall serve more than three (3) consecutive terms. Service to fill the unexpired portion of a vacant Directorship shall be considered a term for the purposes of this provision if such service exceeds one year. After the passage of one year, any former director shall be eligible for re-election.
- 3.6 Removal.** A Director shall be automatically removed from office if their status as a Member of the Corporation terminates. A Director may resign at any time by filing a written resignation with the Secretary of the Corporation and following acceptance by the Corporation's Board. An elected Director may be removed from office with just cause by an affirmative two-thirds (2/3) vote of Corporation's Directors then in office when in their judgment the best interest of the Corporation will be served.
- 3.7 Vacancies.**
- (a) A vacancy in the Ex-Officio Director positions serving under Section 3.3 shall be filled by appointment of the President of the Wisconsin Chiefs of Police Association, Inc.

- (b) A vacancy in the Elected Director positions serving under Section 3.4 shall be filled by the affirmative vote of a majority of the Elected Directors remaining in office.

**3.8 Meeting.** Meeting of the Board of Directors

- (a) The annual meeting of the Board Shall be held in conjunction with the Annual Meeting of the Wisconsin Chiefs of Police Association, Inc.
- (b) The Board of Directors shall meet at least biannually.
- (c) Any meeting of the Board may be held at such time and place within or without the State of Wisconsin as may be fixed by the Board or specified in the notice of the meeting.
- (d) Special meetings of the Board may be held at any time for any purpose on call of the President or shall be called by the President on the written request of three 3 Directors.
- (e) Written notice of all Board Meetings shall be given to each Director postmarked no later than seven (7) days prior to the meetings.
- (f) A majority of Board members must waive their right to the required notice in order for the meeting to be held. This waiver shall be in writing signed at any time by the Director and shall be deemed equivalent to the giving of such notice.

**3.9 Board Quorum.** A majority of the Directors shall constitute a quorum for transaction of business at any meeting of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, subject to the Supermajority Vote provisions of Section 3.12.

**3.10 Telephone.** The Board of Directors and Board Committees may conduct meetings by telephone conference call or similar communication equipment allowing all persons participating in the meeting to hear each other. Participation by such means shall constitute presence in person at a meeting.

**3.11 Unanimous Consent.** Any action required or permitted by the Articles or Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors then in office.

**3.12 Supermajority Vote.** No action of the Corporation, with regard to the following items, shall be effective unless at least two-thirds (2/3) of all of the Directors, not just those in attendance, shall vote in favor of such action:

- (a) Modify the philosophy and mission and long range goals, strategic plans and overall purpose of the Corporation.

- (b) Approve all amendments to the Articles of Incorporation and Bylaws, except that a unanimous vote of all of the Directors, not just those present at a meeting at which a quorum is present, shall be required to amend Article VI of the Articles of Incorporation or section 2 of the Bylaws.
- (c) Approve the establishment and dissolution of any subsidiary corporation and any merger or consolidation involving this Corporation.
- (d) Approve long term borrowing of money and other forms of long term indebtedness.
- (e) Approve the purchase, sale, lease, disposition, encumbrance, or alienation of real property.

#### 4. **Officers.**

- 4.1 **General Responsibilities.** All Officers are responsible to the Board of Directors and to the Members for the performance of duties of the offices to which they have been elected.
- 4.2 **Number and Election.** The Officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. All Officers must be members of the Board of Directors. They shall be elected by the Directors at the Annual Board of Directors meeting.
- 4.3 **Terms.** The Officers shall be elected to one (1) year terms.
- 4.4 **President.** The President shall be the chief elected officer of the Board with at least one (1) year of experience as an officer. The President shall preside at all meetings of the Board of Directors. The President shall be a non-voting member of all committees and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.
- 4.5 **Vice-President.** The Vice-President shall act as President in the President's absence, and shall have such powers and duties as may be prescribed by the Board of Directors or these Bylaws.
- 4.6 **Secretary.** The Secretary shall cause to be kept at the principal office of the Corporation or at such other place as the Board of Directors may order, the official records of the Corporation and shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President of by the Board of Directors.
- 4.7 **Treasurer.** The Treasurer shall be the chief financial officer of the Corporation, and shall exercise general supervision over the receipts, custody, disbursements and investment of the Corporation's funds. The Treasurer shall also supervise the maintenance or cause to be kept and maintained the records of assets, liabilities and transactions of the Corporation and shall have such further powers and duties as may be conferred from time to time by the President or Board of Directors.

- 4.8 Removal from Office.** Officers may be removed at any Board meeting by the affirmative vote of two-thirds (2/3) of all the Board members with or without just cause whenever in their judgment the best interest of the Corporation will be served.
- 4.9 Vacancies.** Vacancies shall be filled for the remainder of the unexpired term of the office by an election of the Board of Directors.
- 4.10 Additional Officers.** The Board of Directors may appoint such additional Officers as they may deem to be in the best interest of the Corporation and confer upon such additional Officers powers and duties not inconsistent with these Bylaws or with the law. Any two (2) or more offices may be held by the same person, except the offices of President and Vice-President, and President and Secretary.

## **5. Committees.**

- 5.1 Standing Committees.** The standing committees of the Corporation shall be the Executive Committee, Finance Committee, Bylaws Committee, Ways and Means Committee and the Training and Professional Development Committee.
- (a) The Executive Committee shall consist of the current Officers and the immediate Past-President of the Corporation. The President shall preside. The Executive Committee may act on behalf of the Board of Directors when the Board is not in session.
  - (b) The Finance Committee shall be chaired by the Treasurer. The Committee shall prepare and submit an annual budget to the Board of Directors for approval one (1) month prior to the beginning of the fiscal year. The Committee is responsible for the fiscal review and making recommendations to the Board as to the dues, investments, insurance, and other financial matters as directed by the Board.
  - (c) The Bylaws Committee shall annually review the bylaws and draft for presentation to the Board of Directors, any necessary amendments or revisions to the bylaws. This committee shall also make policy and procedure recommendations to the Board of Directors as delegated by the Board.
  - (d) The Ways and Means Committee shall be responsible to study and recommend ways and means of improving the welfare of members and improving services which the Foundation can provide to it's members and others. This committee shall continuously study ways and means to insure the financial solvency of the Foundation, and shall annually make its recommendations known in a report to the Board of Directors. (added 10/04/95)
- 5.2 Ad Hoc Committees.** The Board of Directors may establish, combine or dissolve such additional Committees as it may deem appropriate in carrying out the functions of the organizations. These Committees shall have members, duties and terms of office as shall be determined by the Board of Directors.
- 5.3 Committee Membership.** Members of Committees shall be appointed by the Board of Directors. Each Committee will have in its membership at least one (1) Board Director. All Committees, except the Executive Committee, shall have membership and duties as shall be determined by the Board of Directors.

**5.4** **Terms.** All Committees, except the Executive Committee, will have a one (1) year term of appointment for a maximum of six (6) terms. (amended 10/04/95)

**6. Members, Officers, and Directors; Liability and Indemnity; Transactions with Corporation.**

**6.1** **Liability.** The liability of the Members, Directors and Officers of the Corporation shall be as permitted by the Wisconsin Law governing non-stock corporations in effect at the time the incident leading to the request for indemnification occurs. The following language in this section is summary of Sections 181.287 and 181.297 of the Wisconsin Statutes as of the date of these Bylaws and shall not be construed so as to modify those provisions of the Wisconsin Statutes. Generally, a Member, Officer or Director will not be liable to anyone for a breach of, or failure to perform, a duty, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

- (a) A willful failure to deal fairly with the Corporation in connection with a matter in which the Member, Director or Officer has a material conflict of interest;
- (b) A violation of criminal law, unless the Member, Director or Officer has reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;
- (c) A transaction from which the Member, Director or Officer derived an improper personal profit; or
- (d) Willful misconduct.

**6.2** **Indemnification.** The Corporation shall have the power to indemnify any present or former Members, Director, Officer, employee or agent of the Corporation, including any staff appointee engaged in Corporation business through Committee service or otherwise (hereinafter, "official") for expenses and costs actually and necessarily incurred in connection with the defense or settlement of any pending or threatened action, suit or proceeding to which he or she is made a party by reason of being or having been such official, as permitted by Wisconsin law governing non-stock corporations in effect at the time the incident leading to the request for indemnification occurs, except in relation to matters as to which he or she shall be finally adjudged to be liable of willful misconduct amounting to bad faith. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation, these Bylaws or any agreement, vote of the Board or the Executive Committee, insurance purchased by the Corporation, or otherwise. This indemnification right shall inure to the benefit of the heirs and personal representatives of such persons.

**6.3** **Determination of Indemnification.** Pursuant to Section 181.043 of the Wisconsin Statutes, a Corporate Members, Officer, Director, and, in addition, an employee or agent, seeking indemnification under these Bylaws shall have his or her right to indemnification determined as follows:

Any person seeking a right to indemnification under these Bylaws shall request such indemnification in writing from the Board of Directors and the Board of Directors shall determine such right to indemnification by a majority vote of a

quorum of the Board of Directors consisting of Directors not parties to the same or related proceedings as those causing the pending request for indemnification (disinterested Directors). If a quorum of disinterested Directors cannot be obtained then the right to indemnification shall be determined by a majority vote of a committee duly appointed by the President and consisting of at least two (2) disinterested Directors.

**6.4 Insurance, etc.** The Corporation may supplement the right of indemnification under these provisions by one or more of the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

## **7. Contracts, Loans, Checks and Deposits.**

**7.1 Contracts.** The Board of Directors may authorize any Officer or Officers, Agent or Agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**7.2 Loans.** No funded indebtedness shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Members. Such authority may be general or confined to specific instances.

**7.3 Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, Agent or Agents of the Corporation and in such manner, including facsimile signature, as shall from time to time be determined by resolution of the Board of Directors, or under the authority of these Bylaws.

**7.4 Deposits.** All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors selects.

## **8. Conflict of Interest.**

Any Members, members of the Board of Directors, or staff of WPLF who has a financial interest in or who will derive any personal profit or gain from any contract or other transaction between a corporation or business in which he or she has material financial interest and WPLF shall refrain from participating in any decision on any matter involving such contract or transaction. No contract or other transaction between WPLF and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors, of Officers or staff has a material interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director or Directors, or such staff member of the WPLF are present at the meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction, if i) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; ii) the fact of such relationship or interest is disclosed or known to the Members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or iii) the contract or transaction is fair and reasonable to the Corporation. Any transaction, contract, or relationship between Wisconsin Chiefs of Police Association, Inc.

and WPLF shall not in itself be considered a conflict of interest for purposes of this provision. The Board of Directors shall determine in its discretion whether the interested Director or staff member may participate in the discussion of the issue, contract or transaction, and whether such financially interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such a contract or transaction.

**9. Prohibitions.**

**9.1 Distributions.** The Corporations shall be a non-stock, non-profit corporation and no dividends, liquidating dividends, or distributions shall be declared or paid to any private individual or officer or director of the Corporation.

**9.2 Net Earnings.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation 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 this Article 9.

**9.3 Political Activities.** Except to the extent consistent with the Corporation's purposes and permitted to an organization exempt under IRC Section 501(c)(3) and to a non-private foundation under IRC 509, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

**9.4 Other.** Notwithstanding any other provision of these Articles, The Corporation shall not carry on any other activities not permitted to be carried on i) by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or ii) by a non-private foundation under IRC Section 509.

**10. Dissolution.**

Upon the dissolution of the corporation, the Members, or the Board of Directors acting pursuant to authority granted by the Member shall, after paying or making provision for the payment of all the liabilities of this corporation, dispose of all the assets of this corporation to an organization or organizations selected by the Board of Directors which will use the assets exclusively for charitable, educational, religious, or scientific purposes, within the meaning of IRC 601(c)(3).

**11. Fiscal year.**

The fiscal year-of this Corporation shall be the Calendar Year. -

**12. Amendments to the Bylaws.**

**12.1 Directors.** These Bylaws may be adopted, amended or repealed by the Directors at any meeting of the Directors by a vote of two-thirds (2.3) of all the Directors, not just those in attendance; except that a unanimous vote of all of the Directors, not just those present at a meeting at which a quorum is present, shall be required to amend Section 2 of these Bylaws.