

Article I

The name of the Organization shall be the Wisconsin Naval Academy Parents Association, Inc. (WISNAPA, Inc.) (the "Association").

Article II

The purpose of the organization shall be:

To promote a better understanding of the U.S. Naval Academy (the "Academy") among members and nonmembers in the State of Wisconsin.

To establish a strong link of friendship between the parents of all midshipmen, past, present and future, which will result in a mutual helpfulness in all matters of common interest, with a special emphasis on assisting the parents of midshipmen and candidates, if such assistance is requested or the need is apparent.

To assist the Academy administration, as requested, and to promote the good and welfare of all the members.

Acquire by gift, fundraising, donations, or membership contributions to propagate above purposes and to perform any and all other actions and functions allowed by the laws of the State of Wisconsin to achieve these purposes.

This organization is separate from any other organization associated with the Academy or the U.S. Navy. We will cooperate with organizations affiliated with the Academy or the U.S. Navy in promoting the Academy and the U.S. Navy.

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future tax code.

Article III

General Membership (Voting Rights)

Any parent or guardian of any appointee or midshipman or alumni of the Academy may become a general member of this Association upon application for membership and payment of the current dues. Additionally, any parent or guardian of a student enrolled at the U.S. Naval Academy Preparatory School or Foundation School may also become a general member upon application for membership and payment of the current dues. While it is intended that this Association is primarily concerned with the midshipmen from Wisconsin and their parents, no other parent or guardian of any midshipman shall be excluded. General members have voting rights within the Association. General members of current midshipmen only are entitled to hold elected office within the Association.

Lifetime Membership (Voting Rights)

Lifetime membership is open to any parent or guardian of an Academy Wisconsin alumni upon application for lifetime membership status and payment of current dues for this membership status. Lifetime members retain general membership voting rights; however they shall not be entitled to hold elected office within the Association.

Associate Membership (No Voting Rights)

All parties in Wisconsin interested in the objectives of this organization and the objectives of the Academy and parents of graduated midshipmen can become associate members. Associate members shall be entitled to all the benefits of WISNAPA, except for voting and holding elected offices.

Honorary Membership (No Voting Rights)

The Board of Governors, with the approval of the WISNAPA members, may grant honorary membership status to those individuals who are graduates of the Academy and others in recognition of their service who have exemplified the standards and values of the Academy and the Association. The Naval Academy Information Program Wisconsin Area Coordinator shall receive honorary membership status. Honorary members shall have no voting right and may not hold elected office.

Members in Good Standing

A member in good standing shall be a member that is not delinquent in the payment of any financial obligation to this Association.

Reinstatement of Membership

Any person who has allowed his/her membership to lapse and then wishes to have the membership reinstated, may do so by completing an application for membership and paying the current year's dues.

Article IV

Voting

General and lifetime members in good standing are voting members of the organization. Membership shall be by the family. The family of each midshipman shall constitute a dual membership and each parent is entitled to one vote. A single parent or individual member shall be entitled to a single vote.

Article V

Membership Dues & Assessments

Registration for membership in WISNAPA, Inc. will be held in the spring. Payment of membership fees must accompany registration. Membership fees will be decided at the beginning of each fiscal year. Any changes in the nonrefundable annual dues shall be determined by the Board of Governors. The dues structure may vary among the membership types.

Statement of Dues

A statement of dues shall be sent out by the Association no later than June 1 of each year. Any member who is not current in annual dues and assessments by October 1 will be dropped from the membership list and all other activities.

Article VI

Fiscal Year

The fiscal year shall run from June 1 to May 31 of the following year.

Article VII

Organization

The affairs of the Association, including the ability to conduct all business transactions, the making and amending of policies for operation and regulation of the Association and the interpretation of this Constitution and Bylaws shall be managed by the Board of Governors. The Board of Governors will consist of the officers of the Association, the immediate past president and the Area Coordinator for the Academy information officers (Blue & Gold). The current officers and the immediate past president of the Association shall be the voting members of the Board of Governors, with each of these positions entitled to one Board vote. The Area Coordinator for the Academy information officers shall be considered an "Advisor to the Board of Governors" and shall not be permitted to vote on motions placed before the Board, but may participate in all other matters.

Article VIII

Elected Officers of the Association

The elected officers of the Association shall be:

- President
- Vice President
- Secretary
- Treasurer

Any person who is the parent or guardian of a current midshipman and holds a general membership in the Association is eligible to be elected to any office in the Association.

Additional offices may be established or deleted by a majority vote of the membership present at any regular or special meeting of the general membership of the Association upon a recommendation by the majority of the Board of Governors.

President: The President shall preside at all meetings of the general membership of the Association and the Board of Governors. The President shall maintain a list (including the whereabouts) of the physical assets of the Association.

Vice President:

The Vice President shall preside at all meetings of the Association during the absence of the duly elected President and shall carry out such other duties as may be directed by either the President or the Board of Governors.

Secretary:

The Secretary shall generate minutes and maintain a permanent record of all meetings of the Association and the Board of Governors. The Secretary will conduct correspondence as directed by either the President or the Board of Governors. The Secretary shall carry out such other duties as may be directed by either the President or the Board of Governors.

Treasurer: The Treasurer shall disperse the funds of the Association and shall keep and make an accurate report of the same at each Board of Governors' meeting. The Treasurer shall maintain the Association's membership list.

The Treasurer shall turn over financial records for an annual review done by at least one non-board member and shall carry out such other duties as may be directed by either the President or the Board of Governors.

Article IX**Officers - Election/Term of Office**

The nominating committee shall assemble a slate of candidates for each officer position to be voted on by the membership. All general members in good standing who have midshipmen currently attending the Academy shall be eligible to have their name on the ballot for an officer position. Members interested in serving in an officer position shall notify the Secretary at least two weeks prior to the spring meeting to be included on the slate of candidates.

For officer positions with more than one candidate on the ballot, the election of that position shall be by means of a written ballot. The ballot will be distributed at the spring meeting. The Secretary shall keep an accurate record of the votes cast.

For officer positions with only one candidate on the ballot, a written ballot is not required and a voice vote to accept the candidate at the spring meeting will be accepted. In the event that the voice vote for the single candidate does not pass, then the membership present at the spring meeting shall nominate and vote to accept a new candidate at the spring meeting. Members entitled to vote who are not able to attend the spring meeting may vote absentee by communicating their vote to the Secretary via written or electronic communication, prior to the election.

The term for each office shall be one year. The year as set forth in this Association shall be from the day following the spring meeting each year through the day following the spring meeting of the following year.

Any vacancy occurring during the year shall be filled by appointment and subsequent approval of the Board of Governors. The President may appoint any members to serve in the vacancy until such time as an election designates the permanent officer to the post.

If the midshipman of any of elected officer of WISNAPA should discontinue attendance at the Academy, either by choice or as directed, that officer must submit a letter of resignation.

Any officer who wishes to resign shall submit a letter of resignation to the President and shall relinquish that office by notifying the President. In the absence of the President, that officer must notify at least one member of the Board of Governors. That officer shall deliver to the Board of Governors all records and physical property belonging to WISNAPA within a 30-day period.

Article X

Officers - Removal/Termination

Any individual board member may be removed from office by a vote of three-fourths of the remaining board members.

Membership shall be terminated automatically when a member ceases to be a member of WISNAPA, Inc. or by a majority of the Board of Governors for reason not in keeping with Article III of the Bylaws.

Article XI

Committees

Standing Committees are as follows:

- All Academies Military Ball Committee
- Nominating

The Association, upon majority vote of the membership in good standing, may from time to time establish additional permanent committees and may also change the duties of any committees as appropriate.

Ad hoc committees will be established as needed by the Board of Governors. The current President(s) shall be considered members of all committees, standing and ad hoc.

Article XII

All Academies Military Ball Committee

This committee shall be appointed by the President and shall be charged with the following responsibilities:

Provide a representative from the Committee or the Association to serve as a liaison with the Wisconsin Air Force Academy Parents' Association and Wisconsin West Point Parents Association in their planning of the All Academies Military Ball. Assist the current officers with the arrangements and operation of the All Academies Military Ball hosted by the Association.

Article XIII

Nominating Committee

The Vice President shall appoint a Committee. The Committee shall present a slate of candidates to the Board of Governors by the spring meeting. This slate of candidates shall also be presented to the general membership at the spring meeting. Any member in good standing can nominate additional general members of current midshipmen in good standing for office at the spring meeting.

Article XIV

Meetings

Regular Meetings: There shall be three regular meetings of the general membership of this Association each fiscal year:

- A fall meeting
- A spring meeting
- A Welcome Aboard meeting

In addition to being a general membership meeting, the Welcome Aboard meeting will be an orientation luncheon to which all of the incoming midshipmen and their families will be invited.

A notice will be sent to all members in good standing of all membership meetings. Such notices shall state the purpose, time and location of the meeting. Notices shall be sent at least two weeks prior to the date of the meeting.

Board of Governors Meetings: A Board of Governors meeting shall be held as needed. Notice of a Board of Governors meeting shall be provided to members at least seven days prior to the meeting. These meetings are open to the membership.

Special Meetings: Any three officers of the Association may call a special meeting of the general membership if, in their opinion, the need for such a meeting arises. The general membership shall be notified of all special meetings. The two-week notice requirement for a membership meeting is waived in the event of a Special Meeting.

Parliamentary Authority: The parliamentary authority for all meetings will be Robert's Rules of Order, Revised.

Instances When Vote of Membership is Invalid: No vote of the members present at a Regular Meeting of the Association's membership shall be valid unless proper notice has been provided to all current members. These notices must be provided to the current membership a minimum of two weeks before the scheduled regular meeting.

Quorum: All general and lifetime members present and in good standing at a regular or special meeting of the general membership shall constitute a quorum of the membership. A majority of the Board of Governors at a Board of Governors meeting shall constitute a quorum of the Board of Governors.

Article XV

Policy Statements

Fundraising goals are based on the budgetary needs of WISNAPA, Inc. All monies from whatever source for the benefit of WISNAPA, Inc. shall be deposited in bank accounts in the name of the corporation and proper books of accounts shall be kept of all monies & or properties received and disbursements made. The withdrawal of funds from the bank accounts of the corporation shall be voted on and accepted by three-fourths of the officers and authorized by the signature of the Treasurer or other officers with signing privileges.

Article XVI

Amending the Constitution & Bylaws

Amendments to this Constitution and these Bylaws may be proposed by any officer or member in good standing.

This Constitution and these Bylaws may be amended by a majority vote of the members in good standing present at a general meeting where the proposed amendment is presented following the approval of such changes by the officers. Written notice of the proposed amendment must be furnished to the voting members. Written notice of the proposed amendment must reach the voting members at least two weeks before a vote is taken. When approved, the amendment will be effective immediately.

Article XVII

Dissolution

In the event that it becomes necessary to dissolve this Association, the following will apply:

A. Initiation to dissolve must be made by the Board of Governors and submitted to the regular membership either at a regular meeting or by mail. Each member will be polled as to the action. The Secretary shall keep an accurate record of all members polled and these records shall become part of the action.

B. Complete dissolution of this Association must be approved by at least two-thirds (2/3) of all voting members. Dissolution of the organization shall be effective ten (10) days after all the ballots are cast and counted.

C. After payment of all debts, all remaining funds shall be transferred to the Naval Academy Foundation in Annapolis, Maryland (i.e. National Naval Academy Alumni Association).

(Revised February 2017)