

CONSTITUTION OF THE INTERNATIONAL ASSOCIATION OF WOMEN POLICE

September, 2012

ARTICLE V

Board of Directors

1. **Government:** Subject to the directions of the members of this Association at their annual meetings, the business and property of the Association shall be managed and controlled by the Board of Directors who shall implement the general policy of this Association. The IAWP Standing Orders shall constitute the rules of procedure of all business meetings and shall govern all matters not herein covered.
2. **Members:** The Officers of the Board of Directors shall consist of:
 - a. Elected members with a vote: President, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Treasurer, Sergeant at Arms, Regional Coordinators, Chair of the Board of Trustees, and;
 - b. Appointed Officers without a vote: Executive Director, Editor, Business Manager, Public Information Officer, Webmaster, and Chairs of Standing Committees.
 - c. All members of the Board of Directors shall be active members.
3. **Election, Term of Office and Qualifications:**
 - a. President, First Vice-President, Second Vice-President, Third Vice-President, Recording Secretary, Treasurer, Sergeant at Arms, Past Presidents, and Regional Coordinators and shall be elected according to Election Procedures.
 - b. The President, with the approval of the Board of Directors, shall appoint the Executive Director. The Executive Director must have served previously in an elected position on the Board of Directors.
 - c. The Board of Trustees shall elect the Chair of the Board of Trustees.
 - d. These members shall be called Officers. All Officers shall be elected every three years. After being sworn in, the Treasurer shall take office on January 1st, and terminate office at the end of the term on December 31st.
 - e. The President shall serve only two consecutive terms.
4. **Voting:**
 - a. Only those members of the Board of Directors who were elected to office, those appointed to elected positions, and any Past Presidents in attendance have a vote at the Board of Directors meetings. Appointed members of the Board of Directors shall have no vote, but they may make motions and may speak to motions.
 - b. **Exception:** An appointed Regional Co-Coordinator may carry the proxy vote of an elected Regional Coordinator only in the absence of said Regional Coordinator. If more than one Regional Coordinator is present, only one vote will be assigned per region, regardless of the number of appointed Co- Coordinators present at the board meeting.
5. **Interim Voting:**
 - a. Where committees are unable or unauthorized to decide or forward

recommendations for action and during interim periods between scheduled Board of Directors meetings, Association business may be conducted through mail or electronic means to all voting members of the Board.

- b. Simple majority of the voting members of the Board shall decide outcomes. Notice shall be given for a response time, which must accommodate overseas mail.
 - c. All business conducted outside regularly scheduled Board of Directors meetings must originate from and have full accounting and reporting to the Board by the President. Any member of the Board may request full discussion and debate of the matter prior to or in the presence of the regularly scheduled Board meeting.
6. **Resignation:** Any member of the Board of Directors may resign at any time by giving thirty (30) day written notice of such resignation to the President or the Board of Directors.
 7. **Removal:** Any member of the Board of Directors may be removed from office by the affirmative vote of two-thirds of the members of the Board of Directors present at any Board of Directors meeting or emergency meeting called for that purpose for nonfeasance, or for conduct detrimental to the interests of the Association. Any member of the Board of Directors proposed to be removed shall be entitled to at least thirty (30) day notice in writing by registered mail of the meeting of the members at which the removal is to be voted upon, and shall be entitled to appear and be heard by the members.
 8. **Vacancies:** Any vacancy for an office occurring on the Board of Directors may be filled immediately by Presidential appointment. The appointed member must have the same qualifications for the office as laid out in the Election Procedures. The person appointed shall hold office and serve until the next meeting of the Board of Directors, at which time the members of the Board may affirm the appointment or elect a replacement who shall serve until the next election.
 9. **Standing Committees:** The standing committees of this Association shall be:
 - Constitution
 - Diversity
 - Elections
 - Equity
 - Finance
 - Legislative
 - Membership
 - Nominations
 - Resolutions
 - Strategic Planning

Except as specifically provided by this Constitution, the committees shall be appointed by the President for the duration of her term and perform such duties as written in Policy and Procedure. The President shall be a member *ex-officio* of all committees except the Nominations and Elections Committees.

10. **Meetings:** The Board of Directors shall meet at least twice a year, once in the first half and once in the last half, for the purpose of conducting Association business. A third meeting shall occur on election years following election of new Officers. The Board of Directors shall meet for the purpose of organization, appointments, and the transaction of other business.
11. **Notice of Meetings:** Notice of all Board of Directors meetings shall be given at least thirty (30) days before the meeting to each member.
12. **Chair:** At all meetings of the Board of Directors, the President or Vice Presidents, or in their absence a chair chosen by the Officers present, shall preside.
13. **Quorum:** At all meetings of the Board of Directors, one-third of elected Officers and all officers appointed to elected positions, shall be necessary and sufficient to constitute a quorum for the transaction of business. For example, if there are 36 filled elected officer positions, 12 voting members would be required for a quorum. Vacant positions are not considered in the composition of the quorum.

For voting purposes, there shall be no less than one-third of elected Officers present or who have given written proxy to another Board of Directors member who is present. No Board member shall be given or be represented by more than one proxy. Any past president in attendance at any meeting of the Board shall have an individual vote, shall be considered part of the voting quorum, and may carry a proxy vote for an elected officer who is unable to attend.

Exception: A Regional Co-Coordinator who carries the proxy vote of the Regional Coordinator will be considered in respect to a quorum. (See 4.a as reference.)
14. **Contracts and Services:** See Article VIII of this Constitution.
15. **Powers:** All of the corporate powers, except such as are otherwise provided for in this Constitution and in the laws of the District of Columbia, U.S.A., shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to committees of the members or to Officers of the Association, such powers as they may see fit.
16. **Minutes:** The Board of Directors shall publish the minutes of all General Membership meetings in the official publication of the Association and in the members section of the IAWP web page Those minutes shall be verified by the President and Treasurer, or by a majority of the Officers, and except where otherwise provided in this Constitution, shall include (a) the whole amount of real and personal property owned by the Association and (b) the income, expenditure and balance of the Association.
17. **Duties and Responsibilities of the Board of Directors:** Duties and responsibilities of the Board of Directors, elected and appointed, are described in the IAWP Policy on Board Members.

Amended September 2018