

BYLAWS

OF

WOMEN IN FEDERAL LAW ENFORCEMENT, INC.

Amended and Restated as of January 1, 2006

TABLE OF CONTENTS

[TO BE UPDATED]

Article I - NAME AND PURPOSE	1
Section 1. Name	1
Section 2. Purpose	1
Section 3. Prohibited Activities	1
Article II - MEMBERSHIP	2
Section 1. Eligibility	2
(a) Regular Membership	2
(b) Associate Membership	2
(c) Supporting Membership	3
Section 2. Termination of Members	3
Article III - MEETINGS OF MEMBERS	3
Section 1. Annual Meeting	3
Section 2. Special Meetings	4
Section 3. Notice of Meetings	4
Section 4. Quorum and Voting	4
Article IV - OFFICERS	5
Section 1. Number	5
Section 2. Term	5
Section 3. Duties and Authority	5
(a) The President	5
(b) The Vice President	5
(c) The Treasurer	5
(d) The Secretary	5
(e) The Executive Director	6
Section 4. Eligibility	6
Section 5. Removal From Office	6
Section 6. Compensation	6
Article V – BOARD OF DIRECTORS	6
Section 1. Duties and Authority	6
Section 2. Number and Election of Directors	6
Section 3. Quorum and Voting	7
Section 4. Action Without Meeting	7
Article VI - COMMITTEES	7
Section 1. Conference Committee	7
Section 2. Member Committees	7
Article VII - FISCAL YEAR AND DUES	7
Section 1. Fiscal Year	7
Section 2. Membership Dues	7
Section 3. Increases in Dues	8
Article VIII - AMENDMENTS	8

WIFLE INC BYLAWS RESTATED JANUARY 1, 2006

Article IX – DISSOLUTION.....8

BYLAWS
OF
WOMEN IN FEDERAL LAW ENFORCEMENT, INC.
Amended and Restated as of January 1, 2006

Article I

NAME AND PURPOSE

Section 1. **Name.** The name of this corporation shall be Women in Federal Law Enforcement, Inc.; hereinafter referred to as the "Corporation" or as "WIFLE."

Section 2. **Purpose.** The purposes for which the Corporation is organized and operated are (i) to engage exclusively in such business and educational non-profit activities as may qualify it for exemption from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (hereinafter referred to as the "Code"), (ii) to organize and operate a scholarship fund exclusively for educational purposes that qualifies for exemption from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal income tax law), and (iii) to organize and operate one or more foundations exclusively for educational or other purposes that qualify for exemption from federal income tax under Section 501(c)(3) of the Code.

Without restricting the generality of the foregoing, the purposes for which this Corporation is organized are, *inter alia*, to identify barriers to the hiring, promotion, and equitable treatment of women in Federal law enforcement and recommend solutions to these problems; to encourage recruitment of women into Federal law enforcement positions by identifying and encouraging the utilization of recruitment sources; to monitor the progress of Federal agencies in the hiring of women into law enforcement positions and advancing women into management level positions in such agencies; to assist in the promotability of women into management level positions in law enforcement; to establish and maintain an information-sharing and mentoring network for women interested in or currently employed in law enforcement positions; to provide a forum, including training opportunities and conferences, for members of various agencies to discuss areas of difficulty and utilize the experience of other members to attempt to provide solutions to these problems; to assist in the development and improvement of career opportunities; to foster increased awareness and understanding of the value of women in federal law enforcement; to act as an independent resource center providing leadership and guidance to all in the criminal justice field; and to conduct research and develop model policies aimed at improving law enforcement operations either directly or through one or more

entities that qualify for exemption from federal income tax under Section 501(c)(3) of the Code.

Section 3. **Prohibited Activities.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall have the authority to pay reasonable compensation for services actually rendered to or for the Corporation. Except to the extent permitted by Sections(c)(6) and (h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, or any provision of the Articles of Incorporation or the Virginia Code governing or pertaining to the Corporation, the Corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a Corporation described in Section 501(c)(6) of the Code (or the corresponding provision of any future federal income tax law) and exempt from taxation under Section 501(a) of the Code (or the corresponding provision of any future federal income tax law).

Article II

MEMBERSHIP

Section 1. **Eligibility.** The Corporation shall have five (5) classes of membership, the eligibility for which shall be:

(a) Regular Membership

1. All charter members and law enforcement officers who are active members of a Federal, State or Local law enforcement agency, or other police agency, or who are employed in a position that by statute is empowered to exercise arrest or law enforcement powers and are of permanent rank, and all active Federal, state, and local prosecutors.
2. Retired or separated persons who would have been eligible for membership under Section 1 (a)(1) had they continued serving in their former active capacity and served in that capacity for at least five years.

3. A regular member in good financial standing shall be entitled to vote on each matter submitted to a vote of regular members and, except as otherwise provided in these Bylaws, shall be eligible to hold any office.

(b) Associate Membership

1. All active law enforcement/regulatory personnel whose primary function is/was directly supportive of a law enforcement mission (e.g., intelligence analysts, forensic chemists/experts, fingerprint analysts, inspectors, etc.) and criminal justice professionals who do not meet the qualifications of Section 1 (a) shall be eligible for Associate Membership.
2. Retired or separated persons who would have been eligible for membership under Section 1 (b)(1) had they continued serving in their former active capacity and served in that capacity for at least five years.
3. An associate member in good financial standing shall be entitled to vote on each matter submitted to a vote of associate members and, except as otherwise provided in these Bylaws, shall be eligible to hold any office.

(c) Supporting Membership.

1. Persons interested in furthering the goals of the Corporation who do not meet the requirements of Section 2 (a) or Section 2 (b).
2. A supporting member in good financial standing shall be entitled to vote on each matter submitted to a vote of associate members and, except as otherwise provided in these Bylaws, shall be eligible to hold any office.

(d) Student Membership.

1. Full-time or part-time **[secondary or]** post-secondary students interested in furthering the goals of the Corporation who do not meet the requirements of Section 2 (a) or Section 2 (b).
2. Student members shall not be voting members.

In any case, the Board of Directors reserves the right to make the final determination of membership eligibility.

Section 2. **Termination of Membership.** Membership in the Corporation shall be terminated in any one of the following ways:

- (a) Any member may voluntarily terminate membership by tendering a resignation from membership in writing to the Executive Director.
- (b) For misfeasance, nonfeasance, or malfeasance of office, or failure to pay membership dues in accordance with the provisions of Article VII of these Bylaws, the Board of Directors shall have authority to remove said member. Termination of membership shall be determined by the Board of Directors.
- (c) Any member may be removed for cause when cited by a member to the Board of Directors.

Article III

MEETINGS OF MEMBERS

Section 1. **Annual Meeting.**

- (a) The Annual Meeting of the members of the Corporation shall be held each year on a date fixed by the Board of Directors and at such place and time as may be set by the Board of Directors of the Corporation. Said meeting shall be held for the purpose of transacting any such business as may properly be brought before the meeting.
- (b) The order of business for the Annual Meeting shall be set by the Board of Directors of the Corporation, and each member shall be informed of such order of business at least thirty (30) days prior to such Annual Meeting.

Section 2. **Special Meetings.** Special Meetings of the members shall be held at such place for such purposes as may be designed in the notice to the members of said meetings upon call of the Board of Directors, the President, or the Executive Director of the Corporation.

Section 3. **Notice of Meetings.** Written notice of the Annual and Special

meetings shall be given in accordance with the provisions of Section 13.1-842 of the Code of Virginia.

Section 4. **Quorum and Voting.** The presence of members entitled to cast ten (10%) percent of the votes that all members are entitled to cast on the matters to be acted on at the meeting shall constitute a quorum. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine. At any such adjourned meeting at which a quorum is present, such business may be transacted as might have been transacted at the meeting originally called.

All matters coming before any meeting of the members, except as otherwise limited herein, shall be decided by the vote of a majority of the voting members present at such meeting, a quorum being present at the organization of such meeting.

Article IV

OFFICERS

Section 1. **Number.**

- (a) The officers of the Corporation shall consist of a President, a Vice President, a Treasurer, a Secretary, an Executive Director, and such other officers and/or assistant or deputy officers as may be appointed from time to time.
- (b) The officers shall be appointed by the Board of Directors, following consultation with the Executive Committee.

Section 2. **Term.** Unless otherwise stated herein, each officer shall serve for one year, commencing on the first day of the Corporation's fiscal year, and until such officer's successor is appointed and qualified.

Section 3. **Duties and Authority.** The officers shall have such duties and authorities as generally pertain to their respective offices, as set forth below, as well as such duties and authorities as are set forth in Section 3 (f) below and as from time to time may be conferred by the Board of Directors. Without limiting any of the foregoing:

- (a) The President shall organize and preside at all meetings of the Agency Representatives, and shall decide all questions of order (subject to approval), and call special meetings whenever, in the President's judgment, it shall be deemed necessary and/or in the best interest of the Corporation. The President shall be available from time to time to represent WIFLE at public speaking and other engagements, and shall present an opening address on the first day of the annual training conference, which address shall be suitable to the theme of the conference as determined in consultation with the Executive Director and Deputy Executive Director. The President's primary responsibilities shall be outreach to and recruitment of members and Agency Representatives.
- (b) The Vice President shall aid and assist the President in the performance of her duties, and, in the absence of the President, shall preside over Agency Representative meetings and have the full power of the President.
- (c) The Treasurer shall keep or cause to be kept a just and accurate account

of all monies received by the Corporation and shall issue or cause to be issued monthly, quarterly and yearly financial statements and reports for distribution to the Executive Committee. The Treasurer shall assist the Executive Director with preparation of annual budgets and tax returns for the Corporation and its affiliates.

- (d) The Secretary shall record and maintain minutes of Executive Committee, Board of Directors, Agency Representative, and Membership meetings, keep a register of Executive Committee and Board members and their attendance at meetings, and call roll when required. The Secretary shall maintain copies of all records and reports submitted during Executive Committee and other official meetings.
- (e) The Executive Director shall serve as the Chief Executive Officer and a member of the Board of Directors of the Corporation. The Executive Director shall preside at all meetings of the Executive Committee or members, decide all questions of order (subject to approval), and call special meetings whenever, in the Executive Director's judgment, it shall be deemed necessary and/or in the best interest of the Corporation. The Executive Director reports directly to the Board of Directors and is responsible for the implementation of the Board's policies and the day-to-day administration of the Corporation, including payment of bills and organization of special events. The Executive Director serves as official liaison to public groups, other professional organizations and responds to official and public inquiries. The Executive Director shall keep a full and accurate account of each member's standing in the Corporation and receive all membership fees, dues, and money properly due and coming into the possession of the Corporation, giving receipts therefor. The Executive Director may delegate any of the duties and authorities of the Executive Director to any Assistant or Deputy Executive Director appointed by the Board of Directors.
- (f) In addition to the duties and authorities pertaining to their respective offices, as set forth above, the President, Vice President, Treasurer and Secretary shall:
 - (A) Attend Agency Representatives' meetings, Executive Committee meetings, and meetings of Members;
 - (B) Act as a liaison to her agency on behalf of the Corporation;
 - (C) Act as a positive role model for the Corporation and assist with recruitment and development of Members and Agency Representatives from her agency;

- (D) Meet with her agency head or other appropriate officials to promote support for sending agency attendees to training events sponsored by the Corporation;
 - (E) Recommend speakers on issues pertaining to women in federal law enforcement for the annual training conference;
 - (F) Assist the Executive Director and any Deputy Executive Director as required in planning for the annual training conference by co-ordinating speaker panels, acting as a panel moderator, corresponding with speakers, and co-ordinating special projects in furtherance of the conference;
 - (G) Participate in Corporation sponsored events, including fundraising events and recruitment drives;
 - (H) Attend the annual leadership training conference and associated events sponsored by the Corporation;
 - (I) Be familiar with and support and promote the Corporation's goals, objectives, and mission; and
 - (J) Promote the WIFLE Scholarship Fund within her agency.
- (g) Other officers and/or assistant and/or deputy officers shall have such duties and authorities as may be assigned to them by the Board of Directors upon appointment.

Section 4. **Eligibility.** Members of the Corporation who are in good standing are eligible to hold office, provided, however, that the President and the Vice President shall be selected from among those qualified members who have been appointed to the Executive Committee within the past five (5) years, and provided further that the President shall meet the qualifications of Article II, Section I(a)(2) or Section I(b)(2) of these Bylaws.

Section 5. **Removal From Office.** Any officer may be removed for cause when cited by a two-thirds (2/3) vote of the Board of Directors.

Section 6. **Compensation.** Except as otherwise determined by the Board of Directors upon recommendation of the Executive Committee, the officers shall receive no compensation for their services, but may be reimbursed for out-of-pocket expenses incurred in the discharge of their duties.

Article V

EXECUTIVE COMMITTEE

Section 1. **Number.** The Executive Committee shall be comprised of the

Executive Director, any Deputy Executive Director, the President, the Vice President, the Treasurer, the Secretary, and such other officers and/or assistant or deputy officers as may be appointed to the Executive Committee by the Board of Directors from time to time.

Section 2. **Duties and Authority.** The Executive Committee shall meet at such times and for such purposes as may be determined from time to time by the Executive Director, subject to the approval of the Board of Directors. When consensus cannot be reached on any matter before the Executive Committee, the matter in issue shall be put to a vote. If necessary, the Executive Director shall cast the deciding vote. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if written consent setting forth the action so taken is signed by all members of the Executive Committee.

Article VI

PAST PRESIDENTS' COUNCIL

Section 1. **Appointment; Chair.** There shall be a Past Presidents' Council comprised of all Past Presidents of the Corporation. The Chair of the Council shall be elected annually by the members of the Council for a one-year term commencing on January 1 of each year. The Chair will be the primary liaison with the Executive Committee.

Section 2. **Duties and Authority.** The Council shall have primary responsibility for fundraising efforts in support of the WIFLE Scholarship Fund, and shall engage in such other activities in furtherance of the goals, objectives and mission of the Corporation as may be agreed from time to time between the Chair and the Executive Director.

Section 3. **Meetings.** The Council shall meet at least twice annually but may hold additional meetings if called by the Chair.

Article VII

AGENCY REPRESENTATIVES

Section 1. **Appointment.**

Section 2. **Duties and Authority.**

Article VIII

BOARD OF DIRECTORS

There shall be a Board of Directors of the Corporation consisting of one or more directors who are qualified regular members.

Section 1. **Duties and Authority.** All corporate powers shall be exercised by or under the authority of, and the business of the Corporation managed under the direction of, the Board of Directors, subject to these Bylaws and the Articles of Incorporation.

Section 2. **Number and Election of Directors.** The Board of Directors shall consist of a minimum of one and not more than three directors, and the number of directors may be increased or decreased from time to time within such minimum and maximum by the Board of Directors. The maximum number of directors may be increased or decreased from time to time by amendment to the bylaws of the Corporation. The directors of the Corporation shall be appointed by the Board of Directors.

Section 3. **Quorum and Voting.** A majority of the voting members of the Board of Directors shall constitute a quorum. The act of a majority of these voting members present at a meeting at which a quorum is present shall be the act of the Board of Directors. All matters shall be decided by a majority vote, unless otherwise stipulated herein.

Section 4. **Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent setting forth the action so taken is signed by all members of the Board of Directors.

Article IX

MEMBER COMMITTEES

Section 1. **Member Committees.** The President or the Executive Director of the Board of Directors may establish committees of members to provide advice and/or assistance regarding matters or projects consistent with the goals of the

Corporation.

Article X

FISCAL YEAR AND DUES

Section 1. **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year beginning January 1 and ending December 31, of each year.

Section 2. **Membership Dues.** All membership dues shall become due, annually, for the following year, on a date set by the Executive Director by written notice to members. All initial payments of dues must be submitted with the application for membership. No portion of dues is refundable. A member shall be deemed not in good financial standing if such member's dues remain unpaid more than ninety (90) days after the date on which payment is due.

Section 3. **Increases in Dues.** Proposals for increases in dues must be approved by the Executive Committee. Written notice of the proposal must be sent to eligible members within thirty (30) days after approval by the Executive Committee. Upon approval, the increase shall become effective the next fiscal year.

Article XI

AMENDMENTS

Amendments to these Bylaws may be made by majority vote of the Board of Directors at a meeting at which a quorum is present or by unanimous written consent of the Board of Directors.

Article XII

DISSOLUTION

In the event of dissolution or winding up of the Corporation, all remaining assets, after payment of liabilities, shall be distributed to one or more charitable, educational or other organization exempt from federal tax under Section 501(c)(3).