

**WISCONSIN CHAPTER  
FBI NATIONAL ACADEMY ASSOCIATION OF WISCONSIN, INCORPORATED**

**BYLAWS**

**PREAMBLE**

The Wisconsin Chapter of the FBI National Academy Associates, Inc. is created and organized to promote law enforcement leadership and cooperation in the State of Wisconsin, through continuing education and training thereby enhancing the standards of professional conduct at all levels of law enforcement.

**ARTICLE I – Organizational name:**

FBI NATIONAL ACADEMY ASSOCIATES OF WISCONSIN, INCORPORATED

**ARTICLE II – Purpose**

The FBI National Academy Associates of Wisconsin , Incorporated, herein referred to as the “Corporation” is a 501(c)(3) corporation established for the general purpose to support and encourage closer professional cooperation among all law enforcement agencies through the exchange of information, education and training; and to make permanent the friendships and relationships arising through all associations with graduates of the FBI National Academy and members of the Federal Bureau of Investigation (“FBI”). Leadership of the association is established and herein referred to as the “Executive Board”.

The Annual Retraining Seminar of this Corporation shall include a session for conducting general membership business. In years when a Sectional Retraining Seminar is held in another state, a membership meeting shall also be held within the State of Wisconsin for conducting general membership business.

Attendance at the Annual Retraining Seminar shall be limited to members of this Corporation, the FBI, active or retired, and authorized guests.

**ARTICLE III – MEMBERSHIP**

**Section 1. – Membership Approval**

Membership in the Association shall consist of the following:

A. Active law enforcement officer in good standing who was sponsored by the Corporation and graduated from the FBI National Academy's Program. Membership shall be effective upon graduation from the FBI National Academy and upon payment of dues of this Corporation. Retired graduates of the FBI National Academy Program are eligible for continued membership upon payment of dues.

B. Active and retired Special Agents of the FBI who have been involved in and have supported the National Academy Program may become members (including the FBI's civilian training technician liaison's), with Executive Board approval. The aforementioned members are not eligible to hold an Corporation office.

C. FBI National Academy graduates who are not retired and not active in law enforcement (e.g. law enforcement instructor), may continue or receive membership status by submitting a membership application request and receive a majority vote of the Executive Board.

D. FBI National Academy graduates who are active or inactive from FBI National Academy chapters other than the State of Wisconsin may receive membership status by submitting a membership application request and receive a majority vote of the Executive Board.

E. There shall be no honorary or other type of membership. Only active membership.

## Section 2. – Dues

Annual member dues of this Corporation are the combined state and federal dues as prescribed by both the Wisconsin Executive Board and the National Executive Board and are payable in advance for the coming year. On January 1 of the year following their retirement, members in good standing will be eligible for reduced annual membership dues.

Any member who is two (2) years in arrears on their membership dues shall be notified of the same by the Secretary/Treasurer, and when applicable and deemed appropriate said member will be given sixty (60) days from time of notification to pay all dues that are in arrears and owed. If payment of dues is not received, member will be suspended from the Corporation. If a member wishes to be reinstated, they will pay all dues in arrears, plus reinstatement fees if any, to the Corporation prior to reinstatement.

In the event the treasury becomes depleted, funds to replenish it may be obtained by special assessment of the active Corporation membership to the amount required, upon approval of a majority of members present at the annual general membership business meeting.

### Section 3. – Suspension, Removal, and Reinstatement

Membership suspension shall be defined as removal from membership for any term up to indefinite suspension as prescribed and approved by the Executive Board. Upon suspension or removal, notice will be sent to the National Executive Board.

A. Any member of this Corporation may be suspended or removed from membership for any of the following:

1. Non-payment of dues consistent with Article III Section 2.

2. Any activity contrary to the best interests of this Corporation, the FBI National Academy, and/or the Federal Bureau of Investigation.

B. Reinstatement

1. Reinstatement may only occur by submitting a membership application request and receive a majority vote of the Executive Board, except for the following;

a. A member who has been suspended because of non-payment of dues will be automatically reinstated upon payment of current dues and when applicable any past dues and/or reinstatement fees are received consistent with Section 2. Dues.

## ARTICLE V – OFFICERS

The Executive Board shall faithfully perform all duties required of it for the expressed benefit of the of the organization, and while conforming to the Corporation’s Bylaws and the Bylaws of the FBI National Academy Associates Inc.

### Section 1. - Officers

The Executive Board shall be:

President

First Vice-President

Second Vice-President

Third Vice-President

Immediate Past President

Historian (Appointed by the Board for a four year period, without consecutive term limits)

Secretary/Treasurer (Appointed by the Board for a four year period without consecutive term limits)

Section 2. – Quorums

A majority of the members of the Executive Board shall constitute a quorum.

A quorum at the annual general membership business meeting shall consist of:

Two officers, and

Twenty (20) or more members in good standing.

ARTICLE VI – ELECTION AND TERMS OF OFFICERS

Section 1. – Officer Terms

The term of elected officers shall be for approximately one (1) year effective the day of election and ending with the next election.

Section 2. - Process

The new Third Vice-President shall be elected. The current President, First Vice-President, Second Vice-President, Third Vice-President and Immediate Past President shall automatically advance in succession based upon each officer's original election date to the Executive Board.

Section 3. – Nomination and Election

The Third Vice-President shall be elected by the membership present at the annual general membership business meeting. Nominations to this office shall be from the floor. The nominee receiving the largest number of votes shall be deemed duly elected to office.

Section 4. - Vacancy

In case of death, resignation, removal, inability to serve or absence of the President, the First Vice-President shall serve as President.

Section 5. – Removal

Any officer may be removed from the Corporation's Executive Board for sufficient cause and/or failure to perform those duties of the office. Authority to remove may be made at

any time by a majority vote of the Executive Board, or a (2/3rds) majority vote of members present during the annual general membership business meeting.

#### Section 6. – Acting President

In the event the President is absent or unable to serve, the elected officer holding the highest office in direct succession to the President from the Executive Board shall act as President.

### ARTICLE VII – DUTIES OF THE ELECTED OFFICERS

#### Section 1. PRESIDENT.

The President shall faithfully perform all duties for the expressed benefit of the Corporation while conforming to the Bylaws of the Corporation and the Bylaws of the FBI National Academy Associates Inc.

The President shall preside at all meetings of this Corporation. When conducting Corporation meetings, the President's decisions shall be final unless otherwise provided for by this Constitution. The President's decision is subject to override by a two-thirds (2/3) vote of the active membership present at the annual general membership business meeting.

The President shall appoint all pro-tem officers in case of absentees.

The President shall have the authority to call special meetings and shall notify the members of the date, time and place of such special meeting and the purpose of the meeting.

The President is authorized to conduct regular, strategic, telephonic, or electronic business meetings and expenditure of funds as deemed appropriate by the Executive Board.

The President is a voting member of the Executive Board.

#### Section 2. FIRST VICE-PRESIDENT

The First Vice-President shall annually advance by direct succession towards the position of president based upon each officers original election date to the Executive Board.

The First Vice-President shall faithfully perform and assist in duties for the expressed benefit of the Corporation while conforming to the Bylaws of the Corporation and the Bylaws of the FBI National Academy Associates Inc. required by the President of this Corporation.

The First Vice-President is to serve in the absence of the President and is a voting member of the Executive Board.

### Section 3. SECOND VICE-PRESIDENT

The Second Vice-President shall annually advance by direct succession towards the position of president based upon each officers original election date to the Executive Board.

The Second Vice-President shall assist the President as directed in handling such activities as Corporation business dictates. The Second Vice-President shall faithfully perform and assist in duties for the expressed benefit of the Corporation while conforming to the Bylaws of the Corporation and the Bylaws of the FBI National Academy Associates Inc. required by the President of this Corporation.

The Second Vice-President is a voting member of the Executive Board.

### Section 4. THIRD VICE-PRESIDENT

The Third Vice-President shall advance once elected by direct succession towards the position of president based upon each officer's original election date to the Executive Board.

The Third Vice-President shall assist the President as directed in handling such activities as Corporation business dictates. The Third Vice-President shall faithfully perform and assist in duties for the expressed benefit of the Corporation while conforming to the Bylaws of the Corporation and the Bylaws of the FBI National Academy Associates Inc. required by the President of this Corporation.

The Third Vice-President is a voting member of the Executive Board.

### Section 5. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall assist the Executive Board as directed in handling such activities as Corporation business dictates. The immediate Past President shall faithfully perform and assist in duties for the expressed benefit of the Corporation while

conforming to the Bylaws of the Corporation and the Bylaws of the FBI National Academy Associates Inc. required by the President of this Corporation. The Immediate Past President is a voting member of the Executive Board and Chair of the Past Presidents Committee.

#### Section 6. HISTORIAN

The Historian shall faithfully perform and assist in duties for the expressed benefit of the Corporation while conforming to the Bylaws of the Corporation and the Bylaws of the FBI National Academy Associates Inc. required by the President of this Corporation.

The Historian shall maintain the permanent history of this Corporation, and record a summary of the current annual events. The Historian is not a voting member of the Executive Board.

If necessary, the Historian shall serve as chaplain at the Session Banquet.

#### Section 7. SECRETARY/TREASURER

The Secretary/Treasurer shall collect all dues and keep accurate financial records of all monetary transactions and provide a full report of such transactions. The Secretary/Treasurer shall have the authority to dispense such monies for incidental expenses, such as: membership cards, stationery, mailing, printing, etc.

The Secretary/Treasurer may, in the event of the death of an active member of this Corporation, expend a reasonable amount of money for flowers, or memorial for the deceased, the sum not to exceed authorization by the Executive Board. The Secretary/Treasurer may, in the event of a line of duty death of an active law enforcement officer from the State of Wisconsin, expend a reasonable amount of money for flowers, or memorial for the deceased, the sum not to exceed authorization by the Executive Board.

The Secretary/Treasurer shall make a full and complete recording of all Corporation meetings and give proper notice of all meetings to the Corporation membership. The Secretary/Treasurer shall be responsible for all National Academy, State Chapter, sectional correspondence, memorial and related communications. The Secretary/Treasurer shall record all amendments to these Bylaws and revise the current document.

The Secretary/Treasurer is not a voting member of the Executive Board.

## ARTICLE VIII – COMMITTEES

### Section 1.- Appointment of Committees

All committees, except those designated as standing committees, shall be formed or dissolved at the discretion of the President.

The President shall have the power to appoint and/or relieve all committee chair and/or members at anytime.

The Chair, with concurrence of the President, shall appoint others from the membership to serve committees for up to three years.

The President may be a member of any committee.

### Section 2. – Standing Committees

Standing committees are perpetual and include the following:

#### A. Past Presidents Committee

The immediate Past President is the committee Chair for one year.

#### B. Training Committee

The FBI's Milwaukee Office NA Coordinator is the committee Chair.

## ARTICLE IX – SERGEANT-AT-ARMS

### Section 1. - Appointment

When necessary, at the opening of each annual general membership business meeting, the President shall appoint a member(s) of this Corporation as Sergeant-At-Arms.

### Section 2. - Duties

The duties of the Sergeant-at-Arms shall be to prevent unauthorized persons being present during the meeting; to maintain order; and shall serve as head teller during elections; and shall perform any other duty required by the President for the orderly conduct of the meeting.

## ARTICLE X – ORDER OF BUSINESS - ANNUAL GENERAL MEMBERSHIP BUSINESS MEETING



Section 1.

The order of business shall be as follows:

- A. Calling the meeting to order.
- B. Roll call of deceased members of this Corporation (silent prayer).
- C. Appointment of Sergeant-at-Arms (as required).
- D. Roll call of officers.
- E. Recognition of new members
- F. Reading of Minutes of previous meeting.
- G. Treasurer's report.
- H. Reports of the committee(s).
- I. Unfinished business.
- J. New Business
- K. Nomination and selection of Third Vice-President and advancement of officers.
- L. Installment of officers.
- M. Adjournment.

ARTICLE XI – CHANGES AND AMENDMENTS TO THE BYLAWS

Section 1.

Any changes and amendments to the Corporation's Bylaws may be offered and enacted upon by a two-thirds (2/3) vote of the active members present at any annual general membership business meeting.

ARTICLE XII - DISSOLUTION

The Corporation may be dissolved by two-thirds of the members' votes cast or a majority of the voting power, whichever is less. Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispense of all the remaining assets of the Corporation as set forth in the Articles of Incorporation.

#### ARTICLE XIII - LIABILITY

A Director of the Corporation shall not be liable to the Corporation or its members for money damages for any action taken, or failure to take any action, as a director, except liability for any of the following: (1) the amount of a financial benefit by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the members; (3) a violation of the unlawful distribution provision under Chapter 181 of the Wisconsin Statutes; or (4) an intentional violation of criminal law. If the state laws of Wisconsin dealing with nonprofit corporations are hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

#### ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify a director for liability (as defined by pertinent Wisconsin State Statute) to any person for any action taken, or any failure to take any action, as a director, except liability for any of the following:

- 1) Receipt of a financial benefit by a director to which the director is not entitled;
- 2) An intentional infliction of harm on the Corporation or the members;
- 3) A violation of the unlawful distribution provision within Wisconsin State Statutes dealing with nonprofit corporations; or
- 4) An intentional violation of criminal law.

Without limiting the foregoing, the Corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent permitted by law. If Wisconsin State Statutes governing this article are amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and

shall not adversely affect any indemnification obligations of the Corporations with respect to any state of facts at or prior to the time of such repeal or modification.

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