

## *Article I*

The name of the organization shall be the Wisconsin Naval Academy Parents Association, Inc. (a.k.a. WISNAPA or the "Association").

## *Article II*

The purpose of the Association 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 current 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.
- To acquire funding by gift, fundraising, donations, or membership dues to support the 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.

The Association 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.

The Association 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 midshipman or alumni of the Academy may become a general member of the Association upon application for membership and payment of the current dues. While it is intended that the 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. Only general members of current midshipmen are entitled to hold elected office within the Association. Parents or guardians of any Wisconsin appointee are welcome as guests at WISNAPA membership meetings. In the case of any special family

situations affecting membership (e.g., more than two legal guardians), the WISNAPA Board of Governors (the “Board”) will determine best practices.

### **Alumni Parent Lifetime Membership (Voting Rights)**

Lifetime membership is open to any parent or guardian of an Academy 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. Past members of the Board who have served for two or more years will be recognized for their service by being granted a complimentary Alumni Parent Lifetime Membership.

### **Associate Membership (No Voting Rights)**

All parties interested in the objectives of the Association and the objectives of the Academy can become associate members. Associate members shall not be entitled to vote or to hold elected office within the Association.

### **Honorary Membership (No Voting Rights)**

The Board may grant honorary membership status to individuals who exemplify the standards and values of the Academy and the Association through extraordinary service. The Naval Academy Information Program Wisconsin Area Coordinator (i.e., regional Blue and Gold Officer) shall receive honorary membership status. Honorary members shall have no voting rights and may not hold elected office within the Association.

### **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 the 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 alumni parent 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**

Registration for membership in WISNAPA will be held in the spring. Payment of membership dues must accompany registration. Membership dues and benefits (e.g., graduation gifts, care packages, etc.) will be determined by the Board before each membership/fiscal year. The dues and benefits structure may vary among the membership types.

Any member who is not current in annual dues by September 1 will be dropped from the membership roster and all member activities.

## *Article VI*

### **Membership/Fiscal Year**

The membership/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. The Board will consist of the officers of the Association, the immediate past president and the regional Blue and Gold Officer. The current officers and the immediate past president of the Association shall be the voting members of the Board, with each of these positions entitled to one Board vote. The regional Blue and Gold officer 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.

### **President**

The President shall preside at all meetings of the general membership of the Association and the Board.

### **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.

### **Secretary**

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

### **Treasurer**

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

The Treasurer shall turn over financial records for an annual review performed 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.

### **Standard Operating Procedures (SOPs)**

SOPs for the Association generally and for each Board position shall be maintained and updated annually by January 31.

## *Article IX*

### **Officers - Election/Term of Office**

The Vice President with the assistance of the Board 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 attending the Academy in the upcoming membership year

are eligible to be candidates for an officer position. The Board will solicit for interested, eligible members to self-nominate by notifying the Vice President of their interest.

The slate of candidates will be presented to the membership at the Spring Meeting. Any member in good standing can nominate another eligible member for an officer position at the Spring Meeting.

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 a ballot is not required, and the candidate will be duly appointed. Members entitled to vote who are not able to attend the Spring Meeting may vote by absentee ballot.

The term for each office shall begin on the day following the Spring Meeting each year and run through the day of the Spring Meeting of the next year.

Any vacancy occurring during the year shall be filled by appointment and subsequent approval of the Board. 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 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. In the absence of the President, that officer must notify at least one member of the Board. The resigning officer shall deliver to the Board all records and physical assets belonging to WISNAPA within 30 days of the date of the resignation.

## *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.

Any individual Board member shall be removed from office automatically if they cease to be a WISNAPA member in good standing.

## *Article XI*

### **Records and Physical Assets of the Association**

The Board is responsible for managing and transitioning to new Board members all of the records and assets of the Association. All records and physical assets must be turned over to the incoming Board within 30 days of the Spring Meeting.

These items include:

- Electronic login information for all associated accounts, including but not limited to: web site, email account, social media and financial accounts.
- General records and correspondence, paper and electronic
- Financial records, paper and electronic
- Durable goods, e.g., flags and stands, event supplies, mailing supplies

Records and physical assets may be discarded upon unanimous vote of the Board in accordance with any applicable state or federal regulations, especially as they pertain to financial records.

A list of the whereabouts of all assets will be maintained by the President and will be readily available to all Board members.

## *Article XII*

### **Financial**

Fundraising goals are based on the budgetary needs of WISNAPA. All monies from whatever source for the benefit of WISNAPA shall be deposited in bank accounts in the name of the Association and proper books of accounts shall be kept of all monies or properties received and disbursements made. The normal operating budget of the Association for each membership year shall be voted on and accepted by three-fourths of the officers.

Both the Treasurer and either the Vice President or President will have access to and visibility of all online accounts (e.g., banks, Venmo, PayPal, QuickBooks). Additionally, one Board member other than the Treasurer shall have signatory access to the Association's bank accounts.

The Treasurer will notify the Board when deviations from expected, planned expenses take place. Three quarters of the Board must approve any unanticipated expenses.

## *Article XIII*

### **Committees**

The Association committees are as follows:

- All Academies Military Ball Committee
- Social Committee

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. The current President shall be considered a member of all committees.

### **All Academies Military Ball Committee**

The Wisconsin All Academies Military Ball is held annually, with the responsibility of hosting falling to WISNAPA, the Wisconsin Air Force Academy Parents' Association and Wisconsin West Point Parents Association on a rotating basis. In years when WISNAPA hosts, this ad hoc Committee is charged with all the arrangements and operation of the Ball, in collaboration with the Board. The chair of this Committee shall be appointed by the Board at least one year before WISNAPA hosts the Ball, and shall be charged with forming the Committee.

### **Social Committee**

The Social Committee is a standing committee of volunteers charged with assisting the Board with increasing social engagement opportunities of members, including, but not limited to, the arrangements and operation of member meetings and events.

## *Article XIV*

### **Meetings**

#### **Regular Meetings**

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

- Fall Meeting
- Spring Meeting
- Welcome Aboard Meeting

In addition to being a general membership meeting, the Welcome Aboard Meeting will be an orientation to which all the incoming Wisconsin 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. 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 at a Board of Governors meeting shall constitute a quorum of the Board.

## *Article XV*

### **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 XVI*

#### **Dissolution**

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

- Initiation to dissolve must be made by the Board 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.
- Complete dissolution of the Association must be approved by at least two-thirds of all voting members. Dissolution of the Association shall occur as expeditiously as possible after all the ballots are cast and counted.
- 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 2022)