

WYOMING ASSOCIATION OF SHERIFFS AND CHIEFS OF POLICE

CONSTITUTION AND BY-LAWS

ARTICLE I Name

The name of this Association shall be WYOMING ASSOCIATION OF SHERIFFS AND CHIEFS OF POLICE and referred herein to as the "Association".

ARTICLE II Principal Office

The principal office of the Association shall be located within the State of Wyoming at a location set by the Executive Board. The Executive Director or Executive Officer shall serve as the registered agent. The Association may from time to time have such offices as designated by the Executive Board.

ARTICLE III Purposes and Powers

The purposes and powers of the Association shall be:

(A) The Association is organized exclusively for charitable, scientific, literary, educational, and/or other specified purposes which meet certain other requirements as allowed under Internal Revenue Code Section 501(c)(3).

(B) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association 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 Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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 Association shall not carry on any other activities not permitted to be carried on 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 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, herein referred to as “Members”, of this Association shall be persons who are the administrator of a city, county, or state agency or department regularly and currently engaged in the enforcement of the general criminal laws of the United States, the State of Wyoming and its political subdivisions. Any agency administrator, chief or sheriff shall be deemed an active member if that agency or organization is eligible for Association membership and has paid the requisite dues or costs associated with said membership.

(2) Associate Members. Individuals eligible for associate membership shall be any officer of command authority, regardless of rank, serving under and endorsed by an active member of this Association, and 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 shall not have the power to vote or hold an elective office or board position. An associate member may serve as chairman of a committee.

(3) Retired Members. Any retired Wyoming Chief of Police, sheriff or agency administrator who had been eligible for Active Membership prior to retirement shall be eligible for retired membership upon endorsement by an Active Member, and where their membership will benefit this Association and enhance the goals and objectives of law enforcement in the State of Wyoming. A retired member shall have the same powers as an active member except shall not have the power to vote or hold an elective office or board position. A retired member may serve as chairman of a committee. Retired members shall be exempt from paying association dues.

(4) Allied Members. Allied membership may be granted to any individual or corporation who, because of interest or expertise, their membership will benefit the Association and enhance the goals and objectives of law enforcement in the State of Wyoming. Allied Members shall be 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, except that they shall not vote in Association matters.

(5) 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 and shall be exempt from paying association dues. Honorary Members shall not vote in Association matters.

(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, or when specifically allowed by the Board.

(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 to the Executive Director/Board and in the manner prescribed by the Executive Director/Board, be eligible for membership in the Association.

(C) Conflicts of Interest. No Member 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 Member must disclose the existence of the potential conflict to the remaining 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 Association minutes.

(D) Selection of Members. Application for membership in the Association shall be in a manner prescribed by the Board and shall be accompanied by such membership fee as required.

(E) Payment of Dues. Membership dues shall initially be set by the Board in accordance with the size of the membership agency or department and shall be paid on an annual basis. Any increases to membership fees shall be approved by a majority vote of the Members at a regular Membership meeting. The Executive Director may waive dues for Members pursuant to financial hardship for a time period as designated by the Board.

(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 Active, Associate, Retired, Lifetime, Allied or Honorary 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, or acknowledged email, sent to the last known address or email 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, or via email, 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, 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 a regular and current law enforcement agency administrator 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. Membership shall be automatically terminated for Members or associate members at such time their Peace Officer Standards and Training (POST) certification is revoked by the POST Commission. Membership of Retired Members, Life Time Members, Allied Members or Honorary Members may be terminated by a majority vote of the Executive Board in instances where continued membership would be detrimental to the Association and its mission, vision or goals.

(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.

ARTICLE V Executive Board

(A) Executive Board Membership. The seven (7) member Executive Board, herein referred to as the "Board", shall consist of the following:

- (1) Three (3) sheriffs elected from and by the active Members present at the annual meeting;
- (2) Three (3) police chiefs elected from and by the active Members present at the annual meeting.
- (3) One (1) police chief or sheriff elected from the active Members present at the annual meeting.

(B) Executive Board Election and term of office. The Board members serving in tiered vice presidency/presidency roles at the time of Bylaw adoption in 2024 may remain on the Board for

up to eight (8) years from their original appointment date. Successive Board members shall be elected to terms of up to eight (8) years when elected by the active Members at the annual meeting. The election shall occur at the annual general meeting session upon nomination(s) from the floor and with a written ballot. Any successive Board member shall leave the board after serving eight (8) consecutive years, but may return after two (2) years of non-Board membership or at any time when no other qualified Member accepts nomination or selection.

(C) Executive Board Vacancy. A vacancy of any position on the Executive Board shall occur when any such Member dies; retires or resigns the position which affords him/her Member status; 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 may appoint a successor from the active membership of the division for such vacancy, subject to approval by the Executive Board, and effective only until the next annual meeting where an election for replacement will occur.

(D) 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.

(E) The Executive Board shall have a regular meeting at the time and place of the annual meeting, wherein it shall report to the membership on its activities. The Board shall meet upon regular intervals throughout the year, as set by the Board. Other meetings of the Board may be called by the President, by four (4) members of the Board, or upon demand of a majority of the Members of the Association.

(F) 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 powers, duties and responsibility of the Executive Director, when not described herein, shall be delineated in an employment contract approved by the board. 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 Board shall review the performance of the Executive Director and any other employees or contractors on a yearly basis, before any new contract is approved for future employment. The Executive Director and any other employees shall serve at the Executive Board's pleasure and shall be directed by the board.

(G) The Board shall have no power to alter or amend the Constitution and by-laws of the Association, other than their individual vote as an Active Member of the whole.

(H) Reasonable and necessary expenses of Board members incurred in relation to Board business may be borne by the Association.

(I) A majority of the Executive Board shall constitute a quorum for the transaction of Executive Board business.

(J) 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 be provided, but are not required. A member of the Executive Board shall be automatically removed at such time his/her Peace Officer Standards and Training (POST) certification is revoked by the POST Commission.

(K) 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 VI Officers

(A) The officers of the Association shall be the duly elected members of the Executive Board. The Board shall elect or reaffirm each of the following positions on an annual basis, from within the Executive Board: President, Vice- President, 2nd Vice-President, and Secretary/Treasurer.

(B) Period of Service. The officers, as duly elected Executive Board Members, shall serve no longer than eight (8) consecutive years as denoted in Article V Section (B).

(C) Vacancies. Upon the occurrence of any Board vacancy, the President may appoint a successor from the active membership of the association for such vacancy, subject to approval by the Executive Board, and effective only until the next annual meeting where an election for replacement will occur.

(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 may, by resolution, further define the duties of the President.

(E) Vice President. It shall be the duty of the Vice President to perform all the duties of the President during the absence of the President and in the absence of the Vice-President it shall be the duty of the 2nd Vice-President to perform the duties of the President. The Board of Directors may, by resolution, further define the duties of the Vice-President and 2nd Vice-President.

(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 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 may further define the duties of the Secretary/Treasurer by resolution, and may employ such employees as are necessary to aid 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/her. 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, or direct such to be completed by the Executive Director or Association employee. He/she 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.

ARTICLE VII

- (A) Terms of Elective Positions. Elective positions shall be selected pursuant to Art. V Sec. B.
- (B). The Board shall annually elect or reaffirm the position of President, Vice President, 2nd Vice President, and Secretary/Treasurer. Other elections that may be needed from time to time, as determined by the Board, shall be held in a manner prescribed by the Board through resolution.

ARTICLE VII Committees

- (A) Standing Committees. There shall be the following Standing Committees:
 - 1. Sheriff Committee, also known as the Wyoming Sheriff's Association
 - a. All sheriff Members are de facto Sheriff Committee members and shall determine committee assignments, positions, titles and offices as the Sheriff Committee sees fit.
 - 2. Additional standing committees as established by the Executive Board.

- (B) Other Committees. The President and/or Executive Director shall appoint various committees for specific tasks as the need may arise.

ARTICLE IX Meetings

- (A) General Membership Meetings

(1) Annual General Membership Meeting. There shall be an annual meeting of the Association, held at a time and place determined by the Executive Director and Board. The meeting shall be held for the purpose of electing Board members, as needed, and for transactions of such other business as may come before the Members. The Association shall provide training opportunities for Members and the Members' employees. The Association shall make every attempt to certify the training for Peace Officer Standards and Training (POST) continued educational credit.

(2) Other Meetings. There shall be general membership meetings, as determined by the Executive Director or the Board. Whenever feasible, any additional membership meeting(s) should be scheduled in conjunction with other law enforcement related gatherings to encourage robust attendance.

(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) Annual General Membership Meetings. The Executive Director and/or Board shall give notice of the time and place of each of the Annual General Membership meeting not less than ninety (90) days prior to the date of such meetings. Notice shall be given via electronic means to the email of record for each member agency and through advertisement on the Association website.

(2) Other or Special Meetings. The Executive Director and/or Board shall send notice via electronic means of all other or special meetings to all Members 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.

(3) Notice for all meetings be given via electronic means to the email provided upon registration for membership and through the Association website.

(C) 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.

(D) Quorum. For Annual and special meetings, ten (10) 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.

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

ARTICLE X 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 or Revision

The Constitution and by-laws may be amended or revised by the vote of two-thirds of the voting members present at the Annual 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 Official Seal

There shall be an official seal of the Association, as adopted by the Executive Board, duly recorded in the meeting minutes thereof and attached to the bylaws as an exhibit.

ARTICLE XIV 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.

ARTICLE XV Effective Date

These Bylaws shall be adopted upon an affirmative vote of two-thirds (2/3) of the Members present at the Annual General Membership Meeting of the Association on April 22, 2024. When adopted, all previous Bylaws or amendments thereto are repealed.