

**BYLAWS
of the
NORTH AMERICAN CONSUMER
PROTECTION INVESTIGATORS**

(As amended August 1, 2011)

**This edition supersedes all
editions bearing a previous date.**

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**ARTICLE I
Name and Purpose**

SECTION 1. NAME

The name of the Association shall be the North American Consumer Protection Investigators (NACPI).

SECTION 2. PURPOSE

The purpose of the Association shall be to provide a medium through which the consumer protection investigators, civil and criminal, of the respective governments (federal, state, county, city, province, district, or territory) receive educational training at annual conferences, network, exchange information, and cooperate in matters involving consumer protection investigations, education, and litigations, of mutual concern to all, which allow the consumer protection investigators to better assist, educate and serve the public in their employment with their respective governments.

**ARTICLE II
Membership**

SECTION 1. QUALIFICATIONS

The membership of the Association shall consist of individuals employed by an agency, office, department or bureau of a federal, state, county, city, province, territory or district government as: investigators; supervisors of investigators; paralegals; analysts; specialists; agents; police officers; or persons engaged in the enforcement of consumer protection laws and other consumer laws including but not limited to elder abuse/neglect/financial exploitation, health fraud, real estate fraud, computer/internet fraud and telecommunication fraud.

SECTION 2. MEMBERSHIP

Any individual who qualifies for membership and who pays annual dues shall be a member of this Association and shall be entitled to:

- a) Hold office within the Association;

- b) Have one vote within his/her state, province, district, or territory delegation, for all matters that come before the Association;
- c) Have one vote within his/her regional delegation for the purpose of electing a Director and Deputy Directors of the Board of Directors from that region.

For the purposes of the qualification and election of Directors and having regional meetings, the membership shall be broken down into Regions. The Regions shall consist of the following:

- a) **Great Lakes:** includes the Canadian Provinces of Ontario, Quebec, Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland; the states of Connecticut, Illinois, Indiana, Maine, Massachusetts, Michigan, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Vermont, Wisconsin; and their respective cities, counties, etc.
- b) **Eastern Region:** includes the U.S. Territories of Puerto Rico, the Virgin Islands, Bermuda, and all other U.S. Territories in the Atlantic; includes the states of Alabama, Delaware, District of Columbia, Florida, Georgia, Kentucky, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, and West Virginia; and their respective cities, counties, etc.
- c) **Western Region:** includes the U.S. Territories of Guam, American Samoa, all other U. S. Territories in the Pacific; Canadian Provinces of Alberta, British Columbia, the Yukon Territories, Manitoba, Saskatchewan and the Northwest Territories; the states of Alaska, Arizona, Arkansas, California, Colorado, Hawaii, Idaho, Iowa, Kansas, Louisiana, Minnesota, Missouri, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, South Dakota, Texas, Utah, Washington and Wyoming; and their respective cities, counties, etc.

SECTION 2.1 CHANGE OF REGIONS

A state, territory, or province may be placed in a different Region by **A SIMPLE MAJORITY** vote of the Board of Directors. However, prior to the vote by the Board, current members of the state, territory, or province wanting to move into another Region must vote for the change. **A SIMPLE MAJORITY** will decide. If the majority is for the move, the Director of that Region shall provide a letter to the Board of Directors with the reasons for the change. A copy will also be provided to the Director of the new Region. The Board shall vote within 30 days of the date of receipt of the letter and will notify the Directors of the Regions involved of their decision within 15 days of the decision.

SECTION 2.2 ASSOCIATE MEMBERSHIP

Individuals of organizations involved in Consumer Protection and who pay annual dues or registration fees shall be an associate member of this Association and shall be entitled to have one vote within his/her state, province, district, or territory delegation for all matters that come before the Association; and have one vote within his/her regional delegation for the purpose of

electing a Director and Deputy Directors from that region. An Associate Member may not hold office on the Board of Directors.

Associates are able to participate in all NACPI functions with the exception of the roundtable session (due to confidentiality). Associates receive a conference manual, although they do not have access to the Members Only WebPages (due to confidentiality).

SECTION 3. PROXIES

A member of this Association may delegate by written proxy, as his/her representative, any other member of this Association. A member holding a valid written proxy may, in addition to his/her own vote, exercise the proxy vote as provided for in Section 2 above, provided that each written proxy shall be delivered to the Secretary prior to the proxy being exercised. The proxy must be notarized or signed in the presence of a NACPI Officer. A member may not hold more than one (1) valid written proxy.

ARTICLE III Directors and Deputy Directors

SECTION 1. DIRECTORS AND DEPUTY DIRECTORS

The Association shall have a Board of Directors consisting of the Executive Board, three Directors and six Deputy Directors (one Director; two Deputy Directors from each of the Regions; and the four Officers). Each Region shall elect a Director, and two Deputy Directors, upon the vote of **A SIMPLE MAJORITY** of the members of that Region present and voting in Regional caucuses at the Annual Meeting. Directors and Deputy Directors shall be elected for terms of three years.

SECTION 1.1 QUALIFICATIONS

To hold office as Director or Deputy Director, an individual must be a member in good standing with the Association. Disqualification for these offices shall include:

- a) Not attending the annual meeting for two consecutive years;
- b) Failure to pay annual dues within 60 days after the annual meeting;
- c) Failure to execute and abide by the Association's Conflict of Interest Policy; or
- d) Are no longer employed with a federal, state, county, city, province, district or territory government office involved in the administration or enforcement of consumer protection laws in their respective jurisdictions.

SECTION 2. DUTIES

The Board of Directors shall generate interest in the Association amongst consumer protection agencies in their respective regions and act as an information source for their region. It

shall be the duty of all members who are elected to or appointed to the position of Director or Deputy Director(s) of any region, for any length of time to make a serious commitment to participate actively as a motivated member of the Board. This includes attending all board meetings, whether in-person during the annual meetings or via conference call during the intervening period from one conference to the next, whenever possible. If the Board Member misses three consecutive board meetings, the executive committee (in majority agreement) reserves the right to vacate the Board Member of his/her position. If the Board Member is assigned to any adjunct or standing committee(s), then the above rules hold true for the committee meetings as well.

Board Members are encouraged to volunteer for and have a willingness to accept association assignments and complete them thoroughly and on time. This includes participation in conference preparations. Board Members will be expected to contact current NACPI members in their regions twice during the year (either via email or phone) to maintain contact and excitement in the organization and to remind members of tools such as the website which they can access all year long. This work may be divided between the Director and Deputy Director(s) of the region. Board Members will also be expected to contact AT LEAST five potential new attendees/ organizations within their region each year before the annual conference to advertise the upcoming training meeting and encourage attendance. If the Board Member is unable or unwilling to complete these duties it will remain the discretion of the executive committee (in majority agreement) to vacate the Board Member of his/her position.

Board Members are encouraged to stay informed about NACPI matters; to prepare themselves for meetings by reviewing and commenting on minutes and reports. Each Director and Deputy Director is expected to network with other NACPI members, building collegial working relationships to foster cooperation and consensus on the Board and throughout the association.

It is expected that Board Members will become as actively involved with NACPI as possible, despite the demands of their occupation. While the importance of vocation and those responsibilities are recognized, accepting the position of Director or Deputy Director comes with an expectation of participation in the work of the association. Duties of the Board of Directors include setting the amount of dues and registration fees, conservatively investing NACPI funds, determining the method(s) of collection, deadline for payment, and refund policies, and any other such matters related to the operation of the Association.

SECTION 3. REPLACEMENT OF DIRECTOR(S) OR DEPUTY DIRECTOR(S)

In the event of the resignation or disqualification of any Director, a Deputy Director (selected by the President) of that region shall become the region's Director and serve out the term. The President shall appoint a second Deputy Director to serve until the next regular scheduled annual meeting of the membership at which time the region will elect a Deputy Director. In the event of the resignation or disqualification of any Deputy Director, the President shall appoint a Deputy Director to serve until the next regularly scheduled annual meeting of the membership at which time the region will elect a Deputy Director.

ARTICLE IV Officers

SECTION 1. OFFICERS

The Association shall have a Board of Directors consisting of the Executive Board, three Directors and six Deputy Directors. The President and Vice President shall be elected by **A SIMPLE MAJORITY** of the Board of Directors for a period of two years. No person shall serve as President or Vice-President for more than two consecutive terms. The Secretary and Treasurer shall be appointed by the President. Officers elected or appointed can be from the same state but may not be employed by the same agency.

SECTION 1.1 QUALIFICATIONS

To hold office as President, Vice-President, Secretary, or Treasurer, an individual must be a member in good standing with the Association. Disqualification for these offices shall include:

- a) Not attending the annual meeting for two consecutive years;
- b) Failure to pay annual dues within 60 days after the annual meeting; or
- c) Are no longer employed with a federal, state, county, city, province, district or territory government office involved in the administration or enforcement of consumer protection laws in their respective jurisdictions.

SECTION 2. DUTIES

The President shall prepare agendas for the meetings of the Officers, Board of Directors and the General Business Session of the annual meeting and shall preside over such meetings; shall approve all press coverage and releases; and shall perform such other duties as the Board of Directors may authorize, to include such matters that are not of such gravity that would require approval of the other Officers or the Board of Directors.

The Vice-President shall assist the President; shall preside over any meetings in the absence of the President, and shall preside as chair of the association's Conference Facilitation Committee (CFC) and perform such other duties as the Board of Directors may authorize.

The Secretary shall record the minutes of the meetings of the Officers, Board of Directors and the General Business Session of the annual meeting; shall provide copies of the minutes to each member of the Board of Directors; shall also retain copies of conference agendas and other relevant materials (which shall be available to the Conference Chairperson in planning the annual meeting); shall monitor and record all votes at the annual meeting and the meetings of the Board of Directors; shall provide proxy forms to any member who requests it and accept and verify any completed proxies; shall maintain membership roster and shall perform such other duties as the President and the Board of Directors may authorize.

The Treasurer shall open and maintain a checking account for the purpose of receiving and distributing monies for the Association; shall relay to the Secretary information about new members; shall cooperate with the Conference Chairperson in depositing and distributing funds for the annual meeting; shall be responsible for insuring the Association's incorporation dues are paid on time; shall be responsible for maintaining NACPI funds in certificate of deposit or money market accounts; verify all transactions \$100.00 or above the conference budget require Executive Committee approval and transactions over \$500.00 require Board approval; and perform such other duties as the President and Board of Directors may authorize.

SECTION 3. **REPLACEMENT OF OFFICER(S)**

In the event of resignation or disqualification of the President, the Vice President shall serve as interim President until the next regularly scheduled annual meeting of the membership at which time the Board of Directors will elect a President.

In the event of resignation or disqualification of the Vice President, Secretary, or Treasurer, in whole or in part, the President shall appoint an interim Vice President, Secretary, or Treasurer until the next regularly scheduled annual meeting of the membership at which time the Board of Directors will elect a Vice President to serve out the term and the President shall appoint a new Secretary or Treasurer to serve out the terms.

In the event of the resignation or disqualification of both the President and Vice President, the Secretary shall serve as interim President until the next regularly scheduled annual meeting of the membership at which time the Board of Directors will elect a President and Vice President.

In the event of the resignation or disqualification of the entire Executive Committee, the Board of Directors shall have an emergency meeting and select a President from the Board of Directors to serve as interim President until the next regularly scheduled annual meeting of the membership at which time the Board of Directors will elect a President and Vice President.

ARTICLE V **Meetings**

SECTION 1. **ANNUAL MEETING**

An annual meeting of the membership of the Association shall be held during the months of March through October of each year. The site of the next annual meeting shall be chosen by **A SIMPLE MAJORITY** of the Board of Directors at the annual board meeting. If there is more than one interested party for hosting the annual meeting then the site of the next annual meeting shall be chosen by voting **A SIMPLE MAJORITY** of the membership present at the annual business meeting from sites approved by the Board of Directors. In choosing which sites to approve to the membership for a vote, the Board of Directors shall consider: rotating the annual

meeting equally between Regions; proximity of a major airport; hotel and restaurant rates; and other pertinent information.

SECTION 1.1 CONFERENCE CHAIRPERSON

The Conference Chairperson (a representative from the host agency) shall direct the day to day activities necessary to put on the annual meeting, including arranging the facility and handling all operations with the facility regarding the hospitality suite, conference rooms, food and beverage services and equipment; arranging speakers and the agenda; registration of members at the conference site; and preparing one evening event for the membership including transportation to and from the event. In the absence of a host region or Conference Chairperson, the vice president, as chairperson of the Conference Facilitation Committee, shall serve as the Conference Chairperson. The Conference Chairperson will work under the guidance of the President, the CFC and the Board of Directors and provide a draft budget to the Board of Directors at the first Board meeting of the conference. Within 60 days after the conference, a final budget will be provided to the Board of Directors regarding the conference.

SECTION 1.2 ROUNDTABLE SESSIONS

Roundtable sessions are held within the annual meeting as a way for members to exchange information on cases, including active investigations, and other consumer protection related matters. Only current members are allowed to attend these sessions. Any member classified as an associate member will be unable to attend the roundtable sessions.

SECTION 2. REGIONAL MEETING

Regional meetings shall be held at the annual meeting and may be held at other times as needed. The site of such meetings shall be determined by the Director and Deputy Director of each Region. All dues paying members residing in that Region shall be invited to the regional meeting. Each Director shall be responsible for informing each member in their Region to: offer advice and help prepare bids to host the next annual meeting; and any other duties that the Region may require.

ARTICLE VI Committees

SECTION 1. POWERS AND FUNCTIONS OF COMMITTEES

a. Standing committees shall be responsible for recommending policies, procedures and actions on items or association programs referred/assigned to them as a committee. They may also formulate recommendations in the area of their responsibilities for the specific consideration of the Board of Directors.

b. Standing committees of the Board of Directors may establish subcommittees as needed. Subcommittees may consult with other members of the association as necessary to complete its tasks.

c. The duly elected or appointed NACPI Vice President shall chair the standing committees (with the exception of the Executive Committee), unless otherwise appointed by the Board of Directors. The President shall appoint the Standing committees' vice-chair and the Standing Committee shall elect its own secretary by simple majority of its committee members. Any special committee and subcommittee shall either elect its own chair, vice-chair, and secretary or enjoy the service of volunteers from its members.

d. Each committee may be requested to submit written reports of its recommendations or work product to the Executive Committee, which shall review them and put them on the agenda, to be presented to the Board of Directors.

e. A simple majority of committee members shall constitute a quorum for Standing Committee meetings.

f. The Executive Board can decide when each committee has exhausted their purpose and dismiss the committee.

SECTION 2. STANDING COMMITTEES

a. **The Executive Committee** shall consist of the President, Vice President, Treasurer, Secretary, chairs and vice-chairs of the other standing committees and Webmaster and shall:

1. Formulate proper study of proposal(s) to be made to the full Board which shall contain considerations in favor and against and, when appropriate, the formulation of draft texts for inclusion in the by-laws;
2. Prepare and propose amendments to the bylaws and present such to the full Board;
3. Receive committee proposals, policy, and program product, review them and put them on the agenda, to be presented to the full Board;
4. Provide for negotiation with suppliers for association commodity;
5. Web site administration and facilitation;
6. Meet at least once a quarter or with any additional meetings as determined necessary to complete its tasks.
7. The Webmaster will maintain a voting seat on the Executive Board if he or she qualifies as a member of the Association.

b. **The Conference Facilitation Committee (CFC)** shall consist of eight (8) members: the NACPI Vice-President as chair, the committee's vice-chair who is appointed by the NACPI President, the immediate past Conference Host, the present year Conference Chairman, the Host Region's Director (or another member of the Host Region who shall be appointed by the Director in the event that the Region's Director is also the Host), the NACPI Secretary, the NACPI Treasurer and the webmaster. The NACPI Vice-President has the discretion to fill the

positions with whom he/ she chooses if the positions cannot be filled using the manner, description and titles described above. Committee members shall:

1. Oversee the business aspects and administration of the annual conference;
2. Formulate policy, procedures, and program proposal(s) to be presented to the full Board;
3. Present educational and instructional programming to promote exciting and beneficial conferences for the best welfare of the membership;
4. Recruit sponsors by contacting potential candidates via e-mail, postal mail and/ or telephone;
5. Invite and review (approve/disapprove) exhibitors for NACPI functions;
6. Negotiate with suppliers and facilities to promote profitable conferences; and
7. Meet at least once a quarter or with any additional meetings as determined necessary to complete its tasks.

ARTICLE VII Amendments to the Bylaws

SECTION 1. AMENDMENTS

A SIMPLE MAJORITY of the membership of the Association present and voting at the annual business meeting may amend the Bylaws of the Association, by voting on amendment proposals submitted to the Board of Directors, in writing, at least 30 days prior to the annual meeting. To amend the Bylaws of the Association that were not submitted to the Board of Directors at least 30 days prior to the annual meeting, the proposal must be approved by two-thirds of the membership of the Association present and voting at the Annual Business Meeting.

If amendment to the Bylaws is required between Annual Business Meetings, the current membership of the Association shall be notified of the proposed amendment via email. To amend the Bylaws of the Association, the proposal must be approved by three-fourths of the voting membership of the Association.

ARTICLE VIII Distribution of Funds

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.