

BY-LAWS
OF
WISCONSIN TROOPERS' ASSOCIATION, INC.
(A Wisconsin Non-Profit Corporation)

INTRODUCTION

0.01 The date of annual members' meetings shall be scheduled by the Association within each calendar year.

0.02 The required notice of members' meeting: not less than 20 days.

0.03 The number of authorized directors shall be thirteen.

0.04 Required notice of directors' meetings (See Section 3.05).

(a) not less than seventy-two (72) hours if by mail, and

(b) not less than twenty-four (24) hours if by telegram or personal delivery.

ARTICLE I. OFFICES

1.01 **Principal and Business Offices.** The corporation may have such principal and other business offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the corporation may require from time to time.

1.02 **Registered Office.** The registered office of the corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors or by the registered agent. The business office of the registered agent of the corporation shall be identical to such registered office.

ARTICLE II. MEMBERS

2.01 ~~Qualifications-**General Members.**~~ The Membership of the Corporation shall consist of all persons employed as Wisconsin Troopers, inspectors and police communication operators who have chosen to be members of the Wisconsin State Patrol Union (hereinafter referred to as "~~General Members~~").

2.02 **General Members.** The Membership of the Corporation may include persons employed as Wisconsin Troopers, inspectors and police communication operators who have

declined membership in the Wisconsin State Patrol Union (hereinafter referred to as “General Members”).

~~2.02~~ 2.03 Supervisors. The Membership may include police communication supervisors, sergeants, lieutenants, captains, majors, lieutenant colonel, colonel and superintendent with respect to Wisconsin Troopers, inspectors, and police communication operators (hereinafter referred to as “supervisors”). The supervisors shall be entitled to a voting representative to the Board of Directors.

~~2.03~~ 2.04 Retirees. The Membership may include retirees of the classification of members described in Section 2.01, ~~and 2.02, and 2.03~~ above as long as such person retired in good standing (hereinafter referred to as “retirees”). The retirees shall be entitled to a voting representative to the Board of Directors.

~~2.04~~ 2.05 Dues. All General Members, retirees, and supervisors shall pay dues as determined from time to time by the Board of Directors. ~~General Members shall not pay dues shall be paid by the Wisconsin State Patrol Union.~~

~~2.05~~ 2.06 Membership Rights. Membership of the Corporation shall consist exclusively of the persons described in Sections 2.01, 2.02, ~~and 2.03~~, and 2.04 above. All members shall be entitled to full benefits of membership unless members fail to become members and/or renew their membership within six months of eligibility. A waiting period of four (4) consecutive years shall be required prior to a member receiving a body armor vest reimbursement and ten (10) consecutive years for a member and/or member’s family to receive a scholarship award(s).

~~2.06~~ 2.07 Annual Meeting. The annual meeting of the members shall be held at the date and hour in each year set forth in Section 0.01, or at such other time and date within thirty days before or after said date as may be fixed by or under the authority of the Board of Directors, for the purpose of nominating directors, except principal officers and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding business day. The election of directors shall be held by regular mail within thirty days of nominations, double envelope with secret ballot inside, outside envelope providing security of eligible voters. Chapter Directors shall be elected by said chapter membership, Supervisor Director shall be elected by supervisor membership, and Retiree Director shall be elected by retiree membership.

~~2.07~~ 2.08 Special Meeting. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, Executive Director or the Board of Directors or by the person designated in the written request of not less than one-tenth of all members of the corporation entitled to vote at the meeting.

~~2.08~~ 2.09 Place of Meeting. The Board of Directors may designate any place, either within or without the State of Wisconsin, as the place of meeting for any annual meeting or for

any special meeting. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Wisconsin, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal business office of the corporation in the State of Wisconsin or such other suitable place in the county of such principal office as may be designated by the person calling such meeting, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the members represented thereat.

~~2.09~~ **2.10 Notice of Meeting.** Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than the number of days set forth in Section 0.02 (unless a longer period is required by law or the articles of incorporation) nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, Executive Director or the Secretary, or other officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the record books of the corporation, with postage thereon prepaid.

~~2.10~~ **2.11 Quorum.** Except as otherwise provided in the articles of incorporation, a majority of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless the vote of a greater number or voting by classes is required by law or the articles of incorporation. Though less than a quorum of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

~~2.11~~ **2.12 Conduct of Meetings.** The Executive Director and, in his/her absence, the Chairman of the Board of Directors, and in their absence, any person chosen by the members present shall call the meeting of the members to order and shall act as chairman of the meeting, and the Secretary of the corporation shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

~~2.12~~ **2.13 Unanimous Consent Without Meeting.** Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE III. BOARD OF DIRECTORS

3.01 **General Powers and Number.** The business and affairs of the corporation shall be managed by its Board of Directors. The number of directors of the corporation shall be as provided in Section 0.03. Secretaries to the members of the Board of Directors may only vote on corporate matters if authorized in writing to do so by the applicable Board member.

3.02 **Tenure and Qualifications.** The Board of Directors shall consist of the following offices:

Executive Director
President
Vice President
Secretary
Chapter Vice President
Representative of Retired Members
Representative of Supervisors

Each director shall hold office until the next annual meeting of members and until his/her successor shall have been elected, or until his/her prior death, resignation or removal. A director may resign at any time by filing his or her written resignation with the Secretary of the corporation. Directors need not be residents of the State of Wisconsin or members of the corporation.

3.02 **Regular Meetings.** A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after the annual meeting of members, and each adjourned session thereof. The place of such regular meeting shall be the same as the place of the meeting of members which precedes it, or such other suitable place as may be announced at such meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings without other notice than such resolution.

3.03 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, Executive Director, Secretary or any two directors. The person or persons calling any special meeting of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them, and if no other place is fixed the place of meeting shall be the principal business office of the corporation in the State of Wisconsin.

3.04 **Notice; Waiver.** Notice of each meeting of the Board of Directors (unless otherwise provided in or pursuant to Section 3.02) shall be given by written notice delivered personally or mailed or given by telegram to each director at his or her business address or at such other address as such director shall have designated in writing filed with the Secretary, in each case not less than that number of hours prior thereto as set forth in Section 0.04. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Whenever any notice whatever is required to be given to any director of the corporation under the articles of

incorporation or by-laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.05 **Quorum.** Except as otherwise provided by law or by the Articles of Incorporation or these By-Laws, a majority of the number of directors as provided in Section 0.03 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

3.06 **Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these By-Laws. In the event of a tie vote, the vote of the Executive Director shall determine the outcome of such vote.

3.07 **Conduct of Meetings.** The President, or Executive Director and in their absence a Vice President in the order provided under Section 4.06, and in their absence any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as chairman of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Assistant Secretary or any director or other person present to act as secretary of the meeting.

3.08 **Vacancies.** Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled at the next succeeding annual election by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors; provided that, in case of a vacancy created by the removal of a director by vote of the members, the members shall have the right to fill such vacancy at the same meeting or any adjournment thereof.

3.09 **Presumption of Assent.** A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof of which he or she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.10 **Committees.** The Executive Director or the President, subject to the approval of the Board of Directors, may designate one or more committees, each committee to consist of

three or more directors appointed by the Executive Director or the President, which the extent provided in said resolution as initially adopted, and as thereafter supplemented or amended by further resolution adopted by a like vote, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation, except action in respect to election of the principal officers or the filling of vacancies in the Board of Directors or committees created pursuant to this section. The Executive Director or the President may appoint one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee, upon request by the President or upon request by the chairman of such meeting. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

3.11 **Consent Without Meeting.** Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if approved by a majority of the Board of Directors entitled to vote. Such a vote may be conducted by telephone and/or electronic mail and shall be documented by the Executive Director .

ARTICLE IV. OFFICERS

4.01 **Number.** The principal officers of the corporation shall be a President, Vice President, a Secretary and an Executive Director, each of whom shall be elected by the Board of Directors. The Executive Director and such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President.

4.02 **Election and Term of Office.** The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected or until his/her prior death, resignation or removal.

4.03 **Removal.** Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

4.04 **Vacancies.** A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

4.05 **President.** The President shall, when present, preside at all meetings of the members and of the Board of Directors. He or she shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as he/she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, he/she may authorize any Vice-President or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his/her place and stead.

4.06 **The Vice President.** In the absence of the President or in the event of his/her death, inability or refusal to act, or in the event for any reason it shall be practicable for the President to act personally, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or Assistant Secretary, certificates for members of the corporation; and shall perform such other duties and have such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors. The execution of any instrument of the corporation by any Vice President shall be conclusive evidence, as to third parties, of his/her authority to act in the stead of the President.

4.07 **The Secretary.** The Secretary shall: (a) keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) keep or arrange for the keeping of a register of the post office address of each member which shall be furnished to the Secretary by such member; (d) sign with the Executive Director, or a Vice-President, certificates for members of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; and (e) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

4.08 **Executive Director.** The Executive Director shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The Executive Director shall: (a) manage business details of corporation; (b) have charge and custody of and be responsible for all funds and securities of the corporation; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (d) receive and give receipts for the monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust

companies or other depositaries as shall be selected in accordance with the provisions of Section 5.04; and (e) in general perform all of the duties incident to the office of Executive Director and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors. The Executive Director shall have authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, he/she may authorize any Vice-President or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his/her place and stead.

4.09 Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the corporation in his/her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he/she is so appointed to be assistant, or as to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

ARTICLE V. CONTRACTS, LOANS, CHECK AND DEPOSITS: SPECIAL CORPORATE ACTS

5.01 Contracts. The Executive Director and the President shall be authorized to execute contracts on behalf of the corporation. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the Executive Director, the President or one of the other officers designated by the Board of Directors. The Executive Director, when necessary or required, shall affix the corporate seal thereto: and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

5.02 Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

5.03 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

5.04 **Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

5.05 **Voting of Securities Owned by this Corporation.** Subject always to the specific directions of the Board of Directors, (a) any shares or other securities issued by any other corporation and owned or controlled by this corporation may be voted at any meeting of security holders of such other corporation by the President of this corporation if he/she is present, or in his/her absence by any Vice-President of this corporation who may be present, and (b) whenever, in the judgment of the President, or in his/her absence, of any Vice-President, it is desirable for this corporation to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by this corporation, such proxy or consent shall be executed in the name of this corporation by the President or Vice-President of this corporation, without necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by this corporation the same as such shares or other securities might be voted by this corporation.

ARTICLE VI. AMENDMENTS

6.01 **By Members.** These By-Laws may be altered, amended or repealed and new by-laws may be adopted by the members by affirmative vote of not less than a majority of the members present or represented at any annual or special meeting of the members at which a quorum is in attendance.

6.02 **By Directors.** These By-Laws may also be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance; but no By-Law adopted by the members shall be amended or repealed by the Board of Directors if the By-Law so adopted so provides.

6.03 **Implied Amendments.** Any action taken or authorized by the members or by the Board of Directors, which would be inconsistent with the by-laws then in effect but is taken or authorized by affirmative vote of not less than the number of members or the number of directors required to amend the by-laws so that the by-laws would be consistent with such action, shall be given the same effect as though the by-laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

ARTICLE VII. INDEMNIFICATION

7.01 **Third-Party Actions.** The corporation shall indemnify any and all persons who were or are a party or are threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all

appeals, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another entity, against expenses (including attorney fees), judgments, decrees, fines, penalties and amounts paid in settlement, actually and reasonably incurred by the member or employee in connection with such action, suit or proceedings if the person acted in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

This indemnification agreement is intended to include negligent conduct or lack of due care on the part of all persons to whom this by-law applies.

7.02 Derivative Actions. The corporation shall indemnify all persons identified in Section 8.01 against expenses (including attorneys fees), judgments, decrees, fines, penalties and amounts paid in settlement, actually and reasonably incurred by such person in any threatened, pending or completed action or suit by or in the right of the corporation to the full extent of Section 8.01 which is consistent with and authorized by Wisconsin Law.

7.03 Advances of Expenses. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals) or threat thereof, may be paid by the corporation in advance of the final disposition of such an action, suit or proceeding as authorized by the Board of Directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the Board member or employee to repay such an amount unless it shall be ultimately determined that he/she is entitled to be indemnified by the corporation.

7.04 Non-Exclusiveness: Heirs. The indemnification provided by this agreement shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law, under the rules and regulations of this corporation, and the agreement, vote of the corporation or the members of the association the corporation operates, or any insurance purchased by the corporation or the person to be indemnified, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

7.05 Purchase of Insurance. Notwithstanding the rights contained in this agreement, the corporation may purchase and maintain insurance on behalf of any director, officer, employee, or agent of the corporation.

ARTICLE VIII CORPORATION PURPOSE

8.01 Wisconsin Troopers' Association. The corporation is organized and shall be operated exclusively for improvement of the conditions of those employed as Wisconsin Troopers, inspectors and police communication operators, including supervisors and retirees, the development of a higher degree of efficiency in such occupation and foster activities which promote law enforcement and public safety and the good of the community. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(5) of the Internal Revenue Code of 1954 (or the correspondence provision of any future United Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

8.02 Dissolution. Upon dissolution, the net assets of this corporation will not inure to the benefit of any private person, individual or corporation, but shall be distributed, pursuant to a plan of dissolution adopted by the Board of Directors, and approved by the members, if any, whereby the net assets are distributed to another exempt organization, fostering similar objectives to this corporation. However, if such an organization cannot be agreed upon, then to another organization operated exclusively for charitable purposes.

8.03 Non-Membership Election. All persons identified in Section 2.01 hereinafter shall automatically be members of the Wisconsin Troopers' Association, Inc., unless the person notifies the corporation in writing of his or her desire not to be considered a member of the Association. Members (Article II Section 2.01, ~~and 2.02,~~ and 2.03) involuntarily activated into military service shall maintain their membership status during absence from the Wisconsin State Patrol.

8.04 Audit. The Board of Directors shall authorize on an annual basis an audit of the books and records, financial or otherwise, of the corporation for the purpose of confirming that said books and records are accurately and fairly maintained.

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