

WISCONSIN SHERIFFS AND DEPUTY SHERIFFS ASSOCIATION

The following Articles of the By-Laws and Restated Articles of Incorporation of 1969 are hereby proposed to be amended to read as follows:

BY- LAWS

ARTICLE I – ORGANIZATION

Section 1 – Name: The name of this Association shall be WISCONSIN SHERIFFS AND DEPUTY SHERIFFS ASSOCIATION, INC. (WS&DSA).

Section 2 – Purpose: This Association is formed for the purpose of promoting the general public welfare through the cooperation of the different Sheriffs, Deputy Sheriffs and Jail Officers in the State of Wisconsin in the performance of their duties.

In addition, the corporation shall continue to work to facilitate law enforcement, the prevention of crime, apprehension of criminals and the protection of life and property of the citizens of Wisconsin; to furnish information and educational material to law enforcement officers and organizations; to study and solve problems and exchange information relating to law enforcement and the performance of the official duties of the members of the Association; to promote benevolence and charity among the people in general, including the support of home for and the education of needy and worthy youngsters; and to study and promote ways and means to advance the general welfare and preserve peace and good order.

ARTICLE II – MEMBERSHIP

Section 1 – Membership Categories: Membership in the Association shall be divided into five classes, namely, Active, Retired, Associate, Honorary and Business.

- A. **Active:** Active members consisting of duly elected and qualified Sheriffs of the counties of the State of Wisconsin, full time Deputies and Undersheriffs and Jail Officers and Retirees from these positions, shall be eligible as active members of this Association. Only active members are entitled to vote upon affairs of the Association and only duly elected and qualified Sheriffs, full time Deputies and Undersheriffs and Jail Officers are eligible to hold offices therein.

- B. **Retired:** Retired members consisting of all Sheriffs, Undersheriffs, Deputy Sheriffs and Jail Officers who after having completed three (3) years of continuous membership in the WS&DSA and having retired in good standing, may continue his/her membership in WS&DSA as a retired member.

- C. **Associate:** Associate members are Deputy Sheriffs and Jail Officers who are not so employed full time, or an officer employed full time with a municipal law enforcement agency or full time officers of an authorized governmental agency concerned with the administration of criminal justice or public employed training coordinators or academic staff concerned with training and education in the criminal justice field.

Associate members shall be permitted to attend conferences, conventions and meeting of the Association but shall have no vote in the affairs of the Association. Their membership shall be approved by an active member of the Association being in good standing for over two years.

- D. **Honorary:** Honorary members are members who support the Wisconsin Sheriffs & Deputy Sheriffs Association and concerned citizens of Wisconsin. This membership has no voting rights.

- E. **Business:** Business memberships are for business only. This membership is open to any type of business. This membership has no voting rights.

Section 2 – Membership Process

- A. **Application:** Application for membership in the Association shall be submitted to the Association office.

- B. **Dues:** The amount of annual dues for each classification of membership in the Association and any assessment, shall be determined by the Board of Directors. The initial fee for active members shall be tendered with the application for membership. Thereafter, all dues shall be payable upon receipt. Dues align with the fiscal year and shall be payable to the Association office on or before January 1.

- C. **Termination:** The Board of Directors shall have the power to expel or discharge any member (active, retired, associate, honorary or business) if in the opinion of the Board of Directors has been guilty of conduct detrimental to its best interest of the Association; further, Board of Directors shall revoke as heretofore provided, shall cease to

be a member of the Association and he/she shall not be entitled to any refund for any part of their dues theretofore paid by them or their department.

All members shall cease to be members of this Association in the event of their resignation or if the member fails to pay their annual dues in the manner and at the time as provided by the By-Laws.

ARTICLE III – TERMS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1 – Officers: The general officers of the Association shall be a President, Vice-President, Secretary and a Treasurer.

Section 2 – Officer Terms: The term of office for each officer shall be two years unless otherwise re-elected to the same office. Each officer shall serve until his successor has been duly elected and qualified. The term of office of President and Vice-President shall alternately rotate between a Sheriff and Deputy Sheriff; and provided further, that of the four constitutional offices herein enumerated, not more than two shall be held by Deputy Sheriffs, nor more than two held by Sheriffs.

Section 3 – Officer Duties:

A. President: The principal duties of the President shall be to preside at all meetings of the Association and *Board of Directors*, and to have general supervision of the affairs of the Association; to sign deeds, to countersign checks, to sign leases, conveyances, mortgages and other documents executed by the Association.

President may appoint standing committees and name chairperson thereto; is an ex-officio member of standing committees.

President shall appoint Sgt-At-Arm who will be a non-voting member of the *Board of Directors*.

B. Vice President: The principal duties of the Vice-President shall be to discharge the duties of the President in the event of the absence or disability for any cause whatever of the latter.

C. Secretary: The principal duties of the Secretary shall be to keep an accurate record of the minutes of the *Board of Directors* and of the minutes of the meetings of the members of the Association; to countersign all deeds, leases, conveyances, mortgages and other documents executed by the Association; to affix the seal of the Association thereto and to such other papers as shall be required to be sealed; and to safely and systematically keep all books, papers, records, and documents

belonging to the Association or in any wise pertaining to the business thereof. The Secretary shall promptly deliver material to the Executive Director for distribution.

- D. **Treasurer:** The principal duties of the Treasurer shall be to keep an accurate accounts, statements and inventories of all monies received and disbursed, and all monies and property on hand, and generally of all matters pertaining to their office as shall be required by the Board of Directors.

Section 4 – Executive Committee: The President, Vice-President, Secretary, Treasurer and Immediate Past-President shall serve as the Executive Committee.

The Executive Committee shall be empowered to take action related to associations' activities/training/business so as to protect the best interest of the association. Any meeting and/or action of the Executive Committee shall be on the agenda of the next Board of Directors meeting.

Section 5 – Board of Directors: The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer and Immediate Past-President, and eight (8) members known as District Directors. Each district shall elect one alternate director who shall act only in the absence of the elected director. The State of Wisconsin shall be divided into seven (7) districts comprising certain counties in the State of Wisconsin and an eighth (8th) District Director representing all Retirees.

The Board of Directors shall appoint the Executive Director and enter into an agreement with that person.

Section 6 – Board of Director Terms: The term of each District Director shall be two years unless otherwise re-elected to the same position.

Section 7 – Board of Director Duties: The Board of Directors shall have general charge of the affairs of the Association. The Board of Directors may provide for the appointment of such additional officers as it may deem necessary for the best interest of the Association, including the appointment the Public Affairs Counsel, and such other employees as may be needed to carry out the purposes and objects of this Association.

The Board of Directors may, without previous authority theretofore given by the members of this Association, except in such instances as the law or statutes forbid, make and carry out any transactions that are within the scope of the purposes and objects for which this Association is organized, as defined in its Articles of Incorporation.

Section 8 – Board of Directors Absence: The President, Vice President, Secretary, Treasurer and District Directors who have been absent for more than 50% of regular meetings of the board of directors during a single administrative year shall automatically vacate the seat on the board of directors. If the Alternate District Director attends the meeting, it does not count as an absence. The vacancy shall be filled as provided by these bylaws; however, the board of directors shall consider each absence of an officer or director as a separate circumstance and may make exceptions for extenuating circumstances.

Section 9 – Board of Directors Vacancy: Any vacancy in any position shall be filled by the Board of Directors for the remainder of the term. In the event an appointed or elected Board of Directors member holding the office of President, Vice President, Secretary, Treasurer or the seven (7) district directors terminate full time law enforcement employment a vacancy of that position is created. The effected individual may petition the *Board of Directors* to complete their term. The *Board of Directors* will have full discretion in making determination of position to allow the individual to complete their term.

Section 10 – Executive Director: The Executive Director shall be subject to the policies, rules and direction of the Board of Directors and the Executive Committee. The Executive Director shall keep a complete roll of the membership and shall invoice all dues paying members annually. The Executive Director shall give due notice of all such meetings.

The Executive Director shall conduct a continuous effort to increase all classes of membership and revenues of the association. The Executive Director shall assist the committees of the association by furnishing them with technical information. The Executive Director shall promptly deliver all books, papers, files, etc., to a successor in office or whomsoever the Executive Committee and/or the Board of Directors may designate to receive it. The Executive Director shall be a non-voting member of the Board of Directors and the Executive Committee. The Board of Directors may designate a business office in lieu of an executive director to fulfill those duties.

ARTICLE IV - DISTRICTS

Section 1 – District Boundaries: The District Boundaries of the Association are defined as follows:

- A. **District 1:** Barron, Bayfield, Burnett, Douglas, Polk, Rusk, Sawyer, and Washburn counties.
- B. **District 2:** Ashland, Iron, Langlade, Lincoln, Marathon, Oneida, Price,

Taylor, and Vilas counties.

- C. **District 3**: Brown, Door, Florence, Forest, Kewaunee, Marinette, Menominee, Oconto, Outagamie, Portage, Shawano, and Waupaca counties.
- D. **District 4**: Buffalo, Chippewa, Clark, Dunn, Eau Claire, Jackson, Pepin, Pierce, St. Croix, Trempealeau, and Wood counties.
- E. **District 5**: Adams, Crawford, Iowa, Grant, Juneau, La Crosse, Lafayette, Monroe, Richland, Sauk, and Vernon counties.
- F. **District 6**: Calumet, Columbia, Dodge, Fond Du Lac, Green Lake, Manitowoc, Marquette, Ozaukee, Sheboygan, Washington, Waushara, and Winnebago counties.
- G. **District 7**: Dane, Green, Jefferson, Kenosha, Milwaukee, Racine, Rock, Walworth, and Waukesha counties.
- H. **District 8**: All retired Sheriffs, Undersheriff, Deputy Sheriffs and Jail Officers.

ARTICLE V – COMMITTEES AND TASK FORCES

Section 1 – Committees/Task Forces: The President shall appoint Committees, Task Forces, or Special Committees, with the approval of the Board. Committees and Task Forces shall be established and delegated authority only in accordance with current Wisconsin law.

Section 2 – Committee/Task Force Chairperson: The President shall appoint chairpersons and/or members of Committees, Task Forces, or Special Committees.

ARTICLE VI – MEETINGS

Section 1 – Annual Business Meeting: The date and site of the Annual Business Meeting and Conference shall be determined by the Board of Directors. Additional conferences and trainings may be held throughout the year, if the Board of Directors deems beneficial to the membership.

Section 2 – Special Meetings of the Association: Special meetings of the Association as a whole may be called by the President whenever such meetings

become necessary.

Special meetings of this Association 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 Executive Committee, who shall state the special purpose for which it is called.

Notice of the time and place of the special meeting shall be given to all the active members of the Association by its Executive Director, either personally or by mailing, other means a written notice to the member at his/her place of residence or post office address as shown in the Association's files. The membership shall be notified of such meetings at least three days prior to the meeting.

Special meetings of the members of the Association may be held without call under such circumstances as the laws or statutes of the State of Wisconsin may permit, and upon compliance with the requirements thereof.

Section 3 – Board of Directors Meetings: Meetings of the members of the Board of Directors shall be held in Wisconsin, at the times and places appointed by the Board of Directors. The President of the Association may also call meetings of the Board of Directors at such times and places as he/she deems necessary. The members of the Board of Directors may hold special meetings at any time, without call, when all members of the Board of Directors are present.

Section 4 – Special Meetings of the Board of Directors: The President of the Association shall call special meetings of the Board of Directors whenever requested to do so in writing by any four (4) members of the Board of Directors. The Board of Directors shall be notified of such meetings at least three (3) days prior to the meeting.

Section 5 – Quorum: A quorum for meetings of the Association shall be twenty-five (25) voting members.

A quorum of the Board of Directors shall be a majority of the voting members. A quorum will be required for action to be taken at any meeting of the Association members or its Board.

The president and two (2) officers of the executive committee present shall constitute a quorum for transaction of business.

Section 6 – Proxy: At any official meeting of the Association, the absent active member may vote by duly authorized proxies. The appointment of the duly authorized proxy shall be in writing, witnessed, naming the member authorized to vote the proxy, effective only for the meeting next subsequent to the making of the proxy, and filed with the Secretary of the Association prior to the time the meeting is called to order.

Section 7 - Vote Binding: A majority of the votes cast by the active members, or the members of the Board of Directors, at any meeting of the Association at which there is a quorum, shall be decisive of any election, motion, resolution, or other proceedings, except when otherwise especially provided by law or by these By-Laws.

Section 8 – Voting in Absence of Meeting: The President may authorize a ballot of the Board of Directors to address timely business. Unanimous written consent from all voting Board members by the announced deadline is required for any action. The issue must be reported at the next regular Board meeting. Meetings of the Board of Directors or committees of the Board of Directors may be conducted by telephone/email or other communication technology in accordance with Wis. Stats. 181.24(3(a) or any successor thereto.

Section 9 – Rules of Conduct: At all meetings of the Association and all meetings of the Executive Committee and Board of Directors, Roberts Rules of Order shall be parliamentary law of this Association except in those instances where Roberts Rules of Order may conflict with these By-Laws, and then the By-Laws shall prevail.

ARTICLE VII – VOTING

Section 1 – Election of Officers: For voting purposes, each Sheriff and his/her Undersheriff shall be combined to constitute not more than one (1) vote, which they shall be present to vote, and regardless whether said Sheriff and Undersheriff have divergent views; similarly, all the Deputy Sheriffs and Jail Officers who are active members in any given county, shall be combined to constitute not more than two (2) votes, which shall be counted as such regardless of how many shall be present to vote, and regardless whether said Deputies and Jail Officers have divergent views.

For voting purposes, the retirees will vote as an additional County. Each retired Sheriff and his/her retired Undersheriff shall be combined to constitute not more than one (1) vote, which shall be present to vote, and regardless whether said Sheriffs and Undersheriffs have divergent views; similarly, all the retired Deputy Sheriffs and Jail Officers who are active members in any given county shall be

combined to constitute not more than two (2) votes, which shall be counted as such, regardless how many shall be present to vote and regardless whether said Deputies and Jail Officers have divergent views.

Section 2 – Election of District Directors: District Directors and one alternate shall be chosen by a majority vote by the active members of the Association residing within the respected district. The District Directors and alternates so chosen shall serve for two (2) years and until their successors have been duly elected and qualified. District Directors and alternates shall be elected by the membership of the district, in a district caucus. Immediately after the district cuscuses, the eight (8) districts shall notify the presiding officer of the meeting of the Association as to who has been so elected. The Chairman shall announce to the meeting, the names of the person so elected, and they will then be qualified to serve as members of the Board of Directors. Alternates shall be qualified to serve as members of the Board of Directors only in the absence of the elected Director.

At the annual meeting of the members of the Association where the District Directors are elected, the Secretary shall make a complete record of the District Directors and alternates elected in the respective districts and thereupon the newly elected District Directors and alternates, in the absence of the Director, shall serve as a member of the Board of Directors for two (2) years and until his/her successor has been duly elected and qualified.

ARTICLE VIII - AMENDMENTS TO THE BY-LAWS

Section 1 – By-Laws Amendment Quorum: The By-Laws, or any part thereof, may be amended, modified or repealed at any duly convened meeting of the active members of the Association by a vote of two-thirds (2/3) of the active members present at said meeting.

Section 2 – Dissolution: In case of dissolution, all assets of the Association shall be given to another organization of similar purpose, who shall at the time, qualify as an exempt organization under Section 501(C) (3) or 501(C) (8) of the Internal Revenue Code of 1954, as amended.