



# WISCONSIN CONSERVATION WARDEN ASSOCIATION

PO BOX 44, MADISON, WI 53707  
INFO.WCWA@GMAIL.COM

PRESIDENT: RANDY DUNKEL   VICE PRESIDENT: MATT GROPPI   SECRETARY: JIM JUNG   TREASURER: JOHN DANIEL

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## **ARTICLE 1:    Name and Duration**

This Association is a nonprofit corporation organized under the laws of the State of Wisconsin. It shall be known as the Wisconsin Conservation Warden Association Ltd., and shall exist into perpetuity. Any further mention in these bylaws to the Association or the W.C.W.A. shall refer to the Wisconsin Conservation Warden Association Ltd.

## **ARTICLE 2:    Membership**

- A) The voting membership of the Association shall be regular members who are presently or formerly credentialed Conservation Wardens, including Special Conservation Wardens, who have honorably served in that position and who are current with their annual dues. Membership dues shall be prescribed by the Board of Directors. Those persons who become members in this category prior to June 30, 1990 shall be known as Charter Members for as long as they continuously maintain their membership. The nonvoting membership shall consist of two categories as enumerated below.
  - (1) Honorary members shall be made up of the following persons:
    - (a) *Former County Conservation Wardens*
    - (b) *Conservation law enforcement officers from other agencies*
    - (c) *Other law enforcement officers*
    - (d) *Surviving Spouses of Wisconsin Conservation Wardens*
    - (e) *Any other person voted by a majority of the board of directors*
  - (2) Associate members shall consist of any individuals, organizations, and businesses supporting the association through annual or lifetime dues.
  
- B) The Board of Directors maintains the right to accept, reject or terminate the membership of any member by a two-thirds majority vote of the Board of



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Directors. The level of participation, benefits and schedule of annual dues shall be set by the Board of Directors.

### **ARTICLE 3: Board of Directors**

The board of Directors shall be composed of the following voting members of the Association, two voting members (plus one alternate) representing each of the Department of Natural Resources Regions of the state two voting members (plus one alternate) representing the retired wardens, one voting member representing Special Conservation Wardens, one voting member at-large, one voting member representing the President of the Wisconsin Conservation and Education Foundation, and an honorary member. An alternate may substitute for a regular board member who cannot attend a board meeting and be counted toward a quorum. Each board member shall have a single vote in all proceedings brought before the Board. The Chief Warden shall appoint a liaison member to the Board of Directors, who will not be a voting member of the Board. All Board members shall represent their constituency at all Association functions. Duties of Board members are specified in various Articles of the Bylaws.

### **ARTICLE 4: Officers**

*The Board of Directors shall elect the following five officers: President, Vice-President, Secretary, Treasurer, and Membership Coordinator. Only current voting members of the Association may serve as officers. Officers shall be elected from current Board of Directors or from the general membership.*

- A) The President shall preside over all regular and special meetings of the Association. President shall appoint Committee Chairpersons unless otherwise specified. President shall appoint all representatives not elected by the body, subject to the approval of the Board of Directors. In the case of a tie vote, President shall have the power to cast the deciding vote, except in an Officer election. President shall have the power to call special meetings or audit all financial records of the Association whenever he/she deems it necessary or upon the request of a member of the Board of Directors.

*The President or Treasurer may enter into contracts, incur liabilities or expend Association funds on behalf of the Association, amounts not exceeding \$3000 for each*



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*individual transaction. Any individual transaction, contract, liability or expenditure or Association funds in excess of \$3000 shall have prior approval by the Board of Directors.*

*In calling a special meeting, President must notify the members of the Board of Directors at least forty-eight hours in advance of the meeting. President shall perform all duties necessary to carry on the business of the Association.*

- B) The Vice-President shall assist the President in the performance of these duties and advise the President on parliamentary issues. In the absence of the President, Vice-President shall assume all duties and powers of the President. The Vice-President shall be an ex-officio member of all committees.
- C) The Secretary shall have custody of minute books, records, documents, the Seal of the Association, office paraphernalia and equipment, under the general authority and orders of the President. Secretary shall take a record and transcribe minutes of the meetings of the Board of Directors, general membership meetings and shall provide typed copies to all Officers and Board Members within thirty days of the close of the meeting. Secretary shall be the official custodian of the By-Laws of the Association, which shall be authenticated by the signatures of the President and Secretary, copies shall be provided to new member of the Board. Secretary shall see that all notices are duly given in accordance with the provisions of these By-laws. At the expiration of their term of office and within 30 days thereafter, the Secretary shall deliver to his/her successor the Seal of the Association and all minute books, documents, records, paraphernalia and equipment in their possession and shall require a receipt therefor. The Secretary shall in general perform all duties incident to the Office of Secretary and such duties may be assigned to the Secretary by the President. A petty cash fund shall be allowed to the Secretary for the purpose of paying current expenses.
- D) The Treasurer shall receive and take charge of all moneys belonging to the Association. Treasurer shall maintain books, electronic records and other records of all financial transactions of the Association. Treasurer shall pay out money from the treasury upon presentation of a properly prepared bill. Treasurer shall sign all checks drawn upon the Association, including any and all funds relating to fund-raising activities.



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- E)    Membership Coordinator: Charge is to develop methods

### **ARTICLE 5:    Terms of Office and Elections**

The President, Vice-President, Secretary, Treasurer, and Membership Coordinator shall serve one year terms. These terms shall commence immediately following their election. These association Officers shall be elected by the Board of Directors at the Board of Directors meeting prior to the beginning of the new fiscal year.

Board of Directors shall serve a two year term, commencing on July 1st following the election. These representatives shall be elected by a simple majority vote of the regular members of the respective region without regard to job title or union affiliation. These Regional and retired Wardens shall serve staggered year terms.

The Board of Directors shall elect the representatives of the retired Conservation Wardens and their alternate, a representative for the Deputy Conservation Wardens, a member at-large, and an honorary member. The Vice-President shall prepare a slate of Candidates to be voted on at a meeting of the Board. They shall serve two year terms. Terms to start July 1st following their election.

### **ARTICLE 6:    Order of Succession & Removal from Office**

In the event of a death, resignation, transfer or removal from office of any Board member, the affected represented region shall hold an election as soon as practical to elect a new representative.

In the event that the departing representative held the position of President, Vice-President, Secretary, Treasurer, or Membership Coordinator, the Board at its next



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meeting shall elect a replacement Officer, to hold office until the next regularly scheduled election.

Any Officer of the Association maybe removed from office in the event that he/she is deemed unfit to continue the duties of that Office. Actual removal from office may be accomplished by a simple majority vote of the Board of Directors.

## **ARTICLE 7:    Meetings**

The President may call and designate the time and place for a meeting of the Board of Directors at his/her discretion. Notification of the time and place of this meeting must be sent to every officer and board member in a timely manner.

Each Board member has one vote to cast on business matters before the Board. A simple majority vote of voting board members present at the meeting is required for passage of any business matter.

Emergency motions, resolutions or special Board actions will be handled by the President in the following manner. These special emergency action situations shall be transmitted to Board members either by voice-mail, E-mail, fax, telephone or by mail for their approval. Formal action on the emergency proposal will be held at the next Board meeting.

All business conducted at a meeting of the Board of Directors must be in accordance with these Bylaws. Any action voted on and passed by a simple majority of all eligible votes tabulated will be considered the policy of the Board of Directors and shall govern all future conduct of the Association, if and only if it does not conflict with the Bylaws of this Association.

An Annual meeting may be held for the purpose of gathering all interested members of the Association together to conduct business that requires the participation and vote of the voting members at large. The meeting date and location shall be decided by the Board of Directors, each voting member of the Association shall be notified of such date and place by newsletter, magazine or letter. All business conducted and votes taken at this meeting must be in accordance with these Bylaws.



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## **ARTICLE 8: Advisory Council**

There may be established and maintained an Advisory Council. The purpose of this council is to assist and advise the Board of Directors on any and all matters coming before the Board. Any member of the Advisory Council must be nominated by a voting member. Membership to the Advisory Council must be approved by a simple majority of the Board of Directors. This membership shall continue for a two year term and may be reinstated for a like term by a simple majority vote of the Board of Directors.

## **ARTICLE 9: Committees**

The Board of Directors may establish, maintain, or dissolve committees as it sees fit. Any committee may be established or dissolved in accordance with the needs of the Association. Appointment to be the chairperson of any committee shall be made by the President of the Board. The duties and functions of any committee appointed shall be prescribed by the Board of Directors and their actions must be in accordance with these Bylaws.

## **ARTICLE 10: Funding**

Revenue for the Association may be in the form of, but not limited to, membership dues, royalties, contributions, income from investments or moneys from the sale of assets or inventory. This money will be deposited in the main depository of the Association or invested under the supervision of the Treasurer.

No member may receive any direct compensation or benefits from the financial well-being of the Association. Any person acting with the approval of the Board of Directors may be reimbursed only for the actual amount of any expense incurred on behalf of the Association.

Any paid position of employment with the Association shall be designated and prescribed by the Board of Directors, and the compensation for such position will be at the discretion of the Board of Directors.



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### **ARTICLE 11:                                  Agent**

The President, Vice-President, or any other designated member may sign, on behalf of the Association, contracts, leases, instruments of indebtedness, or other legal documents. These individuals may act as agents of the corporation in the conducting of any and all business matters of the Association. The President of the Board of Directors shall act as agent of service for the Association.

### **ARTICLE 12:                                  Indemnification**

This Association shall indemnify any officer, director, employee, or agent of the Association against expenses, attorney's fees, judgments, fines, and settlement amounts employee, or agent of the Association, and in connection with any claim, action, pursuit or proceeding if the person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Association, to the full extent permitted by law including, but not limited to, the extent provided by section 181.045 (Wisconsin Statutes).

### **ARTICLE 13:                                  Rules of Order**

Roberts Rules of Order (Revised) shall govern the Association in all cases where they are applicable and in which they do not conflict with these Bylaws.

### **ARTICLE 14:                                  Fiscal Year**

The fiscal year shall run from July 1 to June 30.

### **ARTICLE 15:                                  Amendments**

These Bylaws reflect the majority decision of the current Board of Directors of the Association and can be altered or changed by a majority vote of the current Board of Directors. Said vote will be held at the direction of the President. Amendments to the Bylaws shall be incorporated into the present Bylaw language and new pages distributed to the Officers and Directors by the next meeting.

