

WYOMING ASSOCIATION OF SHERIFFS AND POLICE CHIEFS
CONSTITUTION AND BY-LAWS

ARTICLE I

Name

The name of this Association shall be WYOMING ASSOCIATION OF SHERIFFS AND CHIEFS OF POLICE.

ARTICLE II

Principal Office

The principal office of the Association shall be located in the City of Gillette, County of Campbell, State of Wyoming. The Executive Director shall serve as the registered agent. The Association may have such other offices as may from time to time be designated by its members or its Executive Board. The principal office and the registered agent may be changed by the members or the Executive Board, as needed.

ARTICLE III

Purposes and Powers

The purposes and powers of the Association shall be:

- (a) Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.
- (b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted

to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code or corresponding section of and future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV Membership

(A) Classes.

(1) Active Members. Active members of this Association shall be persons who are the heads of city, county, and state departments regularly and currently engaged in the enforcement of the general criminal laws of the United States, the State of Wyoming and its political subdivision.

(2) Associate Members. Eligible for associate membership shall be (a) any officer of command authority regardless of rank serving under and endorsed by an active member of this Association, and (b) specific individuals who are employed or engaged in activities, by a public agency related to law enforcement. An associate member shall have the same powers as an active member except that he shall not have the power to vote or hold an elective office or board position. An associate member can serve as chairman of a committee.

(3) Retired Members. Any retired Wyoming Chief of Police or Sheriff shall be eligible for retired membership where their membership will benefit this Association and enhance the goals and objectives of law enforcement in the State of Wyoming and where they are endorsed by an Active member of this Association. A retired member shall have the same powers as an active member except that he shall not have the power to vote or hold an elective office or board position. A retired member can serve as chairman of a committee. Retired members shall be exempt from paying association dues.

(4) Life Time Members. Life Time Membership may be granted to any active or retired member who has 10 or more consecutive years of active and/or retired membership.

(5) Allied Members. Allied membership may be granted to any individual or corporation who because of interest or expertise, where their membership will benefit this association and enhance the goals and objectives of law enforcement in the State of Wyoming, where they are endorsed by an active member and approved by the executive board. Allied members shall have such rights as may be granted by the executive board.

(6) Honorary Membership. Honorary membership shall be chosen because of distinguished public service and interest in the law enforcement

profession. Honorary membership shall be granted only by a unanimous recommendation of the executive board. Honorary membership shall have such rights as may be granted by the executive board. Honorary members shall be exempt from paying association dues.

(7) Voting Rights. Active members shall be entitled to vote in the affairs of the Association. Proxy voting on matters for action by the entire membership is not permitted unless specifically provided elsewhere in the by-laws and constitution in regard to a particular matter.

(B) Qualification of Members. Any person having met the prerequisites for active or associate membership imposed in subsection (A)(1), or (A)(2) herein may, upon making application in writing to the Executive Director/Board, be eligible for election to membership in the Association.

(C) Election of Members. Application for all classes of membership shall be made in writing on a form prescribed by the Executive Board. The application shall be filed with the Executive Director/Board of the Association and shall be accompanied by such fee as the Executive Board may have prescribed. All applications shall be reviewed and acted upon promptly by action of the Executive Board.

(D) Issuance of Certificates of Membership. When a member has been elected to membership and has paid all fees and dues prerequisite thereto, a certificate of membership may be issued in his name and delivered by the Executive Director/Board. Such certificate shall be signed by the President or Vice President and by the Executive Director/Board. The individual name, agency name and address of each member and the date of issuance of a certificate shall be entered on the records of the Association. If any certificate should become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Executive Director/Board may determine.

(E) Payment of Dues. Dues determined by the Executive Board shall be payable in advance on the first day of July: i.e., the first day of the fiscal year. Newly elected members may exercise membership powers only after payment of first annual dues.

(F) Default in Dues Payment. When any member of any class shall be in default in the payment of dues the executive director shall cause to be sent a second notice of dues payment. If the member is in default for a period of nine (9) months from the beginning of the fiscal year, his or her membership is thereupon terminated automatically.

(G) Suspension or Expulsion of Members/Disciplinary Proceedings: The Executive Director shall receive any charge or allegations that a member's actions are inconsistent with or detrimental to the best interests of the Association. The Executive Director shall submit to the Executive Board the charges or allegations

against the member. The Executive Director shall notify the affected member by registered mail, sent to the last known address of the following: the existence of the charges or allegations, which if substantiated, may warrant disciplinary action including but not limited to suspension or expulsion; a description of the charges or allegations and the information presently understood to support the charges or allegations; and a notice of a designated time and place (no sooner than 10 days from the date the notice was mailed) in which the member may appear before the Executive Board to present documentation and statements in defense of the allegations or charges. At any such proceeding the Executive Board may administer oaths and make such inquiry as it deems reasonable to determine whether the charge or allegations are founded or unfounded. At the conclusion of the hearing the Executive Board shall determine by majority vote of the board members present whether the allegations/ charges are founded or unfounded. If the allegations are determined to be unfounded the Executive Board shall so inform the member in writing and will take no further action. If the Executive Board determines by majority vote of the board members present, that the charges are substantiated in whole, or in part, the Board shall by majority vote, impose such disciplinary action as it, in its discretion deems warranted, including but not limited to reprimand, suspension or expulsion. In all instances where disciplinary action is taken the member shall be provided a written notice of the Board's decision and the discipline to be imposed, mailed by registered mail to the Member's last known address. The disciplinary procedure outlined in this section shall be inapplicable to automatic termination of membership due to failure to pay dues as set forth in Article IV (F) or other grounds for automatic termination as set forth in (Article IV) (H).

(H) Other Termination of Membership. Membership shall be terminated automatically for active members who die, resign from the Association, default in dues payment, or cease to be regular and current law enforcement agency heads as provided in Article IV, Section (a). Membership shall be terminated automatically for associate members who die, resign from the Association, default in dues payment, or who cease employment or engagement in law enforcement related activities.

(I) Transfer of Membership. Active membership in this Association is transferable or assignable generally. Associate membership in this Association is not transferable or assignable generally. The Executive Board may, however, in its discretion, waive this limitation in cases where financial hardship to a small law enforcement agency or its executive can be shown.

ARTICLE V

Meetings

(A) Semi-Annual and Special Meeting.

(1) First annual meeting - Spring Meeting. There shall be an annual meeting of the Association during the month of April which shall be known hereinafter as the Spring Meeting and which shall be held at a site to be selected by the members of the Association at the second preceding meeting, or in the event the site is not selected at that time, at a site to be selected by the Executive Board. The Executive Board shall designate the date on which the meeting shall be held. The Spring Meeting shall be for the purpose of electing members of the Association to Executive Board positions and for transactions of such other business as may come before the membership. (Whenever feasible this meeting should be held in conjunction with the Wyoming Law Enforcement Academy's Administrators Conference.)

(2) Second Annual Meeting - Fall Meeting. There shall be a second annual meeting of the Association which shall be known hereinafter as the Fall Meeting and which shall be held during the month of September for transaction of general business of the Association at a site to be selected in the same manner as the annual Spring Meeting. (Whenever feasible this meeting should be held in conjunction with the Wyoming Peace Officers Association Conference.)

(3) Special Meetings. Special meeting may be called by the Executive Board for such times and places as may be determined to be necessary.

(B) Notice of Meetings.

(1) Semi-Annual Meetings. The Executive Director/Board shall give notice of the time and place of each of the semi-annual meetings not less than thirty (30) days prior to the date of such meetings.

(2) Special Meetings. The Executive Director/Board shall send notice in writing of all special meetings duly called to all active members whose names appear on the roles of the Association not less than ten (10) days prior to the date of such meetings. The purpose and agenda of special meetings shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited with postage thereon prepaid in the United States mail addressed to a member at his address as it appears on the records of the Association.

(C) Quorum. For Semi-annual and special meetings, ten (10) active members plus a majority of the Executive Board constitutes a quorum and must be present for the transaction of business. If a quorum is not present at a point in time during such meeting, the presiding officer may adjourn the meeting from time to time until a quorum is present.

(D) Parliamentary Procedure. On questions of parliamentary procedure not covered in the Constitution, Roberts Rules of Order shall prevail.

ARTICLE VI Executive Board

(A) Membership. The six (6) member Executive Board shall consist of the following: (1) three sheriffs elected from and by the active members present; (2) three police chiefs elected from and by the active members present.

(B) Executive Board term of office. At the expiration of the last of the initial periods involving staggered terms of the original six (6) members of the Association, their successors shall be elected to terms of six (6) years each so that each year one sheriff or one police chief, on an alternating basis, shall be elected at the annual Spring Meeting. A vacancy of position on the Executive Board shall occur when any such member dies; resigns his position or resigns from the Association, with said resignation becoming effective when received by the Executive Board; defaults in dues; membership is terminated for cause; is removed from the Board by majority vote of the Association Active members, or otherwise ceases to be an active member of this Association. Upon the occurrence of any vacancy, the President shall appoint a successor from the active membership of the division for such vacancy, subject to approval by the Executive Board.

(C) Powers of the Executive Board. The Executive Board shall have supervision, control, and direction of the affairs of the Association, shall execute the Association's objectives, and shall have discretion in the disbursement of funds. It may adopt such rules for the conduct of its business as shall be deemed advisable, and may, in the execution of powers granted, appoint subcommittees or agents to work on specific problems or reports. The Executive Board shall have a regular meeting at the time and place of the annual Spring and annual Fall meetings, and shall report to the membership on its activities. It shall meet on the call of the President or four (4) members of the Board. It shall also meet on demand of a majority of the voting members of the Association. The Executive Board shall be empowered to employ an Executive Director and such other employees as the board may in its discretion deem necessary to fulfill functions and obligations of the association. The Executive Board may delegate, in writing, authority to the Executive Director to employ such assistants or employees as the Executive Director deems necessary. The Executive Director and any other employees shall serve at the Executive Board's pleasure and shall be directed by the board. The Executive Board shall have no power to alter or amend the Constitution and by-laws of the Association. Reasonable and necessary expenses of Board members incurred in relation to Board business may be borne by the Association. A majority of the Executive Board shall constitute a quorum for the transaction of Executive Board business.

(D) Suspension or Removal of Executive Board. A Member of the

Executive Board may be suspended or removed at any time from his or her position as a member of the Executive Board, with or without cause by majority vote of the Active Members. Written notice of the reasons, if any for suspension or removal of the Executive Board Member may, but are not required to be provided.

(E) Conflicts of Interest. No member of the Executive Board may vote upon a matter coming before that body in which he or she has a direct financial interest. Immediately upon becoming aware that such a conflict may exist, a Board member must disclose the existence of the potential conflict to the remaining Board members, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the organization minutes.

ARTICLE VII Officers

(A) The officers of the Association shall be the President, 1st Vice-President, 2nd Vice-President, 3rd Vice-President, 4th Vice-President, 5th Vice-President, and Secretary/Treasurer. The elected officers shall be elected by the active members present at the meeting. In the event of a vacancy in elective office, an elected officer may, by majority vote of the Board, fill a vacant office and temporarily hold two offices in the Association to fill out the remaining term of the vacant office.

(B) Period of Service. The President, 1st Vice-President, 2nd Vice-President, 3rd Vice-President, 4th Vice-President, 5th Vice-President, and Secretary/Treasurer shall serve for a term of one (1) year. The policy of this Association is to advance a sheriff and a chief in alternating years to the office of President.

(C) Vacancies. A vacancy shall occur in an elective office whenever the holder thereof dies, resigns his office, resigns from the Association, membership is terminated for cause, is removed as an officer by vote of the members, or otherwise ceases to be an Active Member of the Association, or succeeds to another office in the Association. If a vacancy occurs it shall be the duty of the Executive Board to appoint a member of the Executive Board to fulfill the vacancy that exists.

(D) President. It shall be the duty of the President to preside at all meetings of the Association and of the Executive Board to appoint the members of all committees and to perform the general management and executive duties usually performed by the president of the organization. The Board of Directors may, by resolution, further define the duties of the President.

(E) Vice President. It shall be the duty of the 1st Vice President to perform

all the duties of the President during the absence of the President and in the absence of the 1st Vice-President it shall be the duty of the successive Vice-President to perform the duties of the President. The Board of Directors may, by resolution, further define the duties of each of the Vice Presidents.

(F) Secretary/Treasurer. The Secretary/Treasurer shall oversee the receipt and collection of all moneys from dues and other sources, and shall oversee the payment of all orders drawn upon him/her by vote of the Association or by the Executive Board, during the intervals between meetings of the Association; provided, that the Executive Board may authorize an alternate emergency signatory for such purposes. The elected Secretary/Treasurer shall give sufficient bond or security to cover amounts in his custody, the amount of such bond to be determined by the Association or by the Executive Board, the premium therefore to be paid by the Association. The Board of Directors may further define the duties of the Secretary/Treasurer by resolution, and may employ such employees as are necessary to aide the Board and the Secretary/Treasurer in performance of the duties of the Secretary/Treasurer.

At each Association meeting, or when requested to do so by the Executive Board, the Secretary/Treasurer or persons employed by the Board to assist in this function shall render a full report of all moneys received and disbursed by him. The Secretary/Treasurer with the assistance of persons employed by the Board to assist in this function, shall make a financial statement for the fiscal year to accommodate an audit of the Association's books. The Secretary/Treasurer shall issue all notices and bulletins and keep the minutes of all meetings of the Association. He shall promptly deliver all moneys, books, records and other property of the Association to his or her successor in office or to whomsoever the Association or Executive Board may appoint to receive the same.

(G) Suspension or Removal of Officers: An officer may be suspended or removed at any time from his or her position as an officer, with or without cause by majority vote of the Active Members. Written notice of the reasons, if any for suspension or removal of the officer may, but are not required to be provided.

ARTICLE VIII Terms of Elective Positions

The term of office of the President shall end at the formal adjournment of the next succeeding spring business meeting of the general membership. Other members of the executive board shall advance into the next higher office until reaching the office of President.

ARTICLE IX Committees

(A) Standing Committees. In addition to the Executive Board, this Association shall have standing committees as established by the Executive Board.

(B) Other Committees. The President shall appoint various committees for specific tasks as the need may arise.

ARTICLE X

Meetings by Telephone And Other Electronic Means

The Executive Board and any Committee of the Association may hold a meeting and take votes by telephonic, or such other electronic means, including but not limited to meetings via internet, so long as all persons participating in the meeting can communicate with one another. The notice of a meeting by telephone or other electronic means shall specify that the meeting will be held by telephone or other electronic means. Participation of a person in the call shall constitute presence of that person at the meeting.

ARTICLE XI INDEMNIFICATION

Payment of expenses incurred by, or to satisfy a judgment or fine rendered or levied against, a present or former Officer, Director or employee of the Association, in an action brought by a third party against such person shall be made by the Association provided that: the Board of Directors determines that such officer, director or employee was acting in good faith and within what he or she reasonably believed to be within the scope of his or her authority, and in the betterment of interests of the Association. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association, including a director, officer, employee or other agent of the Association against any liability, other than for violating provisions of law relating to self dealing, asserted against or incurred by the agent in such capacity, or arising out of the agent's status, whether or not the Association would have the power to indemnify the agent against such liability.

ARTICLE XI
Bonding

Persons entrusted with the handling of Association funds may be required, at the discretion of the Executive Board, to furnish, at Association expense, a suitable fidelity bond.

ARTICLE XII
Amendment

The Constitution and by-laws may be amended by the vote of two-thirds of the voting members present at any Spring or Fall meeting of the Association, provided that notice of proposed change has been given to the members of the Association no later than thirty (30) days prior to the commencement of such meetings. No amendment may be made to these By-Laws which would alter the charitable purposes, or would cause any benefit other than reasonable compensation and/or reimbursement for expenses or indemnification, to inure to any person who has a personal or private interest in the activities of the Association.

ARTICLE XIII
Dissolution Clause

Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

APPROVED BY 2/3 OF THE ACTIVE VOTING MEMBERS

ON Sept. 16, 2010

ATTESTED TO BY: Jack R. Howeater
PRESIDENT