



**CONSTITUTION
And
BY-LAWS
of the
WOMEN POLICE OF ALASKA**

Updated: May 15, 2006

Article I

Names and offices

1. Name. The name of this Association is Women Police of Alaska.
2. Offices. The Association may have offices at such places as the Board of Directors may from time to time appoint or the purposes of the Association may require.

Article II

Term and Dissolution

1. The term for which this Association is organized shall be perpetual.
2. Dissolution. Upon dissolution of this Association or the winding up of its affairs, the assets of the Association shall be turned over to The International Association of Women Police.

Article III

Purpose and Objectives

1. Purpose. The purpose of this Association shall be to secure proper training, to inspire the appointment of qualified women, to encourage the increased use of women in law enforcement, to work for the general improvement of law enforcement services, to provide an atmosphere and means to network and encourage fellowship, and to promote such services statewide.
2. Other Aims and Objectives.
 - A. To maintain law enforcement work as an honorable profession.
 - B. To uphold the principles of good government.
 - C. To be cognizant of the responsibility of women in law enforcement, which is the protection and defense of individual rights.
 - D. To maintain professionalism by preparing women through education and training to keep abreast of current theories and techniques in the interests of better serving the public in the law enforcement profession.
 - E. To encourage the application of the highest ethical standards of the law enforcement profession and endeavor by the exchange of methods and ideas to increase efficiency within law enforcement organizations.
 - F. To secure a closer official, professional and social relationship among women in law enforcement.
 - G. To secure public recognition of women and law enforcement officers and their work.

Article IV

Members and Meetings of Members

1. **Membership.** This Association shall have four classes of members: active, associate, life, and honorary.

ACTIVE: All full time commissioned law enforcement personnel or those who have retired from active duty are eligible for active membership in this Association. Members in good standing, who retire after active duty, have the privilege of continuing as active members by payment of annual dues. Nothing in these provisions shall be construed to exclude from active membership any person already having the status of active member as of the date of adoption of this constitution.

ASSOCIATE: All those publicly employed in other areas of police work may become associate members of this Association. Associate members shall have all privileges of active members except in matters of voting.

LIFE: Any Active or Associate Member in good standing of this Article and who shall have served this organization with honor and distinction, may be elected to a Life membership by a vote of the State Executive Board of the Association. Any Active Member in good standing can nominate any member in good standing for Life Membership. A Life Member shall have all the rights and privileges of an Active Member. For the purposes of this section, Associate Life Members are not considered an "Active member". A Life Member, upon election to Life membership, shall be exempt from the payment of all further Association dues. Unless otherwise indicated, the term "Active Member" as used in this Constitution and Bylaw shall include Life Members.

HONORARY: Persons of distinction whose vocations and interests are similar to women in law enforcement, upon the recommendation of the Board of Directors at a regular meeting of the Association, may be elected to honorary membership shall be submitted to the Board of Directors. Honorary members shall have all the rights and privileges of active members except those of holding office or voting and shall be exempt from paying dues.

2. **Eligibility.** Eligibility of future members shall be determined by the Board of Directors. The status of a member as of the date of adoption of this constitution will not change.
3. **Rights of Members.** Except as qualified by definitions of membership above, the rights of a member to vote and all rights, title, interest in or to the Association shall cease on the termination of membership. No members shall be entitled to share in the distribution of the Association assets upon dissolution of the Association.
4. **Annual Meeting.** The annual meeting of the members of the Association shall be held at such time and place as determined by the members of the Association at an annual or special meeting by the Board of Directors for the purpose of electing officers or for the transaction of such other business as may properly come before the meeting.
5. **Notice of Annual Meeting.** Notice of the time, place, and purpose of the annual meeting shall be served not less than thirty days before the meeting upon each person who appears on the books of the Association as a member. Notification will be made by mail, phone, or email address on file.

6. **Special Meetings.** Special meetings of the members, other than those regulated by statute, may be called at any time by the President or vice-President or by two officers and must be called by the President or Secretary on receipt of the written request of one-third of the members of the Association.
Notice of a special meeting stating the time, place, and purpose thereof shall be served personally or by mail upon each member not less than thirty days before such meetings. Notifications will be made by mail, phone, or email address on file.
7. **Quorum.** At any meeting of members of the Association the presence of five members eligible to vote shall be necessary to constitute a quorum for all purposes.
8. **Voting.** At every meeting of members each active member shall be entitled to vote in person. Upon the demand of any member, the vote upon any question before the meeting shall be by ballot. Except as otherwise provided by this constitution, each voting member shall be entitled to one mail-in ballot for each yearly election of the officers of the Board of Directors.
9. **Waiver of Notice.** Whenever under the provision of any law or constitution of this Association, the Association or the Board of Directors or any committee thereof is authorized to take any action after notice to the members of the Association or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action is completed, such requirements are waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by an authorized representative.
10. **Removal of Members or Officers.** Any member, director or officer may be removed from membership or from office by the affirmative vote of two-thirds of the full membership, registered at any regular or special meeting called for that purpose, for conduct detrimental to the interest of the Association. Any such member, officer, or director proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Officers may also be removed from serving as President, Vice-President, Secretary, or Treasurer for failure to attend two or more consecutive meetings without prior notification of the Executive Board.

Article V

Board of Directors

1. **Government and Election.** Subject to the direction of the members of this Association at their annual meeting or special meetings, the business and property of the Association shall be managed and controlled by the Board who shall implement the general policy of the Association. Robert's Rules of Order (newly revised) shall constitute the rules of procedure of all business meetings and shall govern all matters not herein covered.
2. **Members.** The members of the Board of Directors shall be President, Vice President, Secretary, Treasurer, Past President, and four members elected from the members at large. All members of the Board of Directors shall be active with membership dues paid for the current year.
3. **Resignation.** Any member of the Board of Directors may resign at any time by giving written notice of such resignation to the Board of Directors.
4. **Vacancies.** Any vacancy in the Board of Directors occurring during the year may be filled for the unexpired portion of the term by the directors then serving. Any director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the Association or until the election and qualification of a successor.
5. **Annual meetings.** Immediately after each annual meeting, the Board of Directors shall meet forthwith for the purpose of organization, the appointment of committee and the transaction of other business, and if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given.
6. **Special Meetings.** Special meetings of the Board may be called by the President or Vice President, in the absence of the President, and must be called by either of them on the written request of any member of the Board.
7. **Notice of Meetings.** Notice of all Board meetings will be given in writing at least thirty days before the meeting. The Board may hold meetings as necessary to conduct the business of the Women Police of Alaska, and when necessary, less than 30 days notice may be given.
8. **Chairman.** At all meetings of the Board, the President or Vice President, or in their absence a chair chosen by the directors present, shall preside.

9. **Quorum.** At all meetings of the Board, five officers shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the officers present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or this constitution.
10. **Contracts and Services.** The Board and officers of the Association may be interested directly or indirectly in any contract relating to or incidental; to the operations conducted by the Association, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Association, notwithstanding that they may also be acting as individuals, or a trustee of trusts, or as agents for other persons or Associations, or may be interested in the same matters as stockholders, directors, or otherwise, provided however, that any contract, transaction or act on behalf of the Association in a matter in which the officers are personally interested as stockholders, director, or otherwise shall be at arm's length and not for the application of the Association's funds for private benefit. Provided further that no contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the officers be obligated to inquire into the authority of the officers to enter into and consummate any contract, transaction, or other action.
11. **Powers.** All the Association's powers, except such as are otherwise provided for in this constitution shall be and are hereby vested in and shall be exercised by the Board. The Board may, by general resolution, delegate to committees of the members, or to officers of the Association, such powers as they may see fit.
12. **Duties.** The Board shall present at the annual meeting of members and file with the minutes thereof a report, verified by the President and Treasurer, or by a majority of the directors, showing (a) the whole amount of real and personal property owned by the Association, where located and where and how invested; (b) the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; (c) the amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects, or persons to or for which application, appropriations, or expenditures have been made, and (d) the name and places of residence of the persons who have been admitted to membership during the year.

Article VI

Officers and Committees

1. **Number of Officers.** The officers of the Association shall be the President, Vice President, Secretary, Treasurer, and four (4) members elected from the membership at large, which such powers and duties are not inconsistent with this constitution as may be appointed and determined by the Board.
2. **Election, Term of Office and Qualifications.** All officers shall be elected biannually each by vote of the members of the Association voting through mail-in ballot. To be eligible to be an officer the nominee must be a member of the Association six months prior to the election.
3. **Nominations.** A person can be nominated for an office in the Association by the nominating committee or by a nomination from the floor. All candidates must submit a letter of acceptance of the nomination.
4. **Voting Procedure.** All officers will be elected by a majority vote.
5. **Vacancy.** In case any office or committee chair of the Association becomes vacant by death, resignation, disqualification, or any other cause, the President may appoint an officer or member to fill such vacancy, and the person so appointed shall hold office until the first meeting of the Board next succeeding at which time the Board may elect a replacement who shall serve until the next election and qualification of a successor.
6. **President.** The President shall preside at all meetings. The President shall have and exercise general charge and supervision of the affairs of the Association and shall do and perform such other duties as may be assigned by the Board. The President shall be an Ex-officio member of all committees except the Nominating Committee.
7. **Vice President.** At the request of the President, or in the event of the President's absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; shall maintain and protect the property, files, and permanent records of the Association, and to the extent authorized by law, the Vice President shall have such other powers as the Board may determine, and shall perform such other duties as may be assigned to them by the Board.

8. **Secretary.** The Secretary shall have charge of such books, documents, and papers as the Board may determine. The Secretary shall attend and keep the minutes of all meetings of the Board and members of the Association. The Secretary shall keep a record containing the names, alphabetically arranged, of all persons who are members of the Association, showing their places of residence and mailing addresses (this list is to be kept updated and provided by the Chairman of the Membership Committee). The Secretary may sign with the President or Vice President, in the name and on behalf of the Association, any contracts or agreements authorized by the Board. The Secretary shall, in general, perform all duties incident to the office of Secretary, subject to the control of the Board, and shall do and perform such other duties as may be assigned by the Board.
9. **Treasurer.** The Treasurer shall have the custody of all funds, property, and securities of the Association, subject to such regulations as may be imposed by the Board. The Treasurer may be required to give bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board may require. When necessary and proper, she/he may endorse on behalf of the Association for collection of checks, notes and other obligations, and shall deposit the same to the credit of the Association at such bank or banks of deposit as the Board may designate. The Treasurer shall sign all receipts and vouchers together with such other officer or officers, if any, as shall be designated by the Board, shall sign all checks of the Association and all bills of exchange and promissory notes issued by the Association, except in cases where the signing and execution thereof shall be expressly designated by the Board or by this constitution to some other officer or agent of the Association. They shall enter regularly on the books of the Association to be kept for that purpose, full and accurate account of all monies and obligations received and paid or incurred by him/her for the account of the Association, and shall exhibit such books at all reasonable times to any director or member. He/she shall, in general, perform all duties incident to the office of Treasurer, subject to control of the Board.
10. **Removal.** Any officer or chairman may be removed from office by the affirmative vote of two-thirds of all the members at any regular or special meetings called for that purpose for nonfeasance, malfeasance, misfeasance, or conduct detrimental to the interest of the Association. Any officer or committee chairman proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting of the members at which such removal is to be voted upon and shall be entitled to appear before and be heard by the members.
11. **Committees.** The standing committees of this Association shall be: Nominating, Membership, Training, Ways and Means, Public Relations, Newsletter and Legislative. Except as more specifically provided by this constitution, the committees shall be appointed by the President and perform such duties as directed by the Board.

12. **Resolutions.** All resolutions to be presented at the annual meeting of the general membership for approval shall be submitted to a member of the Board preceding the annual meeting.

Article VII

Contracts

The Board, except as in this constitution otherwise provided, may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, an officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, for any purpose or to any amount.

Article VIII

Finances

1. **Fees.** The fee for all membership shall be determined by membership vote. The original fee will cover the costs of initiation and membership. In the event that the application is rejected, the fee shall be returned to the applicant.
2. **Currency.** Any and all business of this Association involving financial matters shall be conducted on the basis established by the currency of the United States of America.
3. **Audit.** An audit of the Treasurer's books will be conducted at the end of each term of office by a person or company appointed by the President with the approval of the Board.

Article IX

Prohibition Against Sharing Association Earnings

No member, director, officer, or employee of or member of a committee or a person connected with the Association, or any private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent payment to such person of such reasonable compensation for services rendered to or for the Association in affecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the Association's assets upon the dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association after all debts have been satisfied, then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board may determine or as may be determined by a court of competent jurisdiction upon application of the Board, exclusively to the International Association of Women Police.

Article X

Amendments

1. **By the Board.** An amendment to this constitution must be presented in writing to the Board. Upon approval by the Board, the amendment will be presented for vote at the next annual meeting. All provisions of the constitution made by the Board may be altered, amended or repealed by the members.
2. **By the Members.** The constitution may be altered, amended or repealed at the annual meeting of the members of the Association by a two-thirds majority vote of all members, in person, provided that the proposed action is inserted in the notice of such meeting.

Article XI

Exempt Activities

Notwithstanding any other provisions of this constitution, no member, director, officer, employee, or representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its Regulations, as by an organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

BY-LAWS

1. Dues Schedule:

- a. Active Member \$25.00 annual dues
- b. Associate Member \$15.00 annual dues
- c. Life Member no dues
- d. Honorary Member no dues

All dues and fees will be paid in United States currency only.

2. Meetings

- a. Regular meetings shall be held semi-annually at a location to be decided by the Board.
- b. The annual meeting shall be held during the Alaska Peace Officers Association Crime Conference each year.

3. Fiscal Year

The fiscal year of the Association will be January 1 to December 31.

4. Elections

The biannual election shall be held by ballot in March/April to be announced at the annual meeting of the Association.

APPROVAL BY THE BOARD: _____

DATE _____