

# **National Internal Affairs Investigators Association, Incorporated**



## **Constitution and By-Laws**

**Ratified: October 10, 2019  
Revised: July 24, 2019**

# **Mission Statement**

The mission of the National Internal Affairs Investigators Association, Inc. (NIAIA) is to promote professionalism, education, innovation, and collaboration of its membership.

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# Constitution

## Article 1 Organization

This organization shall be known as the:

**National Internal Affairs Investigators Association, Incorporated**

**NIAIA, Inc.**

## Article 2 Objective

The objective of the National Internal Affairs Investigators Association, Inc. shall be to:

- I. Develop and establish professional performance standards and instill the importance of ethical behavior and integrity to those involved in administrative and/or internal affairs investigations;
- II. Provide specialized training in the area of employment law and administrative investigations unique to public safety organizations;
- III. Present a forum for the discussion of common problems and current court decisions in the field of personnel management;
- IV. Gather and disseminate information regarding improved administrative and technical practices;
- V. Assist public safety agencies in the establishment and development of internal affairs and administrative investigative units;
- VI. Foster cooperation and the exchange of information and experience among administrative/internal affairs investigators; and,
- VII. Enhance professional growth and development.

# **Article 3**

## **Membership**

I. Non discrimination

No person shall be denied membership because of race, sex, creed, color, religion, national origin, disability, or sexual orientation.

II. Categories of Membership and Eligibility

All memberships are subject to approval by the Executive Board. Membership in this Association shall consist of three (3) categories: Agency, Retiree, and Honorary.

A. Agency Membership

Agency Memberships shall consist of any municipal, county, state, or federal public safety agency or government entity, as well as private industry corporations or other supportive entities who have personnel responsible for or are involved in conducting, supporting or providing training in the field of administrative investigations and disciplinary processes. Any agency employee actively involved with the above mentioned criteria/processes may have individual user accounts on the website as part of their Agency Membership. Annual dues and voting ability with restrictions apply.

B. Retiree Membership

Retiree Membership may be considered for any individual who has retired, in good standing, from an agency/entity described above, and whose duties/role met the criteria for Agency Membership. Annual dues and voting ability applies.

C. Honorary Membership

Honorary Membership may be granted to a person who has contributed substantially to the improvement and advancement of the Association and has separated in good standing from an agency and position meeting the above mentioned criteria for Agency Membership. Nominations for Honorary Membership will be reviewed and approved/denied by the Executive Board. Annual dues are waived for life and voting ability applies.

## **Article 4 Dues**

I. Authority

The Association assesses dues upon its Agency and Retiree Membership categories. The Executive Board shall set the dues for each category of membership.

II. Changes in Dues

Any change in dues will take effect on the first day of the new calendar year.

III. Payment

Association members shall make payment of annual dues through the Association's website or through other coordination with the Treasurer.

## **Article 5 Elected Officers**

- I. Elections will be conducted at the annual conference and elected officers shall assume their roles at the conclusion of the conference. Elections will be for the offices of 2<sup>nd</sup> Vice-President, Recording Secretary, and Regional Executive Committee Chairperson.

The ascension of the President and Vice-President levels will be as follows:

- A. The current President becomes the Immediate-Past President and will continue to serve as a member of the Executive Board for a period of one (1) year or until the next election.
  - B. The 1<sup>st</sup> Vice-President will assume the role of President.
  - C. The 2<sup>nd</sup> Vice-President will assume the role of 1<sup>st</sup> Vice-President.
  - D. The newly elected member assumes the role of 2<sup>nd</sup> Vice President.
- II. The elected officers of the Association must be active members within one (1) of the three (3) membership categories.

- III. The term of office for the 2<sup>nd</sup> Vice President shall be one (1) year, and the term of office for the other elected officers shall be for two (2) years from the date of the election or until a new election is held. The term of office for any elected officer, except the 2<sup>nd</sup> Vice President, may be extended upon approval of the Executive Board.
- IV. Nominations for officers shall be made from the floor by members at the annual conference.
- V. If a vacancy occurs in the Office of President during the term of office, the 1<sup>st</sup> Vice-President will assume the role of President, immediately followed by the 2<sup>nd</sup> Vice-President assuming the role of 1<sup>st</sup> Vice-President, leaving the position of 2<sup>nd</sup> Vice-President vacant until the next election.
- VI. If a vacancy occurs in the Office of 1<sup>st</sup> Vice-President during the term of office, the 2<sup>nd</sup> Vice-President will assume the role of 1<sup>st</sup> Vice-President, leaving the position of 2<sup>nd</sup> Vice-President vacant until the next election.
- VII. If a vacancy occurs in any office other than President or 1<sup>st</sup> Vice-President during the term of office, a member of the Executive Board/Committee shall be selected by the Executive Board to fulfill the vacated term of office. The individual may have dual roles/responsibilities.
- VIII. A vacancy for purposes of this Article is when:
  - A. An elected officer notifies the Executive Board that he/she is unable to complete the term of office.
  - B. An elected officer dies.
  - C. An elected officer, by majority vote from the Executive Board, is determined to be incapable of completing the term of office because of medical reasons, gross negligence or inefficiencies, suspension, termination, or conviction of a serious misdemeanor or any felony, or for other just cause.
- IX. In special circumstances when multiple vacancies occur at the President and Vice-President levels, nominees for said offices may be made by Executive Board Members. However, the term of office for President and/or 1<sup>st</sup> Vice-President shall not exceed what has been outlined in subsection I of this Article.

## **Article 6**

### **Changes to the Constitution and/or By-Laws**

- I. Permissible Changes

The Constitution and By-Laws may be amended, repealed, or suspended.

II. Adoption of Changes

- A. The Constitution may be changed only by a two-thirds majority of voting members in attendance at the general business meeting. Only one (1) vote may be cast per Agency Membership for changes to the Constitution.
- B. Amendments to the By-Laws of the Association must be approved by a simple majority of voting members in attendance at the general business meeting. Only one (1) vote may be cast per Agency Membership for changes to the By-Laws.

## **Article 7 Organization Disbandment**

In the event of dissolution of the Association, the Executive Board shall, after paying or making provision for the payments of the liabilities of the Association, give all monies to a non-profit, public-safety-related organization with like or similar purposes. In no case shall any Association money be given to or used for the benefit of any individual.

# **By-Laws**

## **Article 1 Duties of Elected Officers/Appointees**

I. President

- A. The President shall preside at all meetings of the Association. In conducting meetings of the Association, the President's decision shall be final unless otherwise provided for by this Constitution. The President's decision may be reversed by two-thirds (2/3) vote of the voting agencies present at the general business meeting. The President shall appoint pro-tem officers in cases of absentees. With the approval of the Executive Board, the President may call a special meeting and shall notify the membership of the date, time, place, and purpose of the meeting.
- B. The President shall be the chairperson of the Executive Board and may appoint select members of the Regional Executive Committee to the Executive Board as needed.



- C. The President may recommend the creation or dissolution of a position as needed, upon approval of a quorum of the Executive Board.
- II. 1<sup>st</sup> Vice-President
    - A. In cases of death, resignation, removal, suspension, inability to serve or absence of the President, the 1<sup>st</sup> Vice-President shall serve as President.
    - B. The 1<sup>st</sup> Vice-President shall perform all duties as directed by the President.
- III. 2<sup>nd</sup> Vice-President
    - A. In cases of death, resignation, removal, suspension, inability to serve or absence of the 1<sup>st</sup> Vice-President, the 2<sup>nd</sup> Vice-President shall serve as 1<sup>st</sup> Vice-President.
    - B. The 2<sup>nd</sup> Vice-President shall perform all duties as directed by the President.
- IV. Recording Secretary
    - A. The Recording Secretary shall keep a full, true, and complete record of the proceedings and decisions made during all meetings, conference calls, and/or email exchanges of the Association.
    - B. The Recording Secretary shall perform all duties as directed by the President.
- V. Regional Executive Committee Chairperson
    - A. The Chairperson oversees the Regional Executive Committee and coordinates recruitment efforts.
    - B. The Chairperson shall appoint members of the Regional Executive Committee as needed and approved by the Executive Board members.
- VI. Treasurer
    - A. The treasurer shall receive all funds due to the Association and keep an accurate account between the Association, its members, and creditors.
    - B. The Treasurer shall provide a detailed report of all financial matters regarding the Association at the annual conference/meeting or at any other time as directed by the President and/or Executive Board.

- C. The Treasurer shall maintain a mailing address for Association business and shall ensure mailed correspondence to the Association is addressed by the appropriate elected official.
- D. Upon taking office, the Treasurer shall conduct a review/inspection of all Association financial records within sixty (60) days of receiving the financial records from the former Treasurer. The results of said review/inspection will be reported to the Executive Board and maintained by the Recording Secretary as part of the official documents/reports of the Association.
- E. The Treasurer shall perform all duties as directed by the President.

VII. Website/Social Media Administrator

- A. The Administrator shall maintain the Association’s website with accurate and timely information.
- B. The Administrator shall make regular posts to Facebook, LinkedIn, and other social media websites as needed.
- C. The Administrator will be the liaison with the website developer as needed.
- D. The Administrator shall perform all duties as directed by the President.

## **Article 2 Committees**

I. Regional Executive Committee

- A. When feasible, the Regional Executive Committee shall be comprised of members representing various geographical regions and disciplines. The members of the committee shall serve a one (1) year term.
- B. Appointed members to the Regional Executive Committee shall represent the following geographical regions and disciplines:
  1. Northeast: PA, NY, CT, VT, NH, RI, MA, and ME
  2. Mid-Atlantic: NJ, DE, MD, VA, WV, NC, and SC
  3. Southeast: FL, AL, MS, TN, KY, LA, GA, and AR
  4. Midwest: OH, IL, IN, MI, MN, WI, IA, MO, NE, and KS

5. Northwest: ND, SD, MT, WY, ID, WA, OR, AK, and CO
  6. Southwest: CA, NM, UT, NV, AZ, TX, OK, and HI
  7. Federal/International Interests
  8. Fire and Rescue Interests
- C. The members of the Regional Executive Committee shall encourage membership within their regions and work with the Executive Board during membership drives.
  - D. The Regional Executive Committee shall take all necessary steps to promote and support the mission of the Association.
  - E. Each Regional Executive Committee member may establish subcommittees within his/her individual region.

## II. Executive Board

- A. The Executive Board shall be comprised of the President, 1<sup>st</sup> Vice President, elected officers of the Association, Immediate-Past President, and other appointees, including select members of the Regional Executive Committee, as appointed by the President.
- B. The Executive Board shall meet at the Association's annual conference and confer at least three (3) other times during the year, as called by the President, or a majority poll of the Executive Board members. A majority of the Executive Board shall constitute a quorum for the transaction of business. Notice of these meetings shall be given at least two (2) weeks in advance.
- C. The Executive Board shall routinely review and revise the Association's Constitution and By-Laws.
- D. The Executive Board shall also research and review legal precedence in the field of personnel management/internal affairs that impacts the membership's primary mission.
- E. The Executive Board members will plan, coordinate, and approve all matters related to the annual conference including conference site location, lodging alternatives, training agendas, guest speakers, and social events.

1. The location, venue, and date for the next year's conference shall be finalized prior to the current year's conference and communicated to the membership.
2. As additional details are finalized, appropriate notice shall be given to the membership.

## **Article 3 Meetings**

### I. General Business Meeting

- A. A General Business Meeting shall be held during the annual conference.
- B. A quorum for the purpose of transacting business of the Association shall consist of two-thirds (2/3) of the voting members present at the meeting.

### II. Executive Board Meetings

- A. The Executive Board shall meet as directed by the President during the annual conference.
- B. The Executive Board shall meet at a location selected by the President at least three (3) months prior to the annual conference to discuss the business of the Association and finalize all conference matters.
- C. The Executive Board shall communicate via telephone conferencing and/or web conferencing a minimum of three (3) other times throughout the year to discuss the business of the Association.
- D. A majority of the Executive Board shall constitute a quorum for the transaction of business.

### III. Special Meetings

- A. Special meetings of the Association or of the Executive Board may be called at the option of the President, provided that all affected members are notified of the meeting and of the topic to be considered.
- B. The subject matter of any Special Meeting and any action that may be taken as a result of any special meeting shall be limited to that previously announced in the meeting notice.

## **Article 4 Order of Business**

The meetings of the Association shall be governed by the Constitution and By-Laws.

## **Article 5 Voting**

### **I. General**

- A. All membership categories have the right to vote, but only one vote may be cast per Agency Membership on issues regarding elections and changes to the Constitution and/or By-Laws.
- B. If requested, voting members will be allowed to caucus for a period of time that will not exceed thirty (30) minutes before voting.

### **II. Exceptions**

This section does not apply to Executive Board meetings.

## **Article 6 Process for Membership**

### **I. Process**

- A. All categories of membership as outlined in the Association's Constitution, Article 3, shall register for membership via the Association's website or through other correspondence with the Treasurer.
- B. Full payment of the current annual dues may be made via the website or other approved payment methods. Invoices may be requested online through the Association website or through correspondence with the Treasurer.
- C. Memberships shall be reviewed and approved by the Executive Board or designee as needed.

## **Article 7**

### **Finances**

- I. Accounts and Authorized Users
  - A. The Association shall maintain a checking account with a nationally recognized financial institution.
  - B. The President or Treasurer must authorize the use of Association account funds.
  - C. The President and Treasurer will maintain a credit/debit card for Association related business/financial transactions.
- II. Expenditures
  - A. All expenditures over five hundred dollars (\$500) must be approved by the Treasurer or the President.
  - B. All expenditures paid by the Association will be signed by the Treasurer and recorded in the Association's financial records.
  - C. Reimbursements for out-of-pocket expenses will be made with prior approval of the President or the Treasurer.
- III. Audits and Inspections
  - A. The Executive Board shall complete an informal review/inspection of the Association's financial records at least once per year. In addition, the Treasurer shall forward a copy of the monthly bank account statement to the Executive Board. The President or a majority of the Executive Board may call for an independent review/inspection at any time.
  - B. All financial records shall be open for inspection by an individual in any membership category in good standing with the Association.

## **Article 8**

### **Termination of Elected Officers and/or Appointees**

- I. An elected officer or member of any Committee shall be dismissed from his/her position for conduct unbecoming or for bringing discredit upon the Association. A two-thirds (2/3) vote of the Executive Board, or a two-thirds (2/3) written petition

of the membership is required to take said action. Any member who becomes aware of inappropriate actions by an elected officer or appointee has an obligation to report said conduct to the Executive Board forthwith.

- II. The Association will accept written resignation from any elected officer or appointee.

## **Article 9**

### **Amendment Procedures: Constitution and By-Laws**

- I. Procedures for submitting Proposals for changes
  - A. Proposed changes to either the Constitution or By-Laws shall:
    - 1. Be in writing within sixty (60) days prior to the annual conference;
    - 2. State concisely the reason for the proposed change(s);
    - 3. Clearly identify the Article and Section number affected by the proposed change(s);
    - 4. Clearly and concisely state the substance of the proposed change(s);
  - B. If the proposed change originates from a member:
    - 1. The proposal shall be submitted to the Executive Board;
    - 2. The proposal shall contain the name, address, email address, and telephone number of the person offering the change(s); and,
    - 3. The Board shall review the proposal and provide a report on how the change will affect the Association, making a recommendation for or against such revision.

- II. Publication

The Website/Social Media Administrator shall, following consideration of the changes by the Executive Board, post a draft of the proposed change(s) on the Association's internet website along with a general description of such proposed changes.

- III. Submission and Voting

- A. A member of the Executive Board shall present the proposed changes to the membership during the general business meeting at the Association's annual conference.
- B. The proposed change(s) will then be voted upon as outlined in the Constitution and By-Laws.

IV. Effective Date

Unless otherwise provided by resolution of the Association, such amendments and/or changes shall become effective immediately following approval.

(Rev. 07/24/19)