

**Constitution and Bylaws for the Massachusetts Association of Women in Law
Enforcement
June 2007**

Article I - Name

The name of this organization shall be the Massachusetts Association of Women in Law Enforcement (MAWLE), hereinafter referred to as the Association.

Article II – Mission and Purpose

Mission: To strengthen, unite, and raise the profile of women who are in or may be considering law enforcement and criminal justice careers in Massachusetts.

Purpose: To achieve the mission of this Association, MAWLE is committed to fostering and promoting

- a. Professional Development
- b. Training
- c. Recognition
- d. Mentoring
- e. Networking
- f. Peer Support

Article III – Membership

A. Any person in law enforcement/criminal justice or any person who by training, experience or other professional attainments in law enforcement, as determined by the Membership Committee, shall be eligible for membership.

B. Levels of Membership

- 1. Active** – Current and former law enforcement officers with jurisdiction within the Commonwealth of Massachusetts and persons employed by law enforcement or criminal justice related agencies within the Commonwealth may, upon monetary contribution, become an active member.

Members in good standing after retirement from active duty, have the privilege of continuing as active members by payment of annual dues. Active members may vote and hold office.

2. **Supporting** – Any individual interested in fostering the aims and objectives of this Association may, upon annual monetary contribution, become a supporting member.

Supporting members shall have all the rights and privileges of active members except those of holding office and voting.

3. **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 organization, may become an honorary member.

Honorary members shall have all the rights and privileges of active members except those of holding office and voting and shall be exempt from paying dues.

4. **Student** – Any part-time or full-time student pursuing a degree in Criminal Justice or the Institution’s equivalent to Criminal Justice degree is eligible to be a member with the status of Supporting Member upon payment of annual dues. The prospective member must present current and valid student identification and a college or university transcript confirming the course of study.

- C. Applicants for membership should apply either orally or in writing by contacting the Membership Committee.
- D. The Membership Committee shall confirm the eligibility of potential members. The Association reserves the right to refuse membership. Screening of applications may include, but is not limited to, employment verification and CORI check of applicant. The status of a member at the date of adoption of this constitution will not change.
- E. Election to membership shall be by a majority vote.

Article IV – Financial

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.

Fiscal Year: The fiscal year of the Association shall be from January 1st through December 31st.

Publication of the Financial Statement: The Treasurer shall prepare an annual financial statement at the close of the fiscal year. This statement shall be available to members upon request.

Membership Dues: Annual membership dues shall be set forth by the Board of Directors.

Checks shall be made payable to “MAWLE” and forwarded to the Membership Committee.

Annual dues of all Active Members shall be due and payable on January 1st of each year.

Signing Officers: Signing Officers of the Association shall be the President and the Treasurer and/or Chairperson of the Finance Committee.

Article V – Officers

Section 1: Officers

- A.** The affairs of the Association shall be managed by the Board of Directors. This shall consist of:
- (1) Four elected members with one vote: President, Vice President, Treasurer and Secretary.
 - (2) Appointed member with a vote: Executive Director.
 - (3) The Immediate Past President with no vote.
 - (4) Appointed Chairpersons of Standing Committees and Sergeant at Arms with no vote. Appointed members of the Board of Directors may make motions, and may speak to motions.

The President, Vice President, Treasurer and Secretary shall serve a two (2) year term.

These officers will be elected bi-annually at the annual business meeting of each odd numbered year by a majority vote of the members of the organization voting in person or by authorized mail-in ballots.

The Immediate Past President shall serve until the current President steps down.

Officers may not be elected for more than three (3) consecutive terms.

All Active Members shall be eligible to hold an Association office.

Any elected officer, who fails to attend at least two of the quarterly meetings, without being granted an excused absence by the President, shall be relieved of that office.

- B.** Nominations for officers may be made at any time prior to the day of the election at the annual business meeting by submitting the name (s) of the nominee(s) and the position(s) named for, in writing, or on the day of the election from the floor, to the Organizational Structure Committee Chairperson.

Officers shall assume office on July 1st immediately following elections.

Section 2: Power and Duties

President

The President shall preside at all meetings of the members, assist in developing Association policy, set the goals and objectives of the Association, approve the standing committees and appoint chairs for each, act as a spokesperson for the Association, and in general, shall perform all duties incident to the Office of the President authorized by the Association policy and bylaws.

The President shall provide general oversight and give guidance to the Organizational Structure Committee.

The President may call an executive session whereby only officers and any person that the president deems necessary shall be present.

Vice President

In the absence of the President, the Vice President shall perform the duties of the President. If the office of the President is vacant during the term of office, the Vice President shall become acting President for the remainder of the term.

Serving as acting President shall not prevent that person from being elected President at the next election of President.

The Vice President, or designee, shall provide general oversight and give guidance to the Training/Professional Development Committee.

Immediate Past President

The Immediate Past President shall act as an advisor to provide knowledge and expertise to the Board of Directors.

Treasurer

The Treasurer, or designee, shall have charge and custody of and be responsible for all funds of the Association; receive and give receipts for money due and payable to the Association from any source whatsoever; and in general perform all duties incident to the office of Treasurer authorized by corporate policy, bylaws, and administrative directives.

The Treasurer, or designee, will ensure that all finances are processed in accordance with the following:

1. A budget shall be prepared for approval at the annual business meeting by the Board of Directors and all expenditures will be in accordance with this approved budget. Any single expenditure in excess of five hundred dollars (\$500.00) will require the President's approval in writing.
2. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board of Directors choose.
3. The Association may accept contributions, gifts, or bequests for the general purpose of the Association.

The Treasurer, or designee, shall provide general oversight and give guidance to the Finance/Membership Committee.

Secretary

The Secretary, or designee, shall be responsible for handling the Association's mail.

The Secretary shall record meeting minutes and distribute the minutes to the membership. The Secretary shall mail the agenda if the agenda is established in advance by the President or designee.

The Secretary, or designee, shall provide general oversight and give guidance to the Publications Committee.

Executive Director

The Executive Director shall serve as a voting advisor to provide knowledge and expertise to the Board of Directors. The Executive Director must have served in a previous elected position within the Association. The President, with the approval of the Board of Directors, shall appoint the Executive Director.

Sergeant at Arms

The Sergeant at Arms is responsible for the display of the logo and colors.

The Sergeant at Arms is responsible for maintaining order at all business and board meetings, according to Robert's Rules of Order, Newly Revised, and verifying the status of members present and voting at meetings and shall perform any duty required of him/her by the President for conducting such meetings.

The Sergeant at Arms is a non-voting board member position and is appointed by the President.

Designees

Any designee must be approved by the Board of Directors.

Section 3: Vacancy in Elected Office

If one of the elected offices of Vice President or Secretary of the Association shall become vacant for any reasons, the President, with the advice and consent of the remaining Board of Directors, shall fill the vacancy as soon as possible with the appointment of an Association Member to such vacant office for the remainder of the term of office.

If a vacancy should occur in the elected office of Treasurer, the Vice president shall serve in that capacity until an Association member can be appointed.

Section 4: Holding More than One Office of the Association

An Association member shall not hold more than one (1) elected office at the same time, unless otherwise provided for in these By Laws.

Section 5: Removal from Office

The officers shall have the power to exclude, suspend, or expel any officer by a majority vote of those officers for any conduct deemed to be subversive to the best interest of the Association, neglecting the duties of his/her office as prescribed by these By Laws or for any other violations of these By Laws.

Article VI – Standing Committees

Section 1: Organizational Structure Committee

The committee shall be responsible for overseeing the writing of Association by Laws, for keeping the By Laws up-to-date and current and for managing and directing Association elections.

The President shall appoint the Chairperson and the members of this committee.

Section 2: Finance/Membership Committee

The committee shall be responsible for developing the categories of membership, coordinating membership services and establishing a dues schedule for the Association. The committee shall also be responsible for the solicitation of new members and the development of necessary programs.

The President shall appoint the Chairperson and the members of this committee.

Section 3: Training/ Professional Development Committee

The committee shall be responsible for developing training and job opportunities for the membership and for organizing social activities which will provide an opportunity for networking for the membership.

The President shall appoint the Chairperson and the members of this committee.

Section 4: Publication Committee

This committee shall be responsible for developing and maintaining documents, brochures, logo, newsletters and a website for the Association.

The President shall appoint the Chairperson and the members of this committee.

Section 5: Duration of Committees

Each members of the committee including the Chairperson shall continue as such until a successor is appointed, unless the member is removed from the committee or the business of the committee is concluded.

Section 6: Responsibilities of the Chairperson

Each Chairperson shall be responsible for recommending members to the President for service on the committee, calling committee meetings, and reporting committee recommendations to the President or designee on all committee issues.

Section 7: Committee Voting

Voting shall be conducted by a simple majority vote of the committee members present and each committee member shall have one (1) vote.

Article VII – Meetings

Regular meetings of the Board of Directors and committees shall be held quarterly.

The Association shall hold at least one annual business meeting at a location selected by a simple majority of the Board of Directors.

The agenda of the annual business meeting shall be determined by the President or designee.

The annual meeting should coincide with the Association's annual conference. All active members of the Association shall be duly notified of the date and location of the annual business meeting and the conference.

The Board of Directors may call additional meetings, as it deems appropriate, and shall duly notify all active members of the Association of such additional meetings.

Article VIII – Voting

Section 1: General Business

A quorum must be present in order to vote on issues coming before the Board of Directors. Action taken by the Board shall be the simple majority of the quorum unless otherwise provided by the By Laws.

Voting by the membership shall be by simple majority of the members present at the meeting, unless otherwise provided for by the By Laws.

Members shall be entitled to cast one (1) vote on any matter coming before the Association.

Section 2: Facsimile and Mail Voting

The President may conduct a Facsimile, electronic mail, or USPS mail vote on a matter determined by the President to be so urgent as to not permit a duly noticed meeting.

Any action taken by facsimile, electronic mail, or USPS mail vote shall be immediately reported to all members of the Association.

Article IX – Quorum

At the annual meeting of the members of the Association, the presence of fifteen (15) percent of the members eligible to vote shall constitute a quorum for all purposes except as otherwise provided. The act of the majority of the members present at any meeting at which there is a quorum shall be an act of the full membership except as may be otherwise specifically provided by statute or by this Constitution.

Article X – Parliamentary Procedure

Roberts Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the By Laws and any special rules which the Association may adopt.

Article XI – Constitution / By Law Amendments

Any member of the Association may submit a proposed amendment to the Organizational Structure Committee. Proposed amendments must be submitted thirty (30) days in advance of the annual meeting in order to be presented for a vote at the annual meeting. The proposed amendment will be posted on the official website of the Association by a

two-thirds vote of the members present or by the alternative voting procedures as provided for in these By Laws.

Article XII – Indemnification of Directors and Officers

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the corporation or of any of its subsidiaries, or who at the request of the corporation may serve or at any time has served as a director, officer or director of, or in a similar capacity with another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigate, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interest of such subsidiary or organization or of the participants beneficiaries of, or other person with interests in, such subsidiary or organization to whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the corporation approves the payment of indemnification, such director shall be wholly protected if:

- (i) The payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of persons who are not at that time

parties to the proceeding, (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceedings and are selected for this purpose by the full board (in which selection directors who are parties may participate), or (3) by the members of the corporation if disinterested: or

- (ii) The action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors or in the manner specified in clauses (1), (2) or (3) of subparagraph (i); or
- (iii) The payment is approved by a court of competent jurisdiction; or
- (iv) The directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly and, in any event, within 30 days after the receipt by the corporation of a written request thereof from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30 day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation. The right of indemnification under this article shall be a contract right inuring to the benefit of the directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this article shall be adversely affect any right of such director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators or a director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such directors or officer or other persons may be entitled. Nothing contained in the article affect any rights to indemnification to which corporation employees or agents or agents other than directors and officers and other persons entitle to indemnification hereunder may be entitled by contract or otherwise under law.

Article XIII – Dissolution

Upon dissolution of this Association or the winding up of its affairs, the assets of the organization shall be distributed as determined by the Board of Directors exclusively to charitable, scientific, or educational organizations which would then qualify under the provision of Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.