

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

(As amended August 1, 2017)

**This edition supersedes all
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**BYLAWS
of the
NORTH AMERICAN CONSUMER
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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 all levels of government 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. DEFINITIONS

- a) Executive Board will consist of the President, Vice President, Secretary, Treasurer, and the Region Directors;
- b) The Board of Directors will consist of the Executive Board, the Deputy Directors of each region, and the chairs of the standing committees;

SECTION 2. 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 2.1. NON-DISCRIMINATION POLICY

North American Consumer Protection Investigators (NACPI) does not and shall not discriminate against any individual on the basis of race, color, sex, religion, national origin, age, sexual orientation, or disability in any of its activities or operations.

SECTION 3. 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 3.1. 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 3.2. ASSOCIATE MEMBERSHIP

Retired members of NACPI and individuals of organizations involved in Consumer Protection 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 section of the website (due to confidentiality).

SECTION 4. 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 witnessed. A member may not hold more than one (1) valid written proxy.

ARTICLE III

Directors and Deputy Directors

SECTION 1. DIRECTORS AND DEPUTY DIRECTORS

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 Board (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 Board (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.

Any Board member may resign his/her position at any time, by presenting said resignation in writing to the President or if it be the President, to the Vice-President. All Members leaving their position, for any reason shall be responsible to turn over to the Recording Secretary all books, papers, ledgers, passwords and any and all materials and or property having to do with the matters of concern which were his/her responsibility during his/her term of office within 30 days. Failure to do this shall cause the outgoing Board Member to be held indebted to NACPI for such sum, as the Board of Directors shall deem appropriate.

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 President, Vice President, Secretary and Treasurer shall be elected by **A SIMPLE MAJORITY** of the Board of Directors for a period of three years. No person shall serve as President, Vice-President, Secretary, or Treasurer for more than two consecutive terms. At the discretion of the Board of Directors, if no candidate comes forward, the Board of Directors shall vote by simple majority to extend the term of the President, Vice President Secretary, and/or Treasurer. Officers elected 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) 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 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 Board approval and transactions over \$500.00 require Board approval; and perform such other duties as the President and Board of Directors may authorize.

The Treasurer shall keep and maintain accurate records of all receipts and disbursements, which shall be available at all times for examination by the Board of Directors. Such records must be maintained in a sufficiently accurate and clear manner as to allow a competent authority to perform an annual audit of such financial records.

The Treasurer shall render a written report to the membership at the annual NACPI conference. The Report shall clearly describe the financial condition of NACPI, including the income and expenses incurred by NACPI since the last conference.

Upon leaving office, he/she shall immediately deliver to his/her successor all monies, securities, books and records in his/her possession.

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, Secretary, or Treasurer to serve out the term.

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 President, Vice President, Secretary, and Treasurer, 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 Executive Board

SECTION 1. EXECUTIVE BOARD

The Executive Board will consist of the President, Vice President, Secretary, Treasurer, and the Region Directors.

SECTION 2. DUTIES

The Executive Board 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. Provide for negotiation with suppliers for association commodity;
and
3. Meet as necessary to complete its tasks.

ARTICLE VI 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) will assist with 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 1.3. REGIONAL MEETINGS

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 VII 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 President shall appoint the Standing committees' chair and the Standing Committee shall elect its own secretary by simple majority of its committee members. Any 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 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 Conference Facilitation Committee (CFC)** shall consist of nine (9) members: the Vice-President as chair, the committee's vice-chair who is appointed by the President, the President, the immediate past Conference Host, the present year Conference Host, 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 Secretary, the Treasurer and the Chairperson of the Website Committee. The Vice-President has the discretion to fill the positions with whom he/ she chooses if the positions cannot be filled using the manner or 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.

b. **Bylaws Committee** shall consist of one or more members. Committee member(s) shall:

1. Formulate proper study of the bylaws;
2. Maintain the official version of the bylaws; and

3. Prepare and propose amendments to the bylaws and present such to the Board Directors and General Membership.

c. **Membership Committee** shall consist of the Secretary and one or more additional members. Committee member(s) shall:

1. Recruit Members;
2. Maintain membership lists; and
3. Prepare and distribute membership renewal notifications.

d. **Website Committee** shall consist of one or more members. Committee member(s) shall:

1. Oversee Web site administration and facilitation;
2. Oversee social media venues; and
3. The chair will be a member of the Conference Facilitation Committee.

ARTICLE VIII 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 IX 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.